



Notice of Extraordinary General Meeting

Radiopharm Theranostics Limited ACN 647 877 889

Notice of Extraordinary General Meeting

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Notice is given that the Extraordinary General Meeting of Radiopharm Theranostics Limited ACN 647 877 889 (**Company**) will be held at:

Location	Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) by Zoom conference
Date	Friday, 18 August 2023
Time	10:00 am (Sydney time) Registration from 9:45 am (Sydney time)

Zoom meeting details

The EGM will be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the Extraordinary General Meeting (**EGM** or **Meeting**), you will need to provide your details (including SRN or HIN) to be verified as a Shareholder.

All Shareholders have the opportunity to attend and participate in the Meeting online via internet connection (using a computer, laptop, tablet or smartphone).

To register for the meeting, please click this link: <https://bit.ly/44HETrD>

After registering, you will receive a confirmation email containing information about joining the Meeting.

For further details and instructions, please see the online meeting guide at the rear of this document and located on the Company website containing details on attending and voting at the Extraordinary General Meeting.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the proxy form to the Company in accordance with the instructions thereon.

Returning the proxy form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

Shareholder Questions

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or make comments on, the Meeting, the Company's management or the Company itself.

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors to the Company Secretary by Friday, 11 August 2023 via post at PO Box 655, Carlton South, Victoria 3053 or by email at info@thecfo.com.au with subject 'RAD EGM 2023'.

Special Business

Resolution 1 – Ratification of prior issue of Completion Shares under the Stock Purchase Agreement

To consider and, if in favour, to pass the following as an ordinary resolution:

- 1 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 10,412,934 Completion Shares to the Vendors of Pharma15 Corporation pursuant to the Stock Purchase Agreement, as detailed in the Explanatory Memorandum.'*

Note: Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Ratification of prior issue of Options to advisors

To consider and, if in favour, to pass the following as an ordinary resolution:

- 2 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,400,000 Adviser Options to CFO Solution, as detailed in the Explanatory Memorandum.'*

Note: Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 20 July 2023

By order of the Board

Phillip Hains
Company Secretary

Voting Exclusion Statement

Corporations Act

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1 – Ratification of prior issue of Completion Shares under the Stock Purchase Agreement	the Vendors of Pharma15 Corporation or any associate of the Vendors of Pharma15 Corporation or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 2 – Ratification of prior issue of Options to advisors	CFO Solution, or any associate of CFO Solution or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250BD and 250R, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Automic Registry Service Limited as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://investor.automic.com.au/#/loginsah> which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 10:00 am (Sydney time) on Wednesday 16 August 2023 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00 pm (Sydney time) on Wednesday 16 August 2023.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on 03 9824 5254 (within Australia) or +61 3 9824 5254 (outside Australia) during business hours.

Explanatory Memorandum

This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be at Level 3, 62 Lygon Street, Carlton, Victoria 3053 and held online by Zoom on Friday, 18 August 2023 (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Background for Resolution 1

- 1 As announced to the ASX on 3 March 2023, the Company, through its wholly owned subsidiary Radiopharm Theranostics (USA) Inc., entered into a stock purchase agreement with the Pharma15 Corporation shareholders (**Vendors**) to acquire 100% of the Pharma15 Corporation shares (**Pharma15 Shares**) effective 3 March 2023 (**Stock Purchase Agreement**). Pharma15 Corporation is developing assets which seek to overcome resistance to prostate-specific membrane antigen targeting cancer therapies currently available or in late-stage development.
- 2 Under the Stock Purchase Agreement, the purchase price for the Pharma15 Shares is US\$4,000,000 (~AU\$5,900,000) (**Purchase Price**). The Purchase Price is to be paid 50% in cash and 50% in Shares, split between two equal instalments.
- 3 The first instalment was due within three business days of completion. On 3 March 2023, US\$1,000,000 was paid, and 10,412,934 fully paid ordinary Shares (**Completion Shares**) were issued, to the Vendors in full satisfaction of the first instalment of the Purchase Price. The Completion Shares were determined by the VWAP of the seven consecutive trading days ending at the close of trading three trading days prior to 3 March 2023. The seven-day VWAP for the first instalment was \$0.1431.
- 4 The second instalment is due on the first anniversary of completion. The consideration for the second instalment will be funded from existing cash reserves, and the estimated share issue is anticipated to fall within the Company's existing 15% share issue capacity. The number of Shares will be determined by the exchange rate at that time and the VWAP for the seven consecutive trading ending at the close of trading three trading days prior to the second instalment but, in any event, will not be more than 36,587,066 Shares.
- 5 Additionally, the Stock Purchase Agreement sets out contingent consideration, subject to successful attainment of the significant clinical milestone of an Investigational New Drug Application with the Federal Drug Administration for Pharma15 Corporation's product. Should the milestone be achieved, the contingent consideration will be US\$2,300,000 to be satisfied 100% in Shares and to be calculated in the same way as the deferred shares (**Contingent Consideration**). Any Contingent Consideration not satisfied by the issue of Shares will be settled by transfer of funds.
- 6 The Company has no obligation to issue more than 47,000,000 Shares in total under the Stock Purchase Agreement.
- 7 The Stock Purchase Agreement otherwise contains standard terms and conditions for an agreement of this nature. Further information can be found in the ASX announcement released to marked on 3 March 2023.

Resolution 1: Ratification of prior issue of Completion Shares under the Stock Purchase Agreement

- 8 The purpose of Resolution 1 is for Shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the issue of the Completion Shares to the Vendors of Pharma15 Corporation.

Listing Rule 7.1

- 9 Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to a combined 25% of the fully paid ordinary securities it had on issue at the start of that period. Shareholders approved an additional 10% placement capacity under Listing Rule 7.1A at the Annual General Meeting held on 16 November 2022.
- 10 The issue of the 10,412,934 Completion Shares does not fall under any of the relevant exemptions and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the issue date.
- 11 Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do so, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.
- 12 The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 13 If Resolution 1 is passed, Shareholders will have ratified the issue of Completion Shares, and the issue of the Completion Shares will no longer utilise a portion of the Company's 15% placement capacity under Listing Rule 7.1, meaning that the Company will have an increased ability to issue Equity Securities without seeking Shareholder approval.
- 14 If Shareholders do not approve Resolution 1, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 15 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) the Completion Shares, being 10,412,934 fully paid ordinary Shares, have been issued to the Vendors of Pharma15 Corporation;
 - (b) the Completion Shares were issued on or about 3 March 2023;
 - (c) the material terms of the Stock Purchase Agreement have been summarised in paragraphs 1 to 7 above; and
 - (d) the Completion Shares were issued for nil upfront consideration for the purpose of partial consideration pursuant to the Stock Purchase Agreement and, therefore, do not raise funds for the Company.

Directors' Recommendation

- 16 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2: Ratification of prior issue of Options to advisors

- 17 The purpose of Resolution 2 is for Shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the issue of 1,400,000 Adviser Options to CFO Solution.

Listing Rule 7.1

- 18 Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to a combined 25% of the fully paid ordinary securities it had on issue at the start of that period. Shareholders approved an additional 10% placement capacity under Listing Rule 7.1A at the Annual General Meeting held on 16 November 2022.
- 19 The issue of the 1,400,000 Adviser Options does not fall under any of the relevant exemptions and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the issue date.
- 20 Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do so, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.
- 21 The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 22 If Resolution 2 is passed, Shareholders will have ratified the issue of Adviser Options, and the issue of the Adviser Options will no longer utilise a portion of the Company's 15% placement capacity under Listing Rule 7.1, meaning that the Company will have an increased ability to issue Equity Securities without seeking Shareholder approval.
- 23 If Shareholders do not approve Resolution 2, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 24 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 1,400,000 Adviser Options have been issued to CFO Solution;
- (b) the Adviser Options were issued on 25 November 2022;
- (c) the Adviser Options are exercisable for \$0.20 per option and expire on 30 November 2026; and
- (d) the Adviser Options were issued for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Options will be used:

- (i) to fund the progression of the Company's radiopharmaceutical portfolio;
- (ii) to fund the MD Anderson Cancer Centre and Radiopharm joint venture; and
- (iii) for working capital.

Directors' Recommendation

- 25 The Directors unanimously recommend that you vote in favour of this resolution.

Glossary

Adviser Options	means the 1,400,000 Options issued to CFO Solution, subject to approval by Shareholders at the Meeting.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means Radiopharm Theranostics Limited ACN 647 877 889.
Company Secretary	means Phillip Hains and Nathan Jong.
Completion Shares	means the 10,412,934 fully paid ordinary Shares issued to the Vendors of Pharma15 Corporation on 3 March 2023.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
equity securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Extraordinary General Meeting or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Listing Rules or LR	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Options	means an option to acquire a Share.
Pharma15 Shares	has the meaning given to it paragraph 1.
Resolution	means a resolution of this Extraordinary General Meeting of the Company.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
Stock Purchase Agreement	means the stock purchase agreement entered into between the Company, through its wholly owned subsidiary Radiopharm Theranostics (USA) Inc., and the Pharma15 Corporation shareholders to acquire 100% of the Pharma15 Shares.
Vendor	has the meaning given to it paragraph 1.
VWAP	means volume weighted average price.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 16 August 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
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BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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