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): **May 14, 2024**

DRAGONFLY ENERGY HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

Nevada	**001-40730**	**85-1873463**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1190 Trademark Drive, #108 **Reno, Nevada**	**89521**
(Address of principal executive offices)	(Zip Code)

(775) 622-3448
Registrant's telephone number, including area code

N/A
(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	DFLI	The Nasdaq Global Market
Redeemable warrants, exercisable for common stock at an exercise price of $11.50 per share, subject to adjustment	DFLIW	The Nasdaq Capital Market

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 2.02. Results of Operations and Financial Condition.

On May 14, 2024, Dragonfly Energy Holdings Corp. (the "Company") issued an earnings release disclosing certain information regarding its results of operations for the first quarter ended March 31, 2024. As previously announced, following the publication of the press release, the Company will host an earnings call at 5:00 p.m. (Eastern Time) on May 14, 2024, via a webcast. During the webcast, the Company's financial results for the first quarter ended March 31, 2024 will be discussed. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated in this Item 2.02 by reference.

Item 7.01. Regulation FD Disclosure.

On May 14, 2024, the Company posted presentation materials (the "Investor Presentation") on the Investor Relations section of its website, which is located at https://investors.dragonflyenergy.com/events-and-presentations/default.aspx. A copy of the Investor Presentation is attached as Exhibit 99.2 hereto.

See "Item 2.02 Results of Operation and Financial Condition" above.

The information in this Current Report on Form 8-K under Items 2.02 and 7.01, including the information contained in Exhibits 99.1 and 99.2, is being furnished to the Securities and Exchange Commission (the "SEC"), and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Dragonfly Energy Holdings Corp., dated May 14, 2024.
99.2	Investor Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Signature

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.

DRAGONFLY ENERGY HOLDINGS CORP.

Dated: May 14, 2024	By:	*/s/ Denis Phares*
	Name:	Denis Phares
	Title:	Chief Executive Officer, Interim Chief Financial Officer and President

Exhibit 99.1

Dragonfly Energy Reports First Quarter 2024 Financial and Operational Results

- *Dragonfly Energy has continued its expansion into the trucking industry, taking new orders for both its Battle Born® All-Electric APUs and Battle Born® Liftgate Power Systems from fleet operators since the beginning of 2024.*

- *The Company is announcing certification of its energy storage products for use in oil & gas operations in North America, and identification of first customer within the sector.*

- *The Company anticipates a continuing recovery in the RV market throughout 2024, which is expected to benefit the OEM business line, particularly with ongoing market share growth.*

RENO, NEVADA (May 14, 2024) — Dragonfly Energy Holdings Corp. ("Dragonfly Energy" or the "Company") (Nasdaq: DFLI), maker of Battle Born Batteries® and an industry leader in energy storage, today reported its financial and operational results for the first quarter ended March 31, 2024.

First Quarter 2024 Financial Highlights

- Net Sales were $12.5 million, compared to $18.8 million in Q1 2023
- Gross Profit was $3.1 million, compared to $4.7 million in Q1 2023
- Operating expenses were $(8.9) million, compared to $(14.6) million in Q1 2023
- Net Loss of $(10.4) million, compared to Net Income of $4.8 million in Q1 2023
- Diluted Net Loss per share was $(0.17), compared to Net Income of $0.10 per share in Q1 2023
- EBITDA was $(5.3) million, compared to $8.9 million in Q1 2023
- Adjusted EBITDA was $(5.2) million, compared to $(5.1) million in Q1 2023

Operational and Business Highlights

- The Company has begun taking orders for its Battle Born® All-Electric auxiliary power units ("APUs") and Battle Born® Liftgate Power Systems from trucking providers and fleet operators
- Today announced certification of the Company's energy storage products for use in oil & gas operations in North America
- Announced partnership with the National Forest Foundation to plant trees in honor of Earth Day (link)
- Announced the results of a cost and sustainability assessment of the Company's patented dry electrode battery manufacturing process, which concluded that Dragonfly Energy's process was significantly more sustainable than conventional battery cell manufacturing processes (link)
- Announced partnership with Velociti Inc. to provide the Company's customers access to Velociti's Instant ROI and VeloCare programs when deploying its Battle Born® All-Electric APU (link)
- Announced receipt of the Business of the Year award for 2024 at the annual Nevada Business Awards (link)
- Announced the successful production of lithium battery cells with PFAS-free electrodes, in anticipation of tightening regulation of "forever chemicals" (link)

"I am incredibly excited about where Dragonfly Energy stands right now as a company and our opportunities for growth over the long-term," said Dr. Denis Phares, Chief Executive Officer of Dragonfly Energy. "Combining a valuable brand, a robust intellectual property portfolio, a recovering core market, and the potential for rapid expansion into significant adjacent markets we believe uniquely positions us to further transform the battery industry. Our focus remains on the cost-effective domestic manufacturing of lithium battery cells, a technology we expect will be a critical component of the global energy landscape for decades to come."

