

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Walker James John</u> (Last) (First) (Middle) 10 TIMES SQUARE, 30TH FLOOR (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nano Nuclear Energy Inc. [NNE]</u>	5. 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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2026	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/03/2026		M ⁽¹⁾		70,000	A	\$3	650,000	D	
Common Stock	06/03/2026		S ⁽³⁾		46,145	D	\$26.179 ⁽⁴⁾	603,855	D	
Common Stock	06/03/2026		S ⁽³⁾		22,380	D	\$27.063 ⁽⁵⁾	581,475	D	
Common Stock	06/03/2026		S ⁽³⁾		1,475	D	\$27.9 ⁽⁶⁾	580,000	D	
Common Stock	06/03/2026		M ⁽²⁾		28,688	A	\$0	608,688	D	
Common Stock	06/03/2026		S ⁽³⁾		25,792	D	\$26.769 ⁽⁷⁾	582,896	D	
Common Stock	06/03/2026		S ⁽³⁾		2,624	D	\$27.555 ⁽⁸⁾	580,272	D	
Common Stock	06/03/2026		S ⁽³⁾		201	D	\$28.689 ⁽⁹⁾	580,071	D	
Common Stock	06/03/2026		S ⁽³⁾		71	D	\$29.91 ⁽¹⁰⁾	580,000	D	
Common Stock	06/03/2026		S ⁽³⁾		25,000	D	\$26.038 ⁽¹¹⁾	555,000	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options ⁽¹⁾	\$3	06/03/2026		M			70,000	(1)	(1)	Common Stock	70,000	\$0	430,000	D	
Restricted Stock Units ⁽²⁾	\$0	06/03/2026		M			28,688 ⁽²⁾	(2)	(2)	Common Stock	28,688	\$0	146,398	D	

Explanation of Responses:

- Represents shares of common stock issued upon exercise of certain options originally granted to the reporting person at the exercise price of \$3.00 per share, which were fully vested and exercisable on June 7, 2023, with expiry on June 7, 2026. On June 3, 2026, such options were exercised.
- Represents shares of common stock issued upon the settlement of certain Restricted Stock Units ("RSUs") granted on June 3, 2025 under the Issuer's 2025 Equity Incentive Plan based on a value per share of \$29.18, the closing price of the Issuer's common stock as reported on The Nasdaq Capital Market on June 3, 2025. On June 3, 2026, one third (1/3) of such RSUs were vested and settled.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in September 2025.
- This transaction was executed in multiple trades during the day at prices ranging from \$25.7100 to \$26.7000. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades during the day at prices ranging from \$26.7050 to \$27.6800. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades during the day at prices ranging from \$27.7200 to \$28.3750. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades during the day at prices ranging from \$26.3700 to \$27.3400. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades during the day at prices ranging from \$27.3700 to \$27.9400. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades during the day at prices ranging from \$28.6600 to \$28.9000. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

10. This transaction was executed at a price of \$29.9100. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

11. This transaction was executed in multiple trades during the day at prices ranging from \$25.7100 to \$26.3700. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

/s/ James John Walker

06/05/2026

** 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 4 (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.

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