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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 25, 2026

Hadron Energy, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-42262**	**33-4336458**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1160 Battery St., Ste 100, Unit 1096 **San Francisco, California** **(Address of Principal Executive Offices)**	**94111** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (650) 395-0050

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	HDRN	The Nasdaq Stock Market LLC
Redeemable warrants, each full warrant exercisable for one share of Common Stock at an exercise price of $11.50 per share	HDRNW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 23, 2026, Hadron Energy, Inc. (the "***Company***") received a written notice (the "***Notice***") from the Listing Qualifications Department (the "***Staff***") of The Nasdaq Stock Market LLC ("***Nasdaq***") notifying the Company that, based upon the closing bid price of the Company's common stock for the last 30 consecutive business days, the Company no longer meets the minimum bid price of $1.00 per share required for continued listing on The Nasdaq Capital Market, pursuant to Nasdaq Listing Rule 5550(a)(2) (the "***Minimum Bid Requirement***"). The Notice has no immediate effect on the listing of the Company's securities on The Nasdaq Capital Market at this time. An indicator reflecting non-compliance will be displayed with quotation information related to the Company's securities on NASDAQ.com and NASDAQTrader.com and may be displayed by other third-party providers of market data information.

The Notice provided that, in accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has a period of 180 calendar days from the date of the Notice, or until May 24, 2027 (the "***Compliance Date***"), to regain compliance with respect to the Minimum Bid Requirement. During this period, the Company's common stock will still continue to trade on the Nasdaq Capital Market under the symbol "HDRN". If, at any time prior to the Compliance Date, the Company's closing bid price is at least $1.00 for a minimum of ten consecutive business days, the Staff will provide written notification to the Company that it has regained compliance under the Minimum Bid Requirement and Nasdaq will close the matter.

If the Company does not regain compliance under the Minimum Bid Requirement by the Compliance Date, but does meet the continued listing requirement for the market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the Minimum Bid Requirement, the Staff will inform the Company that it has either been granted an additional 180 days to regain compliance, or, if it does not appear to the Staff that the Company will be able to cure the deficiency, the Staff will provide a written notification to the Company that its securities are subject to delisting. At that time, the Company may appeal the Staff's delisting determination to a Nasdaq Hearings Panel (the "***Panel***"). However, there can be no assurance that, if the Company receives a delisting notice and appeals the delisting determination by the Staff to the Panel, such appeal would be successful.

The Company intends to monitor its closing bid price between now and the Compliance Date and may, if appropriate, consider available options to regain compliance under the Minimum Bid Requirement.

Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including, but not limited to, statements regarding the Company's ability to regain compliance with the Minimum Bid Requirement; the Company's intent to monitor its minimum bid price and consider available options to regain compliance with the Minimum Bid Requirement; and the Company's success in appealing any delisting determination. In some cases, you can identify forward-looking statements by terminology such as "outlook," "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "due," "estimate," "expect," "goal," "intend," "may," "objective," "plan," "predict," "potential," "positioned," "seek," "should," "target," "will," "would" and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements involve known and unknown risks, uncertainties and assumptions which may cause actual results to differ materially from any results expressed or implied by any forward-looking statement, including, but not limited to, the Company's ability to regain compliance with the Minimum Bid Requirement; and the other important factors outlined under the caption "Risk Factors" in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("***SEC***") on March 6, 2026, as such factors may be updated from time to time in its other filings with the SEC, which are available on the SEC's website at www.sec.gov. Although the Company believes that the expectations reflected in its forward-looking statements are reasonable, it cannot guarantee future results. The Company has no obligation, and does not undertake any obligation, to update or revise any forward-looking statement made in this Current Report on Form 8-K to reflect changes since the date of this Current Report on Form 8-K, except as may be required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HADRON ENERGY, INC.

Date: November 25, 2026

By: /s/ Samuel Gibson
Name: Samuel Gibson
Title: Chief Executive Officer
(Principal Executive Officer)