First Quarter 2024 Financial and Operating Results

First quarter 2024 Net Sales were $12.5 million, compared to $18.8 million in the first quarter of 2023. This decrease was primarily due to lower battery and accessory sales offset by a higher average sales price. For the first quarter 2024, direct-to-consumers ("DTC") net sales decreased by $4.8 million, compared to $10.0 million in the first quarter of 2023 due to decreased customer demand for our products due to rising interest rates and inflation. Original equipment manufacturers ("OEM") revenue decreased by $1.5 million, compared to $8.7 million in the first quarter of 2023 primarily due to the Company's largest RV customer changing the Company's product from a standard offering to an option. Excluding this customer, RV OEM sales were up 69% year over year for the first quarter 2024, largely due to sales to new customers such as Forest River, as well as standardization expansion of the Battle Born Batteries® Brand of products across Airstream and nuCamp's product lines.

First quarter 2024 Gross Profit was $3.1 million, compared to $4.7 million in the first quarter of 2023. The decrease in the Company's gross profit was primarily due to a lower unit volume of sales.

Operating Expenses in the first quarter of 2024 were $(8.9) million, compared to $(14.6) million in the first quarter of 2023. The decrease was primarily driven by reduced headcount, lower shipping costs, lower legal costs, and lower overall stock-based compensation costs.

Total Other Expense in the first quarter of 2024 was $(4.5) million, compared to Total Other Income of $14.7 million in the first quarter of 2023. Other expense of $(4.5) million in the quarter ended March 31, 2024 is comprised primarily of interest expense of $4.8 million related to our debt securities offset by a change in fair market value of warrant liability in the amount of $0.2 million.

The Company had a Net Loss of $(10.4) million, or $(0.17) per diluted share in the first quarter of 2024, compared to Net Income of $4.8 million or $0.10 per diluted share in the first quarter of 2023. This result was driven by lower sales partially offset by lower cost of goods sold, and lower operating expenses, and a decrease in other income (due to the change in fair market value of the Company's warrants).

EBITDA in the first quarter of 2024 was $(5.3) million, compared to $8.9 million in the first quarter of 2023.

In the first quarter of 2024, Adjusted EBITDA excluding stock-based compensation, changes in the fair market value of the Company's warrants, and other one-time expenses, was a $(5.2) million, compared to a $(5.1) million for the first quarter of 2023.

The Company ended the first quarter with $8.5 million in cash, down from $12.7 million that was available as of the end year ended 2023. Dragonfly Energy's uses of cash in the first quarter of 2024 included payment for critical cell manufacturing equipment, as well as acceleration of payments to vendors, who the Company sees as crucial partners as it expands into new markets.

The Company's $150 million equity line of credit remains effectively unutilized. The Company believes that it controls appropriate levers to manage its liquidity position and enable it to execute on plans to enter new markets, take advantage of new opportunities, and continue research and development efforts.

Oil & Gas Market Entry

The Company is proud to announce that it has achieved full certification for its energy storage products to be deployed for use in oil & gas operations in North America. As a result of this certification, the Company is pleased to announce it is working with its previously announced partner, Connexa Energy Company ("Connexa"), to deliver a power product to market leading natural gas compressor packager Alegacy Equipment and their dedicated affiliate Agnes Systems.

The power system, which Connexa will integrate, will be used in natural gas compression equipment to reduce methane emissions across the oilfield. The Company expects the first of these systems to be deployed over the summer.

Dragonfly Energy expects this new business line to begin contributing to net sales by the fourth quarter of 2024.

Q2 2024 Outlook

The Company believes that the RV market is showing signs of recovery. In addition, the Company believes that its entry into the heavy-duty trucking market, while still in its early stages, is gaining traction and has the potential to be a more meaningful revenue contributor in the second half of 2024.

Q2 2024 Guidance

- Net Sales are expected to range between $14.0 - $15.0 million
- Gross Margin is expected in the range of 24.0% - 26.0%
- Operating Expenses are expected to be in a range of $(8.5) - $(9.5) million
- Other Income (Expense) is expected be an expense in the range of $(3.0) – $(4.0) million
- Net Loss is expected to be between $(8.0) - $(10.0) million for the second quarter of 2024, or $(0.13) - $(0.16) per share based on approximately 61.0 million shares outstanding

Webcast Information

The Dragonfly Energy management team will host a conference call to discuss its first quarter 2024 financial and operational results this afternoon, Tuesday, May 14, 2024, at 5:00 pm E.T. The call can be accessed live via webcast by clicking here, or through the Events and Presentations page within the Investor Relations section of Dragonfly Energy's website at https://investors.dragonflyenergy.com/events-and-presentations/default.aspx. The call can also be accessed live via telephone by dialing (646) 564-2877, toll-free in North America (800) 549-8228, or for international callers +1 (289) 819-1520, and referencing conference ID: 23810. Please log in to the webcast or dial in to the call at least 10 minutes prior to the start of the event.

An archive of the webcast will be available for a period of time shortly after the call on the Events and Presentations page on the Investor Relations section of Dragonfly Energy's website, along with the earnings press release.

About Dragonfly Energy

Dragonfly Energy Holdings Corp. (Nasdaq: DFLI) is a comprehensive lithium battery technology company, specializing in cell manufacturing, battery pack assembly, and full system integration. Through its renowned Battle Born Batteries® brand, Dragonfly Energy has established itself as a frontrunner in the lithium battery industry, with hundreds of thousands of reliable battery packs deployed in the field through top-tier OEMs and a diverse retail customer base. At the forefront of domestic lithium battery cell production, Dragonfly Energy's patented dry electrode manufacturing process can deliver chemistry-agnostic power solutions for a broad spectrum of applications, including energy storage systems, electric vehicles, and consumer electronics. The Company's overarching mission is the future deployment of its proprietary, nonflammable, all-solid-state battery cells.

To learn more about Dragonfly Energy and its commitment to clean energy advancements, visit www.dragonflyenergy.com/investors.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical statements of fact and statements regarding the Company's intent, belief or expectations, including, but not limited to, statements regarding the Company's guidance for 2024, results of operations and financial position, planned products and services, business strategy and plans, market size and growth opportunities, competitive position and technological and market trends. Some of these forward-looking statements can be identified by the use of forward-looking words, including "may," "should," "expect," "intend," "will," "estimate," "anticipate," "believe," "predict," "plan," "targets," "projects," "could," "would," "continue," "forecast" or the negatives of these terms or variations of them or similar expressions.

These forward-looking statements are subject to risks, uncertainties, and other factors (some of which are beyond the Company's control) which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Factors that may impact such forward-looking statements include, but are not limited to: improved recovery in the Company's core markets, including the RV market; the Company's ability to successfully increase market penetration into target markets; the Company's ability to penetrate the heavy-duty trucking and other new markets; the growth of the addressable markets that the Company intends to target; the Company's ability to retain members of its senior management team and other key personnel; the Company's ability to maintain relationships with key suppliers including suppliers in China; the Company's ability to maintain relationships with key customers; the Company's ability to access capital as and when needed under its $150 million ChEF Equity Facility; the Company's ability to protect its patents and other intellectual property; the Company's ability to successfully utilize its patented dry electrode battery manufacturing process and optimize solid state cells as well as to produce commercially viable solid state cells in a timely manner or at all, and to scale to mass production; the Company's ability to achieve the anticipated benefits of its customer arrangements with THOR Industries and THOR Industries' affiliated brands (including Keystone RV Company); the impact of the coronavirus disease pandemic, including any mutations or variants thereof and/or the Russian/Ukrainian conflict; the Company's ability to generate revenue from future product sales and its ability to achieve and maintain profitability; and the Company's ability to compete with other manufacturers in the industry and its ability to engage target customers and successfully convert these customers into meaningful orders in the future. These and other risks and uncertainties are described more fully in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 to be filed with the SEC and in the Company's subsequent filings with the SEC available at www.sec.gov.

