

# TERRESTRIAL ENERGY

## TERRESTRIAL ENERGY INC. WHISTLEBLOWER POLICY

Terrestrial Energy Inc. (the “**Company**”) is committed to promoting compliance with the laws, rules, regulations and internal policies that govern its business operations and encouraging its employees and other persons to report unlawful conduct. The purposes of this Whistleblower Policy (this “**Policy**”) are to (i) explain the procedures for reporting actual or potential misconduct at the Company through internally available resources and (ii) set forth the Company’s policy prohibiting retaliation and discrimination against those reporting, either internally through the available Company resources or externally to the Securities and Exchange Commission (the “**SEC**”) or other regulatory agencies.

### I. **Applicability**

This Policy apply to all directors, officers and employees of the Company. The Company expects its directors, officers and employees to report actual or potential misconduct, either internally or externally. Directors, officers and employees are expected to report good faith concerns regarding any of the following:

- (i) questionable accounting, violations of internal accounting controls or any other auditing or financial matters, the reporting of fraudulent financial information or concerns about the accuracy of financial statements, financial disclosures or auditing or tax matters;
- (ii) corporate fraud;
- (iii) conduct that may result in a violation of applicable laws, rules or regulations by the Company, or in a substantial mismanagement of Company resources;
- (iv) unethical or illegal business conduct, or a violation of the Company’s Code of Business Conduct & Ethics or any other policies adopted by the Company from time to time; or
- (v) violations of the rules or regulations of the principal market on which the Company’s securities are traded, if any.

### II. **Procedure for Submitting Complaints**

All internal submissions (“**Reports**”) made by individuals regarding these matters may be made **on an anonymous basis**, although individuals are encouraged to provide their names to facilitate investigation and follow-up. Employees can report (and choose to remain anonymous) by **calling the toll-free line at (833) 712-2731** and working with a trained service to guide them through the process. The hotline is available 7-days a week and 24-hours day. In addition, employees may make an online Report (which can also be made anonymously) with the Company’s **third party hosted compliance hotline website:**

<https://www.whistleblowerservices.com/terrestrialenergy>. Alternatively, complaints and concerns may also be reported directly to the Company's Compliance Officer at (646) 687-8212 x387 or [complianceofficer@terrestrialenergy.com](mailto:complianceofficer@terrestrialenergy.com). Please note that employees who wish to remain anonymous should submit a Report through the Compliance Hotline or the website noted above.

When submitting a Report, individuals are asked to provide as much detailed information as possible. Providing detailed, rather than general, information will greatly assist in effectively investigating complaints or concerns. This is particularly important where a person submits a complaint or a concern on an anonymous basis, as the appropriate personnel will be unable to contact the reporting individual with requests for additional information or clarification.

The Company is providing these anonymous reporting procedures so that individuals may disclose genuine complaints or concerns without feeling threatened. As detailed below, the Company prohibits retaliation or retribution against any individual who in good faith submits a Report under this Policy. Individuals submitting a Report under this Policy who choose to identify themselves when submitting a Report may be contacted by a representative of the Company in order to gain additional information. Subject to the requirements of applicable law, the Company and the Audit Committee will attempt to maintain confidentiality of anonymous Reports.

All conversations, calls and Reports made under this Policy in good faith will be taken seriously. However, individuals who file Reports or provide evidence that they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by this Policy and may be subject to corrective action, up to and including immediate termination.

