

TERRESTRIAL ENERGY

TERRESTRIAL ENERGY INC. CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (this “Code”) provides basic principles and guidelines to assist directors, officers and other employees (collectively referred to as “we,” “us,” or “you”) of Terrestrial Energy Inc. and its affiliates and subsidiaries (the “Company”) in complying with the Company’s policies and guidelines governing appropriate business conduct. This Code covers a wide range of business practices and procedures but does not cover every issue that may arise.

The Company reserves the right to add to, modify and rescind this Code or any portion of it at any time. This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Company. If a law conflicts with a policy in this Code, you must comply with the law.

Please read this Code carefully, ask questions of your supervisor or the Compliance Officer.

We are all responsible for ensuring that all of the Company’s directors, officers, and employees (including full-time, part-time, temporary and intern employees) understand and comply with this Code, and, when requested, promptly sign and return the attached certification acknowledging their receipt and understanding of this Code to the Compliance Officer or another officer designated by the Compliance Officer.

1) Statement of Principles

The Company’s fundamental policy is to conduct its business with honesty and integrity in accordance with high legal and ethical standards. We all must comply with all applicable legal requirements of the United States and other countries in which the Company conducts business.

a) *Individual Responsibility and Compliance*

- i) This Code provides guidance for specific situations that may arise. However, we each have a responsibility to exercise good judgment to act in a manner that will reflect favorably upon the Company and the individual.
- ii) We must all comply with the spirit and intent of this Code. We must not attempt to achieve indirectly, using agents or other intermediaries, outcomes that are expressly prohibited by this Code.
- iii) We must work together to ensure prompt and consistent action against violations of the Code. However, an employee may encounter a situation in which it is difficult to determine how to proceed, while also complying with the Code. Since not every situation that will arise can be anticipated, it is important to have a way to approach a new question or problem. When considering these situations, a director, officer, or other employee should:

b) *Make sure to have all the facts.* To reach the right solution, all relevant information must be known.

Consider what he or she specifically is being asked to do and whether it seems unethical or improper. This will enable the individual to focus on the specific question and the alternatives he or she has. If something seems unethical or improper, it probably is.

Understand his or her individual responsibility and role. In most situations, there is shared responsibility. Are other colleagues informed? It may help to get other individuals involved and discuss the problem.

Discuss the problem with a supervisor. In many cases, supervisors will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Employees should remember

that it is the responsibility of supervisors to help solve problems and ensure that the Company complies with this Code.

Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with a supervisor, or where a supervisor is not available to answer a question, employees should discuss it locally with a member of the HR department. If that is not appropriate or if a satisfactory resolution is not obtained, call or send concerns to the Compliance Officer.

Report ethical violations in confidence and without fear of retaliation. If the situation so requires, individuals can make anonymous reports. In addition, the Company does not permit retaliation of any kind for good faith reports of ethical violations.

Always ask first, act later. When unsure of what to do in any situation, the individual should seek guidance and ask questions before the action in question is taken.

2) **Implementation of the Code**

a) ***Condition of Employment***

We are all expected to become familiar with and agree to comply with this Code as a condition of our employment. All employees will, regardless of level of responsibility, be provided and have access to this Code at the time their employment commences with the Company. Individuals already employed by the Company at the time of the adoption of this Code will be provided with this Code or access to it shortly after its adoption. All Company managers are responsible both for ensuring that all employees under their supervision, regardless of level, are familiar with this Code and for promoting compliance with this Code.

b) ***Condition of Director Appointment/Election***

Each director must become familiar with and agree to comply with this Code. All directors must be provided with this Code or access to it at the time of their appointment or election to serve on the Board.

c) ***Company Third Party Business Partners***

We must ensure that the Company's third-party consultants, vendors, suppliers, contractors, lawyers, accountants and other applicable business partners must be guided in their conduct by this Code's provisions when doing business with the Company. These third parties are expected to adhere to standards of business conduct consistent with this Code and their relationships may be suspended or terminated for failure to do so. These third business partners, including major vendors, suppliers and contractors, must be aware and reminded in writing as necessary:

- That it is against the Company's policy for directors, officers, or other employees to accept gifts or entertainment of more than nominal value from any entity that does, or is seeking to do, business with the Company;
- States that the provision of gifts and entertainment is not, and will not become, a condition of doing business with the Company;
- Requests the recipient to identify any director, officer, or other employee or representative of the Company who pressures or solicits the recipient for gifts, entertainment or other special favors; and
- Any other similar guidance as required by applicable law.

d) ***Interpretation Questions***

If you have questions on how to proceed or interpret this Code, you should consult with your supervisor, HR, the Compliance Officer, or any other person(s) designated by the Board of Directors of the Company ("Board") to supervise the application of this Code.

e) *Violation of Policy*

Compliance with this Code is essential. Violations will result in disciplinary action, which may include dismissal of any officer or other employee where warranted.

3) **Conflicts of Interest**

a) *General*

A conflict of interest occurs when an individual's private interests interfere with the interests of the Company as a whole. This situation can arise when any of us takes actions or has interests that may make it difficult to perform his or her work objectively and effectively.

Conflicts of interest also arise when a director, officer, or other employee, or a member of such person's family or household, receives improper personal benefits because of the director's, officer's, or other employee's position with the Company. A conflict of interest is deemed to exist whenever, because of the nature or responsibilities of his or her relationship with the Company, any of us is in a position to further any personal financial interest or the financial interest of any member of such person's family. Following the procedures outlined below, the Board and/or its designated committees and representatives will determine whether the possible conflict of interest indeed constitutes a conflict of interest.

You are not permitted to engage in any business or conduct or enter into any agreement or arrangement that would give rise to actual or potential conflicts of interest. We will not permit ourselves to be placed in a position that might give rise to the appearance that a conflict of interest has arisen.

While it is not possible to describe all circumstances where a conflict of interest involving a director, officer, or employee exists or may exist, the following examples may involve actual or potential conflicts of interests. These examples are provided to you when making judgments about conflicts of interest involving Company matters. If you find yourself in a situation where a conflict of interest exists or may exist, you should immediately report the matter as provided in this Code.

- You have an interest in, or position with, any supplier, customer or competitor of the Company (except for an investment in publicly traded securities as described below).
- The solicitation or acceptance of gifts or favors of more than nominal value by you (or a member of your immediate family) from an actual or prospective customer, supplier, or competitor of the Company or any governmental official or other employee. This does not preclude the acceptance by you of reasonable business entertainment (such as a lunch or dinner or events involving normal sales promotion, advertising, or publicity).
- The disclosure or use of confidential information gained by reason of employment with the Company (or, in the case of a director, election or appointment to the Board) for profit or advantage by a director, officer, or other employee or anyone else.
- Competition with the Company in pursuing business opportunities or in acquiring or selling rights, property or assets (except to the extent expressly permitted by the Company's certificate of incorporation or bylaws).
- Where otherwise contrary to the Code, Company policy, and applicable law.

The following examples should not be considered conflicts of interest:

- Ownership of publicly traded securities of a supplier, customer, or competitor of the Company that do not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer, or competitor.

- A transaction with one of the Company's banks, where the transaction is customary and conducted on standard commercially available terms (such as a home mortgage or bank loan).
- A transaction or relationship disclosed in accordance with this Code and determined by outside legal counsel not to be a prohibited conflict of interest.

b) *Reporting Conflicts of Interest Involving Non-Officer Employees*

Actual or potential conflicts of interest involving a non-officer employee, or a member of such person's immediate family, must be reported in writing by the affected person (or by others having knowledge of the existence of the actual or potential conflicts of interest) to (1) the employee's immediate supervisor, who shall consult with the Compliance Officer or (2) directly to the Compliance Officer to determine whether a conflict of interest actually exists and to recommend measures to be taken to neutralize the adverse effect of the conflict of interest reported, if such measures are available or appropriate under the circumstances. This procedure will be applied to minimize its effect on the personal affairs of employees consistent with the protection of the Company's interests. The matter may also be referred to the Board or its designated committee for its approval or rejection in accordance with Company policy.

