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Non-Compliance with Listing Rule 10.11

Sydney, Australia – 12 October 2026 – **Radiopharm Theranostics Limited** (ASX:RAD; Nasdaq:RADX), a developer of a world-class platform of radiopharmaceutical products for both diagnostic and therapeutic uses, advises that it has been informed by ASX of a breach of Listing Rule 10.11.

Listing Rule 10.11 requires that an entity must not issue or agree to issue equity securities to a related party (or associate) without shareholder approval.

The Company announced a placement and share purchase plan (SPP) on 24 July 2026, with a corresponding Prospectus released on 30 July 2026. The Prospectus disclosed anticipated director participation in SPP in the table below:

9.10 Interests of Directors

Director participation in this SPP is subject to prior Shareholder approval pursuant to and in accordance with Listing Rule 10.11.

As at the date of this Prospectus, the following Directors will seek prior shareholder approval to participate in the SPP:

Director	Amount	SPP Shares	SPP Options
Mr Paul Hopper	\$25,000	1,666,667	1,666,667
Mr Ian Turner	\$25,000	1,666,667	1,666,667
Mr Riccardo Canevari	\$35,000	2,333,333	2,333,333
Mr Bruce Goodwin	\$25,000	1,666,667	1,666,667

The SPP Offer Price was disclosed in the original announcement and Prospectus as “the lower of \$0.015 or a 2.5% discount to the VWAP of shares traded on the ASX during the five trading days up to the closing date of the SPP, rounded to the nearest 0.1 cent”. The maximum \$0.015 SPP Offer Price was used in the Prospectus.

The above information was used to prepare corresponding resolutions in the Notice of Extraordinary General Meeting (EGM) released on 13 August 2026, summarised as:

Resolution 8(a) – (d) – Approval to issue SPP Shares and SPP Attaching Options to Directors

76 The SPP Shares and SPP Options are to be allocated to the Directors as follows:

Director	Allocation of SPP Shares	Allocation of SPP Options
Paul Hopper	1,666,667	1,666,667
Ian Turner	1,666,667	1,666,667
Bruce Goodwin	1,666,667	1,666,667
Riccardo Canevari	2,333,333	2,333,333
Total SPP Shares	7,333,334	7,333,334

The Notice of Meeting included a resolution for each participating director as below:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of:

- to Director [name]: up to 1,666,667 SPP Shares at the SPP Price per SPP Share and up to 1,666,667 SPP Attaching Options with an exercise price of \$0.018 and an expiry of 31 July 2029”.

In the Explanatory Memorandum, commentary for the relevant EGM Resolutions 8 (a), (b), (c), (d) noted that the SPP shares would be issued at the SPP Price per SPP Share, with the SPP shares being issued at “the lower of: (a) \$0.015; or (b) 2.5% discount to the VWAP of shares traded on the ASX during the five trading days prior to 10 September 2026, being the Closing Date”.

Shareholders overwhelming approved the four director SPP resolutions at the EGM, receiving ‘for’ votes of between 94.26% to 95.16%.

Per the SPP timeline, and after the EGM, the SPP Offer Price was determined following the Closing Date and announced as \$0.009 on 17 September 2026.

Although the Company included in the Notice of EGM that the price at which the SPP securities were to be issued was not fixed, and included the formula for calculation of the SPP Price, the resolutions for Listing Rule 10.11 specified the maximum number of SPP Shares and SPP Attaching Options that would be issued to each director and the breach arose because the Company subsequently issued securities in excess of those maximum numbers approved by shareholders at the EGM.

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The Company and Directors recognise and acknowledge the importance of market regulation and the discretions available to ASX in application of the Listing Rules. Therefore, and in accordance with ASX Guidance Note 25, the Company advises that the directors will dispose of the shares in excess of the explicit shareholder approval on-market (within 6 weeks of this announcement), with the net proceeds (if any) to be donated to charity. The options in excess of the explicit approval will be cancelled within 7 days. The shares to be disposed and options to be cancelled are set out in the table below.

	Prospectus and Notice of EGM at maximum SPP Offer Price \$0.015 ea.			Equities issued at actual SPP Offer Price \$0.009 ea.		Equities issued in excess of LR 10.11 approval	
Director	Amount	SPP Shares	SPP Options	SPP Shares	SPP Options	SPP Shares to be sold on market'	SPP Options to be cancelled
Paul Hopper	\$25,000	1,666,667	1,666,667	2,777,778	2,777,778	1,111,111	1,111,111
Ian Turner	\$25,000	1,666,667	1,666,667	2,777,778	2,777,778	1,111,111	1,111,111
Riccardo Canevari	\$35,000	2,333,333	2,333,333	3,888,889	3,888,889	1,555,556	1,555,556
Bruce Goodwin	\$25,000	1,666,667	1,666,667	2,777,778	2,777,778	1,111,111	1,111,111
Total	\$110,000	7,333,334	7,333,334	12,222,223	12,222,223	4,888,889	4,888,889

The Company confirms that in light of this inadvertent breach, the Company and its advisers have closely reviewed the requirements for notices of meeting under Listing Rule 10.11 (in particular as set out in Listing Rule 10.13) and the events leading to this situation, and will ensure strict compliance with the Listing Rules in future. The Company reaffirms its commitment to full compliance with the ASX Listing Rules and ongoing best practice in corporate governance.

Authorised on behalf of the Radiopharm Theranostics board of directors by Executive Chairman Paul Hopper.

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