

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 (Amendment No.)

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 §240.14a-12

HighPeak 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 IS IMPORTANT. PLEASE VOTE TODAY.

**Vote by Internet – QUICK EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

HighPeak Energy, Inc.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on May 31, 2023.



INTERNET –
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD
IF YOU ARE VOTING ELECTRONICALLY.**

FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED

PROXY

**HIGHPEAK ENERGY, INC. — THE HIGHPEAK BOARD OF DIRECTORS
RECOMMENDS A VOTE “FOR” PROPOSAL NOS. 1, 2 AND 3.**

Please mark
your votes
like this



- | | | |
|---|---------------------------------|--------------------------------------|
| (1) Election of Director:
Jack Hightower | FOR
<input type="checkbox"/> | WITHHOLD
<input type="checkbox"/> |
| (1) Election of Director:
Jason A. Edgeworth | FOR
<input type="checkbox"/> | WITHHOLD
<input type="checkbox"/> |
| (1) Election of Director:
Larry C. Oldham | FOR
<input type="checkbox"/> | WITHHOLD
<input type="checkbox"/> |

The Shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is made, this proxy will be voted in accordance with the recommendations of the Board of Directors: “FOR” each of Proposal Nos. 1, 2 and 3. If any other matters properly come before the Annual Meeting, unless such authority is withheld on this proxy card, the Proxies will vote on such matters in their discretion.

- | | | | |
|--|---------------------------------|-------------------------------------|-------------------------------------|
| (2) Adoption and Approval of the Second Amended & Restated Certificate of Incorporation of HighPeak Energy, Inc. to adopt limitations on the liability of the officers of the Company similar to those that already exist for directors. | FOR
<input type="checkbox"/> | AGAINST
<input type="checkbox"/> | ABSTAIN
<input type="checkbox"/> |
|--|---------------------------------|-------------------------------------|-------------------------------------|

- | | | | |
|---|---------------------------------|-------------------------------------|-------------------------------------|
| (3) Appointment of Weaver and Tidwell, L.L.P. to serve as independent registered public accounting firm for the fiscal year ending December 31, 2023. | FOR
<input type="checkbox"/> | AGAINST
<input type="checkbox"/> | ABSTAIN
<input type="checkbox"/> |
|---|---------------------------------|-------------------------------------|-------------------------------------|

CONTROL NUMBER

Signature _____ Signature, if held jointly _____ Date _____ 2023.

When Shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by the president or another authorized officer. If a partnership, please sign in partnership name by an authorized person.

**Important Notice Regarding the Internet Availability of
Proxy Materials for the Annual Meeting of Stockholders**

**The Notice, Proxy Statement and proxy card are available at
<https://www.cstproxy.com/highpeakenergy/2023>.**

□ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED □

PROXY

**FOR THE 2023 ANNUAL MEETING OF STOCKHOLDERS OF
HIGHPEAK ENERGY, INC.**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints each of Jack Hightower and Michael L. Hollis (the "Proxies"), and each of them independently, with full power of substitution, as proxies to vote all of the shares of common stock of HighPeak Energy, Inc. that the undersigned is entitled to vote (the "Shares") at the 2023 Annual Meeting of Stockholders of HighPeak Energy, Inc. (the "Annual Meeting") to be held at 421 W. 3rd Street, Suite 1000, Fort Worth, Texas 76102 on June 1, 2023, at 10:00 a.m., Central Time, and at any adjournments and/or postponements thereof. Such Shares shall be voted as indicated with respect to the proposals listed on the reverse side hereof and, unless such authority is withheld on the reverse side hereof, in the Proxies' discretion on such other matters as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The undersigned acknowledges receipt of the enclosed proxy materials, including the proxy statement and this proxy card, and revokes all prior proxies for said meeting.

THE SHARES REPRESENTED BY THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO SPECIFIC DIRECTION IS GIVEN AS TO THE PROPOSALS ON THE REVERSE SIDE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATION OF THE BOARD OF DIRECTORS "FOR" PROPOSAL NOS. 1, 2 AND 3. PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY.

(Continued and to be marked, dated and signed on reverse side)