c) *Reporting Conflicts of Interest Involving Directors or Officers*

An actual or potential conflict of interest involving a director or officer, or a member of such person's immediate family, must be reported by the affected person (or by others having knowledge of the existence of the actual or potential conflict of interest) to the Compliance Officer, who shall promptly disclose the possible conflict of interest to the Board or its designated committee at the earliest time practicable under the circumstances. These relevant individuals should also ensure compliance with the Company's Related Party Transaction Policy (located on the Company's website).

The possible conflict of interest will be made a matter of record, and the Board will determine whether the possible conflict of interest indeed constitutes a conflict of interest. The Board's approval will be required prior to the consummation of any proposed transaction or arrangement that is determined by the Board to constitute a conflict of interest.

Any member of the Board or any officer having a possible conflict of interest in any proposed transaction or arrangement is not permitted to vote (in the case of a member of the Board) or use his or her personal influence on the matter being considered by the Board. Any member of the Board having a possible conflict of interest is not counted in determining the quorum for consideration and vote on the matter. Finally, any member of the Board or any officer having a possible conflict of interest must be excused from any meeting of the Board during discussion (subject to the exception set forth in the paragraph below) and voting on the matter (in the case of an interested director). The minutes of the Board meeting should reflect the disclosure, the absence from the meeting of the interested director or officer, the abstention from voting (in the case of an interested director) and the presence of a quorum. The proposed transaction or arrangement is considered approved if it receives the affirmative vote of a majority of the disinterested members of the Board (even though the disinterested members are less than a quorum). These requirements do not prohibit the interested director or officer from briefly stating his or her position in the matter or from answering pertinent questions of the disinterested members of the Board, as the interested director's knowledge may be of assistance to the other Board members in their consideration of the matter.

4) Record Keeping

a) *Company Books and Records*

You must exercise reasonable due diligence to avoid the events described above. If you believe that the Company's books and records are not being maintained in accordance with these requirements, you should

report any complaints about accounting and compliance matters as noted above including the Company's Whistleblower Policy (located on the Company's website).

i) *Books and Records.* The Company requires honest and accurate recording and reporting of information to make responsible business decisions. As such, the Company's books, records and accounts must accurately and fairly reflect the Company's transactions in reasonable detail and in accordance with the Company's accounting practices and policies. The following examples are given for purposes of illustration and are not intended to limit the generality of the foregoing in any way:

- No false or deliberately inaccurate entries (such as overbilling or advance billing) are permitted for any reason. Discounts, rebates, credits and allowances do not constitute overbilling when lawfully granted. The reasons for the grant should generally be set forth in the Company's records, including the party requesting the treatment.
- No payment shall be made with the intention or understanding that all or any part of it is to be used for any purpose, or by any person, other than that described by the documents supporting the payment.
- No undisclosed, unrecorded or "off-book" funds or assets are permitted.
- No false or misleading statements, written or oral, shall be intentionally made to any internal accountant or auditor or the Company's independent registered public accounting firm with respect to the Company's financial statements or documents to be filed with the U.S. Securities and Exchange Commission ("SEC") or any other applicable regulatory agency or governmental entity (each, a "Government Body").

ii) *Internal Accounting Controls.* The Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for implementing and maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;
- Transactions are recorded as necessary to (a) permit the preparation of financial statements in conformity with generally accepted accounting principles or any other applicable criteria and (b) maintain accountability for assets;
- Access to assets is permitted only in accordance with management's general or specific authorization; and
- The recorded accountability of assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

iii) *Our Conduct.* You are not permitted to willfully, directly or indirectly:

