



## INSIDER TRADING POLICY

Adopted by the Board of Directors on September 26, 2025

### INTRODUCTION

This Insider Trading Policy (this “Policy”) provides the standards of CleanSpark, Inc. (the “Company”) on trading and causing the trading of the Company’s securities or securities of other publicly traded companies while in possession of information that is material and not generally known to the public. This Policy is divided into two parts: (a) the first part prohibits trading under certain circumstances and applies to all directors, officers and employees of the Company, as well as independent contractors or consultants who have access to material nonpublic information of the Company, and (b) the second part imposes special additional trading restrictions and applies to all (i) directors of the Company, (ii) executive officers of the Company and (iii) the employees listed on **Attachment A** (collectively, “Covered Persons”). The persons designated as Covered Persons, including those persons listed on Attachment A, may be modified from time to time by the Compliance Officer or the Company’s Board of Directors due to the degree of access those individuals may have to material, nonpublic information, as determined in the discretion of the Compliance Officer or the Company’s Board of Directors.

One of the principal purposes of the federal securities laws is to prohibit so-called “insider trading.” Simply stated, insider trading occurs when a person uses material nonpublic information obtained through involvement with the Company to make decisions to purchase, sell, give away or otherwise trade the Company’s securities or to provide that information to others outside the Company. The prohibitions against insider trading apply to trades, tips and recommendations by virtually any person, including all persons associated with the Company, if the information involved is “material” and “nonpublic.” These terms are defined in this Policy under Part I, Section C below. The prohibitions would generally apply to any director, officer or employee or independent contractor or consultant who buys or sells any securities on the basis of material nonpublic information that he or she obtained about the Company, its customers, suppliers, or other companies with which the Company has contractual relationships or may be negotiating transactions. *Once you have reviewed this Policy, please sign the attached Insider Trading Policy Compliance Statement (Attachment B) and return it to the Compliance Officer (as defined below).*

### PART I

#### A. APPLICABILITY

This Policy applies to all transactions in the Company’s securities, including common stock, options and any other securities that the Company may issue, such as preferred stock, notes, bonds and convertible securities, as well as to derivative securities relating to any of the Company’s securities, whether or not issued by the Company.

This Policy applies to all employees of the Company and its subsidiaries, all officers of the Company and its subsidiaries and all members of the Company’s Board of Directors. This Policy also applies to all independent contractors or consultants who have access to material nonpublic information of the Company (each, a “Material IC”).

**B. GENERAL POLICY: NO TRADING OR CAUSING TRADING WHILE IN POSSESSION OF MATERIAL NONPUBLIC INFORMATION**

1. No director, officer, employee or Material IC may purchase or sell any Company security, whether or not issued by the Company, while in possession of material nonpublic information about the Company. (The terms “material” and “nonpublic information” are defined in Part I, Section C(1) and (2) below.)

2. No director, officer, employee or Material IC who knows of any material nonpublic information about the Company may communicate that information to any other person, including family and friends (so-called “tipping”).

3. In addition, no director, officer, employee or Material IC may purchase or sell any security of any other company, whether or not issued by the Company, while in possession of material nonpublic information about that company that was obtained in the course of his or her involvement with the Company. No director, officer, employee or Material IC who knows of any such material nonpublic information may communicate that information to any other person, including family and friends.

4. For compliance purposes, you should never trade, tip or recommend securities (or otherwise cause the purchase or sale of securities) while in possession of information that you have reason to believe is material and nonpublic unless you first consult with, and obtain the advance approval of, the Compliance Officer (which is defined in Part I, Section C(3) below).

5. Covered Persons must “pre-clear” all trading in securities of the Company in accordance with the procedures set forth in Part II, Section C below.

The above prohibitions also apply to transacting in the securities of another company while in possession of material nonpublic information relating to such other company when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Without limiting the foregoing, caution should be exercised in trading in securities of any company when in possession of material nonpublic information that could reasonably be expected to affect the stock price of that company.

**C. DEFINITIONS**

1. Materiality. Insider trading restrictions come into play only if the information you possess is “material.” Materiality, however, involves a relatively low threshold. Information is generally regarded as “material” if it has market significance, that is, if its public dissemination is likely to affect the market price of securities, or if it otherwise is information that a reasonable investor would want to know before making an investment decision.

