

Letter from the Executive Chairman

15 March 2024

Dear Fellow Shareholder

Radiopharm today issued a Notice of Extraordinary General Meeting (Meeting) to be held on 15 April 2024.

The main purpose of the Meeting is to refresh our capacity to issue shares under ASX Listing Rules by ratifying the prior issues of shares, or approving the anticipated future issues of shares, associated with the Lind share facilities announced on 6 February 2024.

There are also two resolutions seeking ratification of the prior issues of shares relating to the acquisition of Pharma15 Corporation announced on 3 March 2023 and approval for the issue of options to Bell Potter in relation to the Entitlement Offer announced on 31 October 2023.

In light of the cost and protracted notice period associated with holding such general meetings to be able to ratify or approve capacity to issue equities, the Board has also included a resolution seeking approval to issue up to 500 million shares associated with a potential placement.

The resolution provides the Board with the flexibility to rapidly make an institutional placement to sophisticated sector focused investors, at the Board's discretion, without the need to revert to shareholders for approval at a further EGM and the associated delay. If approved, any shares under such placement must be issued within three months of the Meeting. The funds raised under the placement would support the clinical trial pipeline and otherwise for general working capital of the Company.

On behalf of the Board, I encourage you to support the resolutions proposed at the Meeting and thank you for your ongoing support.

Yours faithfully

Paul Hopper

Executive Chairman



About Radiopharm Theranostics

Radiopharm Theranostics is a clinical stage radiotherapeutics company developing a world-class platform of innovative radiopharmaceutical products for diagnostic and therapeutic applications in areas of high unmet medical need. Radiopharm has been listed on ASX (RAD) since November 2021. The company has a pipeline of six distinct and highly differentiated platform technologies spanning peptides, small molecules and monoclonal antibodies for use in cancer, in pre-clinical and clinical stages of development from some of the world's leading universities and institutes. The pipeline has been built based on the potential to be first-to-market or best-in-class. The clinical program includes one Phase II and three Phase I trials in a variety of solid tumour cancers including breast, kidney and brain. Learn more at Radiopharmtheranostics.com.

Authorized on behalf of the Radiopharm Theranostics Board of Directors by Executive Chairman Paul Hopper.

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Website – https://radiopharmtheranostics.com/
Twitter – https://twitter.com/TeamRadiopharm
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Notice of Extraordinary General Meeting

Radiopharm Theranostics Limited ACN 647 877 889



Notice of Extraordinary General Meeting

Radiopharm Theranostics Limited ACN 647 877 889

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) at https://bit.ly/RAD-EGM-2024
Date	Monday, 15 April 2024
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 the link below:

https://bit.ly/RAD-EGM-2024

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 Monday, 8 April 2024 via post at PO Box 655, Carlton South, Victoria 3053 or by email at cfoservices@acclime.com with subject 'RAD EGM 2024'.



Special Business

Resolution 1 – Ratification of prior issue of Initial Shares to Lind

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 previous issue of 20,000,000 Initial Shares to Lind pursuant to the Subscription Agreement, as detailed in the Explanatory Memorandum.'

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

Resolution 2 – Approval to issue Lind Options

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

2 'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the granting of up to 8,955,224 Lind Options to Lind pursuant to the Subscription Agreement, on the terms set out in the Explanatory Memorandum.'

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

Resolution 3 – Approval of Subscription Shares to Lind

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

3 'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,000,000 Subscription Shares to Lind pursuant to the Subscription Agreement, on the terms set out in the Explanatory Memorandum.'

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

Resolution 4 – Approval to issue First Tranche Shares to Lind

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

4 `That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,000,000 First Tranche Shares to Lind pursuant to the Share Purchase Agreement, on the terms set out in the Explanatory Memorandum.'

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

Resolution 5 – Approval to issue monthly Tranche Shares to Lind

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

`That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 60,000,000 monthly Tranche Shares to Lind pursuant to the Share Purchase Agreement, on the terms set out in the Explanatory Memorandum.'

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



Resolution 6 – Approval to issue Placement Shares

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 500,000,000 Placement Shares, on the terms set out in the Explanatory Memorandum.'

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

Resolution 7 – Ratification of prior issue of Pharma15 Shares

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

7 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 25,856,470 Pharma15 Shares to Pharma15 Corporation, as detailed in the Explanatory Memorandum.'

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

Resolution 8 – Ratification of prior issue of Advisor Options

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 7,500,0000 Advisor Options to Bell Potter, as detailed in the Explanatory Memorandum.'