- Falsify or cause to be falsified any book, record, or account of the Company;
- Make, or cause to be made, any materially false or misleading statement or omit to state, or cause another person to omit to state, any material fact necessary to make statements made, in light of the circumstances under which the statements were made, not misleading to an accountant in connection with (a) any audit or examination of the Company's financial statements or (b) the preparation or filing of any document or report required to be filed by the Company with the SEC or other Government Body;
- Take any action to fraudulently influence, coerce, manipulate, or mislead the Company's independent registered public accounting firm; or
- Take any other similar action or make an omission inconsistent with this section above, Company policy and applicable law.

b) *Payments Due to Customers, Agents, Distributors or Other Third Parties*

- i) *Payments for Third Party Services.* All commission, distributor, agency or similar arrangements shall be in writing and shall provide for the services to be performed and for a fee that is reasonable in amount and reasonably related to the services to be rendered.
- ii) *Manner of Payment.* All payments for commissions, discounts, or rebates should be made by the Company's check or draft (not by cashier's check or in currency) in the name of the agent, distributor, or customer and should be (a) personally delivered to the payee in the country in which the business was transacted or (b) sent to the payee's business address or designated bank in the country in which the business was transacted.
- iii) *Payments Outside the United States.* When the payee represents in writing, or as applicable presents a written opinion from reputable local counsel, that a payment outside the country in which the business was transacted does not violate any law of that country, that payment may be permitted upon approval from the Company's CFO or other applicable officer.
- iv) *Credit Memoranda.* Credit memoranda are the preferred method of effecting a rebate and generally should be issued to the customer unless the Company's check or draft (not a cashier's check or currency) is necessary due to the nature of the transaction. Any check or draft should refer to the sales invoices involved and indicate the amount of discount or rebate and number of units.
- v) *Accounting Records.* All payments, discounts, rebates, and commissions shall be disclosed in the Company's accounting records. Proper documentation of contracts and agreements shall be maintained.

c) *Foreign Payments*

The Company strictly prohibits all forms of bribery, corruption, and improper payments, including direct or indirect payments through third parties to government officials, customers, suppliers, or any other persons to improperly influence business decisions or gain unfair advantage. We must all comply with the United States Foreign Corrupt Practices Act, which makes it illegal for U.S. companies to win, retain, or direct business by offering, paying or authorizing payments to foreign government workers, political parties, or their officials (including foreign country equivalents as applicable). You must conduct appropriate due diligence on third-party representatives and business partners, obtain pre-approval for gifts or entertainment exceeding policy thresholds, and immediately report any requests for improper payments or suspicious conduct to the Legal Department.

d) *Retention of Documents and Records*

We must all comply with the Company's record retention policies and applicable legal requirements. Company records, including but not limited to financial documents, contracts, correspondence, electronic communications, electronic personnel files, and regulatory filings, must be retained for the periods specified in the Company's designated record retention schedule or as required by law, whichever is longer.

You are prohibited from destroying, altering, or concealing any Company records when litigation, government investigation, or audit is pending, threatened, or reasonably anticipated. Upon notice of any legal hold or document preservation requirement, employees must immediately cease all destruction of potentially relevant records and notify the Company's Legal Department.

Personal use of Company systems and equipment may create Company records subject to these retention requirements. Employees should be aware that emails, instant messages, and other communications sent or received on Company systems may be retained and produced in legal proceedings.

We must all comply with governmental investigative authorities. You shall retain any record, document or tangible object of the Company that is known to be the subject of an investigation or litigation.

It is a violation of this Code for you to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document or tangible object with the intent to impede, obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any state or federal department or agency, or any bankruptcy proceeding, or in relation to or contemplation of any such matter or case.

5) Use of Company Property and Resources

a) *Protection and Proper Use of Company Assets*

The use of any Company funds or assets for any unlawful or improper purpose is prohibited. We should all endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be reported immediately to your supervisor or the Company's Legal Department for investigation. Company equipment should not be used for non-business purposes, though incidental personal use may be permitted (such as occasional use of the Company's stationery, supplies, copying facilities or telephone, when the cost to the Company is insignificant).