Information dealing with the following subjects is reasonably likely to be found material in particular situations:

- a. significant changes in the Company’s prospects;
- b. significant write-downs in assets or increases in reserves;
- c. developments regarding significant litigation or government agency investigations;
- d. liquidity problems;
- e. changes in earnings estimates or unusual gains or losses in major operations;

- f. major changes in management;
- g. changes in dividends;
- h. extraordinary borrowings, including new financings;
- i. gain or loss of a significant contract, strategic partner, customer or supplier;
- j. changes in debt ratings;
- k. proposals, plans or agreements, even if preliminary in nature, involving mergers, acquisitions, divestitures, recapitalizations, strategic alliances, licensing arrangements, or purchases, sales or leases of substantial assets;
- l. matters involving a significant new product or service;
- m. significant cybersecurity incidents, such as a data breach;
- n. public offerings; and
- o. pending statistical reports (such as, consumer price index, money supply and retail figures, or interest rate developments).

Material information is not limited to historical facts but may also include projections and forecasts (or updates thereof)—particularly where intended to be publicly released. With respect to a future event, such as a merger, acquisition or introduction of a new product, the point at which negotiations or product development are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on a company’s operations or stock price should it occur. Thus, information concerning an event that would have a large effect on stock price, such as a merger, may be material even if the possibility that the event will occur is relatively small. Determinations regarding the “materiality” of information are inherently judgment based. When in doubt about whether particular nonpublic information is material, presume it is material. **If you are unsure whether information is material, you should consult the Compliance Officer before making any decision to disclose such information (other than to persons who need to know it and to the extent you are authorized to do so) or to trade in or recommend securities to which that information relates.**

2. Nonpublic Information. Insider trading prohibitions come into play only when you possess information that is both material and “nonpublic.” The fact that information has been selectively disclosed to a few members of the public does not make it public for trading purposes. To be “public” the information must have been disseminated through appropriate channels (for example, by means of a press release or a filing with the SEC) in a manner designed to reach investors generally, and enough time must have elapsed to permit investors to absorb the information. Even after public disclosure of information about the Company, you must allow **ONE** full day of trading to lapse after the information was publicly disclosed before you can treat the information as public. Therefore, for example, if the Company makes an announcement after trading begins on a Monday, you should not trade in Company securities until Wednesday (assuming all of the days are trading days and you are not aware of material, nonpublic information at that time and subject to any other applicable requirements of this Policy). If, on the other hand, the Company makes the announcement before regular trading begins on Monday, you could trade on Tuesday (subject to the same assumptions and other applicable requirements of this Policy).

Nonpublic information may include:

- a. information available to a select group of analysts or brokers or institutional investors;
- b. undisclosed facts that are the subject of rumors, even if the rumors are widely circulated; and
- c. information that has been entrusted to the Company on a confidential basis until a public announcement of the information has been made and enough time has elapsed for the market to respond to a public announcement of the information (normally two or three days).

As with questions of materiality, if you are not sure whether information is considered public, you should either consult with the Compliance Officer or assume that the information is “nonpublic” and treat it as confidential.

3. Compliance Officer. The Company has appointed the General Counsel as the Compliance Officer for this Policy. The duties of the Compliance Officer include, but are not limited to, the following:

- a. assisting with implementation of this Policy, including monitoring and enforcing compliance with this Policy;
- b. circulating this Policy to all directors, officers, employees and Material ICs and ensuring that this Policy is amended as necessary to remain up-to-date with insider trading laws;
- c. designating and announcing special trading blackout periods (as described in Part II, Section A below);
- d. pre-clearing all trading in securities of the Company by Covered Persons in accordance with the procedures set forth in Part II, Section C below; and
- e. providing approval of any transactions under Part II, Section D below.

#### **D. TRANSACTIONS BY FAMILY MEMBERS, ENTITIES THAT YOU INFLUENCE OR CONTROL AND OTHERS**

This Policy applies to your family members who reside with you (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Company securities (collectively referred to as “Family Members”). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in Company securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for your own account. This Policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Family Members.