If any of these risks materialize or any of the Company's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that the Company presently does not know or that it currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. All forward-looking statements contained in this press release speak only as of the date they were made. Except to the extent required by law, the Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

Investor Relations:
Caldwell Bailey
ICR, Inc.
DragonflyIR@icrinc.com

Dragonfly Energy Holdings Corp.
Unaudited Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)

	As of	
	March 31, 2024	December 31, 2023
Current Assets		
Cash	$ 8,501	$ 12,713
Accounts receivable, net of allowance for credit losses	2,247	1,639
Inventory	33,578	38,778
Prepaid expenses	843	772
Prepaid inventory	1,468	1,381
Prepaid income tax	345	519
Other current assets	709	118
Total Current Assets	47,691	55,920
Property and Equipment		
Property and Equipment, Net	16,770	15,969
Operating lease right of use asset	23,988	3,315
Total Assets	**$ 88,449**	**$ 75,204**
Current Liabilities		
Accounts payable	$ 9,550	$ 10,258
Accrued payroll and other liabilities	8,295	7,107
Accrued tariffs	1,800	1,713
Customer deposits	231	201
Uncertain tax position liability	91	91
Notes payable, net of deferred financing fees	21,837	19,683
Operating lease liability, current portion	1,682	1,288
Financing lease liability, current portion	37	36
Total Current Liabilities	43,523	40,377
Long-Term Liabilities		
Warrant liabilities	4,227	4,463
Accrued expenses, long-term	69	152
Operating lease liability, net of current portion	22,763	2,234
Financing lease liability, net of current portion	56	66
Total Long-Term Liabilities	27,115	6,915
Total Liabilities	**70,638**	**47,292**
Equity		
Preferred stock, 5,000,000 shares at $0.0001 par value, authorized, no shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively		
Common stock, 250,000,000 shares at $0.0001 par value, authorized, 60,260,282 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively	-	-
	6	6
Additional paid in capital	69,711	69,445
Retained deficit	(51,906)	(41,539)
Total Equity	**17,811**	**27,912**
Total Liabilities and Stockholders’ Equity	**$ 88,449**	**$ 75,204**

Dragonfly Energy Holdings Corp.
Unaudited Condensed Interim Consolidated Statement of Operations
For the Three Months Ended March 31,
(in thousands, except share and per share data)

	2024	2023
Net Sales	$ 12,505	$ 18,791
Cost of Goods Sold	9,454	14,124
Gross Profit	3,051	4,667
Operating Expenses		
Research and development	1,333	880
General and administrative	4,813	9,495
Selling and marketing	2,744	4,184
Total Operating Expenses	8,890	14,559
Loss From Operations	(5,839)	(9,892)
Other Income (Expense)		
Interest expense	(4,760)	(3,856)
Other Expense	(4)	-
Change in fair market value of warrant liability	236	18,523
Total Other (Expense) Income	(4,528)	14,667
Net (Loss) Income Before Taxes	(10,367)	4,775
Income Tax (Benefit) Expense	-	-
Net (Loss) Income	$ (10,367)	$ 4,775
Net (Loss) Income Per Share- Basic	$ (0.17)	$ 0.11
Net (Loss) Income Per Share- Diluted	$ (0.17)	$ 0.10
Weighted Average Number of Shares- Basic	60,260,282	45,104,515
Weighted Average Number of Shares- Diluted	60,260,282	48,455,996

Dragonfly Energy Holdings Corp.
Unaudited Condensed Consolidated Statement of Cash Flows
For the Three Months Ended March 31,
(in thousands)

	2024	2023
Cash flows from Operating Activities		
Net (Loss) Income	$ (10,367)	$ 4,775
Adjustments to Reconcile Net Income (Loss) to Net Cash Used in Operating Activities		
Stock based compensation	266	4,487
Amortization of debt discount	894	219
Change in fair market value of warrant liability	(236)	(18,523)
Non-cash interest expense (paid-in-kind)	1,260	1,238
Provision for credit losses	47	52
Depreciation and amortization	332	297
Amortization of right of use assets	422	308
Loss on disposal of property and equipment	-	116
Changes in Assets and Liabilities		
Accounts receivable	(655)	(1,577)
Inventories	5,200	(1,966)
Prepaid expenses	(71)	(196)
Prepaid inventory	(87)	299
Other current assets	(591)	(129)
Income taxes payable	174	-
Accounts payable and accrued expenses	(100)	6,465
Accrued tariffs	87	117
Customer deposits	30	180
Total Adjustments	6,972	(8,613)
Net Cash Used in Operating Activities	**(3,395)**	**(3,838)**
Cash Flows From Investing Activities		
Purchase of property and equipment	(817)	(589)
Net Cash Used in Investing Activities	**(817)**	**(589)**