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

Dated: 15 March 2024

By order of the Board

Phillip Hains

Company Secretary



Voting Exclusion Statement

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 Subscription Shares to Lind	Lind 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 – Approval to issue Options to Lind	Lind or any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 3 — Approval of Subscription Shares to Lind	Lind and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of their associates.
Resolution 4 – Approval to issue First Tranche Shares to Lind	Lind and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of their associates.
Resolution 5 — Approval to issue monthly Tranche Shares to Lind	Lind and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of their associates.
Resolution 6 – Approval to issue Placement Shares	Any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 7 — Ratification of prior issue of Pharma15 Shares	Pharma15 or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 8 – Ratification of prior issue of Adviser Options	Bell Potter 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, 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 Saturday 13 April 2024 (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 Saturday 13 April 2024.
- (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 Monday, 15 April 2024 at 10:00 am (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 Resolutions 1 to 5

- As announced to the ASX on 6 February 2024, the Company entered into a:
 - (a) share subscription agreement which provides an investment of \$1.2 million (**Subscription Agreement**); and
 - (b) monthly share purchase agreement for up to \$11.3 million in monthly instalments of between \$50,000 and \$1 million with an initial instalment of \$300,000 (**Share Purchase Agreement**),

with Lind Global Fund II LP, an entity managed by New York-based The Lind Partners (**Lind**) on 6 February 2024. Lind invests in small and mid-cap companies publicly traded in the US, Canada, Australia and the UK.

The Share Purchase Agreement is a staged private placement with Lind and, together with the Subscription Agreement, secures up to \$12.5 million in funding for the Company. Funds raised will support the clinical trial pipeline and are otherwise for general working capital of the Company.

Subscription Agreement

- 3 In accordance with the Subscription Agreement:
 - (a) on 13 February 2024 (**Advance Payment Date**) the Company received \$1.2 million from Lind (**Advance Payment**) which Lind can now use to subscribe for Shares to a deemed value of \$1.44 million (**Subscription Shares**) within 24 months from the Advance Payment Date, unless extended (**Term**); and
 - (b) on 14 February 2024 the Company issued to Lind 20,000,000 Shares (**Initial Shares**) which may subsequently be applied towards satisfying the Company's issue of Subscription Shares or repayment obligations under the Subscription Agreement. If at the expiration of the Term, or upon termination of the Subscription Agreement, there are still Initial Shares that have not been applied towards Subscription Shares or repayment, Lind is required to pay for any remaining Initial Shares at the price which is the lesser of:
 - (i) \$0.10 per share; and
 - (ii) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription,

(Subscription Price).



- Lind may elect when to provide Chimeric with subscription notices for the issue of Subscription Shares to the aggregate value of \$1.44 million over the Term, subject to the following (**Subscription Amount**):
 - (a) Until 31 May 2024, any subscriptions by Lind will be at a fixed price of \$0.10.
 - (b) From 1 June 2024 until 31 January 2025, any subscriptions by Lind will be either at:
 - (i) \$0.10 per share, with the aggregate subscription amount unlimited; or
 - (ii) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.059 per share on 6 February 2024 when the Subscription Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$75,000.
 - (c) From 1 February 2025 until the end of the Term, any subscriptions by Lind will be at the Subscription Price.
- In the event monthly tranches under the Share Purchase Agreement do not occur in a month, the monthly limit increases to \$150,000 for that month.
- 6 Lind may, at its sole discretion, increase the maximum monthly aggregate subscription amount to \$250,000, for two months only.
- Any Advance Payment remaining at the expiry of the Term, will be subscribed for at the Subscription Price.
- Under the Subscription Agreement, the Company's obligation to issue the Initial Shares and Subscription Shares is limited to a maximum of 28,800,000 Shares (**Maximum**). If the Company wishes to issue more Shares than the Maximum, the Company must obtain Shareholder approval for the issue or Shareholder ratification of a past issue of Subscription Shares. Where Shareholders ratify a past issue of Subscription Shares, the applicable number of Subscription Shares will become available again for issue under the Maximum.
- The Subscription Agreement also requires the Company grant Lind 8,955,224 Options within three months of the Subscription Agreement execution date, subject to shareholder approval (**Lind Options**). The Lind Options will be issued for nil consideration with an exercise price of \$0.046 and will expire four years after issue. The Lind Option terms are set out in Schedule 1.
- 10 For further details of the key terms of the Subscription Agreement, please see Schedule 2.

Share Purchase Agreement

- In accordance with the Share Purchase Agreement, on 13 February 2024 the Company received \$300,000 from Lind for the first tranche (**Initial Tranche**) and, thereafter, the Company will have available to it monthly tranches (**Tranche**) of between \$50,000 and \$1,000,000 (**Tranche Amount**), provided (amongst other conditions) the Company has capacity under the Listing Rules or otherwise obtains Shareholder approval to issue the shares for each Tranche. For each Tranche, Lind will provide funding at the relevant Tranche closing, and Radiopharm will issue the Shares to Lind 28 days afterward (**Tranche Shares**).
- The purchase price for the Tranche Shares is the same as the Subscription Price (**Purchase Price**). If the Purchase Price falls below \$0.05 (**Floor Price**), the Company may refuse to issue that Tranche's Tranche Shares, provided that the Company repays the applicable Tranche Amount with a 5% premium.



- Under the Subscription Agreement, the Company's obligation to issue the Initial Shares and Subscription Shares is limited to a maximum of 12,000,000 Shares (**SPA Maximum**). If the Company wishes to issue more Shares than the Maximum, the Company must obtain Shareholder approval for the issue or Shareholder ratification of a past issue of Tranche Shares. Where Shareholders ratify a past issue of Tranche Shares, the applicable number of Tranche Shares will become available again for issue under the SPA Maximum.
- Lind will not hold more than 9.99% of the Company's Shares at any one time and no Tranche will exceed 1.15% of the Company's market capitalisation unless mutually agreed between the parties.
- The term of the agreement is 12 months from the Initial Tranche and may be extended a further 12 months, and the maximum aggregate available to be funded under the Agreement may be increased by mutual agreement (and Shareholder approval if required) at any time between the 11th and 12th Tranches.
- 16 The Company can terminate the Share Purchase Agreement at:
 - (a) no cost at any time after a minimum of \$900,000 has been funded;
 - (b) no cost any time, if the Purchase Price is less than the Floor Price;
 - (c) any other time, with a \$50,000 cancellation fee (**Cancellation Fee**).

The Share Purchase Agreement can otherwise be terminated at any time with mutual consent or by either party upon 'termination events', such as the Company's Shares are suspended from trading for more than three consecutive trading days.

17 For further details of the key terms of the Share Purchase Agreement, please see Schedule 3.

Resolution 1 – Ratification of prior issue of Initial Shares to Lind

The purpose of Resolution 1 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 20,000,000 Initial Shares to Lind on the terms set out herein.

Listing Rule 7.1

- 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 2023.
- The issue of the 20,000,000 Initial 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.
- Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rules 7.1 and 7.1A, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 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 issuance under Listing



Rule 7.1. Resolution 1 therefore proposes the ratification of the allotment and issuance of the Initial Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- If Resolution 1 is passed, Shareholders will have ratified the issue of the Initial Shares, and the issue of the Initial Shares will no longer utilise a portion of the Company's 25% placement capacity under Listing Rules 7.1 and 7.1A, meaning that the Company will have an increased ability to issue equity securities over the next 12 months without seeking Shareholder approval.
- 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

- 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 Initial Shares, being 20,000,000 fully paid ordinary shares, have been issued to Lind in accordance with the terms of the Subscription Agreement;
 - (b) the Initial Shares were issued at a price of \$0.059 per Share;
 - (c) the Initial Shares were issued on 14 February 2024;
 - (d) the material terms of the Subscription Agreement have been summarised in paragraphs 3 to 10 above and further in Schedule 2; and
 - (e) the Initial Shares were issued for nil upfront consideration for the purpose of partial consideration pursuant to the Subscription Agreement and, therefore, do not raise funds for the Company.

Directors' recommendation

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

Resolution 2 – Approval to issue Lind Options

- The purpose of Resolution 2 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of the 8,955,224 Lind Options with an exercise price of \$0.046 per Option and an expiry date that is four years after the date of issue to Lind in accordance with the Subscription Agreement.
- As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- The issue of the Lind Options does not fall under any of the relevant exemptions. Resolution 2 therefore proposes the approval of the granting of the Lind Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- If Resolution 2 is approved and the Lind Options are issued, Listing Rule 7.2 (exception 9) applies to the issue of Shares on the conversion of the Lind Options and such issuance shall not count towards the Company's placement capacity.