The obligation of employees to protect the Company's assets includes an obligation to protect the Company's proprietary information. Proprietary information includes, but is not limited to, intellectual property such as trade secrets, patents, trademarks and copyrights, as well as licenses, business, marketing, and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy and it could also be illegal and result in civil or criminal penalties.

b) *Cybersecurity and Data Protection*

We will protect Company systems and data from unauthorized access, use, disclosure, alteration, or destruction. You must comply with the Company's cybersecurity policies, use good judgment when handling sensitive information, and immediately report any suspected data breach or cyber incident to the Compliance Officer or Information Security team. Safeguarding confidential and personal data is a critical component of the Company's compliance obligations.

c) *Questionable or Improper Payments and Gifts*

- i) *Payments or Gifts Made.* No payments or gifts from the Company's funds or assets shall be offered, promised, or made to, or for the benefit of, any representative of a domestic or foreign government (or subdivision thereof), labor union, or any current or prospective customer, or supplier for the purpose of improperly influencing a decision or obtaining a desired government action or any sale, purchase, contract, or other commercial benefit. This prohibition applies to both direct and indirect payments made through third parties.
- ii) *Payments or Gifts Received.* You may not accept gifts, favors, or entertainment from any person or entity that does business with the Company, other than items of nominal value (generally not exceeding US\$100 in value) or customary business entertainment that is reasonable in nature, frequency, and cost. Any gifts or entertainment that exceed this threshold must receive prior written approval from the Compliance Officer. No cash gifts may be received or any other gifts that otherwise violate applicable law.
- iii) *Gifts to Government Personnel.* In the United States, nothing of value (for example, gifts or entertainment) may be provided to government personnel unless permitted by law and any applicable regulation. Commercial business entertainment and transportation that is reasonable in nature, frequency, and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner, or occasional athletic or cultural event; gifts of nominal value (approximately \$100 or less); entertainment at the Company's facilities or other authorized facilities; or authorized and reasonable transportation in the Company's vehicles. In addition, reasonable business

entertainment covers traditional promotional events sponsored by the Company. No cash gifts may be extended or any other gifts that violate applicable law.

- iv) *Extension of Credit by the Company.* No director, officer, or employee shall seek or accept from the Company any credit, an extension of credit, or the arrangement of an extension of credit in the form of a personal loan, and any personal loan existing at the time of adoption of this Code shall not be materially modified, extended, or renewed.

d) *Corporate Opportunities*

Unless approved by the Board or its designated committee or representative, you are prohibited from taking for yourself an opportunity that is (1) a potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which the Company could reasonably have an interest or expectancy or (2) discovered through the use of corporate property, information, or position, except to the extent expressly permitted by the Company's certificate of incorporation or bylaws. In addition, except to the extent expressly permitted by the Company's certificate of incorporation or bylaws, directors, officers, and other employees are prohibited from using corporate property, information or position for personal gain and from directly or indirectly competing with the Company.

e) *Political Contributions and Lobbying*

The Company respects your rights to participate in the political process as private citizens. However, no Company funds, assets, or resources may be used for political contributions, gifts, or entertainment unless approved in advance by the CEO in consultation with the Compliance Officer and where permitted by law including, but not limited to, gifts as described in Section V(C) above. Any lobbying activities conducted on behalf of the Company must comply with applicable federal, state, provincial, and local laws and be coordinated through the CEO in consultation with the Compliance Officer.

6) Business and Trade Practices

a) *Compliance with Laws, Rules, and Regulations*

Complying with the law both in letter and in spirit is the foundation upon which the Company's ethical standards are built. Although you are not expected to know every law that is applicable to the Company, it is important that you know enough to ask questions and seek advice from supervisors, managers, or Legal Department if in doubt regarding the legality of an action taken, or not taken, on behalf of the Company. Provided below and elsewhere in this Code are examples of laws requiring your awareness and strict compliance in addition to all other applicable laws. Any questions or compliance concerns must be directed to the Compliance Officer.

- i) *Insider Trading.* Purchasing or selling, whether directly or indirectly, the Company's securities while in possession of material non-public information is both unethical and illegal. You are prohibited by law from disclosing material non-public information to others who might use the information to directly, or indirectly, place trades in the Company's securities. Please also refer and ensure your compliance with the Company's Insider Trading Policy (located on the Company's website).
- ii) *Section 16 Reporting.* Pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), most purchases or sales of the Company's securities by directors, executive officers, and 10% stockholders must be disclosed within two business days of the transaction. Directors, officers and other employees who are subject to these reporting requirements must comply with the Company's short-swing trading and reporting policies. Please refer to the Insider Trading Policy for more detail (located on the Company's website).
- iii) *Anti-Money Laundering and Trade Sanctions Compliance.* We must conduct business only with reputable customers, suppliers, and partners who engage in legitimate business activities. You must comply with all applicable anti-money laundering ("AML") laws and regulations, as well as with

economic and trade sanctions administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"), the U.S. Department of State, and other relevant authorities. You must never participate in, or facilitate, any activity that is intended to disguise the origin of funds, evade applicable reporting requirements, or circumvent sanctions laws. No transactions may be entered into with individuals, entities, or countries that are subject to sanctions or embargoes under U.S. or other applicable law.

- iv) *Antitrust and Competition.* We must comply with all antitrust and competition laws. You must not engage in any agreements, understandings, or communications with competitors regarding prices, terms of sale, customers, territories, production levels, or any other competitive matters. All interactions with competitors must be limited to legitimate business purposes and conducted transparently. Prohibited activities include participating in bid rigging, market allocation schemes, or any other anticompetitive practices. When attending industry events, trade association meetings, or other gatherings where competitors are present, avoid discussions of competitively sensitive
- v) topics and should leave any meeting where such discussions occur, documenting their departure. Pricing decisions, customer strategies, and other competitive information must be developed independently without coordination with competitors. We must not share or seek competitively sensitive information with or from competitors, suppliers, or customers that could facilitate anticompetitive conduct.
- vi) *Business with the Government and Contracting.* We must comply with applicable procurement laws, regulations, and contract terms with government entities, including the Federal Acquisition Regulation (FAR), Cost Accounting Standards (CAS), and applicable socioeconomic contracting programs (and foreign equivalents). As applicable with our government contracting requirements, you must provide accurate, complete, and current cost and pricing data when required. You must not engage in defective pricing, cost mischarging, or any other fraudulent billing practices. All labor charges, indirect costs, and expenses billed to government contracts must be allowable, allocable, and reasonable under applicable regulations. Time and expense reporting for government work must be accurate and contemporaneous.
- vii) *Nuclear and Regulated Industries.* The Company operates in a highly regulated industry. We must comply with all laws, regulations, and requirements of the U.S. Nuclear Regulatory Commission, Department of Energy, and other applicable domestic and international regulators. Safety and regulatory compliance take precedence over production or financial objectives.

b) *Communications with the Media and Financial Community*

Only authorized persons may speak to the press and members of the financial community about the Company, including through social media channels. Authorized individuals are the CEO, CFO, General Counsel or any other employee, third-party consultant, or agent who has been authorized by the CEO to speak with a third party with respect to a particular topic. Unless you have been specifically authorized by one of these individuals, never give the impression that you are speaking on behalf of the Company, either verbally, in written form, or electronically. See also Section VII below.

c) *Confidentiality*

We shall maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated or such disclosure is conducted according to the Company's Whistleblower Policy (located on the Company's website) and reporting policy in this Code. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the Company or its customers. Confidential information also includes written material provided and information discussed at all meetings of the Board or any committee thereof and all information that is learned about the Company's suppliers and customers that is not in the public domain. The obligation to preserve confidential information continues even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the Company's property.

