

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Walker James John</u> _____ (Last) (First) (Middle) <u>10 TIMES SQUARE, 30TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10018</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/06/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Nano Nuclear Energy Inc. [NNE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>300,000</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Option</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>500,000</u>	<u>1.5</u>	<u>D</u>	
<u>Option</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>200,000</u>	<u>3</u>	<u>D</u>	

Explanation of Responses:

1. Represents options granted on February 10, 2023 under the Issuer's 2023 Stock Option Plan #1 to purchase an aggregate of 500,000 shares of common stock of the Issuer, which were fully vested and exercisable on February 10, 2023, and will expire on February 10, 2026.

2. Represents options granted on June 7, 2023 under the Issuer's 2023 Stock Option Plan #2 to purchase an aggregate of 200,000 shares of common stock of the Issuer, which were fully vested and exercisable on June 7, 2023, and will expire on June 7, 2026.

/s/ James John Walker

05/06/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.