Technical information required by Listing Rule 14.1A

- If Resolution 2 is passed, the Lind Options will be issued with Shareholder approval pursuant to Listing Rule 7.1 and the Lind Options will not utilise a portion of the Company's 15% placement capacity, meaning the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- If Shareholders do not approve Resolution 2, the issuance will still occur but will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

Technical information required by Listing Rule 7.3

- Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:
 - (a) the securities are to be allotted to Lind;
 - (b) the maximum number of securities to be issued is 8,955,224 Options;
 - (c) the Options are expected to be issued within five business days of the Meeting but in any event, not more than three months after Shareholder approval;
 - (d) the issue price for the options is nil;
 - (e) the Lind Option terms are further set out in Schedule 1; and
 - (f) the Lind Options are being 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 to support the clinical trial pipeline and otherwise for general working capital of the Company.

Directors' Recommendation

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

Resolution 3 – Approval of Subscription Shares to Lind

- 35 The purpose of Resolution 3 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of the Subscription Shares to Lind.
- As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 37 The issue of the Subscription Shares does not fall within any of these exceptions. Resolution 3 therefore proposes the approval of the allotment and issue of the Subscription Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Shareholders will have approved the issue and allotment of the Subscription Shares to Lind, and the issue of the Subscription 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 over the next 12 months without seeking Shareholder approval.

- 39 If Resolution 3 is not passed, the issuance of the Subscription Shares:
 - (a) may still occur in full but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date; or
 - (b) may be reduced to fall within the Company's capacity limits with the any Subscription Price to be satisfied by cash which would require use of the Company's funds that may have otherwise been designated for other uses.

Technical information required by Listing Rule 7.3

- 40 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:
 - (a) the Subscription Shares, being up to 6,000,000 fully paid ordinary shares, may be issued to Lind in accordance with the terms of the Subscription Agreement;
 - (b) Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, Shareholder approval for any Subscription Shares not issued before 15 July 2024 will lapse and may be sought again at any later general meeting called by the Company;
 - (c) the Subscription Shares will only be issued to Lind where the Company satisfies the conditions precedent to the Subscription Shares in accordance with the Subscription Agreement and will be issued as follows:
 - (i) until 31 May 2024, any subscriptions by Lind for Subscription Shares will be at a fixed price of \$0.10.
 - (ii) from 1 June 2024 until 15 July 2024, any subscriptions by Lind for Subscription Shares will be either at:
 - (A) \$0.10 per share, with the aggregate subscription amount unlimited; or
 - (B) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.059 per share on 6 February 2024 when the Subscription Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$75,000; and
 - (iii) the material terms of the Subscription Agreement have been summarised in paragraphs 3 to 10 above and further in Schedule 2.

Directors' recommendation

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

Resolution 4 – Approval to issue First Tranche Shares to Lind

The purpose of Resolution 4 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of the First Tranche Shares to Lind.



- As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- The issue of the First Tranche Shares does not fall within any of these exceptions. Resolution 4 therefore proposes the approval of the allotment and issue of the First Tranche Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- If Resolution 4 is passed, Shareholders will have approved the issue and allotment of the First Tranche Shares to Lind, and the issue of the First Tranche 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 over the next 12 months without seeking Shareholder approval.
- 46 If Resolution 4 is not passed, the issuance of the First Tranche Shares:
 - (a) may still occur in full but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date; or
 - (b) may be reduced to fall within the Company's capacity limits with any Purchase Price or Cancellation Fee to be satisfied by cash which would require use of the Company's funds that may have otherwise been designated for other uses.

Technical information required by Listing Rule 7.3

- Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 4:
 - (a) the First Tranche Shares, being up to 6,000,000 fully paid ordinary shares, will be issued to Lind in accordance with the terms of the Share Purchase Agreement;
 - (b) Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. The Company anticipates the First Tranche Shares will be issued on or before 12 March 2024, or as otherwise determined by the Company and Lind. Shareholder approval for any First Tranche Shares not issued before 15 July 2024 will lapse and may be sought again at any later general meeting called by the Company;
 - (c) the First Tranche Shares will only be issued to Lind where the Company satisfies the conditions precedent to the Initial Tranche in accordance with the Share Purchase Agreement and will be issued as follows:
 - (i) the First Tranche Shares will be issued for the Initial Tranche of \$300,000 pursuant to the Share Purchase Agreement. The Initial Tranche will be used to support the clinical trial pipeline and otherwise for general working capital of the Company;
 - (ii) the aggregate number of First Tranche Shares to be issued will be calculated using the Purchase Price, which is the lesser of:
 - (A) \$0.10 per share; and



- (B) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription; and
- (iii) the material terms of the Share Purchase Agreement have been summarised in paragraphs 11 to 17 above and further in Schedule 3.