Dragonfly Energy Holdings Corp.
Unaudited Condensed Consolidated Statement of Cash Flows
For the Three Months Ended March 31,
(in thousands)

	2024	2023
Cash Flows From Financing Activities		
Proceeds from public offering, net	-	597
Proceeds from note payable, related party	2,700	1,000
Repayment of note payable, related party	(2,700)	-
Proceeds from exercise of public warrants	-	747
Proceeds from exercise of options	-	93
Net Cash Provided by Financing Activities	**-**	**2,437**
Net Decrease in Cash and cash equivalents	(4,212)	(1,990)
Cash and cash equivalents - Beginning of period	12,713	17,781
Cash and cash equivalents - end of period	**$ 8,501**	**$ 15,791**
Supplemental Disclosures of Cash Flow Information:		
Cash paid for interest	$ 2,390	$ 2,003
Purchases of property and equipment, not yet paid	$ 412	$ 352
Recognition of right of use asset obtained in exchange for operating lease liability	$ 21,095	$ -
Cashless exercise of liability classified warrants	$ -	$ 10,167

<u>Use of Non-GAAP Financial Measures</u>

The Company provides non-GAAP financial measures including EBITDA and Adjusted EBITDA as a supplement to GAAP financial information to enhance the overall understanding of the Company's financial performance and to assist investors in evaluating the Company's results of operations, period over period. Adjusted non-GAAP measures exclude significant unusual items. Investors should consider these non-GAAP measures as a supplement to, and not a substitute for financial information prepared on a GAAP basis.

Adjusted EBITDA

Adjusted EBITDA is considered a non-GAAP financial measure under the rules of the SEC because it excludes certain amounts included in net loss calculated in accordance with GAAP. Specifically, the Company calculates Adjusted EBITDA by GAAP net loss adjusted to exclude stock-based compensation expense, business combination related expenses and other one-time, non-recurring items.

The Company has included Adjusted EBITDA because it is a key measure used by Dragonfly's management team to evaluate its operating performance, generate future operating plans, and make strategic decisions, including those relating to operating expenses. As such, the Company believes Adjusted EBITDA is helpful in highlighting trends in the ongoing core operating results of the business.

Adjusted EBITDA has limitations as an analytical tool, and it should not be considered in isolation or as a substitute for analysis of net loss or other results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA does not reflect the Company's cash expenditures, future requirements for capital expenditures, or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, the Company's working capital needs;
- Adjusted EBITDA does not reflect the Company's tax expense or the cash requirements to pay taxes;
- although amortization and depreciation are non-cash charges, the assets being amortized and depreciated will often have to be replaced in the future and Adjusted EBITDA does not reflect any cash requirements for such replacements;
- Adjusted EBITDA should not be construed as an inference that the Company's future results will be unaffected by unusual or non-recurring items for which the Company may adjust in historical periods; and
- other companies in the industry may calculate Adjusted EBITDA differently than the Company does, limiting its usefulness as a comparative measure.

Reconciliations of Non-GAAP Financial Measures

EBITDA and Adjusted EBITDA

The following table presents reconciliations of EBITDA and Adjusted EBITDA to the most directly comparable GAAP financial measure for each of the periods indicated.

Source: Dragonfly Energy Holdings Corp.

Exhibit 99.2

dragonfly® ENERGY

Quarterly Earnings Update | Q1 2024

May 14, 2024

Nasdaq: DFLI

Legal Disclaimer

This corporate presentation (this "Presentation") has been prepared for use by Dragonfly Energy Holdings Corp. ("Dragonfly Energy" or the "Company"). This Presentation is for information purposes only and may not be reproduced or redistributed, in whole or in part, without the prior written consent of Dragonfly Energy. Dragonfly Energy does not make any representation or warranty as to the accuracy or completeness of the information contained in this Presentation. This Presentation does not and, if hereafter supplemented, will not be all inclusive or contain all of the information that may be required to evaluate any investment in Dragonfly Energy. You should not definitively rely upon it or use it to form the definitive basis for any decision, contract, commitment or action whatsoever. You should consult your own legal, regulatory, tax, business, financial and accounting advisors to the extent you deem necessary, and you must make your own investment decision and perform your own independent investigation and analysis of an investment in Dragonfly Energy. To the fullest extent permitted by law, in no circumstances will Dragonfly Energy or any of its affiliates, officers, directors, employees, representatives, advisors or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it or on opinions communicated in relation thereto or otherwise arising in connection therewith.

This Presentation and the analyses contained in it have been based, in part, on certain assumptions and information obtained from Dragonfly Energy, industry studies and other sources. The use of such assumptions and information does not imply that Dragonfly Energy has independently verified, will verify or necessarily agrees with any of such assumptions or information, and Dragonfly Energy has assumed and relied upon the accuracy and completeness of such assumptions and information for purposes of this Presentation. Neither Dragonfly Energy nor any of its affiliates, or their respective officers, directors, employees, representatives, advisors or agents, make any representation or warranty, express or implied, in relation to the accuracy or completeness of the information contained in this Presentation or any oral information provided in connection herewith, or any data it generates, or that any transaction has been or may be effected on the terms or in the manner stated or implied by this Presentation, or as to the achievement or reasonableness of future projections, management targets, estimates, prospects or returns, if any, and accept no responsibility, obligation or liability (whether direct or indirect, in contract, tort or otherwise) in relation to any of such information. Dragonfly Energy and its respective affiliates, officers, directors, employees, representatives, advisors and agents expressly disclaim any and all liability which may be based on this Presentation and any errors therein or omissions therefrom. This Presentation and the information contained herein do not constitute an offer to sell or the solicitation of an offer to buy any security, commodity or instrument or related derivative, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933 (the "Act"), as amended, or an exemption therefrom. You should not construe the contents of this Presentation as legal, regulatory, tax, accounting or investment advice or a recommendation. We recommend that you seek independent third party legal, regulatory, accounting and tax advice regarding the contents of this Presentation. This Presentation does not constitute and should not be considered as any form of financial opinion or recommendation by Dragonfly Energy or any of its affiliates. This Presentation is not a research report. NEITHER THE SECURITIES AND EXCHANGE COMMISSION ("SEC") NOR ANY STATE OR TERRITORIAL SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR DETERMINED IF THIS PRESENTATION IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Forward Looking Statements

This Presentation contains certain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact contained in this Presentation, including statements as to planned products and services, business strategy and plans, objectives of management for future operations of Dragonfly Energy, market size and growth opportunities, competitive position and technological and market trends, are forward-looking statements. Some of these forward-looking statements can be identified by the use of forward-looking words, including "may," "should," "expect," "intend," "will," "estimate," "anticipate," "believe," "predict," "plan," "targets," "projects," "could," "would," "continue," "forecast" or the negatives of these terms or variations of them or similar expressions. All forward-looking statements are subject to risks, uncertainties, and other factors (some of which are beyond the control of Dragonfly Energy) which could cause actual results to differ materially from those expressed or implied by such forward-looking statements.

All forward-looking statements are based upon estimates, forecasts and assumptions that, while considered reasonable by Dragonfly Energy and its management are inherently uncertain and many factors may cause the actual results to differ materially from current expectations which include, but are not limited to: improved recovery in the Company's core markets, including the RV market; the Company's ability to successfully increase market penetration into target markets; the Company's ability to penetrate the heavy-duty trucking and other new markets; the growth of the addressable markets that the Company intends to target; the Company's ability to retain members of its senior management team and other key personnel; the Company's ability to maintain relationships with key suppliers including suppliers in China; the Company's ability to maintain relationships with key customers; the Company's ability to access capital as and when needed under its $150 million ChEF Equity Facility; the Company's ability to protect its patents and other intellectual property; the Company's ability to successfully utilize its patented dry electrode battery manufacturing process and optimize solid-state cells as well as to produce commercially viable solid-state cells in a timely manner or at all, and to scale to mass production; the Company's ability to achieve the anticipated benefits of its customer arrangements with THOR Industries and THOR Industries' affiliated brands (including Keystone RV Company); the impact of the Russia-Ukraine conflict and Hamas' attack on Israel; the Company's ability to generate revenue from future product sales and its ability to achieve and maintain profitability; the Company's ability to compete with other manufacturers in the industry and its ability to engage target customers and successfully convert these customers into meaningful orders in the future; and other risks and uncertainties set forth in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's Annual Report on Fork 10-K for the year ended December 31, 2023 and in the Company's subsequent filings with the SEC available at www.sec.gov. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Nothing in this Presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Dragonfly Energy does not give any assurance that Dragonfly Energy will achieve its expected results. Dragonfly Energy does not undertake any duty to update these forward-looking statements, except as otherwise required by law.

