

**AUDIT COMMITTEE CHARTER
OF
ONE NUCLEAR ENERGY INC.**

Adopted: September 2026

The responsibilities and powers of the Audit Committee (the “*Audit Committee*”) of the Board of Directors (the “*Board*”) of ONE Nuclear Energy Inc. (the “*Company*”), as delegated by the Board, are set forth in this charter (this “*Charter*”). Whenever the Audit Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

I. PURPOSE

The purpose of the Audit Committee shall be to represent and assist the Board in the oversight and monitoring of:

- The Company’s accounting and financial reporting processes and the audits of the Company’s financial statements;
- The integrity of the Company’s financial statements;
- The Company’s internal accounting and financial controls; and
- The Company’s compliance with legal and regulatory requirements, and the qualifications, independence and performance of the independent registered public accounting firm appointed by the Audit Committee to serve as the Company’s independent auditor (the “*Independent Auditor*”).

II. COMMITTEE MEMBERSHIP

The Audit Committee shall initially consist of three members of the Board. The members of the Audit Committee shall be appointed by and serve at the discretion of the Board. Members of the Audit Committee must meet the following criteria:

- Each member must meet the independence and experience requirements and standards established from time to time by the Securities and Exchange Commission (the “*SEC*”) and any securities exchange on which the Company’s securities are listed or quoted for trading, in each case as amended from time to time.
- Each member must be financially literate and able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of operations and statement of cash flows, as determined by the Board.
- At least one member must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, by virtue of such

member's current or past employment experience in finance or accounting, requisite professional certification in finance or accounting, or any other comparable experience or background which results in such individual's financial sophistication.

- At least one member must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K.
- Each member shall also meet any other requirements and standards established from time to time by the SEC and any securities exchange on which the Company's securities are listed or quoted for trading, in each case as amended from time to time, for audit committee members.

The Audit Committee shall have a chairman (the "*Chairman*"), elected by the Board or by a majority of the members of the Audit Committee. The Chairman shall be a member of the Audit Committee and, if present, shall preside at each meeting of the Audit Committee. The Chairman shall perform such duties as may from time to time be assigned to the Chairman by the Audit Committee or the Board.

An Audit Committee member may resign by delivering his or her written resignation to the chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified. The Board shall have the power at any time to fill vacancies in the Audit Committee, subject to such new member(s) satisfying the above requirements.

III. MEETINGS AND COMMITTEE ACTION

The Audit Committee shall meet at such times as it deems necessary to fulfill its responsibilities, but not less frequently than quarterly. Meetings of the Audit Committee shall be called by a majority of the members of the Audit Committee upon such notice as is provided for in the Company's charter documents with respect to meetings of the Board. A majority of the Audit Committee members shall constitute a quorum. Actions of the Audit Committee may be taken at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members of the Audit Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Audit Committee. The Audit Committee shall report its minutes from each meeting to the Board. Periodically, the Audit Committee shall meet separately with the Company's management, with the internal auditors and/or internal control director, and with the Independent Auditor.

A majority of the members of the Audit Committee may establish, consistent with the requirements of this Charter, such rules as may from time to time be necessary or appropriate for the conduct of the business of the Audit Committee. At each meeting, a majority of the members of the Audit Committee shall appoint as secretary a person who may, but need not, be a member of the Audit Committee. A certificate of the secretary of the Audit Committee or minutes of a meeting of the Audit Committee executed by the secretary setting forth the names of the members

of the Audit Committee present at the meeting or actions taken by the Audit Committee at the meeting shall be sufficient evidence of the members present at the meeting and the actions taken.

The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate. The Audit Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit Committee as a whole.

The Audit Committee shall make regular reports to the Board, which reports shall include to the extent that the Audit Committee deems appropriate, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditor or the performance of the internal audit function.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

While the Board has delegated to the Audit Committee oversight duties and responsibilities pursuant to this Charter, the fundamental responsibility for the accuracy of the Company's financial statements and disclosures, and the quality of the Company's accounting and financial reporting processes, remains with management and the Independent Auditor.