This Policy also applies to any entities that you influence or control, including any corporations, partnerships, limited liability companies or trusts (collectively referred to as “Controlled Entities”), and transactions by these Controlled Entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account.

## **E. VIOLATIONS OF INSIDER TRADING LAWS**

Penalties for trading on or communicating material nonpublic information in violation of the federal securities laws can be severe, both for individuals involved in such unlawful conduct and their employers and supervisors, and may include jail terms, criminal fines, civil penalties and civil enforcement injunctions. In addition to the federal securities law, profiting from, or unauthorized disclosure of, material, nonpublic information could also violate (i) state securities laws, (ii) state right to financial privacy statutes, (iii) federal and state laws relating to theft and conversion, (iv) other Company policies and agreements entered into by Company personnel with the Company and (v) confidentiality agreements between the Company and companies with which the Company does business. Given the severity of the potential penalties, compliance with this Policy is absolutely mandatory.

### **1. Legal Penalties**

A person who violates insider trading laws by engaging in transactions in a company's securities when he or she has material nonpublic information can be sentenced to a substantial jail term and required to pay a penalty of several times the amount of profits gained or losses avoided.

In addition, a person who tips others may also be liable for transactions by the tippees to whom he or she has disclosed material nonpublic information. Tippers can be subject to the same penalties and sanctions as the tippees, and the SEC has imposed large penalties even when the tipper did not profit from the transaction.

The SEC can also seek substantial penalties from any person who, at the time of an insider trading violation, "directly or indirectly controlled the person who committed such violation," which would apply to the Company and/or management and supervisory personnel. These control persons may be held liable for up to the greater of \$2,636,135 (as of January 15, 2025, subject to periodic inflation adjustments) or three times the amount of the profits gained or losses avoided.

### **2. Company-imposed Penalties**

Directors, officers, employees and Material ICs who violate this Policy may be subject to disciplinary action by the Company, including dismissal for cause or termination of other service to the Company. Any exceptions to this Policy, if permitted, may only be granted by the Compliance Officer and must be provided before any activity contrary to the above requirements takes place.

## **PART II**

### **A. BLACKOUT PERIODS**

Subject to the limited exceptions under Section E below, all Covered Persons are prohibited from trading in the Company's securities during blackout periods.

1. Quarterly Blackout Periods. Subject to the limited exceptions under Part II, Section E below, trading in the Company's securities by Covered Persons is prohibited during a "blackout period" beginning on (and including) the 7<sup>th</sup> calendar day prior to the end of the third month of each fiscal quarter and continuing through (and including) one full trading day after the Company's financial results for that fiscal quarter (or fiscal year in the case of the fourth fiscal quarter) are publicly disclosed and a Form 10-Q or Form 10-K, as applicable, is filed.

2. Other Blackout Periods. From time to time, other types of material nonpublic information regarding the Company (such as negotiation of mergers, acquisitions or dispositions or new product developments) may be pending and not be publicly disclosed. While such material nonpublic information

is pending, the Compliance Officer or the Company's Board of Directors may impose special blackout periods during which Covered Persons (or a subset thereof) are prohibited from trading in the Company's securities. If the Company imposes a special blackout period, it will notify the Covered Persons affected. No Covered Person so notified should disclose the existence of a special blackout period to any other persons.

## **B. TRADING WINDOW**

Covered Persons are permitted to trade in the Company's securities when no blackout period is in effect. Generally this means that Covered Persons can trade during the period beginning on the first day after the blackout period under Part II, Section A(1) ends and ending on the day immediately preceding the day that the next blackout period under Part II, Section A(1) begins. However, even during this trading window, a Covered Person who is in possession of any material nonpublic information should not trade in the Company's securities until the information has been made publicly available or is no longer material. In addition, as described under Part II, Section A(2) above, the Compliance Officer or the Company's Board of Directors may close regularly scheduled trading windows if a special blackout period is imposed and will re-open the trading window once the special blackout period has ended.

## **C. PRE-CLEARANCE OF SECURITIES TRANSACTIONS**

1. Because Covered Persons are likely to obtain material nonpublic information on a regular basis, the Company requires all such persons to refrain from engaging in any transaction in Company securities (including acquisition, disposition, gift, contribution to a trust or other transfer), even during a trading window under Part II, Section B above, without first pre-clearing all transactions in the Company's securities, but subject to subsection 4 below.