Directors' recommendation

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

Resolution 5 – Approval to issue of monthly Tranche Shares to Lind

- The purpose of Resolution 5 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the issue and allotment of up to 60,000,000 monthly Tranche Shares to Lind on the terms set out in the Explanatory Memorandum.
- As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- The issue of the Tranche Shares does not fall within any of these exceptions. Resolution 5 therefore proposes the approval of the allotment and issue of the Tranche Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- If Resolution 5 is passed, Shareholders will have ratified the issue of the Tranche Shares, and the issue of the Tranche Shares will no longer utilise a portion of the Company's 25% placement capacity under Listing Rules 7.1 and 7.1A, meaning that the Company will have an increased ability to issue equity securities over the next 12 months without seeking Shareholder approval.
- If Shareholders do not approve Resolution 5, the issuance of the Tranche Shares may:
 - (a) still occur but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date; or
 - (b) be reduced to fall within the Company's capacity limits with the any Purchase Price or Cancellation Fee to be satisfied by cash which would require use of the Company's funds that may have otherwise been designated for other uses.

Technical information required by Listing Rule 7.3

- Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 5:
 - (a) the Tranche Shares, being up to 60,000,000 fully paid ordinary shares, will be issued to Lind in monthly Tranches in accordance with the terms of the Share Purchase Agreement;
 - (b) Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. The Company anticipates that Tranche Shares will be issued on a monthly basis at vary Tranche Amounts. Shareholder approval for any Tranche Shares not issued before 15 July 2024 will lapse and may be sought again at any later general meeting called by the Company;



- (c) the Tranche Shares will only be issued to Lind where the Company satisfies the conditions precedent to the Tranche in accordance with the Share Purchase Agreement and will be issued as follows:
 - (i) the monthly Tranche Shares will be issued for the Tranche Amount which can be of between \$50,000 and \$1,000,000 pursuant to the Share Purchase Agreement. Funds received from Lind for each Tranche will be used to support the clinical trial pipeline and otherwise for general working capital of the Company;
 - (ii) the Tranche Shares to be issued each month will be calculated using the Purchase Price, which is the lesser of:
 - (I) \$0.10 per share; and
 - (II) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription; and
 - (iii) the material terms of the Share Purchase Agreement have been summarised in paragraphs 11 to 17 above and further in Schedule 3.

Directors' recommendation

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

Resolution 6 – Approval to issue Placement Shares

- The Company is continually assessing its ongoing capital requirements and, as such, wishes to maximise the number of Equity Securities the Company is able to issue in order to raise further capital to support the clinical trial pipeline and otherwise for general working capital of the Company.
- 57 The purpose of Resolution 6 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of the Placement Shares to sophisticated and professional investors.
- As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- The issue of the Placement Shares does not fall within any of these exceptions. Resolution 6 therefore proposes the approval of the allotment and issue of the Placement Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- If Resolution 6 is passed, Shareholders will have approved the issue and allotment of the Placement Shares to sophisticated and professional investors, and the issue of the Placement 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 over the next 12 months without seeking Shareholder approval.
- If Resolution 6 is not passed, the issuance of the Placement Shares may still occur in full but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively



decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

Technical information required by Listing Rule 7.3

- Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:
 - (a) the Placement Shares, being up to 500,000,000 fully paid ordinary shares, will be issued to sophisticated and professional investors in accordance with the terms of any placement agreement;
 - (b) Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. The Company issue date of the Placement Shares will be determined by the Company and the sophisticated and professional investors but, in any event, will be issued no later than 15 July 2024. Shareholder approval for any Placement Shares not issued before 15 July 2024 will lapse and may be sought again at any later general meeting called by the Company;
 - (c) the Placement Shares will be issued for cash consideration per Placement Share which is not less than 75% of the VWAP for the Company's ordinary shares calculated over the 15 trading days immediately prior to the date on which the issue price for the Placement Shares is agreed between the Company and the professional and sophisticated investors; and
 - (d) except as described in this explanatory memorandum, any placement agreement between the Company and sophisticated and professional investors will contain standard subscription mechanisms, representations and warranties and otherwise be on standard terms and conditions for an agreement of this nature.

Directors' recommendation

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

Background for Resolution 7

- 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.
- 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.
- 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.
- 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.

- 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.
- The Company has no obligation to issue more than 47,000,000 Shares in total under the Stock Purchase Agreement.
- 70 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 7 – Ratification of prior issue of Pharma15 Shares

71 The purpose of Resolution 7 is for Shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the issue of 25,856,470 Pharma15 Shares to Pharma15 Corporation.

