

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

Your **Vote** Counts!

EXPION ENERGY, INC.

2026 Annual Meeting

Vote by Tuesday, November 3, 2026

11:59 p.m. Eastern Time

EXPION

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



T03863-TBD

You invested in EXPION ENERGY, INC. and it's time to vote!

You have the right to vote on proposals being presented at the 2026 annual meeting of stockholders. **This is an important notice regarding the availability of proxy materials for the meeting, which will be held on Wednesday, November 4, 2026, at 9:00 a.m. Pacific Time.**

Get informed before you vote

View the Notice of Annual Meeting of Stockholders, Proxy Statement, and 2025 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the materials by request prior to Wednesday, October 21, 2026. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

Wednesday, November 4, 2026
9:00 a.m. Pacific Time

City Express by Marriott
Redmond Bend Airport
2243 SW Yew Avenue
Redmond, Oregon 97756

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote your shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at Expion Energy, Inc.'s upcoming 2026 annual meeting of stockholders. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends						
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: <table border="0"> <tr> <td>01) Scott Burell</td><td>04) Kevin Sellers</td></tr> <tr> <td>02) Marc Jarvis</td><td>05) Steven M. Shum</td></tr> <tr> <td>03) George Lefevre</td><td></td></tr> </table>	01) Scott Burell	04) Kevin Sellers	02) Marc Jarvis	05) Steven M. Shum	03) George Lefevre		✓ For
01) Scott Burell	04) Kevin Sellers						
02) Marc Jarvis	05) Steven M. Shum						
03) George Lefevre							
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.	✓ For						
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").	✓ For						
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").	✓ For						
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						
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.	✓ For						
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.	✓ For						
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.	✓ For						
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.	✓ For						

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.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings."