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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Aptose Biosciences Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1)
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**VOTING INSTRUCTION FORM**

**APTOSE BIOSCIENCES INC.**

MEETING TYPE: SPECIAL MEETING  
MEETING DATE: MONDAY, JANUARY 27, 2025 AT 7:00 A.M. PST  
RECORD DATE: FOR HOLDERS AS OF DECEMBER 24, 2024  
PROXY DEPOSIT DATE: JANUARY 23, 2025 CUID:  
ACCOUNT NO: CUSIP: 03835T309



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1 OF 1

CONTROL NO.: →

**STEP 2 APPOINT A PROXY (OPTIONAL)**

APPOINTEE(S): William G. Rice, Denis Burger

IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE OTHER PERSON ATTENDING THE MEETING IN THE SPACE PROVIDED HEREIN. UNLESS YOU INSTRUCT OTHERWISE, THE PERSON WHOSE NAME IS WRITTEN IN THIS SPACE WILL HAVE FULL AUTHORITY TO ATTEND, VOTE AND OTHERWISE ACT IN RESPECT OF ALL MATTERS THAT MAY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, EVEN IF THESE MATTERS ARE NOT SET OUT IN THE FORM OR THE CIRCULAR. FOR VIRTUAL MEETINGS, YOU MAY NEED TO COMPLETE ADDITIONAL INFORMATION OR TAKE ADDITIONAL ACTION FOR YOU OR YOUR APPOINTEE TO ATTEND THE MEETING.

[Empty box for appointee name]

PLEASE PRINT APPOINTEE NAME ABOVE

**STEP 3 COMPLETE YOUR VOTING DIRECTIONS**

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY BOLD TEXT OVER THE BOXES (FILL IN ONLY ONE BOX "X" PER ITEM IN BLACK OR BLUE INK)

**1 Approving the adoption of an amendment to the Corporation's articles to effect a reverse stock split of the Corporation's outstanding shares at a ratio in the range of 1 for 10 to 1 for 30 (the "Reverse Stock Split"), such amendment to become effective at an exact ratio and a date to be determined by the board of directors of the Corporation (the "Board") if the Board considers it to be in the best interests of the Corporation to implement such Reverse Stock Split, all as more particularly described in the Proxy Statement.**

RECOMMENDATION: FOR  
FOR AGAINST ABSTAIN

**2 Approving one or more adjournments of the Meeting, if necessary or appropriate, if a quorum is present, to permit further solicitation of proxies if there are not sufficient votes at the time of the Meeting to approve Proposal No. 1.**

RECOMMENDATION: FOR  
FOR AGAINST ABSTAIN

\*NOTE\* If completing the appointment box above YOU MUST go to <http://www.computershare.com/aptose> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with an invite code to gain entry to the online meeting.

**STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED**

\* ISSUER CONFIRMATION COPY - INFO ONLY \*

SIGNATURE(S) \*INVALID IF NOT SIGNED\* [Signature line]

M M D D Y Y [Date line]



APTOSE BIOSCIENCES INC.  
C/O 66 WELLINGTON STREET W.,,  
SUITE 5300, TD BANK TOWER, BOX 48  
TORONTO, ON M5K 1E6  
CANADA

### VOTING INSTRUCTION FORM

#### SPECIAL MEETING

APTOSE BIOSCIENCES INC.

**WHEN:**  
MONDAY, JANUARY 27, 2025 AT 7:00 A.M. PST

**WHERE:**  
by live webcast accessible directly  
online at <https://meetings.lumiconnect.com/400-993-634-523>

**STEP 1** **REVIEW YOUR VOTING OPTIONS**

**ONLINE:** VOTE AT [PROXYVOTE.COM](https://PROXYVOTE.COM) USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.

**BY TELEPHONE:** YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT: **ENGLISH: 1-800-474-7493 OR FRENCH: 1-800-474-7501**

**BY MAIL:** THIS VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

**REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR BEFORE VOTING.**

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**WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.**  
**CONTROL NO.:->** **PROXY DEPOSIT DATE: JANUARY 23, 2025**

The control number has been assigned to you to identify your shares for voting. You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

Dear Client:  
A meeting is being held for securityholders of the above noted issuer.

- You are receiving this Voting Instruction Form and the enclosed meeting materials at the direction of the issuer as a beneficial owner of securities. You are a beneficial owner because we, as your intermediary, hold the securities in an account for you and the securities are not registered in your name.
- Votes are being solicited by or on behalf of the management of the issuer.
- Even if you have declined to receive materials, a reporting issuer is entitled to deliver these materials to you and if requested to do so, it is our responsibility to forward them. These materials are being sent at no cost to you, in the language you requested, if available.
- Unless you attend the meeting and vote in person or virtually (as applicable), your securities can only be voted through us as registered holder or proxyholder of the registered holder in accordance with your instructions. We cannot vote for you if we do not receive your voting instructions. Please provide your voting instructions to us promptly using one of the available voting methods or complete and return this form. We will submit a proxy vote on your behalf according to the voting instructions you provide, unless you elect to attend the meeting and vote in person or virtually (as applicable).
- When you give us your voting instructions, you acknowledge that:
  - You are the beneficial owner or are authorized to provide these voting instructions; and
  - You have read the material and the voting instructions on this form.
- You may not present this Voting Instruction Form at the meeting in order to vote.
- To attend and vote your shares at the meeting:
  - Write your name or the name of your designate to act on your behalf on the "Appointee" line on the other side of this form, sign and date the form, and return it by mail, or
  - Go to [ProxyVote.com](https://ProxyVote.com) (if available) and insert the name in the "Change Appointee(s)" section on the voting site.
  - For virtual meetings, you may need to complete additional information or take additional action for you or your Appointee to attend the meeting. Refer to the meeting material accompanying this voting instruction form for details.