2. Subject to the exemption in subsection 4 below, no Covered Person may, directly or indirectly, purchase or sell any Company security at any time without first obtaining prior approval from the Compliance Officer.

3. A request for pre-clearance should be submitted to the Compliance Officer in writing at least **two business** days in advance of the proposed transaction. The Compliance Officer shall record the date each request is received, the date and time each request is approved or disapproved, and, if approved, the specified period for which permission is granted. Unless revoked, a grant of permission will normally remain valid until the close of trading three business days following the day on which it was granted. If the transaction does not occur during the specified period for which permission is granted, pre-clearance of the transaction must be re-requested. Notwithstanding any grant of permission by the Compliance Officer, the Covered Person will continue to be subject to the prohibition on trading while aware of material, nonpublic information. A Covered Person denied permission to engage in a transaction in Company securities may not disclose such denial to others, because any such disclosure could result in an unintended distribution of information about a pending material event. The Compliance Officer will not grant pre-clearance of a transaction during the period beginning with and including the day of any event triggering a mandatory filing of a Form 8-K through and including the date of filing of such Form 8-K.

*Please note that obtaining the permission of the Compliance Officer to engage in a transaction does not constitute confirmation that you are not in possession of material, nonpublic information at the time of such transaction. Only you are aware of the information in your possession, and it is your responsibility not to engage in a transaction in Company securities when in possession of material, nonpublic information.*

4. Pre-clearance is not required for purchases and sales of securities under an Approved 10b5-1 Plan. With respect to any purchase or sale under an Approved 10b5-1 Plan, the third party effecting

transactions on behalf of the Covered Person should be instructed to send duplicate confirmations of all such transactions to the Compliance Officer.

#### **D. PROHIBITED TRANSACTIONS**

1. Directors and executive officers of the Company are prohibited from trading in the Company's equity securities during a blackout period imposed under an "individual account" retirement or pension plan of the Company, during which at least 50% of the plan participants are unable to purchase, sell or otherwise acquire or transfer an interest in equity securities of the Company, due to a temporary suspension of trading by the Company or the plan fiduciary.

2. All persons covered by this Policy are prohibited from engaging in the following transactions in the Company's securities unless advance approval is obtained from the Compliance Officer:

a. Short-term trading. Any person covered by this Policy who purchases Company securities is discouraged from selling any Company securities of the same class for at least six months after the purchase;

b. Short sales. Any person covered by this Policy may not sell the Company's securities short (i.e., selling Company securities you do not own at the time of sale);

c. Options trading. Any person covered by this Policy may not buy or sell puts or calls or other derivative securities on the Company's securities;

d. Trading on margin; pledging. Any person covered by this Policy may not hold Company securities in a margin account or pledge Company securities as collateral for a loan; and

e. Hedging. Any person covered by this Policy may not enter into hedging or monetization transactions or similar arrangements with respect to Company securities.

#### **E. LIMITED EXCEPTIONS.**

The following are limited exceptions to certain of the restrictions imposed by the Company under this Policy. Please be aware that even if a transaction is subject to an exception to this Policy, you will need to separately assess whether the transaction complies with applicable law. For example, even if a transaction is indicated as exempt from this Policy, you may need to comply with disclosure obligations and the "short-swing" trading disgorgement provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), to the extent applicable. You are responsible for complying with applicable law at all times.

1. Qualified 10b5-1 Plans. The trading restrictions under this Policy do not apply to transactions of a Covered Person under a pre-approved written plan, contract, instruction, or arrangement under Rule 10b5-1 (an "**Approved 10b5-1 Plan**"). An Approved 10b5-1 Plan may only be established during a trading window, when a Covered Person is not in possession of material nonpublic information and when a blackout period is not in effect. Any Covered Person subject to this Policy who wishes to enter into an Approved 10b5-1 Plan must submit it to the Compliance Officer for prior, written approval. Subsequent modifications (by formal amendment or otherwise) and terminations of any Approved 10b5-1 Plan must also be pre-approved by the Compliance Officer. The actual transactions effected pursuant to an Approved 10b5-1 Plan will not, however, be subject to the pre-clearance procedures for transactions in Company securities and may occur during blackout periods. Whether or not pre-approval will be granted will depend on all the facts and circumstances at the time, but the following guidelines should be kept in mind:

a. The Approved 10b5-1 Plan must be in writing and may only be adopted, modified or terminated during a trading window, when a Covered Person is not in possession of material nonpublic information and when a blackout period is not in effect;

b. The Approved 10b5-1 Plan must be adopted, modified or terminated in good faith and not as part of a plan or scheme to evade the anti-fraud rules under the federal securities laws, and the Covered Person must act in good faith with respect to the Approved 10b5-1 Plan throughout its duration;

c. The Covered Person adopting the Approved 10b5-1 Plan must not have the ability to influence how, when or whether to make purchases or sales after the Approved 10b5-1 Plan is adopted;

d. Any Covered Person must certify, before adopting, modifying or terminating an Approved 10b5-1 Plan, that he or she (1) is not in possession of material nonpublic information, and (2) is adopting or modifying the Approved 10b5-1 Plan in good faith and not as part of a plan or scheme to evade the anti-fraud rules under the federal securities laws;

e. No Covered Person may have more than one Approved 10b5-1 Plan covering the same time period, except as follows:

(i) Two Approved 10b5-1 Plans may be maintained simultaneously if one of them is a successor Approved 10b5-1 Plan under which trades are not scheduled to begin until the completion or expiration of the predecessor Approved 10b5-1 Plan. If the predecessor Approved 10b5-1 Plan is terminated early, trading under the successor Approved 10b5-1 Plan cannot commence until the applicable cooling-off period has run from the termination date of the predecessor Approved 10b5-1 Plan; or

(ii) In addition to an Approved 10b5-1 Plan, a Covered Person may use sell-to-cover arrangements that authorize the sale of only enough securities necessary to satisfy tax withholding obligations arising exclusively from the vesting of a compensatory award.

f. The Covered Person may not have more than one single-trade Approved 10b5-1 Plan (i.e., a trading plan designed to effect a trade in a single transaction) during any consecutive 12-month period;

g. Transactions under the Approved 10b5-1 Plan may not commence until the later of (1) 90 days following the adoption or modification of the Approved 10b5-1 Plan or (2) 2 business days following the disclosure in a periodic report (on Form 10-Q or 10-K) of the Company's financial results for the fiscal quarter in which the Approved 10b5-1 Plan was adopted or modified (but not required to exceed 120 days following such adoption or modification); and

h. A copy of the executed version of any Approved 10b5-1 Plan must be provided to the Compliance Officer for retention in accordance with the Company's record retention policy.

Although not strictly prohibited under Rule 10b5-1 or this Policy, the following actions might undermine the "good faith" requirement of Rule 10b5-1, and should be avoided:

- frequently amending an Approved 10b5-1 Plan after it is established;
- terminating an Approved 10b5-1 Plan before it is completed;
- selling securities outside of an Approved 10b5-1 Plan while an Approved 10b5-1 Plan is in operation; and
- timing public disclosures to benefit sales pursuant to an Approved 10b5-1 Plan.

The Company reserves the right to prohibit any transactions in Company securities, even pursuant to a previously approved Approved 10b5-1 Plan, if the Compliance Officer or the Board of Directors, in its discretion, determines that such prohibition is required by applicable law or in the best interests of the Company. Any Approved 10b5-1 Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in Company securities (and effectively suspend any such Approved 10b5-1 Plan) as specified above.

Rule 10b5-1(c) under the Exchange Act is designed to provide a defense for directors, officers and other persons from insider trading liability under Rule 10b-5 for transactions in Company securities executed pursuant to a previously established contract, plan or instruction. You should be aware that Rule 10b5-1(c) only provides an "affirmative defense" (which you would have to prove) in the event there is an insider trading proceeding. It does not prevent someone from bringing action. Additionally, it does not prevent the media from publicizing purchases or sales made pursuant to a trading plan.

