

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant ☒  
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))  
☐ Definitive Proxy Statement  
☒ Definitive Additional Materials  
☐ Soliciting Material Under Rule § 240.14a-12

**EXPION ENERGY, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required  
☐ Fee paid previously with preliminary materials  
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

# EXPION

EXPION ENERGY, INC.  
2025 SW DEERHOUND AVENUE  
REDMOND, OREGON 97756



**SCAN TO**  
VIEW MATERIALS & VOTE



## VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on Tuesday, November 3, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

## VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on Tuesday, November 3, 2026. Have your proxy card in hand when you call and then follow the instructions.

## VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 by 11:59 p.m. Eastern Time on Tuesday, November 3, 2026.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

T03861-TBD

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

### EXPION ENERGY, INC.

The Board of Directors recommends you vote **FOR** the following:

1. The election of five directors to serve on the Company's board of directors for a one-year term of office expiring at the annual meeting of stockholders to be held in 2027 and until their successors have been elected and qualified, or until their earlier death, resignation, or removal.

#### Nominees:

- |                    |                    |
|--------------------|--------------------|
| 01) Scott Burell   | 04) Kevin Sellers  |
| 02) Marc Jarvis    | 05) Steven M. Shum |
| 03) George Lefevre |                    |

The Board of Directors recommends you vote **FOR** the following proposals:

2. The ratification of the appointment of M&K CPAS, PLLC as the Company's independent registered public accounting firm for the year ending December 31, 2026.
3. The approval of a certificate of designation for the creation, designation, and issuance of Series A-1 8% Convertible Preferred Stock ("Series A-1 Preferred Stock").
4. The approval of a form of certificate of designation for the creation, designation, and issuance of one or more series of preferred stock (any such stock, the "AIR Preferred Stock") pursuant to the exercise of the additional investment right granted under the Securities Purchase Agreement, dated August 21, 2026, by and between the Company and the purchasers identified therein (the "Securities Purchase Agreement").
5. The approval, for purposes of Nasdaq Listing Rule 5635, of the issuance of more than 19.99% of the Company's outstanding shares of common stock issuable upon conversion of, or payment of dividends on, shares of Series A-1 Preferred Stock and AIR Preferred Stock, and exercise of warrants, as contemplated by the Securities Purchase Agreement.

For All Withhold All For All Except

☐ ☐ ☐

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

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For Against Abstain

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For Against Abstain

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6. The approval of an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of the Company's capital stock from 36,666,666 shares to 220,000,000 shares and to increase the number of authorized shares of the Company's common stock from 16,666,666 shares to 200,000,000 shares.

7. The approval of an amendment to the Company's Articles of Incorporation to create blank check preferred stock consisting of 20,000,000 shares of preferred stock.

8. The approval of an amendment of the Company's 2021 Incentive Award Plan to increase the number of shares of common stock authorized for issuance under the plan by 250,000.

9. The approval of one or more adjournments of the 2026 annual meeting of stockholders to solicit additional proxies in favor of any or all proposals if there are not sufficient votes at the time of such adjournment to approve any or all such proposals.

**NOTE:** The Board of Directors may consider and transact any other business that is properly presented at the 2026 annual meeting of stockholders or any continuation, adjournment, or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

\_\_\_\_\_  
Signature [PLEASE SIGN WITHIN BOX]

Date

\_\_\_\_\_  
Signature (Joint Owners)

Date

**Important Notice Regarding the Availability of Proxy Materials for Expion Energy, Inc.'s  
2026 Annual Meeting of Stockholders:**

The Notice of Annual Meeting of Stockholders, Proxy Statement, and 2025 Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

T03862-TBD

**EXPION ENERGY, INC.  
2026 Annual Meeting of Stockholders  
Wednesday, November 4, 2026, at 9:00 a.m. Pacific Time  
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Kevin Sellers and Robert Winspear, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and vote, as designated on the reverse side of this ballot, all of the shares of common stock of Expion Energy, Inc. which the undersigned is entitled to vote and, in their discretion, to vote upon any other business that may properly come before the 2026 Annual Meeting of Stockholders to be held at 9:00 a.m. Pacific Time on Wednesday, November 4, 2026, at City Express by Marriott Redmond Bend Airport, 2243 SW Yew Avenue, Redmond, Oregon 97756, and any continuation, adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**