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Industry & Market Data

This Presentation contains certain information obtained from third-party sources and the Company's internal sources. This information involves many assumptions and limitations; therefore, there can be no guarantee as to the accuracy or reliability of such assumptions and you are cautioned not to give undue weight to this information. Further, no representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections or any other information contained herein. Any data on past performance or modeling contained herein are not an indication as to future performance. None of Dragonfly Energy or its affiliates, officers, directors, employees, representatives or advisors has independently verified the accuracy or completeness of any such third-party information. Similarly, other third-party survey data and research reports commissioned by the Company, while believed by to be reliable, are based on limited sample sizes and have not been independently verified by the Company. In addition, projections, assumptions, estimates, goals, targets, plans and trends of the future performance of the industry in which Dragonfly Energy operates, and its future performance, are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by Dragonfly Energy.

Additional Information & Where to Find It

Dragonfly Energy's filings with the SEC are available to you, and you should read the documents Dragonfly Energy has filed with the SEC for more complete information about Dragonfly Energy. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov.

Q1 2024 Highlights & Results

Q1 2024 Highlights

Medium & Heavy Duty Trucking

- Company has begun taking purchase orders for its Battle Born® All-Electric APUs and Battle Born® Liftgate Power Systems from trucking providers and fleet operators
- Battle Born® All-Electric APU was named one of Heavy Duty Trucking Magazine's "Top 20 Products of 2024"

Oil & Gas

- Certification of the Company's energy storage products for use in oil & gas operations
- Partnering with Connexa, a distributor and integrator of industrial energy products, to deliver a power product to market leading natural gas compressor packager Alegacy Equipment and their dedicated affiliate Agnes Systems

Core Market Share Growth, Recreational Vehicles

- Continued market share growth with new customers such as Forest River, as well as standardization expansion of the Battle Born Batteries® Brand of products across Airstream and nuCamp's product lines.

Research & Development

- Successful production of lithium battery cells with PFAS-free electrodes, in anticipation of tightening regulation of "forever chemicals," especially within the European markets.

Q1 2024 Financial Results Snapshot

Net Sales	Gross Profit
$12.5M	$3.1M
(33.5)% YoY	(34.7)% YoY
Operating Exp.	Adj. EBITDA
$(8.9)M	$(5.2)M
(38.9)% YoY	(0.0)% YoY
OEM Revenue	DTC Revenue
$7.3M	$5.2
(16.6)% YoY	(48.2)% YoY

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"I am incredibly excited about where Dragonfly Energy stands right now as a company and our opportunities for growth over the long-term. Combining a valuable brand, a robust intellectual property portfolio, a recovering core market, and the potential for rapid expansion into significant adjacent markets we believe uniquely positions us to further transform the battery industry. Our focus remains on the cost-effective domestic manufacturing of lithium battery cells, a technology we expect will be a critical component of the global energy landscape for decades to come."

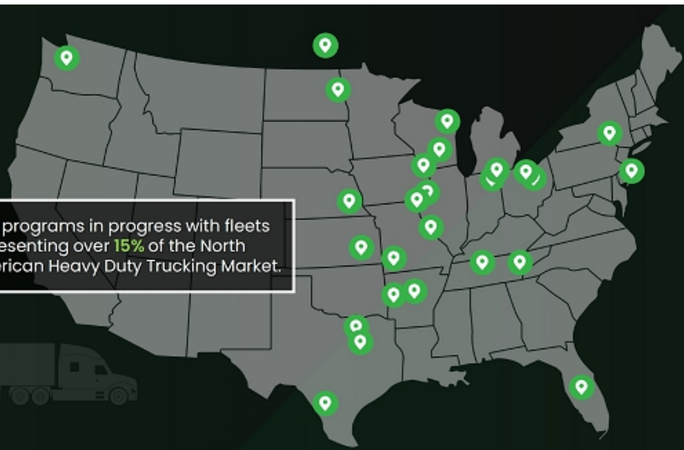
- *Dr. Denis Phares*
  CEO, Dragonfly Energy

Medium & Heavy Duty Trucking Market Update

Customers Taking Purchase Orders and/or Undergoing Pilot Tests Today

RUSH ENTERPRISES | CRST | OAKLEY TRANSPORT INC. | PLOGER TRANSPORTATION | WOOSTER WMW MOTOR WAYS | TCT | S&S TRANSPORT

+ More



Pilot programs in progress with fleets representing over **15%** of the North American Heavy Duty Trucking Market.