The use of Approved 10b5-1 Plans does not obviate the need to file a Form 144 or Forms 3, 4 or 5, and individuals subject to Section 16 of the Exchange Act are required to indicate on any Form 4 or Form 5 if a transaction reported on that form was made under an Approved 10b5-1 Plan and provide the date that the Approved 10b5-1 Plan was adopted. In addition, commencing with the Company's fiscal quarter ending December 31, 2023, the Company is required, in each annual report on Form 10-K and quarterly report on Form 10-Q, to publicly disclose during the fiscal quarter covered by such report (or in the case of a Form 10-K, the fourth quarter of the Company's fiscal year) whether any individuals subject to Section 16 of the Exchange Act have adopted, modified or terminated an Approved 10b5-1 Plan during the previous fiscal quarter and describe the material terms of each Approved 10b5-1 Plan that was adopted, modified or terminated, including the name and title of the individual subject to Section 16 of the Exchange Act, the date the Approved 10b5-1 Plan was adopted, modified or terminated, the Approved 10b5-1 Plan's duration and the total amount of securities to be purchased or sold under the Approved 10b5-1 Plan. The Company is not, however, required to disclose any information relating to the pricing terms of any Approved 10b5-1 Plan. The Compliance Officer (in consultation with such other members of management as the Compliance Officer may determine to be appropriate) will consider in each case whether public announcement of an Approved 10b5-1 Plan should be made at the time it is established.

2. Receipt and vesting of stock options, restricted stock, restricted stock units and stock appreciation rights.

3. The trading restrictions under this Policy do not apply to the grant of stock options, restricted stock, restricted stock units or stock appreciation rights issued by the Company, without an investment decision being made by the recipient. The trading restrictions under this Policy also do not apply to the vesting, cancellation or forfeiture of stock options, restricted stock, restricted stock units or stock appreciation rights in accordance with applicable plans and agreements.

4. Exercise of stock options; settlement of restricted stock units. The trading restrictions under this Policy do not apply to the exercise of stock options for cash or the settlement of restricted stock units under the Company's equity incentive plans. Likewise, the trading restrictions under this Policy do not apply to the exercise of stock options for shares of stock with the Company or an election to have the Company withhold securities to cover tax obligations in connection with an option exercise, vesting of restricted stock or settlement of restricted stock units, but do apply to the sale of any securities in the market to cover tax withholding obligations. However, the trading restrictions under this Policy do apply to (i) the sale of any securities issued upon the exercise of a stock option or settlement of a restricted stock unit, (ii) a cashless exercise of a stock option through a broker, since this involves selling a portion of the underlying shares to cover the costs of exercise, and (iii) any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

5. Certain 401(k) plan transactions. The trading restrictions in this Policy do not apply to purchases of Company stock in any Company 401(k) plan or employee stock purchase plan, as applicable, resulting from periodic contributions to such plan based on your payroll contribution election. The trading restrictions do apply, however, to sales of Company securities acquired pursuant to any Company 401(k) plan or employee stock purchase plan and to elections you make under any Company 401(k) plan to (i) increase or decrease the percentage of your contributions that will be allocated to a Company stock fund, (ii) move balances into or out of a Company stock fund, (iii) borrow money against any 401(k) plan account if the loan will result in liquidation of some or all of your Company stock fund balance, and (iv) pre-pay a plan loan if the pre- payment will result in the allocation of loan proceeds to a Company stock fund.

6. Stock splits, stock dividends and similar transactions. The trading restrictions under this Policy do not apply to a change in the number of securities held as a result of a stock split or stock dividend applying equally to all securities of a class, or similar transactions.

7. Gifts and inheritance. The trading restrictions under this Policy (other than the pre-clearance requirements hereunder) do not apply to transfers of Company securities by will or the laws of descent and distribution. However, the trading restrictions under this Policy do apply to any gifts involving Company securities.

8. Change in form of ownership. The trading restrictions under this Policy (other than the pre-clearance requirements hereunder) do not apply to transactions that involve merely a change in the form in which you own securities. For example, you may transfer shares to an *inter vivos* trust of which you are the sole beneficiary during your lifetime, subject to the pre-clearance requirements hereunder.

9. Other exceptions. Any other exception from this Policy must be approved by the Compliance Officer, in consultation with the Board of Directors or an independent committee of the Board of Directors, and legal counsel. However, no exceptions will be granted for, nor will any exception that is granted allow, trading by a Covered Person while the Covered Person is actually aware of material nonpublic information.

