

**Aptose Biosciences Inc.**  
**Notice of 2021 Annual and Special Meeting of Shareholders**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “Meeting”) of shareholders of Aptose Biosciences Inc. (the “Corporation”) will be held on June 1, 2021 at 10:00 a.m. (Pacific time). The Meeting will be conducted as an online only annual and special meeting. There will be no physical location for shareholders and duly appointed proxyholders to attend. Shareholders and duly appointed proxyholders may attend the virtual Meeting online at <https://web.lumiagn.com/408550733>, where they will be able to listen, vote, and submit questions during the Meeting’s live webcast.

**What the Meeting is About**

The following items of business will be covered at the Meeting:

1. receiving the financial statements of the Corporation for the fiscal year ended December 31, 2020, including the auditor’s report thereon;
2. electing seven directors to serve until the 2022 Annual Meeting of Shareholders;
3. appointing KPMG LLP as the independent registered public accounting firm of the Corporation for the fiscal year ending December 31, 2021;
4. passing an ordinary resolution, the full text of which is set forth in the accompanying proxy statement (the “Proxy Statement”), authorizing the adoption of the Corporation’s 2021 stock incentive plan;
5. passing an ordinary resolution, the full text of which is set forth in the Proxy Statement, authorizing the adoption of the Corporation’s 2021 employee stock purchase plan;
6. passing an advisory (non-binding) resolution on the compensation of the Corporation’s named executive officers, as more particularly described in the Proxy Statement;
7. passing an advisory (non-binding) resolution on the frequency of future “say on pay” votes, as more particularly described in the accompanying Proxy Statement; and
8. transacting such other business as may be properly brought before the Meeting.

The shareholders may also consider other business that properly comes before the Meeting or any adjournment of the Meeting. The Proxy Statement provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

**You have the right to vote**

You are entitled to receive notice of and vote at the Meeting, or any adjournment, if you are a holder of common shares of the Corporation at the close of business on April 19, 2021.

You have the right to vote your shares on items 2 through 7 listed above and any other items that may properly come before the Meeting or any adjournment.

The Notice of Meeting, Proxy Statement and the form of proxy will be mailed to you on or around May 3, 2021. Detailed instructions regarding shareholders’ voting process are also available on our website at <https://www.aptose.com/investors/news-events/ir-calendar>.

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