Listing Rule 7.1

- 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 2023.
- 73 The issue of the 25,856,470 Pharma15 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.
- 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.
- 75 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

- If Resolution 7 is passed, Shareholders will have ratified the issue of Pharma15 Shares, and the issue of the Pharma15 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.
- If Shareholders do not approve Resolution 7, 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

- Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 7:
 - (a) 25,856,470 Pharma15 Shares have been issued to the Vendors of Pharma15;
 - (b) the Pharma15 Shares were issued on 4 March 2024;
 - (c) the material terms of the Stock Purchase Agreement have been summarised in paragraphs 64 and 70 above; and
 - (d) the Pharma15 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

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

Resolution 8 – Ratification of prior issue of Advisor Options

79 The purpose of Resolution 8 is for Shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the issue of 7,500,000 Advisor Options to Bell Potter.

Listing Rule 7.1

- 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 2023.
- The issue of the 7,500,000 Advisor 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.
- 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.
- 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

- If Resolution 8 is passed, Shareholders will have ratified the issue of Advisor Options, and the issue of the Advisor 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.
- If Shareholders do not approve Resolution 8, 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

- Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 8:
 - (a) 7,500,000 Advisor Options have been issued to Bell Potter;
 - (b) the Advisor Options were issued on 22 December 2023;
 - (c) the Adviser Options are exercisable for \$0.11 per option and expire on 1 July 2028; and
 - (d) the Advisor Options were issued for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Advisor Options will be used to support the clinical trial pipeline and otherwise for general working capital of the Company.

Directors' Recommendation

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



Schedule 1

Lind Option terms

Nature of Options	(a)	Each Lind Option will grant the holder of that Lind Option the right but not the obligation to be issued by the Company one Share at \$0.09 (Options Exercise Price).
	(b)	Each Lind Option will be exercisable by Lind (or its nominee) complying with its obligations under these Lind Option terms, at any time after the time of its grant and prior to the expiry date that is 48 months after the date of issue of the Lind Options (Options Expiration Date), after which time it will lapse.
Exercise of Options	(a)	Without limiting the generality of, and subject to, the other provisions of the Subscription Agreement, Lind (or its nominee) may exercise any of its Lind Options at any time prior to their expiration, by delivery of:
		 a copy, whether electronic or otherwise, of a duly executed Option exercise form substantially in the form attached to the Subscription Agreement as Annexure D (the Exercise Form), to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to Lind (or its nominee));
		(ii) copy, whether electronic or otherwise, of any exercise form required by the share registrar; and
		(iii) payment of an amount equal to the Options Exercise Price multiplied by the number of Shares in respect of which the Lind Options are being exercised at the time by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
	(b)	As soon as reasonably practicable, but in any event no later than three Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 2(a)(iii) of these Option terms, the Company must cause its securities registrar to:
		(i) issue and deliver the Shares in respect of which the Lind Options are so exercised by Lind (or its nominee); and
		(ii) provide to Lind (or its nominee) holding statements evidencing that such Shares have been recorded on the Share register.
		The Company must also issue a Securities Cleansing Statement in respect of those Shares where it is lawfully able to issue such a statement immediately after the issue of those Shares, or alternatively where a Securities Cleansing Statement is not



	available, issue a Prospectus to enable those Shares to be freely tradeable within three Trading Days after the issue of those Shares.					
	(c) Lind (or its nominee) may only exercise a minimum of \$1,000 of Options on any particular occasion, unless the Investor has, in total, less than \$1,000 of Options, in which case they must exercises all the remaining Options at the same time.					
Bonus Issues	If prior to an exercise of an Option, but after the issue of the Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated. If prior to an exercise of an Option, but after the issue of the Option,					
Rights Issues	If prior to an exercise of an Option, but after the issue of the Option, any offer or invitation is made by the Company to at least all the holders of Shares resident in Australia for the subscription for cash with respect to Shares, options or other securities of the Company on a pro rata basis relative to those holders' shareholding at the time of the offer, the Options Exercise Price will be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).					
Reconstruction of Capital	In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction: (a) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options will be reduced or increased in the same proportion as, and the nature of the Shares will be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and (b) an appropriate adjustment will be made to the Options Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options will not alter.					
Cumulative Adjustments	Full effect will be given to the provisions of clauses 3 to 5 of these Option Terms, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Shares already on issue.					
Notice of Adjustments	Whenever the number of Shares over which an Option is exercisable, or the Options Exercise Price, is adjusted pursuant to this Agreement, the Company must give notice of the adjustment to all the Option holders, within one Business Day.					