As a publicly traded company, Company confidential information may include material, non-public information as defined under U.S. securities laws. You shall not use such information in any manner that would violate

applicable securities laws, including, but not limited to, Rule 10b-5 under the Securities Exchange Act of 1934. U.S. securities laws also prohibit any person who has received material, non-public information from purchasing or selling securities of the issuer or communicating such information to any other person when it is reasonably foreseeable that such person is likely to purchase or sell securities based on such information.

d) *Fair Dealing*

We shall endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice involving unfair dealing.

7) Preparation and Certification of Exchange Act Reports

a) *Internal Control Report*

If required, the Company's Annual Report on Form 10-K, shall contain an internal control report that (1) states the responsibility of management for establishing and maintaining adequate internal control over financial reporting; (2) contains an assessment, as of the end of the Company's most recent fiscal year, of the effectiveness of the Company's internal control over financial reporting; (3) includes a statement that the Company's independent registered public accounting firm has issued a report on the Company's internal control over financial reporting; (4) includes the report of the Company's independent registered public accounting firm; and (5) otherwise complies with Section 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC.

b) *Controls*

It is the Company's policy to promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company. The Company's Executive Management Committee, including the CEO and CFO, shall oversee the Company's disclosure controls and procedures and will take the actions as are necessary and appropriate to fulfill the Company's disclosure requirements. The Company must consider the materiality of information and determine disclosure obligations on a timely basis.

You must be sure that all material information is known to your supervisor and the Executive Management Committee. If required, the CEO and CFO shall disclose in its Exchange Act reports their conclusions regarding the effectiveness of the Company's disclosure controls and procedures based on their evaluation of such controls and procedures required by the rules promulgated by the SEC.

We must also comply with all SEC disclosure laws, including Regulation FD which prohibits public companies from selectively disclosing material nonpublic information (MNPI) to certain persons (like analysts or institutional investors) without simultaneously making that information available to the public. Except for the CEO and CFO, you are not authorized to disclose MNPI outside of the Company.

c) *Certifications*

The CEO and CFO shall make the certifications required by Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, the text of which are set forth in Item 601(b)(31) and (32) of Regulation S-K promulgated by the SEC.

8) Employment Practices and Work Environment

The Company is committed to conducting its business in compliance with applicable employment standards, health, safety, and environmental laws and regulations and in a manner that has high regard for the health and safety of human life and the environment.

a) *Employee Relations*

We shall all work together to meet the following objectives:

- Respect each employee, worker, and representative of customers, suppliers and contractors as an individual, showing courtesy and consideration and fostering personal dignity;
- Make a commitment to and demonstrate fair employment practices, which include appropriate treatment of all employees, workers, customers, suppliers and contractors of the Company without regard to any legally protected characteristics;
- Provide a workplace free of inappropriate conduct, including conduct that is harassing or discriminatory on the basis of race, color, gender identity or expression, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability;
- Provide and maintain a safe, healthy, and orderly workplace;
- Provide fair compensation and benefit practices that will attract, reward, and retain quality employees;
- Report to work in a condition allowing them to perform your duties, free from the influence of drugs, alcohol, or other controlled substances;
- No use or permit the use of illegal drugs in the workplace;
- No violence and threatening behavior are permitted;
- Ensure that the hiring or retention of any permissible former government employees, officials, or regulators is conducted in strict compliance with applicable laws, regulations, and cooling-off periods, and that such individuals are not placed in roles that create conflicts of interest or give rise to the appearance of undue influence; and
- Comply with all other applicable Company policies and applicable law.

