



AUDIT COMMITTEE CHARTER

(as adopted by the Board of Directors on December 19, 2025)

1. Purpose

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Deep Fission, Inc. (the "**Company**") is established to assist the Board in fulfilling its oversight responsibilities with respect to:

- the integrity of the Company's financial statements;
- the Company's compliance with applicable legal and regulatory requirements, including the rules and regulations of the Securities and Exchange Commission (the "**SEC**") and the applicable listing or trading standards of The Nasdaq Stock Market LLC ("**Nasdaq**") or the OTC Markets Group (the "**OTC Markets**");
- the qualifications, independence, and performance of the Company's independent registered public accounting firm (the "**Independent Auditor**");
- the performance of the Company's internal audit function;
- the Company's system of internal control over financial reporting and disclosure controls and procedures; and
- the Company's risk management processes as they relate to accounting, compliance, information technology, and cybersecurity risks, to the extent such risks could materially impact the Company's financial statements, internal controls, or disclosure obligation.

The Committee shall prepare the audit committee report required by the rules of the SEC to be included in the Company's annual proxy statement.

2. Authority

The Committee has authority to:

- conduct or authorize investigations into any matters within its scope of responsibility;
- retain, compensate, oversee, and terminate the Independent Auditor, who shall report directly to the Committee;
- retain and compensate independent counsel, accounting advisors, or other advisors as the Committee deems necessary to carry out its duties;
- obtain full access to all books, records, facilities, and personnel of the Company; and
- establish procedures for the receipt, retention, and treatment of complaints

regarding accounting, internal accounting controls, or auditing matters, including confidential and anonymous submissions by employees.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the Independent Auditor and to any advisors retained by the Committee.

3. Committee Membership and Independence

3.1 Composition

The Committee shall consist of at least three directors, each of whom shall be appointed by the Board.

3.2 Independence

Each member of the Committee shall:

- meet the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**");
- meet the independence requirements of Nasdaq Rule 5605(c);
- not accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company or any subsidiary of the Company other than fees received for service as a member of the Board or a Board committee; and
- not be an affiliate of the Company or any subsidiary of the Company, as defined under applicable SEC and Nasdaq rules, and not have participated in the preparation of the Company's or any current subsidiary's financial statements at any time during the past three years.

3.3 Financial Literacy and Expertise

- Each Committee member shall be financially literate, as determined by the Board, and able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.
- At least one member of the Committee shall qualify as an "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K, as determined by the Board.
- No member of the Committee may simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and discloses such determination in accordance with applicable SEC and Nasdaq requirements.

3.4 Meetings

- The Committee shall meet as often as it determines necessary, but no fewer than four times per year.
- The Committee shall meet periodically in separate executive sessions with management, the Independent Auditor, and the internal auditor (if any).

- A majority of the Committee members shall constitute a quorum.

4. Responsibilities and Duties

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances and to the extent permitted by applicable law, regulation, or Nasdaq listing standards.

4.1 Independent Auditor Oversight

- Be directly responsible for the appointment, retention, removal, compensation, and oversight of the work of the Independent Auditor (including resolution of disagreements between management and the Independent Auditor regarding financial reporting), who shall report directly to the Committee.
- Have sole authority to pre-approve all audit services and all permitted non-audit services (including fees and engagement terms) to be performed by the Independent Auditor and to establish related pre-approval policies and procedures.
- Obtain and review, at least annually, a written report from the Independent Auditor describing (i) its internal quality-control procedures, (ii) any material issues raised by internal or peer reviews or governmental or professional inquiries within the preceding five years, and (iii) all relationships between the Independent Auditor and the Company bearing on independence.
- Review and discuss reports from the Independent Auditor regarding critical accounting policies, alternative GAAP treatments discussed with management, ramifications of such alternatives, the Independent Auditor's preferred treatments, and other material written communications with management.
- Review annually the Independent Auditor's independence, receive the written independence statement required by PCAOB rules, and evaluate whether rotation of audit partners or the Independent Auditor is appropriate.
- Meet with the Independent Auditor prior to each annual audit to review audit planning, staffing, and scope.

4.2 Oversight of Financial Statements and Disclosure

- Review and discuss with management and the Independent Auditor the Company's annual audited financial statements, quarterly unaudited financial statements, and Forms 10-K and 10-Q, including Management's Discussion and Analysis.
- Review analyses and written communications regarding significant financial reporting judgments, alternative GAAP treatments, major accounting issues, regulatory developments, and off-balance-sheet arrangements.
- Review and discuss earnings press releases and the nature of financial guidance provided to analysts and rating agencies.

- Discuss matters required by applicable auditing standards and other matters communicated by the Independent Auditor.
- Recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
- Review difficulties encountered by the Independent Auditor, including restrictions on scope or access to information, significant disagreements with management, and management's responses.
- Review management letters and management's responses thereto.

4.3 Internal Controls and Internal Audit

- Review and discuss the adequacy and effectiveness of internal control over financial reporting, including significant deficiencies, material weaknesses, changes in controls, and any fraud involving management or employees with a significant control role.
- Review the effectiveness of disclosure controls and procedures.
- Review management's assessment of internal controls and the Independent Auditor's attestation when required.
- Oversee the internal audit function, if any, including approval of its charter, budget, audit plan, and review of significant findings and remediation.

4.4 Risk Oversight

- Review and discuss with management the Company's financial, accounting, compliance, information technology, cybersecurity, currency, and tax risks and the policies and processes used to assess and manage such risks to the extent such risks could materially impact the Company's financial statements, internal controls, or disclosure obligations.
- Review annually risks related to currency fluctuations and hedging activities, if applicable.

4.5 Ethics, Compliance, and Related Matters

- Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including confidential and anonymous employee submissions.
- Review disclosures by the Chief Executive Officer and Chief Financial Officer in connection with SEC certifications regarding internal controls, fraud, and disclosure controls.
- Review and consider related person transactions and conflicts of interest in accordance with the Company's Related Person Transactions Policy.
- Establish guidelines for the hiring of current or former employees of the Independent Auditor.

- Review any proposed waivers of the Company's Code of Business Conduct and Ethics or Code of Ethics for Senior Financial Officers and recommend action to the Board.
- Prepare the Audit Committee report required by SEC rules for inclusion in the Company's annual proxy statement.
- Meet periodically in separate executive sessions with management, internal audit personnel, and the Independent Auditor.

4.6 Charter Review and Committee Evaluation

- Review and reassess the adequacy of this Charter at least annually and recommend changes to the Board.
- Conduct an annual self-evaluation of the Committee's performance and report the results to the Board.

5. Reporting to the Board

The Committee shall make regular reports to the Board regarding:

- committee actions and recommendations;
- significant issues related to financial statements, internal controls, audits, and compliance; and
- any other matters the Committee deems appropriate or that the Board requests.

6. Limitation of Responsibilities

While the Committee has the responsibilities and powers set forth in this Charter, the Committee's role is one of oversight. It is not the duty of the Committee to:

- Plan or conduct audits;
- Determine that the Company's financial statements or disclosures are complete, accurate, or prepared in accordance with generally accepted accounting principles;
- Guarantee compliance with applicable laws, rules, or regulations.

These responsibilities are the responsibility of management and the Independent Auditor. In adopting this Charter, the Board acknowledges that the Committee members are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the Independent Auditor's work or auditing standards.