### **III. Policy Prohibiting Unlawful Retaliation or Discrimination**

In accordance with applicable law, the Company will not discharge, demote, suspend, threaten or harass directly or indirectly, or in any other manner discriminate or take retaliatory action against, any individual based upon any lawful actions of such individual with respect to good faith submission of Reports internally through the available Company resources or externally to the SEC or other regulatory agencies regarding potential misconduct, including, but not limited to, (i) complaints or concerns regarding the Company's accounting practices, internal accounting controls, auditing, financial disclosures, fraud or financial impropriety, or tax matters or matters regarding violations of securities laws or other applicable laws and regulations, or otherwise as specified in Sections 806 or 1107 of the Sarbanes-Oxley Act of 2002, as amended, and Section 21F of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") (in each case, to the extent applicable to the Company), and (ii) complaints concerning the Company's Code of Business Conduct & Ethics. Any person who violates this Policy, or fails to cooperate with any investigation, will be subject to disciplinary or corrective actions. Those actions could include, but are not limited to, reassignment, demotion, suspension or, where appropriate, dismissal.

Nothing in this Policy or any of the Company's other policies is intended, or will be construed, to in any way restrict an director, officer or employee from (i) reporting violations of law to law enforcement officials; (ii) giving truthful testimony under oath in a judicial, administrative or arbitral proceeding; (iii) filing a charge with, make truthful statements to, cooperate with investigations by, or participate in or assist others in proceedings before any federal, state or local governmental agencies (including, without limitation, the U.S. Equal

Employment Opportunity Commission (the “EEOC”), the National Labor Relations Board, the SEC, and the Department of Justice); (iv) speaking with an attorney representing Employee; (v) discussing the facts related to any claim of sexual assault or sexual harassment; (vi) communicating directly with any federal, state or local governmental agency regarding an investigation by or proceeding before such agency or a possible violation of law or regulation without giving notice to or seeking approval or authorization from the Company of the same; (vii) filing or disclose any facts necessary to receive unemployment insurance, Medicaid or other public benefits; (viii) exercising rights under Section 7 of the National Labor Relations Act, including the right to discuss terms and conditions of employment with co-workers and labor unions and publicly criticize an employer as an employer (provided that such criticism is not malicious or knowingly or recklessly false and does not attack the employer’s products or services), (ix) engaging in whistleblower activity protected by applicable whistleblower statutes, including, without limitation the Exchange Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act or any rules or regulations issued thereunder; or (x) other than in connection with a charge filed with the EEOC, recovering a monetary award for initiating or participating in any investigation or proceeding conducted by a federal, state or local governmental agency regarding a possible violation of law or regulation. External reports may be made instead of, or in addition to, a Report.

#### **IV. Treatment of Reports**

The Audit Committee is responsible for overseeing the receipt, retention, and investigation of and response, as appropriate, to all Reports. The Compliance Officer is responsible for administering these procedures on behalf of the Company. The Compliance Officer will promptly forward to the Audit Committee, in detail, any Report involving a Company senior officer, reporting possible fraud or having a potential aggregate value exceeding \$100,000 (a “**Significant Report**”), and, when possible, acknowledge receipt of the Report to the individual who submitted the Report.

In determining whether the Audit Committee, the Compliance Officer or other Company or external personnel, should be responsible for investigating such Report, the Compliance Officer (or in the case of a Significant Report, the Audit Committee) will consider all relevant facts and circumstances, including the identity of the alleged wrongdoer, the gravity of the alleged wrongdoing, and the likelihood of a material adverse effect on the Company’s reputation or financial statements. In connection with the investigation of a Report, the Audit Committee or the Compliance Officer, as applicable, may consult with, and obtain the assistance of, any member of the Company’s management who is not the subject of the Report. In addition, the Audit Committee or the Compliance Officer may, in its or his or her sole discretion, engage outside counsel, forensic accountants, and other advisors to assist in the investigation of a Report.

Upon completion of the investigation of a Report, the Company will take such prompt and appropriate corrective action, if any, as deemed warranted, including but not limited to notifying external authorities as appropriate. The Company will notify the individual who submitted the Report once an investigation has been completed, when possible, and, where appropriate, of the outcome of the investigation (having regard to the circumstances, including privacy rights and confidentiality obligations). The Compliance Officer will periodically report to the Audit Committee regarding the nature and status of Reports submitted under this Policy.