



**NEW ERA ENERGY & DIGITAL, INC.
TERMINATES EPFA AND
WITHDRAWS PRELIMINARY PROXY STATEMENT**

MIDLAND, Texas—October 17, 2025. New Era Energy & Digital, Inc. (Nasdaq: NUAI) (“**New Era**,” or the “**Company**”), a developer and operator of next-generation digital infrastructure and integrated power assets, today announced that it has delivered a notice of termination with respect to the Company’s equity purchase facility agreement “EPFA.” The EPFA termination will be effective on October 24th 2025. The Company determined that it is sufficiently capitalized at present and does not expect to sell any additional shares under the EPFA.

Additionally, the Company has submitted a written request to the SEC to withdraw the preliminary proxy statement with respect to a special meeting of Company stockholders, that was filed with the SEC on September 19, 2025.

The Company has requested the withdrawal of the preliminary proxy statement because:

- The Company no longer seeks to increase its authorized shares from 250MM to 3B; and
- The Company no longer plans to issue additional shares under the EPFA; and
- Management is no longer considering one or more reverse stock splits of the Company’s Common Stock.

E. Will Gray II, the Chief Executive Officer of New Era, stated: “We are thankful for the EPFA investor providing a source of financing via an equity line of credit in connection with our deSPAC business combination, that resulted in New Era being publicly held and its securities listed on the Nasdaq Stock Market. As a Company we are well positioned and look forward to delivering on the next phase of our Texas based project and delivering behind-the-meter power.”

About New Era Energy & Digital, Inc.

New Era Energy & Digital, Inc. (Nasdaq: NUAI) is a developer and operator of next-generation digital infrastructure and integrated power assets. With a growing portfolio of strategically located, vertically integrated resources including powered land and powered shells, the Company delivers turnkey solutions that enable hyperscale, enterprise, and edge operators to accelerate data center deployment, optimize total cost of ownership,

and future-proof its infrastructure investments. For more information, visit: www.newerainfra.ai, and follow New Era Energy & Digital on [LinkedIn](#) and [X](#).

Contacts

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Cautionary Note Regarding Forward-Looking Statements

This press release contains “forward-looking statements.” Forward-looking statements reflect the current view about future events. When used in this press release, the words “anticipate,” “believe,” “estimate,” “expect,” “future,” “intend,” “plan” or the negative of these terms and similar expressions, as they relate to us or our management, identify forward-looking statements. Such statements include, but are not limited to, statements contained in this press release relating to our business strategy, our future operating results and liquidity and capital resources outlook. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees of assurance of future performance. We caution you therefore against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, without limitation: (a) our ability to effectively operate our business segments; (b) our ability to manage our research, development, expansion, growth and operating expenses; (c) our ability to evaluate and measure our business, prospects and performance metrics; (d) our ability to compete, directly and indirectly, and succeed in a highly competitive and evolving industry; (e) our ability to respond and adapt to changes in technology and customer behavior; (f) our ability to protect our intellectual property and to develop, maintain and enhance a strong brand; and (g) other factors (including the risks contained in the “Risk Factors” section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024). Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.