

**EAGLE NUCLEAR ENERGY CORP.
RELATED-PARTY TRANSACTION POLICY**

Adopted: February 24, 2026

Scope

Eagle Nuclear Energy Corp. (the “*Company*”) recognizes that Related-Party Transactions (as defined below) may raise questions regarding whether those transactions are consistent with the best interests of the Company and its stockholders. The objective of this Related-Party Transaction Policy (this “*Policy*”) is to ensure that Related-Party Transactions are in the best interests of the Company and its stockholders.

Policy

It is the Company’s policy that the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) review and approve or ratify all Related-Party Transactions (as defined below) and that such Related-Party Transactions be disclosed as required by the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and, to the extent applicable, the Nasdaq Stock Market LLC (“*NASDAQ*”) and other applicable legal and regulatory requirements.

This Policy applies to all Related Parties. Entering into a Related-Party Transaction without the approval from or ratification of the Committee is prohibited and a violation of this Policy. In addition to this Policy, all Related-Party Transactions must comply with the Company’s Code of Ethics and Business Conduct.

Procedures For Review and Approval or Ratification

Directors, executive officers and nominees to become a director of the Company shall complete an annual D&O Questionnaire and disclose all potential Related-Party Transactions involving themselves and their immediate family members that are known to them. Throughout the year, directors and executive officers shall notify the General Counsel, if any, or in the absence of a General Counsel, the Chief Financial Officer (such person, the “*Compliance Officer*”), of any potential Related-Party Transactions as soon as they become aware of any such transaction. The Compliance Officer shall inform the Committee of any Related-Party Transaction of which the Compliance Officer becomes aware. The Compliance Officer shall be responsible for conducting a preliminary analysis and review of potential Related-Party Transactions and presentation to the Committee for review including provision of additional information to enable proper consideration by the Committee.

If the Compliance Officer determines that the proposed transaction is a Related-Party Transaction, such proposed transaction shall be submitted to the Committee for consideration at the next Committee meeting or, in those instances in which the Compliance Officer, in consultation with the Chief Executive Officer, determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, to the Chair of the Committee who shall thereafter call a special meeting of the Committee to review such proposed transaction. The Committee shall consider all of the available, relevant facts and circumstances, including (if applicable) but not limited to:

- the related person’s relationship to the Company and interest in the transaction;
- the material facts of the proposed transaction, including the proposed aggregate value of the transaction;

- the impact on a director’s or a director nominee’s independence in the event the related person is a director or director nominee or an immediate family member of the director or director nominee;
- the benefits to the Company of the proposed transaction;
- if applicable, the availability of other sources of comparable products or services; and
- an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

No member of the Committee shall participate in any review, consideration or approval of any Related-Party Transaction with respect to which such member or any of his or her immediate family members is the Related-Party. Only those Related-Party Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders shall be approved or ratified as the Committee determines in good faith.

As necessary, the Committee shall review each approved Related-Party Transaction on a periodic basis throughout the duration of the transaction to ensure that the transaction remains in, or is not inconsistent with, the best interests of the Company and its stockholders. The Committee may, in its discretion, engage outside counsel to review certain Related-Party Transactions.

Each director and executive officer of the Company is personally responsible for compliance with this Policy, including to the extent his or her immediate family members are involved in a Related-Party Transaction. However, it shall not be considered a violation of this Policy in the event a Related-Party Transaction involving a director or executive officer is entered into without his or her knowledge if such director or executive officer notifies the Compliance Officer as soon as practicable after they become aware of the transaction so the Related-Party Transaction can be presented to the Committee for the required review.

If advance Committee approval of a Related-Party Transaction is not feasible, then the transaction may be preliminarily entered into by management upon prior approval of the transaction by the chair of the Committee, subject to ratification of the transaction by the Committee at the Committee’s next regularly scheduled meeting; provided, that if ratification is not forthcoming, management will make all reasonable efforts to cancel or annul the transaction. If a transaction was not initially recognized as a Related-Party Transaction, then, upon such recognition, the transaction will be presented to the Committee for ratification at the Committee’s next regularly scheduled meeting; provided, that if ratification is not forthcoming, management will make all reasonable efforts to cancel or annul the transaction.

The Committee shall review, and may amend, this Policy annually and shall annually report to the Board regarding the application and effectiveness of this Policy.

Definitions

For the purposes of this Policy, a “**Related-Party Transaction**” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) that has occurred, since the beginning of the Company’s last fiscal year, or which is currently proposed, in which the Company or any of its subsidiaries was or is to be a participant and the amount involved exceeds \$120,000, and in which any Related Party had or will have a direct or indirect material interest.

For purposes of this Policy, a “**Related Party**” means:

- any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- any person who is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities (a “*Five-Percent Stockholder*”);
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or Five-Percent Stockholder, and any person (other than domestic employees or tenant) sharing the household of such director, executive officer, nominee or Five-Percent Stockholder; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

General

Notwithstanding anything in this Policy to the contrary, it is intended that this Policy comply with, and that the Committee seek to administer this Policy in compliance with, all applicable rules and regulations of the SEC and, to the extent applicable, NASDAQ and all other applicable law. If any of the foregoing laws, rules and regulations are hereafter amended, the Committee shall administer and interpret this Policy in accordance with such amended laws, rules and regulations until such time as this Policy is amended to conform to such amended laws, rules and regulations.