

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE A14A**

**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 §240.14a-12

**PHX MINERALS 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 the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
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  - (2) Aggregate number of securities to which transaction applies:  
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
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\_\_\_\_\_
  - (5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, of the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
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  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_



P.O. BOX 8016, CARY, NC 27512-9903

**PHX Minerals Inc.  
Important Notice Regarding the Availability  
of Proxy Materials  
for the  
Stockholders Meeting to be held on  
March 6, 2023**

**For Stockholders of record as of January 09, 2023**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, which includes our proxy statement, proxy card and 2022 annual report, and to obtain directions to attend the meeting, go to: [www.proxydocs.com/PHX](http://www.proxydocs.com/PHX)

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



**For a convenient way to view proxy materials and VOTE go to  
[www.proxydocs.com/PHX](http://www.proxydocs.com/PHX)**

**Have the 12 digit control number located in the shaded box above available  
when you access the website and follow the instructions.**

*If you want to receive a paper or e-mail copy of the proxy materials, which includes our proxy statement, proxy card and 2022 annual report, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before February 24, 2023.*

**To order paper materials, use one of the following methods.**

  
**INTERNET**  
[www.investorelections.com/PHX](http://www.investorelections.com/PHX)

  
**TELEPHONE**  
**(866) 648-8133**

  
**\* E-MAIL**  
[paper@investorelections.com](mailto:paper@investorelections.com)

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquires should be included with your e-mail requesting material.

**PHX Minerals Inc.**

**Meeting Type:** Annual Meeting of Stockholders  
**Date:** Monday, March 6, 2023  
**Time:** 9:00 AM, Central Standard Time  
**Place:** Annual Meeting to be held live via the Internet - please visit [www.proxydocs.com/PHX](http://www.proxydocs.com/PHX) for more details.

**You must register to attend the meeting online and/or participate at [www.proxydocs.com/PHX](http://www.proxydocs.com/PHX)**

**SEE REVERSE FOR FULL AGENDA**

**PHX Minerals Inc.**  
**Annual Meeting of Stockholders**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:**

**FOR ON PROPOSALS 1, 2, 3 AND 4**

**PROPOSAL**

1. Election of two directors to serve on the Company's board for three-year terms ending at the Company's annual meeting in 2026.
  - 1.01 Steven L. Packebush
  - 1.02 Chad L. Stephens
2. Advisory vote to approve the compensation of the Company's named executive officers.
3. Ratification of the selection and appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.
4. Approval of an amendment to the PHX Minerals Inc. 2021 Long-Term Incentive Plan to increase the number of authorized shares by 2,400,000 shares.