## **F. BROKER REQUIREMENTS**

In order to assist in complying with this Policy and applicable securities laws (including Section 16 of the Exchange Act), each Covered Person should require that any broker that assists the Covered Person with open market transactions involving Company securities:

- Not enter any order for the Covered Person without (a) except for orders under Approved 10b5-1 Plans, first verifying with the Compliance Officer that the trading window is open, no blackout period is in effect and the transaction was pre-cleared; and (b) complying with the brokerage firm's compliance procedures (e.g., Rule 144 procedures); and
- Report promptly (and in any case by the end of the transaction date) by (a) telephone and (b) email to the Covered Person and, if possible, also directly to the Compliance Officer, the details of every transaction involving Company securities (including any transaction pursuant to an Approved 10b5-1 Plan) handled by the broker for the Covered Person.

Each Covered Person should inform his or her broker that he or she is a Covered Person subject to the trading window, blackout period and pre-clearance requirements of this Policy and of the specific requirements detailed above, including at any time the Covered Person retains a new broker. Each Covered Person should also inform his or her broker of the prohibitions on short sales, derivative transactions, hedging transactions, margining and pledging with respect of Company securities. If a Covered Person intends to effect trading in Company securities through a broker or online brokerage platform where

communicating Covered Person status and these requirements is not possible, the Covered Person must inform the Compliance Officer, and the Compliance Officer may impose additional requirements in respect of such trading.

#### **G. POST-TERMINATION TRANSACTIONS**

If your relationship with the Company (as a director, officer or employee or otherwise) terminates during a blackout period applicable to you or otherwise while you are aware of material nonpublic information regarding the Company, you will continue to be subject to this Policy, and specifically to the ongoing prohibition against trading, until such blackout period ends or otherwise until the information has become public or is no longer material.

#### **H. ACKNOWLEDGMENT AND CERTIFICATION**

All persons covered by this Policy are required to sign the Insider Trading Policy Compliance Statement attached as **Attachment B**.

## **ATTACHMENT A**

### **Covered Persons**

Any persons with any of the following titles or responsibilities:

- Member of the Board of Directors
- Vice President level and above
- Executive or administrative assistant supporting Vice President level and above
- Within the Finance, Accounting, Internal Audit, Investor Relations, Legal, and Tax Departments: manager level and above

**ATTACHMENT B**

**CLEANSARK, INC.  
(THE "COMPANY")**

**INSIDER TRADING POLICY COMPLIANCE STATEMENT**

I have carefully reviewed the Company's Insider Trading Policy (the "**Policy**") dated September 26, 2025, and I understand all of its provisions. I certify that, to the best of my knowledge, I have complied with this Policy and its procedures since such date (or during my term of employment or service, if it commenced after such date) and that I will continue to adhere to the Policy and these procedures in the future.

Without limiting the preceding paragraph, I understand that, if I am a Covered Person, the Compliance Officer will be required, and will have the discretion to, exercise his judgment in determining whether to (a) approve particular transactions by me in Company securities or my establishment, modification or termination of any Approved 10b5-1 Plan or other arrangements for trading in Company securities and (b) subject me to any blackout periods. I also recognize that, if I am a Covered Person, the Compliance Officer will be required to analyze and assess any request I may make to establish, modify or terminate any Approved 10b5-1 Plan or to engage in a particular transaction in Company securities, based on verifiable information available to the Compliance Officer at the time of the request and in the context of the Company's intent to preserve its reputation for maintaining the highest legal, business and ethical standards, as well as the Company's obligation to comply with all laws and regulations pertaining to insider trading. I acknowledge and affirm that the Compliance Officer's determination with regard to any particular transaction, Approved 10b5-1 Plan or blackout period will be made solely on behalf of, and for the benefit of, the Company and further acknowledge and affirm the Compliance Officer's right to make that determination in his sole discretion. I hereby agree to be bound by, and to accept without objection, any determination of the Compliance Officer not to permit any Approved 10b5-1 Plan or particular transaction or to subject me to any such blackout period.

I realize that failure to observe and comply with all of the provisions contained in the Policy may subject me to disciplinary action by the Company, including discharge. Any capitalized terms used but not defined herein have the meanings given to them in the Policy.

Acknowledged by:

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_