Rights Prior to Exercise	Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.
Redemption	The Options will not be redeemable by the Company.
Assignability and Transferability	(a) The Options will be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law. The Options will however not be listed on the ASX or any other securities exchange.
	(b) Shares issued upon the exercise of Options will be freely tradeable upon the earlier of the issue of a Securities Cleansing Statement by the Company, or alternatively where a Securities Cleansing Statement is not available, the issue of a Prospectus by the Company in respect to those Shares.



Schedule 2

Summary of terms of Subscription Agreement

Overview	The Subscription Agreement provides \$1.2 million in funding in consideration for Shares in the Company.
Advance Payment	Lind will pay \$1.2 million to the Company which may be used to subscribe for Subscription Shares to a deemed value of \$1.44 million within 24 months from the Advance Payment Date.
Commitment Fees	The Company shall pay Lind a \$42,000 commitment fee on the Advance Payment Date, representing $\sim 3.5\%$ of the Advance Payment.
Execution Date	The Agreement was executed on 6 February 2024 and is effective upon satisfaction of any condition precedent.
Advance Payment Date	Lind is to provide payment of the Advance Payment by no later than five business days after the Execution Date.
Initial Shares	20,000,000 fully paid ordinary shares in the Company will be issued to Lind at the Subscription Price, at the time of funding (and which may subsequently be applied towards satisfying the Company's issue of Subscription Shares or repayment obligations under the Subscription Agreement). If at the expiration of the Term (as defined below), or upon termination of the Subscription Agreement, there are still Initial Shares that have not been applied towards subscription or repayment, Lind will pay for those shares based on the Subscription Price (defined below).
Term	24 months after the Advance Payment Date.
Lind Options	8,955,224 Lind Options with an exercise price of \$0.09 each and an expiration date of 48 months after issue. The Lind Options will be issued within three months of the Execution Date and subject to shareholder approval.
Subscription Price	The lesser of: (a) \$0.10 per share; and (b) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription.



Subscriptions	Lind may elect when to provide the Company with subscription notices for the issue of shares (Subscription Shares) to the aggregate value of \$1.44 million over the Term, subject to the following (Subscription Amount):							
	(a) Until 31 May 2024, any subscriptions by Lind will be at a fixed price of \$0.10.							
	(b) From 1 September 2024 until 31 January 2025, any subscriptions by Lind will be either at:							
	(i) \$0.10 per share, with the aggregate subscription amount unlimited; or							
	(ii) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.059 per share on 6 February 2024 when the Subscription Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$75,000.							
	In the event monthly tranches under the Share Purchase Agreement do not occur in a month, the monthly limit increases to \$150,000 for that month.							
	Lind may, at its sole discretion, increase the maximum monthly aggregate subscription amount to \$250,000, for two months only. (c) Any Advance Payment remaining at the expiry of the Term, will be subscribed for at the Subscription Price.							
Repayment	The Company can also elect, at any time after 1 July 2024, to repay in full the then remaining balance of the Advance Payment value of \$1.44 million, although it must first provide Lind the ability to subscribe, in accordance with the Subscription Agreement for one-third of that amount.							
Other terms	As is customary with these types of arrangements, the Subscription Agreement contains typical investor protections such as negative covenants and representations and warranties.							



Schedule 3

Summary of terms of Share Purchase Agreement

Overview	The Share Purchase Agreement is a staged private placement of up to an aggregate amount of \$11.3 million paid in monthly instalments of between \$50,000 and \$1 million each over an initial 12-month period, subject to shareholder approval, with an initial instalment of \$300,000.
Execution Date	The Share Purchase Agreement was executed on 6 February 2024 and is effective upon satisfaction of any condition precedent.
Term	12 months from the date Lind makes payment for the first purchase of Tranche Shares, subject to any extension agreed upon by the Parties.
Extension	At any time between the 11 th and 12 th tranches, the Parties may agree to extend the Term by 12 months, which will also increase both the maximum number of Tranche Closings by twelve and the maximum aggregate amount payable by Lind.
Tranches	Lind will subscribe for a first tranche of A\$300,000 and thereafter, monthly Tranches of between A\$50,000 and A\$1,000,000, provided (amongst other conditions) Radiopharm has capacity under the Listing Rules or relevant shareholder approval to issue the shares for each tranche. For each tranche, Lind will provide funding at the relevant tranche closing, and Radiopharm will issue the Shares to Lind 28 days afterward.
Fees	Radiopharm shall pay Lind an establishment fee of \$25,000, and 3.5% of the amount funded in each monthly tranche.
Purchase Price	the lesser of: • A\$0.10 per share; and • 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription.
Floor Price Protection	If the Purchase Price is less than the Floor Price of A\$0.05, Radiopharm may refuse to issue that month's Shares, provided that Radiopharm then repays the amount that Lind has paid for that month's Shares, with a 5% premium. Radiopharm will be able to terminate the Agreement at no cost, at any time, if the Purchase Price is less than the Floor Price.
Dilution Protections	Lind will not hold more than 9.99% of Radiopharm's shares at any one time. No tranche will exceed 1.15% of Radiopharm's market capitalisation, except where the tranche has been increased as per "Tranches" above.