The Audit Committee shall appoint and oversee the work of the Independent Auditor, approve the compensation of the Independent Auditor and review and, if appropriate, discharge the Independent Auditor. In this regard, the Independent Auditor shall report directly to the Audit Committee, and the Audit Committee shall have the sole authority to approve the hiring and discharging of the Independent Auditor, all audit engagement fees and terms and all permissible non-audit engagements with the Independent Auditor.

The Audit Committee shall pre-approve (or, where permitted under the rules of the SEC, subsequently approve) engagements of the Independent Auditor to render audit services and/or establish pre-approval policies and procedures for such engagements, provided that (i) such policies and procedures are detailed as to the particular services rendered, (ii) the Audit Committee is informed of each such service and (iii) such policies and procedures do not include delegation to management of the Audit Committee's responsibilities under the Securities Exchange Act of 1934, as amended, or SEC rules. The Audit Committee shall also pre-approve any non-audit services proposed to be provided to the Company by the Independent Auditor.

The Audit Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval.

The Audit Committee shall evaluate its performance annually.

To the extent deemed necessary or appropriate, the Audit Committee shall be responsible for:

- assisting the Company's Board in the oversight of (i) accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, (ii) preparation and integrity of the financial statements of the Company, (iii) compliance by the Company with financial statement and regulatory requirements, (iv) performance of the Company's internal finance and accounting personnel and its Independent Auditor, and (v) qualifications and independence of the Company's Independent Auditor;
- reviewing with the internal auditors and the Independent Auditor the overall scope and plans for audits, including authority and organizational reporting lines and adequacy of staffing and compensation;
- reviewing and discussing with management and internal auditors the Company's system of internal control and discussing with the Independent Auditor any significant matters regarding internal controls over financial reporting that have come to its attention during the conduct of its audit;
- reviewing and discussing with management, internal auditors and the Independent Auditor the Company's financial and critical accounting practices, and policies relating to risk assessment and management;
- receiving and reviewing reports of the Independent Auditor discussing (i) all critical accounting matters in the firm's audit of the Company's financial statements, (ii) all alternative treatments of financial information within U.S. GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor, and (iii) other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences;
- reviewing and discussing with management and the Independent Auditor the annual and quarterly financial statements and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company prior to the filing of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q;
- preparing the report of the Audit Committee required by the rules of the SEC to be included in the Company's annual proxy statement;
- reviewing or establishing standards for the type of information and the type of presentation of such information to be included in, earnings press releases and earnings guidance provided to analysts and rating agencies;
- discussing with management and the Independent Auditor any changes in the Company's critical accounting principles and the effects of alternative U.S. GAAP methods, off-balance sheet structures and regulatory and accounting initiatives;

- reviewing material pending legal proceedings involving the Company and other contingent liabilities;
- meeting periodically with the Chief Executive Officer, Chief Financial Officer, the senior internal auditing executive and the Independent Auditor in separate executive sessions to discuss results of examinations;
- reviewing and approving all transactions between the Company and related parties or affiliates of the officers of the Company requiring disclosure under Item 404 of Regulation S-K prior to the Company entering into such transactions, in accordance with the Company's Related-Party Transaction Policy, as amended from time to time;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees or contractors of concerns regarding questionable accounting or auditing matters, in accordance with the Company's Whistleblower Policy, as amended from time to time;
- reviewing periodically with the Company's management, the Independent Auditor and outside legal counsel (i) legal and regulatory matters which may have a material effect on the financial statements, and (ii) corporate compliance policies or codes of conduct, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities;
- establishing policies for the hiring of employees and former employees of the Independent Auditor; and
- undertaking all further actions and discharging all further responsibilities imposed upon the Audit Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC.

The Audit Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary, to carry out its duties. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to the Independent Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisers employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate for carrying out its duties. The Audit Committee shall have full, unrestricted access to Company books, records and facilities.