

RADNSOTIX INC.
CORPORATE GOVERNANCE GUIDELINES

Effective October 1st, 2025

Updated December 23rd, 2025

I. INTRODUCTION

The Board of Directors (the “Board”) of Radnostix, Inc (the “Company”) has adopted these Corporate Governance Guidelines to assist the Board in fulfilling its responsibilities to the Company and its shareholders. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market LLC (“Nasdaq”) and the Company’s certificate of formation, as amended, restated or otherwise modified from time to time (the “Certificate of Formation”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “Bylaws”). The Board and the Nominating and Corporate Governance Committee may review and amend these guidelines from time to time.

II. DIRECTOR RESPONSIBILITIES

The primary responsibility of the Board is to provide objective and independent oversight of the company’s business and management. This includes:

- (a) Oversight of Strategy: Providing guidance on the Company's long-term business strategy.
- (b) Risk Management: Reviewing and approving the Company's major risk management policies.
- (c) Executive Compensation: Determining and overseeing the compensation of the Chief Executive Officer and other executive officers.
- (d) Integrity of Financial Reporting: Ensuring the integrity of the Company’s financial statements and public disclosures.
- (e) Succession Planning: Planning for the succession of the Company’s chief executive officer and other key executives.
- (f) Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board, to participate in telephone conference meetings or other special meetings of the Board, and to be well prepared for each meeting.

III. BOARD AND COMMITTEE STRUCTURE

- (a) **Board Size and Composition:** The Board will be comprised of a majority of independent directors as defined by Nasdaq listing standards.
- (b) **Leadership:** The chairperson of the Board, if one is elected, shall preside at all meetings of the stockholders and the Board.
- (c) **Independent Chairman or Lead Independent Director:** If the chairman of the Board is not an independent director, the Board will appoint a lead independent director.
- (d) **Board Committees:** The Board has established the following committees, each with its own charter and a composition of independent directors:
 - **Audit Committee:** Composed entirely of independent directors. It assists the Board in overseeing the integrity of our (i) financial statements, our (ii) compliance with legal and regulatory requirements, (iii) our independent registered public accounting firm's qualifications and independence, and (iv) the performance of any internal audit function and our independent registered public accounting firm.
 - **Compensation Committee:** Composed entirely of independent directors. It (i) discharges the responsibilities of the Company's Board of Directors relating to compensation of the Company's executives; (ii) it produces an annual report on executive compensation for inclusion in the Company's proxy statement, and (iii) it oversees; and, advises the Board of Directors of the Company on the adoption of policies that govern the Company's compensation programs, including stock and benefit plans.
 - **Nominating and Corporate Governance Committee:** Composed entirely of independent directors. It (i) identifies and screens individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) develops, recommends to the Board and reviews the Company's Corporate Governance Guidelines; (iii) coordinates and oversees the annual self-evaluation of the Board, its committees, individual directors and management in the governance of the Company; and (iv) reviews on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

IV. DIRECTOR QUALIFICATION AND SELECTION

- (a) **Director Qualifications and Nomination:** The Nominating and Corporate Governance Committee will evaluate potential candidates based on their integrity, judgment, experience, ability to dedicate sufficient time, and ability to positively impact the Company's business.
- (b) **Diversity:** The Board is committed to a diverse membership with a broad range of

backgrounds, skills, and expertise, including experience in the radiopharmaceutical and/or radioisotope industry, finance, and legal affairs.

- (c) Election of Directors: The Board is elected annually by shareholders at the annual shareholder's meeting.

V. BOARD MEETINGS AND INFORMATION

- (a) Frequency: The Board will hold at least four regular meetings per year. Independent directors will also meet in regularly scheduled executive sessions without management present.
- (b) Access to Management and Advisors: Directors have full and free access to management and, as the Board or a committee deems necessary, to the Company's independent advisors, including legal counsel and auditors.
- (c) Attendance: The Company believes it is the fiduciary duty of directors to attend meetings. In the event that directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such director serves), the Company will be required to disclose that fact in its annual proxy statement.

VI. PERFORMANCE EVALUATION

The Board and its committees may conduct a periodic self-evaluation to assess their performance.

VII. DIRECTOR COMPENSATION

The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee. The Board shall retain the ultimate authority to determine the form and amount of director compensation.

The Company's executive officers shall not receive additional compensation for their service as directors.

VIII. MISCELLANEOUS

- (a) Media: The Board believes that the officers and management of the Company should be responsible for communications with the press, media, analysts, and other outside parties made on behalf of the Company. However, Board members may, at the request of management, communicate with outside parties on behalf of the Company.
- (b) Limit of Other Boards: While the Company has not set a limit of number of boards a director may sit on, directors must notify the chairperson of the Nominating Committee in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the director's ability to perform his or her duties may be fully assessed.

- (c) Age and Term Limits: The Company does not believe that there should be arbitrary limits for a director's age or number of terms served on the Board.
- (d) These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors under applicable law and/or the Certificate of Formation and/or the Bylaws.
- (e) These guidelines are not intended to create binding legal obligations but serve as a framework for the Board's effective governance. The Board will periodically review and amend these guidelines as it deems appropriate.