- You, or your designate, as the named "Appointee", must attend the meeting for your vote to be counted.
- Unless prohibited by law or you instruct otherwise, the Appointee(s) or the person whose name is written in the space provided will have full authority to attend and otherwise act at, and present matters to the meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the meeting or any adjournment or postponement thereof even if these matters are not set out in this form or in the management proxy circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require assistance, please contact the person who services your account.
  - If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
  - If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.
  - The Appointee named in this form will exercise the voting rights attached to the securities in accordance with the instructions given. In the absence of any specific instructions as to voting being provided by you on this form, the item(s) will be voted as recommended on the reverse of this form or as stated in the management proxy circular, except in the case of your appointment of an Appointee.
  - This Voting Instruction Form should be read in conjunction with the accompanying management proxy circular.
  - To ensure that your instructions are received in sufficient time to be processed, please ensure that the Voting Instruction Form is received by us or voted online at least one business day before the proxy deposit date noted above or the proxy deadline specified in the management proxy circular. Voting instructions received on the proxy deposit date or later may not be able to be included in the final tabulation.
- This Voting Instruction Form confers discretionary authority to vote on such other business as may properly come before the meeting or any adjournment thereof.
- If you have any questions or require help, please contact the person who services your account.

**Disclosure of Information – Electing to Receive Financial Statements or Requesting Meeting Materials**  
By electing to receive the financial statements or requesting meeting materials, your name and address may be provided to the reporting issuer (or its agent) for mailing purposes.

**PLEASE SEE OVER**

**To start**

This year, the meeting will take place virtually. You will be able to participate online using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask the board questions and submit your votes in real time.

You may also provide voting instructions before the meeting by completing the Form of Proxy or voting information form that has been provided to you.

**Important Notice for Non-Registered Holders**

Non-registered holders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxy may attend as guests but will not be able to vote.

If you are a non-registered holder and wish to attend and participate at the meeting, you should carefully follow the instructions set out on your voting instruction form and in the management information circular relating to the meeting, in order to appoint and register yourself as proxy, otherwise you will be required to login as a guest.

**To participate online**

Make sure the browser on your device is compatible. You will need the latest version of Chrome, Safari, Edge, or Firefox. Internet Explorer is not supported.

Using your smartphone, tablet or computer, go to the following address:

**Meeting Access**

[meetings.lumiconnect.com/400-993-634-523](https://meetings.lumiconnect.com/400-993-634-523)

You will need the following information to log in:

**Meeting ID**

400-993-634-523

**Password**

aptose2025

**Registered Shareholders**

The control number listed on your form of proxy.

**Appointed Proxy**

The control number or username provided by the transfer agent.

**Caution**


Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform for your meeting. If you are experiencing any difficulty connecting or watching the meeting, ensure your VPN setting is disabled or use a computer on a network not restricted to security settings of your organization.

**Registered Shareholders and Appointed Proxy**

Select "I have a login".

**Guests**

Select "I am a guest" and fill in the form.




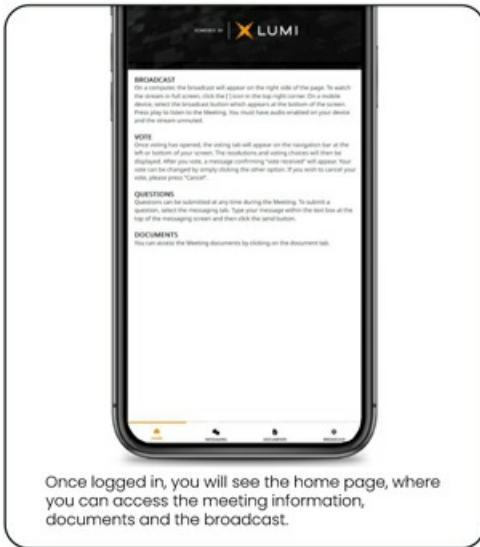
**Registered Shareholders**

Enter the control number listed on your form of proxy and the password above.

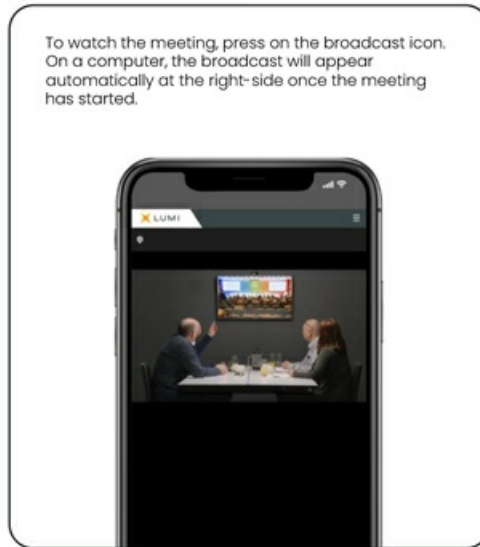
**Appointed Proxy**

Enter the control number or username provided by the transfer agent and the password above.





Once logged in, you will see the home page, where you can access the meeting information, documents and the broadcast.



To watch the meeting, press on the broadcast icon. On a computer, the broadcast will appear automatically at the right-side once the meeting has started.

### Voting

Once voting has opened, the voting tab will appear. The resolutions and voting choices will be displayed in that tab.

To vote, select one of the voting options. Your choice will be highlighted.

A confirmation message will also appear to show your vote has been received.

The number of resolutions for which you have voted, or not yet voted, is displayed at the top of the screen.

You can change your votes until the end of the voting period by simply selecting another choice.

You will continue to hear the meeting proceedings. To return to the broadcast tab on mobile, tap on the broadcast button after having voted.

### Questions

To ask a question, select the messaging tab. Type your question within the box at the top of the screen and click the send arrow.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair.