recce.com.au
ACN 124 849 065

Notice of General Meeting

Sydney, Australia, 31 July 2026: Recce Pharmaceuticals Limited (**ASX:RCE, FSE:R9Q**) (the **Company**), attaches the following documents in relation to its General Meeting to be held at 10:00AM (AEST) on Wednesday, 2 September 2026:

1. Notice of General Meeting (**Notice**);
2. Proxy Form; and
3. Access Letter to Shareholders in relation to the Notice.

The Company advises that the above documents are being dispatched to Shareholders today.

This announcement has been approved for release by Recce Pharmaceuticals Board.

About Recce Pharmaceuticals Ltd

Recce Pharmaceuticals Ltd (ASX: RCE, FSE: R9Q) is developing a New Class of Synthetic Anti-Infectives designed to address the urgent global health problems of antibiotic-resistant superbugs.

Recce's anti-infective pipeline includes three patented, broad-spectrum, synthetic polymer anti-infectives: RECCE® 327 (R327) as an intravenous and topical therapy that is being developed for the treatment of serious and potentially life-threatening infections due to Gram-positive and Gram-negative bacteria, including their superbug forms; RECCE® 435 (R435) as an orally administered therapy for bacterial infections; and RECCE® 529 (R529) for viral infections. Through their multi-layered mechanisms of action, Recce's anti-infectives have the potential to overcome the processes utilised by bacteria and viruses to overcome resistance – a current challenge facing existing antibiotics.

The World Health Organization (WHO) added R327, R435, and R529 to its list of antibacterial products in clinical development for priority pathogens, recognising Recce's efforts to combat antimicrobial resistance. The FDA granted R327 Qualified Infectious Disease Product designation under the Generating Antibiotic Initiatives Now (GAIN) Act, providing Fast Track Designation and 10 years of market exclusivity post approval. R327 is also included on The Pew Charitable Trusts' Global New Antibiotics in Development Pipeline as the sole synthetic polymer and sepsis drug candidate in development.

Recce wholly owns its automated manufacturing, supporting current clinical trials. Recce's anti-infective pipeline aims to address synergistic, unmet medical needs by leveraging its unique technologies.

recce.com.au
ACN 124 849 065

Recce Pharmaceuticals Ltd

Notice of General Meeting

Explanatory Statement | Proxy Form

Time:	10:00AM (AEST)
Date:	Wednesday, 2 September 2026
Place:	As a **virtual meeting**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Important Information for Shareholders about the Company's General Meeting

This Notice of Meeting is given based on circumstances as at 31 July 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.recce.com.au/company-announcements/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00AM (AEST) on Wednesday, 2 September 2026 as a virtual meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link https://portal.automic.com.au/investor/home and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to https://portal.automic.com.au/investor/home

2. 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.**

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.

4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary, Maggie Niewidok, by email to company.secretary@recce.com.au at least 48 hours before the GM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the GM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to https://portal.automic.com.au/investor/home

2. Login using your username and password. If you do not already have an account, click “Register” and follow the prompts. Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.

3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click “Register”. Alternatively, select Meetings from the left-hand menu.

4. Click on “**Join Meeting**” and follow the prompts.

5. When the Chair of the Meeting declares the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen.

6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.

7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important****: Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/.

It is recommended that Shareholders wishing to attend the Meeting login from 9:45AM (AEST), 15 minutes before the scheduled Meeting start time of 10:00AM (AEST) on Wednesday, 2 September 2026.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the **Online Proxy Lodgment Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Emailing it to: meetings@automicgroup.com.au
By facsimile	Faxing it to +61 2 8583 3040.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic, at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that the General Meeting of Shareholders of Recce Pharmaceuticals Ltd ACN 124 849 065 will be held at **10:00AM (AEST)** on **Wednesday, 2 September 2026** as a **virtual meeting** (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00PM (AEST) on Monday, 31 August 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Special business

<u>Issue of Attaching Options and Piggyback Options</u>

1. **Resolution 1** – Approval to issue Attaching Options and Piggyback Options to SPP participants (including under the SPP Shortfall Offer)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to:

(a) *5,000,000 Attaching Options, being a new class of unlisted options, each exercisable at $0.60 and expiring 30 June 2027 (on the basis of one (1) Attaching Option being issued for every two (2) New Shares subscribed for under the SPP Offer or the subsequent SPP Shortfall Offer); and*

(b) *10,000,000 Piggyback Options, being a new class of unlisted options, each exercisable at $1.00 and expiring 30 June 2028 (on the basis of the holders of Attaching Options (including those issued under the SPP Shortfall Offer) will receive one (1) fully paid ordinary share and two (2) free unlisted piggyback options (**Piggyback Options**) for every one (1) Attaching Option exercised)."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

(a) a 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

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

(i) 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

(ii) 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

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Attaching Options and Piggyback Options to Directors of the Company

2. **Resolution 2** – Approval to issue Attaching Options and Piggyback Options to Dr John Prendergast, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 18,750 Attaching Options and 37,500 Piggyback Options to Dr John Prendergast (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

(i) 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

(ii) 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

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3** – Approval to issue Attaching Options and Piggyback Options to Dr Alan Dunton, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 18,750 Attaching Options and 37,500 Piggyback Options to Dr Alan Dunton (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) 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

(ii) 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

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval to issue Attaching Options and Piggyback Options to Dr Justin Ward, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 37,500 Attaching Options and 75,000 Piggyback Options to Dr Justin Ward (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) 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

(ii) 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

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5** – Approval to issue Attaching Options and Piggyback Options to Mr James Graham, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 12,500 Attaching Options and 25,000 Piggyback Options to Mr James Graham (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) 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

(ii) 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

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Placement Shares

6. **Resolution 6** – Ratification of Prior Issue of Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 10,000,000 Shares at an issue price of $0.40 per Share to sophisticated, professional and institutional investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) 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

(ii) 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

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD
Maggie Niewidok
Company Secretary
31 July 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10:00AM (AEST) on Wednesday, 2 September 2026 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Special business

Resolutions

Issue of Attaching Options and Piggyback Options

Resolution 1 – Approval to issue Attaching Options and Piggyback Options to SPP participants (including under the SPP Shortfall Offer)

Background

On 26 June 2026 the Company announced a Share Purchase Plan (**SPP Offer**) to provide eligible shareholders an opportunity to subscribe for up to $30,000 worth of new fully paid ordinary shares (**New Shares**) at an issue price of $0.40 per New Share to raise up to $4 million (before costs).

As part of the SPP Offer, the Company announced that it would offer:

- One (1) free unlisted attaching option for every two (2) New Shares subscribed for and issued under the SPP Offer, exercisable at $0.60 and expiring 30 June 2027 (**Attaching Options**); and
- Upon the exercise of each Attaching Option, the holder will receive two (2) free unlisted piggyback options, each exercisable at $1.00 and expiring 30 June 2028 (**Piggyback Options**).

The Directors reserve the right to place any shortfall of New Shares and Attaching Options under the SPP Offer to unrelated professional, sophisticated, or institutional investors at their absolute discretion (**SPP Shortfall Offer**).

Resolution 1 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 5,000,000 Attaching Options and up to 10,000,000 Piggyback Options arising from the SPP Offer and the SPP Shortfall Offer.

The Attaching Options and the subsequent Piggyback Options will be offered under a separate options prospectus (**Prospectus**) prepared in accordance with Chapter 6D of the Corporations Act. The Prospectus will also contain a dedicated offer to the Placement Investors to apply for their respective allocations of Attaching Options and subsequent Piggyback Options on the same terms as the SPP Offer (being one (1) free unlisted Attaching Option for every two (2) New Shares issued under the Placement and upon the exercise of each Attaching Option, holders will receive two (2) unlisted Piggyback Options). While the Company will not seek official quotation or listing of either option class on the ASX, the Prospectus is being issued to satisfy the disclosure requirements of the Corporations Act. This ensures that the Shares issued upon the future exercise of both the Attaching Options and the Piggyback Options can be freely traded on the ASX secondary market from their date of issue without secondary trading restrictions.

Effect on capital structure and dilutionary effect

The table below sets out the maximum impact of the proposed issue of Attaching Options and Piggyback Options on the Company's capital structure and shareholder dilution.

Capital Structure Stages	Ordinary Shares on Issue	Existing Options on Issue	Existing Warrants on Issue	New unlisted Attaching Options ($0.60, Exp 30 June 2027)	New unlisted Piggyback Options ($1.00, Exp 30 June 2028)	Total Fully Diluted Capital	Cumulative Dilution to Existing Shareholders[(a)]
Current Structure *(Pre-Offer)*	**299,468,821**[(b)]	15,553,332	4,634,304	Nil	Nil	**319,656,457**	**0.00%**
Stage 1: Post SPP Offer, SPP Shortfall Placement and *(Before Attaching Option exercise)*	**309,468,821**[(c)]	15,553,332	4,634,304	10,125,000[(d)]	Nil[(e)]	**339,781,457**	**3.23%**
Stage 2: Post Full Exercise of $0.60 Attaching Options	**319,593,821**	15,553,332	4,634,304	Nil	20,250,000	**360,031,457**	**6.30%**
Stage 3: Post Full Exercise of $1.00 Piggyback Options	**339,843,821**	15,553,332	4,634,304	Nil	Nil	**360,031,457**	**11.88%**[(f)]

Notes:

(a) *Cumulative dilution is calculated based on the increase of the Company's issued Shares from its baseline of 299,468,821 Shares on issue as at the date of this Notice of Meeting. This calculation assumes that no other Securities are issued or cancelled by the Company, and that the existing 15,553,332 options and 4,634,304 warrants remain unexercised during this period.*

(b) *The number of Shares on issue as at 24 July 2026.*

(c) *This assumes all that 100% of the Shares are placed under the SPP Offer and SPP Shortfall Offer.*

(d) *The 10,125,000 Attaching Options comprises of the following:*

- *(i)* *5,000,000 Attaching Options under the SPP Offer and subsequent SPP Shortfall Offer assuming 100% of the Shares are placed;*
- *(ii)* *5,000,000 Attaching Options to be issued to Placement Investors; and*
- *(iii)* *125,000 Attaching Options to be issued to a consultant lieu of cash fees for investor relations services as set out in the Appendix 3B lodged by the Company on 26 June 2026.*

(e) *The 20,250,000 new Piggyback Options do not exist at Stage 1. The entitlement to the Piggyback Options is triggered by the exercise of the underlying Attaching Options in Stage 2.*

(f) *If the SPP Offer and subsequent SPP Shortfall Offer is 100% placed and every newly issued option*

across both tiers is fully exercised by all holders of Attaching Options and Piggyback Options, existing Shareholders who do not participate in the SPP Offer will face a maximum total dilution profile of 11.88% of the ordinary share capital.

ASX Listing Rule 7.1

Broadly speaking, and 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 shares it had on issue at the start of that period.

The proposed issue of the Attaching Options and Piggyback Options does not fit within any of these exceptions. While the underlying New Shares under the SPP were issued without shareholder approval under Exception 5 of Listing Rule 7.2, the free attaching options and subsequent piggyback options do not fall under this exception and require separate Shareholder approval under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Attaching Options and subsequent Piggyback Options to participants in the SPP Offer and the Shortfall Offer.

If Resolution 1 is not passed, the Company will not be able to issue the Attaching Options or Piggyback Options.

Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

(a) The Attaching Options (and subsequent Piggyback Options) will be issued to:

(i) Eligible Shareholders of the Company who subscribed for and are allocated New Shares under the SPP Offer; and

(ii) Unrelated professional, sophisticated, and institutional investors selected by the Directors who participate in the SPP Shortfall Offer.

(b) The maximum number and class of Securities to be issued are:

(i) 5,000,000 Attaching Options; and

(ii) 10,000,000 Piggyback Options (subject to, and upon the exercise of, the Attaching Options).

(c) The terms of the Securities:

(i) Each Attaching Option is an unlisted option exercisable at $0.60, expires on 30 June 2027 and carries the terms and conditions set out in Annexure A;

(ii) Each Piggyback Option is an unlisted option exercisable at $1.00, expires on 30 June 2028 and carries the terms and conditions set out in Annexure B.

(d) Issue date of the Securities:

(i) The Attaching Options are expected to be issued on or around 7 September 2026 otherwise, no later than 3 months after the date of the Meeting:

(ii) The Piggyback Options will be issued if, when and as the underlying Attaching Options are exercised by their holders.

(e) The Attaching Options and Piggyback Options will be issued for nil cash consideration under the Company's upcoming Prospectus, as they are free attaching to the New Shares subscribed for and issued under the SPP Offer and the SPP Shortfall Offer.

(f) No funds will be raised directly from the issue of the Attaching Options and Piggyback Options as they are free-attaching. Funds raised from the underlying shares issued under the SPP Offer and SPP Shortfall Offer will be used by the Company to strengthen the balance sheet for commercial licensing with a leading Middle Eastern pharmaceutical company, fund ongoing clinical trials, Investigational New Drug enabling activities and provide additional general working capital. Any funds raised from the future exercise of the Attaching Options and Piggyback Options will be directed toward the Company's working capital at that time.

(g) A voting exclusion statement is included in this Notice of Meeting for Resolution 1.

Directors' recommendation

The Board recommends that Shareholders vote **FOR** this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Issue of Attaching Options and Piggyback Options to Directors of the Company

Resolutions 2, 3, 4 and 5 – Approval to Issue of Attaching Options and Piggyback Options to Directors of the Company

Background

As noted in the Background section to Resolution 1 above, the Company extended the SPP Offer to all eligible shareholders which included the Company's Directors.

Under the terms of the SPP Offer, participants receive one (1) free unlisted **Attaching Option** for every two (2) New Shares subscribed for, and two (2) free unlisted **Piggyback Options** upon the future exercise of each Attaching Option.

The following Directors (or their nominees) participated in the SPP Offer and, subject to Shareholder approval, are entitled to receive the following maximum allocations of options based on their underlying SPP share allocations. Accordingly, Shareholder approval is being sought to issue up to:

(a) 18,750 Attaching Options and 37,500 Piggyback Options to Dr John Prendergast (or his nominee) (**Resolution 2**);

(b) 18,750 Attaching Options and 37,500 Piggyback Options to Dr Alan Dunton (or his nominee) (**Resolution 3**);

(c) 37,500 Attaching Options and 75,000 Piggyback Options to Dr Justin Ward (or his nominee) (**Resolution 4**); and

(d) 12,500 Attaching Options and 25,000 Piggyback Options to Mr James Graham (or his nominee) (**Resolution 5**).

The Attaching Options and Piggyback Options allocated to the Directors (subject to Shareholder approval) will be formally applied for and offered under the Company's upcoming Prospectus, alongside all other eligible SPP participants and SPP Shortfall Offer investors.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval. A person in a position of influence for the purposes of Listing Rule 10.11 includes:

(a) a Related Party;

(b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As each of Dr John Prendergast, Dr Alan Dunton, Dr Justin Ward and Mr James Graham are Directors of the Company, each of them is a person in a position of influence for the purposes of ASX Listing Rule 10.11. The proposed issue of Attaching Options and Piggyback Options does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore Shareholder approval is required under ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

To this end, Resolutions 2, 3, 4 and 5 seek the required Shareholder approval to issue the Attaching Options and Piggyback Options to Dr John Prendergast, Dr Alan Dunton, Dr Justin Ward and Mr James Graham under and for the purposes of ASX Listing Rule 10.11.

If Resolutions 2, 3, 4 and 5 are passed, the Company will be able to proceed with the proposed issue of Attaching Options and Piggyback Options to the participating Directors.

If Resolutions 2, 3, 4 and 5 are not passed, the Company will not be able to proceed with the proposed issue of Attaching Options and Piggyback Options to the participating Directors.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Attaching Options and Piggyback Options (which are a type of equity security, for the purposes of the ASX Listing Rules) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As the Attaching Options and Piggyback Options are being offered to Dr John Prendergast, Dr Alan Dunton, Dr Justin Ward and Mr James Graham on the same terms as the offer to non-related parties under the SPP Offer, the Company relies on the "arm's length terms" exception as set out in section 210 of the Corporations Act for the purposes of Resolutions 2, 3, 4 and 5. Therefore, the proposed issue of Attaching Options and Piggyback Options to Dr John Prendergast, Dr Alan Dunton, Dr Justin Ward and Mr James Graham requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Attaching Options and Piggyback Options to Dr John Prendergast, Dr Alan Dunton, Dr Justin Ward and Mr James Graham is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

(a) The allottees are:

(i) Dr John Prendergast (or his nominee) (**Resolution 2**);

(ii) Dr Alan Dunton (or his nominee) (**Resolution 3**);

(iii) Dr Justin Ward (or his nominee) (**Resolution 4**); and

(iv) Mr James Graham (or his nominee) (**Resolution 5**).

Each of the allottees are current Directors of the Company and therefore fall within the category "Related Party" referred to in Listing Rule 10.11.1.

(b) The maximum number of securities the Company will issue is as follows:

(i) 18,750 Attaching Options and 37,500 Piggyback Options to Dr John Prendergast (or his nominee) (**Resolution 2**);

(ii) 18,750 Attaching Options and 37,500 Piggyback Options to Dr Alan Dunton (or his nominee) **(Resolution 3**);

(iii) 37,500 Attaching Options and 75,000 Piggyback Options to Dr Justin Ward (or his nominee) (**Resolution 4**); and

(iv) 12,500 Attaching Options and 25,000 Piggyback Options to Mr James Graham (or his nominee) (**Resolution 5**).

(c) The terms of the Securities:

(i) Each Attaching Option is an unlisted option exercisable at $0.60, expires on 30 June 2027 and carries the terms and conditions set out in Annexure A;

(ii) Each Piggyback Option is an unlisted option exercisable at $1.00, expires on 30 June 2028 and carries the terms and conditions set out in Annexure B.

(d) Issue date of the Securities:

(i) The Attaching Options are expected to be issued on or around 7 September 2026 otherwise, no later than 1 month after the date of the Meeting:

(ii) The Piggyback Options will be issued if, when and as the underlying Attaching Options are exercised by their holders.

(e) The Attaching Options and Piggyback Options will be issued for nil cash consideration under the Company's upcoming Prospectus, as they are free attaching to the New Shares subscribed for and issued under the SPP Offer.

(f) No funds will be raised directly from the issue of the Attaching Options and Piggyback Options as they are free-attaching. Funds raised from the underlying shares issued under the SPP Offer and SPP Shortfall Offer will be used by the Company to strengthen the balance sheet for commercial licensing with a leading Middle Eastern pharmaceutical company, fund ongoing clinical trials, Investigational New Drug enabling activities and provide additional general working capital. Any funds raised from the future exercise of the Attaching Options and Piggyback Options will be directed toward the Company's working capital at that time.

(g) A voting exclusion statement is included in this Notice of Meeting for each Resolution 2, 3, 4 and 5.

Directors' recommendation

The Board (excluding Dr John Prendergast, Dr Alan Dunton, Dr Justin Ward and Mr James Graham) recommends that Shareholders vote **FOR** Resolutions 2, 3, 4 and 5.

The Chair of the Meeting intends to cast all undirected proxies in favour of Resolutions 2, 3, 4 and 5.

Ratification of Prior Issue of Placement Shares

Resolution 6 – Ratification of Prior Issue of Placement Shares

Background

On 26 June 2026, the Company announced that it had successfully raised $4 million (before costs) via a placement of 10,000,000 Shares at an issue price of $0.40 per Share (**Placement Shares**) to sophisticated, professional, and institutional investors (**Placement**). On 1 July 2026 and 3 July 2026 (**Placement Issue Dates**), the Company issued the Placement Shares utilising the Company's existing placement capacity under Listing Rule 7.1.

As part of the Placement, the Company announced that it would offer Placement Investors Attaching Options and Piggyback Options being on the same terms as the SPP Offer (one (1) free unlisted Attaching Option for every two (2) New Shares issued under the Placement and upon the exercise of each Attaching Option, holders will receive two (2) unlisted Piggyback Options). As noted in the Background section to Resolution 1 above, Attaching Options and Piggyback Options to be issued to Placement Investors will be offered under a Prospectus. The Attaching Options and Piggyback Options will be issued utilising the Company's placement capacity under ASX Listing Rule 7.1.

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the Placement Shares.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, 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 Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement Issue Dates.

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, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

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 issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Issue Dates.

If this Resolution is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities in can issue without Shareholder approval over the 12 month period following the Placement Issue Dates.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The Placement Shares were issued to sophisticated, professional, and institutional investors (**Placement Investors**). These Placement Investors were identified through a book build process conducted by Ord Minnett Limited, acting as lead manager, and SP Corporate Advisory Pty Ltd, acting as co-lead manager, to the Placement. The Company confirms that in accordance with paragraph 7.4 of ASX Guidance Note 21, none of the Placement Investors were:

(i) related parties of the Company, members of the Company's key management personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

(ii) issued more than 1% of the Company's issued capital.

(b) The Company issued 10,000,000 Placement Shares under ASX Listing Rule 7.1.

(c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) The Placement Shares were issued as follows:

(i) 9,850,000 Placement Shares were issued on 1 July 2026; and

(ii) 150,000 Placement Shares were issued on 3 July 2026.

(e) The Placement Shares were issued at an issue price of $0.40 per Placement Share, which raised $4 million (before costs) for the Company.

(f) Funds raised from the issue of the Placement Shares will be used by the Company to strengthen the balance sheet for commercial licensing with a leading Middle Eastern pharmaceutical company, fund ongoing clinical trials, Investigational New Drug enabling activities and provide additional general working capital.

(g) A voting exclusion statement is included in this Notice of Meeting for Resolution 6.

Directors' recommendation

The Board of Directors recommend that Shareholders vote **FOR** this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at company.secretary@recce.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales, Australia.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Company means Recce Pharmaceuticals Ltd ACN 124 849 065.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting means this notice of general meeting dated 31 July 2026 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement means the placement undertaken by the Company as announced on 26 June 2026 under which the 10,000,000 Shares were issued.

Placement Investors means sophisticated, professional, and institutional investors who participated in the Placement and were issued Shares under the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in ASX Listing Rule 19.12.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Security means shares, options, rights (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Trading Days has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A – Terms and Conditions of Attaching Options

Issue Price	Nil cash consideration is payable for the issue of the Attaching Options.
Exercise Price	$0.60 per Attaching Option.
Expiry Date	30 June 2027.
Unlisted Options	The Company will not apply for quotation of the Attaching Options.
Exercise Period	The Attaching Options are exercisable at any time following their issue and on or prior to the Expiry Date.
Entitlement	Upon exercise of an Attaching Option during the Exercise Period, each Attaching Option gives the holder the right to be issued: (i) one (1) new Share; and (ii) two (2) Piggyback Options. This entitlement is subject to adjustment in accordance with these terms and conditions.
Exercise	The Attaching Options may be exercised during the Exercise Period, wholly or in part, by delivering a duly completed Option Exercise Form together with payment of the Exercise Price for each Attaching Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Option Exercise Form is irrevocable. An Option Exercise Form is only effective when the Company has received the full amount of the Exercise Price in cleared funds (**Exercise Date**). Holders of Attaching Options may only exercise a minimum of 1,000 Attaching Options on any particular occasion, unless the holder has, in total, less than 1,000 of Attaching Options, in which case they must exercise all their Attaching Options at the same time. The exercise of each Attaching Option is subject to compliance with the *Corporations Act 2001* (Cth) (**Corporations Act**) (in particular, the requirements of Chapter 6 of the Corporations Act).
Timing of issue of Securities on Exercise	Within 10 Trading Days after the Exercise Date, the Company will: (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Attaching Options specified in the Option Exercise Form and for which cleared funds have been received by the Company; and (ii) allot and issue the number of Piggyback Options required under these terms and conditions in respect of the number of Attaching Options specified in the Option Exercise Form.
Securities issued on Exercise	Shares issued on exercise of the Attaching Options will rank equally with the other issued Shares, and Piggyback Options issued on exercise of the Attaching Options will rank equally with the other issued Piggyback Options.
Quotation of Shares on Exercise	Application will be made by the Company to the ASX for official quotation of the Shares issued upon the exercise of the Attaching Options.
Unlisted Piggyback Options issued on Exercise	The Company will not apply for quotation of the Piggyback Options issued upon the exercise of the Attaching Options. For further information, refer to the terms and conditions of Piggyback Options set out in Annexure B.
Participation in new issues	There are no participation rights or entitlements inherent in the Attaching Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Attaching Options.
Adjustment for bonus issues of Shares	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the Attaching Options, the number of Shares and Piggyback Options to which an Attaching Option holder is entitled on exercise may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Attaching Options and before the date the Attaching Options must be

Exercise Price	exercised or lapse, the Exercise Price of the relevant Attaching Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.
Adjustment for reorganisation	If there is any reconstruction of the issued share capital of the Company, the rights of the holder (including the number of Shares and Piggyback Options to be issued on exercise) will be varied in a manner consistent with the Corporations Act and to comply with the ASX Listing Rules which apply at the time of the reconstruction.
Disposal Restrictions	Holders of Attaching Options may only: (i) create a security interest in; or (ii) transfer, assign, dispose or otherwise deal with, Attaching Options, or any interest in Attaching Options, with the prior written consent of the Board.
Dividend and voting rights	The Attaching Options do not carry rights to dividends or voting rights.
No rights to return of capital	An Attaching Option does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

Restriction on sales and transfers under the US Securities Act of 1933

THE ATTACHING OPTIONS AND THE UNDERLYING SHARES HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 OR ANY U.S. STATE SECURITIES LAWS. THE HOLDER HEREOF, BY PURCHASING SUCH SECURITIES, AGREES FOR THE BENEFIT OF THE COMPANY THAT THESE SECURITIES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY; (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT AND LOCAL LAWS, INCLUDING SALES OF SHARES IN ORDINARY TRANSACTIONS ON THE ASX THAT ARE NOT PRE-ARRANGED WITH A PERSON IN THE UNITED STATES; (C) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS; OR (D) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT.

Annexure B – Terms and Conditions of Piggyback Options

Issue Price	Nil cash consideration is payable for the issue of the Piggyback Options.
Exercise Price	$1.00 per Piggyback Option.
Expiry Date	30 June 2028.
Unlisted Options	The Company will not apply for quotation of the Piggyback Options.
Exercise Period	The Piggyback Options are exercisable at any time following their issue and on or prior to the Expiry Date.
Entitlement	Upon exercise of a Piggyback Option during the Exercise Period, each Piggyback Option gives the holder the right to be issued one (1) new Share. This entitlement is subject to adjustment in accordance with these terms and conditions.
Exercise	The Piggyback Options may be exercised during the Exercise Period, wholly or in part, by delivering a duly completed Option Exercise Form together with payment of the Exercise Price for each Piggyback Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Option Exercise Form is irrevocable. An Option Exercise Form is only effective when the Company has received the full amount of the Exercise Price in cleared funds (**Exercise Date**). Holders of Piggyback Options may only exercise a minimum of 1,000 Piggyback Options on any particular occasion, unless the holder has, in total, less than 1,000 of Piggyback Options, in which case they must exercise all their Piggyback Options at the same time. The exercise of each Piggyback Option is subject to compliance with the *Corporations Act 2001* (Cth) (**Corporations Act**) (in particular, the requirements of Chapter 6 of the Corporations Act).
Timing of issue of Securities on Exercise	Within 10 Trading Days after the Exercise Date, the Company will allot and issue the number of Shares required under these terms and conditions in respect of the number of Piggyback Options specified in the Option Exercise Form and for which cleared funds have been received by the Company.
Securities issued on Exercise	Shares issued on exercise of the Piggyback Options will rank equally with the other issued Shares.
Quotation of Shares on Exercise	Application will be made by the Company to the ASX for official quotation of the Shares issued upon the exercise of the Piggyback Options.
Participation in new issues	There are no participation rights or entitlements inherent in the Piggyback Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Piggyback Options.
Adjustment for bonus issues of Shares	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the Piggyback Options, the number of Shares to which a Piggyback Option holder is entitled on exercise may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of Exercise Price	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Piggyback Options and before the date the Piggyback Options must be exercised or lapse, the Exercise Price of the relevant Piggyback Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.
Adjustment for reorganisation	If there is any reconstruction of the issued share capital of the Company, the rights of the holder will be varied in a manner consistent with the Corporations Act and to comply with the ASX Listing Rules which apply at the time of the reconstruction.
Disposal Restrictions	Holders of Piggyback Options may only: (i) create a security interest in; or (ii) transfer, assign, dispose or otherwise deal with,

	Piggyback Options, or any interest in Piggyback Options, with the prior written consent of the Board.
Dividend and voting rights	The Piggyback Options do not carry rights to dividends or voting rights.
No rights to return of capital	A Piggyback Option does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

Restriction on sales and transfers under the US Securities Act of 1933

THE PIGGYBACK OPTIONS AND THE UNDERLYING SHARES HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 OR ANY U.S. STATE SECURITIES LAWS. THE HOLDER HEREOF, BY PURCHASING SUCH SECURITIES, AGREES FOR THE BENEFIT OF THE COMPANY THAT THESE SECURITIES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY; (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT AND LOCAL LAWS, INCLUDING SALES OF SHARES IN ORDINARY TRANSACTIONS ON THE ASX THAT ARE NOT PRE-ARRANGED WITH A PERSON IN THE UNITED STATES; (C) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS; OR (D) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT.

Recce Pharmaceuticals

Proxy Voting Form

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

Recce Pharmaceuticals Ltd | ABN 73 124 849 065

Your proxy voting instruction must be received by **10:00am (AEST) on Monday, 31 August 2026**, 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 Key Management Personnel.

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://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home 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 Annual General Meeting of Recce Pharmaceuticals Ltd, to be held virtually at **10:00am (AEST) on Wednesday, 02 September 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

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

Unless indicated otherwise by marking 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**
2. 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.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Approval to issue Attaching Options and Piggyback Options to SPP participants (including under the SPP Shortfall Offer)			
2	Approval to issue Attaching Options and Piggyback Options to Dr John Prendergast, Director of the Company			
3	Approval to issue Attaching Options and Piggyback Options to Dr Alan Dunton, Director of the Company			
4	Approval to issue Attaching Options and Piggyback Options to Dr Justin Ward, Director of the Company			
5	Approval to issue Attaching Options and Piggyback Options to Mr James Graham, Director of the Company			
6	Ratification of Prior Issue of Placement Shares			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

RCE

recce.com.au
ACN 124 849 065

31 July 2026

Dear Shareholder,

Recce Pharmaceuticals Ltd General Meeting

Recce Pharmaceuticals Ltd (ASX:RCE, FSE:R9Q) (the **Company**), advises that its General Meeting will be held at 10:00AM (AEST) on Wednesday, 2 September 2026 (**Meeting**) as a **virtual meeting**.

Notice of General Meeting

The Notice of General Meeting is available to Shareholders electronically and can be viewed and downloaded online:

1. at https://www.asx.com.au/markets/company/rce;
2. at https://www.recce.com.au/company-announcements/; or
3. by contacting the Company Secretary at company.secretary@recce.com.au.

Virtual Meeting

The Company will hold the General Meeting as a virtual meeting which means shareholders will be able to participate via an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders attending the Meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice of Meeting.

Voting by proxy online

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Log into the Automic website using their holding details. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the top of their holding statement. For further information on the online proxy lodgment process please see the **Online Proxy Lodgment Guide** at https://www.automicgroup.com.au/agm/virtual-agms/

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our General Meeting.

Yours sincerely,

Maggie Niewidok
Company Secretary
Recce Pharmaceuticals Ltd

Media and Investor Relations

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James Graham
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