

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

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>I Financial Ventures Group LLC</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2026	
	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	01/28/2026		M ⁽¹⁾		179,965	A	\$1.5	9,291,965	D	
Common Stock	01/28/2026		S ⁽¹⁾		179,965	D	\$33.8268 ⁽²⁾	9,112,000	D	
Common Stock	01/28/2026		M ⁽¹⁾		196,474	A	\$1.5	9,308,474	D	
Common Stock	01/28/2026		S ⁽¹⁾		196,474	D	\$34.4232 ⁽³⁾	9,112,000	D	
Common Stock	01/28/2026		M ⁽¹⁾		2,222	A	\$1.5	9,114,222	D	
Common Stock	01/28/2026		S ⁽¹⁾		2,222	D	\$35.25 ⁽⁴⁾	9,112,000	D	
Common Stock	01/28/2026		S ⁽⁵⁾		184,403	D	\$33.8268 ⁽⁶⁾	8,927,597	D	
Common Stock	01/28/2026		S ⁽⁵⁾		201,320	D	\$34.4232 ⁽⁷⁾	8,726,277	D	
Common Stock	01/28/2026		S ⁽⁵⁾		2,277	D	\$35.25 ⁽⁸⁾	8,724,000	D	
Common Stock	01/29/2026		M ⁽⁹⁾		19,584	A	\$1.5	8,743,584	D	
Common Stock	01/29/2026		S ⁽⁹⁾		19,584	D	\$30.7623 ⁽¹⁰⁾	8,724,000	D	
Common Stock	01/29/2026		M ⁽⁹⁾		87,680	A	\$1.5	8,811,680	D	
Common Stock	01/29/2026		S ⁽⁹⁾		87,680	D	\$31.807 ⁽¹¹⁾	8,724,000	D	
Common Stock	01/29/2026		M ⁽⁹⁾		10,975	A	\$1.5	8,734,975	D	
Common Stock	01/29/2026		S ⁽⁹⁾		10,975	D	\$32.8367 ⁽¹²⁾	8,724,000	D	
Common Stock	01/29/2026		M ⁽⁹⁾		3,100	A	\$1.5	8,727,100	D	
Common Stock	01/29/2026		S ⁽⁹⁾		3,100	D	\$33.7406 ⁽¹³⁾	8,724,000	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options ⁽¹⁾	\$1.5	01/28/2026		M		378,661	(1)	(1)	Common Stock	378,661	\$0	321,339	D	
Stock Options ⁽⁹⁾	\$1.5	01/29/2026		M		121,339	(9)	(9)	Common Stock	378,661	\$0	200,000	D	

Explanation of Responses:

1. Represents the number of shares of common stock issued upon exercise of certain options originally granted to the reporting person at the exercise price of \$1.50 per share, which were fully vested and exercisable on February 10, 2023, with expiry on February 10, 2026. On January 28, 2026, such options were exercised. The reporting person is the sole shareholder and director of I Financial Ventures Group LLC ("I Financial"), a limited liability company incorporated under the laws of Delaware, which is the record holder of the securities reported herein. The reporting person, as such, has investment control over the securities of the issuer held by I Financial and may be deemed the beneficial owner of such securities. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person through I Financial, in September 2025, and was executed in the account of I Financial.
2. This transaction was executed in multiple trades during the day at prices ranging from \$33.1000 to \$34.0950. 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.
3. This transaction was executed in multiple trades during the day at prices ranging from \$34.1000 to \$34.9600. 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.
4. This transaction was executed at a price of \$35.2500. 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.
5. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person through I Financial, in September 2025, and was executed in the account of I Financial.
6. This transaction was executed in multiple trades during the day at prices ranging from \$33.1000 to \$34.0950. 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.
7. This transaction was executed in multiple trades during the day at prices ranging from \$34.1000 to \$34.9600. 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.
8. This transaction was executed at a price of \$35.2500. 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.
9. Represents the number of shares of common stock issued upon exercise of certain options originally granted to the reporting person at the exercise price of \$1.50 per share, which were fully vested and exercisable on February 10, 2023, with expiry on February 10, 2026. On January 29, 2026, such options were exercised. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person through I Financial, in September 2025, and was executed in the account of I Financial.
10. This transaction was executed in multiple trades during the day at prices ranging from \$30.2500 to \$31.2400. 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.
11. This transaction was executed in multiple trades during the day at prices ranging from \$31.2600 to \$32.2400. 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.
12. This transaction was executed in multiple trades during the day at prices ranging from \$32.3300 to \$33.3100. 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.
13. This transaction was executed in multiple trades during the day at prices ranging from \$33.3300 to \$34.0000. 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/ Jiang Yu, Sole Shareholder
and Director of I Financial 01/30/2026
Ventures Group LLC

** 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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