Termination	 The agreement may be terminated by the mutual written consent of the Parties at any time. Radiopharm may terminate the agreement: At no cost after a minimum amount of \$900,000 has been pain for the Tranche shares; At any time if Radiopharm pays a \$50,000 cancellation fee to Lind; or At no cost if the purchase price is less than the floor price. Lind may terminate the agreement: if there exists a Law which makes it illegal or impossible in practice for Lind to undertake the transactions contemplated the agreement; or if there is a change in control in Radiopharm where Lind has not provided prior written consent. As is customary with these types of arrangements, the Agreements contain typical investor protections such as negative covenants and				
	provided prior written consent.				
Other terms	As is customary with these types of arrangements, the Agreements contain typical investor protections such as negative covenants and representations and warranties. There is no security provided by Radiopharm to Lind in respect to the Agreements. No interest is payable under the Agreements (other than if an event of default occurs).				



Glossary

Advisor Options	means the 7,500,000 Options issued to Bell Potter on 22 December 2023 to be ratified by Shareholders at the Meeting in accordance with Resolution 5.
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).
Bell Potter	means Bell Potter Securities Limited ACN 006 390 772.
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.
Corporations Act	means the Corporations Act 2001 (Cth).
Corporations Regulations	means the Corporations Regulations 2001 (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.
First Tranche Shares	means up to 6,000,000 Shares to be issued to Lind on or before 12 March 2024, to be approved by Shareholders at the Meeting in accordance with Resolution 2.
Initial Shares	means 20,000,000 Shares issued to Lind on 14 February 2024.
Lind	means Lind Global Fund II LP, an entity managed by New York-based The Lind Partners.
Lind Options	means the 8,955,224 Options issued to Lind in accordance with Resolution 3.
Listing Rules or LR	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Option	means an option to acquire a Share.
Resolution	means a resolution of this Extraordinary General Meeting of the Company.
Share Purchase Agreement	means the share purchase agreement entered into between the Company and Lind dated on 6 February 2024.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
Subscription Agreement	means the share subscription agreement entered into between the Company and Lind dated on 6 February 2024.



Tranche Shares	means up to 60,000,000 Shares to be issued to Lind on or before 15 July 2024, to be approved by Shareholders at the Meeting in accordance with Resolution 4.
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.

Radiopharm Theranostics Limited | ABN 57 647 877 889

Your proxy voting instruction must be received by 10.00am (AEST) on Saturday, 13 April 2024, 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/#/loginsah 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 Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic: WEBSITE:

https://automicgroup.com.au/

PHONE:

1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1 - How to vote APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Radiopharm Theranostics Limited, to be held virtually at 10.00am (AEST) on Monday, 15 April 2024 and physically at Level 3, 62 Lygon Street, Carlton, Victoria 3053 hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

VIRTUAL PARTICIPATION AT THE MEETING:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- 1. Open your internet browser and go to investor.automic.com.au
- Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

51	EP 2 - Your voting direction												
Resol	utions										-or	Against	Abstain
1	Ratification of prior issue of Initial Shares to	_ind											
2	Approval to issue Lind Options												
3	Approval of Subscription Shares to Lind												
4	Approval to issue First Tranche Shares to Lir	nd											
5	Approval to issue monthly Tranche Shares t	o Lind											
6	Approval to issue Placement Shares												
7	Ratification of prior issue of Pharma15 Share	S											
8	Ratification of prior issue of Advisor Options												
a poll	e note: If you mark the abstain box for a particula and your votes will not be counted in computing	the require	n, you are ed majorit <u>u</u>	directing y on a po	g your pr ll.	oxy n	ot to vo	te on t	hat Re	solution	on a	show of ha	nds or o
ST	EP 3 – Signatures and contact	details											
	Individual or Securityholder 1 Securityholder 2							Securityholder 3					
	Sole Director and Sole Company Secretary		Dire	ector				Di	ector /	/ Compo	ıny Se	cretary	
Co	ntact Name:												
Em	ail Address:												
Col	ntact Daytime Telephone						Date (DE						
						Ī	Jake (DL	/ /					
								/		/			

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).