In addition to the objectives set forth above, members of the management team are expected to:

- Use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors and partners of the Company;
- Keep other employees generally informed of the Company's policies, plans, and progress through regular communications; and
- Ensure compliance with all other applicable Company policies and applicable law.

b) *Policy Prohibiting Unlawful Discrimination*

We value the diversity of our employees and are committed to providing employment opportunities and making employment decisions without regard to any characteristics protected under applicable federal, state, and local laws. You should use reasonable efforts to seek business partners for the Company who do not engage in prohibited discrimination in hiring or in their employment practices and who make decisions about hiring, salary, benefits, training opportunities, work assignments, advancement, discipline, termination, retirement and other employment decisions based on job and business-related criteria.

c) *Freedom of Association*

We recognize and respect the right of employees to exercise their lawful rights of free association, including joining or not joining any association. The Company expects its business partners to also adhere to these principles.

d) *Disciplinary Practices*

We will not condone and will not tolerate inappropriate disciplinary measures, including those that are heavy-handed or abusive in nature, whether corporal, mental or physical, taken against an employee by a director, officer, or other employee or any partner, customer or supplier of the Company.

9) Reporting Violations and Non-Retaliation Policy

This Code should be read together with all Company policies, including the Company’s Whistleblower Policy (located on the Company’s website), which establishes procedures for reporting concerns about accounting, internal controls, auditing matters, safety, or other potential violations of law or Company policy. The Whistleblower Policy also refers to confidential and, if desired, anonymous reporting, and prohibits retaliation against good-faith reports.

- **The Compliance Hotline:** available for reporting and, depending on local law, on a confidential and anonymous basis by telephone or online through a website through a third-party service provider that is independent of the Company.

Telephone: (833) 712-2731 (toll free)
Online: <https://www.whistleblowerservices.com/terrestrialenergy>

- **Compliance Officer:** this representative is an employee of the Company who can be reached at the contact information below. Please note that employees who wish to remain anonymous should submit a report through the Governance Hotline or the website noted above.

Telephone: (646) 687-8212 x387
Email: complianceofficer@terrestrialenergy.com
Mail: 2730 W Tyvola Road Suite 100
Charlotte, NC 28217
ATTENTION: Compliance Officer

You should report violations of applicable laws, rules and regulations (including, without limitation, the requirements of The NASDAQ Stock Market LLC (“Nasdaq”)), this Code or any other code, policy or procedure of the Company to appropriate personnel in accordance with the procedures set forth in the Company’s policy on procedures regarding complaints about accounting and compliance matters.

You are expected to cooperate in internal investigations of misconduct.

You will not be penalized for making a good faith reporting of violations or suspected violations of this Code or for cooperating with an investigation.

Retaliation and threats of retaliation against any employee who reports, or participates or assists in an investigation of, a suspected violation are strictly prohibited. Any employee who engages in retaliation will be subject to disciplinary action, including dismissal where warranted. Employees that knowingly make a report that is false or that willfully disregard its truth or accuracy or engage in any other bad faith use of the reporting system, will be deemed to be in violation of the Code.

For the avoidance of doubt, nothing in this Code is to be interpreted or applied in any way that prohibits, restricts or interferes with an employee’s (a) exercise of rights provided under, or participation in, “whistleblower” programs of the SEC or any other Government Body, or (b) good faith reporting of possible violations of applicable law to any Government Body, including cooperating with a Government Body in any governmental investigation regarding possible violations of applicable law.

10) Waivers of this Code

Any waiver of a provision of this Code may be made only by (i) the Board (in the case of a waiver granted to a director or executive officer of the Company) or (ii) the Board or a committee thereof (in the case of a waiver granted to any other person) and will be promptly disclosed as required by law and the requirements of the SEC and Nasdaq.

11) Compliance Certificate

We must all become familiar with and agree to comply with this Code as a condition of employment. You must execute a Compliance Certificate upon engagement or employment as applicable and, thereafter, on periodic basis as determined by the Nominating & Governance Committee. In addition, each newly elected director must execute a Compliance Certificate upon election or appointment to serve on the Board as set forth above.

12) Posting Requirement

The Company shall post this Code on the Company's website and as where required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders, in its Annual Report on Form 10-K, or otherwise in accordance with applicable rules and regulations, as applicable, that a copy of this Code is available on the Company's website.

13) Amendments to this Code

Any amendment to this Code shall be made only by the Board. If an amendment to this Code is made, appropriate disclosure will be made as required by law and the requirements of Nasdaq.