

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

Adopted: September 2026

The responsibilities and powers of the Compensation Committee (the “*Compensation 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 Compensation 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 Compensation Committee shall be to assist the Board in determining the compensation of the Chief Executive Officer, the chairman of the Board, the Chief Financial Officer and other executive officers of the Company and to make recommendations to the Board with respect to the compensation of the non-executive officers of the Company and the independent directors.

II. COMMITTEE MEMBERSHIP

The Compensation Committee shall consist of at least three members of the Board. Each member shall meet the independence 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. In addition, each member must qualify as a “Non-Employee Director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and satisfy any other regulatory requirements. Determinations as to whether a particular director satisfies the requirements for membership on the Compensation Committee shall be made by the Board.

The Board shall elect the members of the Compensation Committee as soon as practicable and may make changes from time to time pursuant to the provisions below. The members of the Compensation Committee shall serve until their successors are appointed and qualified. The Compensation Committee shall have a chairman (the “*Chairman*”), elected by the Board or by a majority of the members of the Compensation Committee. The Chairman shall be a member of the Compensation Committee and, if present, shall preside at each meeting of the Compensation Committee. The Chairman shall perform such duties as may from time to time be assigned to the Chairman by the Compensation Committee or the Board.

A Compensation 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 Compensation Committee, subject to such new member(s) satisfying the above requirements.

III. MEETINGS AND COMMITTEE ACTION

The Compensation Committee shall meet at such times as it deems necessary to fulfill its responsibilities, but not less frequently than annually. Meetings of the Compensation Committee shall be called by a majority of the members of the Compensation 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 Compensation Committee members shall constitute a quorum. Actions of the Compensation 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 Compensation Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Compensation Committee. The Compensation Committee shall report its minutes from each meeting to the Board.

A majority of the members of the Compensation 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 Compensation Committee. At each meeting, a majority of the members of the Compensation Committee shall appoint as secretary a person who may, but need not, be a member of the Compensation Committee. A certificate of the secretary of the Compensation Committee or minutes of a meeting of the Compensation Committee executed by the secretary setting forth the names of the members of the Compensation Committee present at the meeting or actions taken by the Compensation Committee at the meeting shall be sufficient evidence of the members present at the meeting and the actions taken.

The Compensation Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The Chief Executive Officer of the Company may not be present during voting or deliberations of the Compensation Committee with respect to his or her compensation.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Compensation Committee shall have the following authority and responsibilities:

- reviewing the performance of the Chief Executive Officer and executive management;
- assisting the Board in developing and evaluating potential candidates for executive positions (including Chief Executive Officer);
- reviewing and approving goals and objectives relevant to the Chief Executive Officer's and other executive officers' compensation, evaluating the Chief Executive Officer's and other executive officers' performance in light of these corporate goals and objectives, and setting Chief Executive Officer and other executive officer compensation levels consistent with its evaluation and the Company's philosophy;
- approving the salaries, bonuses and other compensation for all executive officers;

- reviewing and approving compensation packages for new corporate officers and termination packages for corporate officers as requested by management;
- reviewing and discussing with the Board and senior officers plans for officer development and corporate succession plans for the Chief Executive Officer and other senior officers;
- reviewing and making recommendations concerning executive compensation policies and plans;
- reviewing and recommending to the Board the adoption of or changes to the compensation of the Company's directors;
- reviewing and approving the awards made under any executive officer bonus plan, and providing an appropriate report to the Board;
- reviewing and making recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans;
- developing and implementing policies with respect to the recovery or "clawback" of any excess incentive-based compensation paid to any of the Company's officers (within the meaning of Rule 10D-1 under the Exchange Act based on erroneous data);
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers and employees;
- reviewing periodic reports from management on matters relating to the Company's personnel appointments and practices;
- assisting management in complying with the Company's proxy statement and annual report disclosure requirements;
- reviewing and discussing with management the compensation discussion and analysis, and, based on such review and discussion, recommending to the Board whether the compensation discussion and analysis should be included in, and preparing the compensation committee report required to be included in, the Company's annual report or proxy statement, in compliance with applicable SEC rules and regulations;
- annually evaluating the Compensation Committee's performance and this Charter and recommending to the Board any proposed changes to this Charter; and
- undertaking all further actions and discharging all further responsibilities imposed upon the Compensation Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC.

The Compensation Committee shall have the authority, in its sole discretion, to retain or obtain the advice and assistance of outside counsel, a compensation consultant, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation and oversee the work of its outside counsel, the compensation consultant and any other advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its outside counsel, compensation consultants and any other advisors. Prior to selecting, or receiving advice from, any advisor (other than in-house legal counsel), the Compensation Committee shall take into consideration all factors relevant to such advisor's independence from management. The Compensation Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.