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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 Pursuant to §240.14a-12

**TERAWULF INC.**

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(Name of Registrant as Specified in its Charter)

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(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 14a6(i)(1) and 0-11
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**TERAWULF**

Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945



**TERAWULF  
ANNUAL MEETING OF STOCKHOLDERS**

**Monday, May 5, 2025  
11:00 a.m. Eastern Time**

**Meeting to be Held Virtual**

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to be Held on May 5, 2025.**

Notice is hereby given that the annual meeting of stockholders of TeraWulf will be held on Monday, May 5, 2025 at 11:00 a.m. Eastern Time.

To register for the virtual meeting, please follow the instructions below:

- Visit [register.proxypush.com/WULF](https://register.proxypush.com/WULF) on your smartphone, tablet or computer.
- As a stockholder, you will then be required to enter your control number which is located in the upper right hand corner on the reverse side of this proxy card.

After registering, you will receive a confirmation email. Additionally, you will receive a reminder email approximately one hour before the start of the meeting to the email address provided during registration.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report are available at <https://investors.terawulf.com/sec-filings/default.aspx>

If you want to receive a paper copy or an email with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before April 18, 2025 to facilitate timely delivery.

**Matters intended to be acted upon at the meeting are listed below.**

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

1. Election of Directors  
01 Paul B. Prager  
02 Nazar M. Khan  
03 Kerri M. Langlais  
04 Michael C. Bucella  
05 Walter E. Carter  
06 Amanda Fabiano  
07 Catherine J. Motz  
08 Steven T. Pincus  
09 Lisa A. Prager
2. The approval, on a non-binding, advisory basis, of the compensation of our named executive officers ("Say-on-Pay");
3. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025; and
4. The approval of an amendment to the 2021 Omnibus Incentive Compensation Plan to increase the number of available shares thereunder.

**THIS IS NOT A FORM FOR VOTING**

**You may immediately vote your proxy on the Internet at:**

[www.proxypush.com/wulf](https://www.proxypush.com/wulf)



- Use the Internet to vote your proxy 24 hours a day, 7 days a week.
- Please have this Notice available. Follow the instructions to vote your proxy. Scan code to the right for mobile voting.

Your Internet vote authorizes the Named Proxies to vote your shares of common stock and/or Series A preferred stock in the same manner as if you marked, signed and returned your proxy card.

**To request paper copies of the proxy materials, which include the Proxy Card, Proxy Statement and Annual Report, please contact us via:**



**Internet/Mobile** – Access the Internet and go to [www.investorelections.com/wulf](http://www.investorelections.com/wulf). Follow the instructions to log in, and order copies.



**Telephone** – Call 1-866-883-3382, using a touch-tone phone, and follow the instructions to log in and order copies.



**Email** – Send an email to [paper@investorelections.com](mailto:paper@investorelections.com) with “WULF Materials Request” in the subject line. The email must include:

- The 11-digit control number located in the box in the upper right hand corner on the front of this notice.
- Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.
- If you choose email delivery you must include the email address to which you want the proxy materials sent.
- If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent” and include the last four digits of your Social Security Number or Tax Identification Number in the email.