March 4th, 2024 Press Release
Dragonfly Energy & Velociti Partner To Deploy Lithium APUs

Products & Applications

Battle Born®
All-Electric APU

Named one of Heavy-Duty Trucking Magazine's "Top 20 Products of 2024"

Battle Born®
Liftgate Power System

Recreational Vehicle Market Update

Dragonfly Energy's Battle Born Batteries® have established a significant presence in the market, particularly within the RV industry.

Dragonfly Energy's Batteries Are Factory Installed by a High Percentage of Major RV Manufacturers:

Thor Industries, Inc. | ~34% Market Share (1)

Keystone RV, Airstream, Tiffin, & more

Forest River | ~30% Market Share (1)

Coachmen, Forest River, Class A, OGV, & more

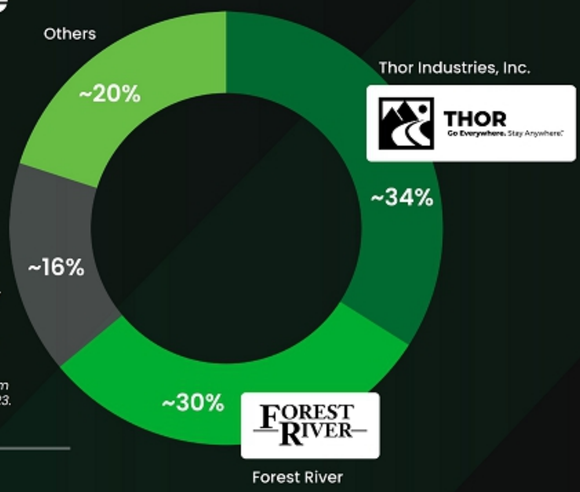
Other RV Manufacturers | ~21% Market Share (1)

Numerous OEM brands highlighted by Rev Group, nuCamp, Ember, Triple E, ATC and others

Remaining Market Share:

Winnebago Industries (~16% Market Share(3)) is the only major RV manufacturer that doesn't currently install our products at the factory. However, dealers and customers often still add them as aftermarket upgrades.

Notably, Winnebago acquired lithium battery competitor, Lithionics, in 2023.



Total RV Shipments Year-Over-Year Growth Rates(2)

Mar - 22	Jun - 22	Sep - 22	Dec - 22	Mar - 23	Jun - 23	Sep - 23	Dec - 23	Mar - 24	Jun - 24	Sep - 24	Dec - 24
30.3	12.6	-3.3	-17.8	-35.9	-46.6	-44.1	-36.5	-20.6	-1.7	6.8	13.8

Annual shipments tracked as expected in Q4 2023, Phase A (Recovery). It is expected that this trend will continue through Q2 2024, followed by Phase B (accelerating growth), in Q3 2024. (2)

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(1) RVDA, RV Manufacturer Market Share and Retail/Wholesale History. Based off 2022 Retail Registrations
(2) RVIA, RV Roadsigns, March 2024

Research & Development

General Update

Dragonfly Energy has made significant progress in optimizing auxiliary unit operations associated with cell manufacturing – specifically ageing, formation, and end-of-line testing.

With the dry electrode process at pilot scale, we are now focusing our efforts on optimizing all other unit operations associated with cell manufacturing.

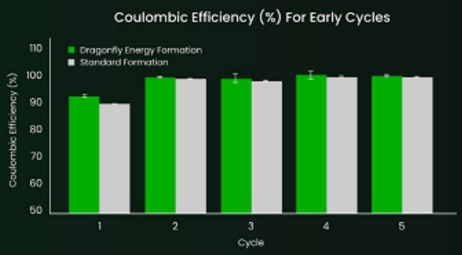
Concurrently, we are qualifying IRA-compliant suppliers (active material, binders, carbon conductors, current collectors, electrolyte, separators, etc.) to support the scaling process.

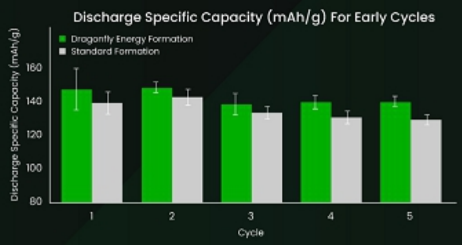
R&D Data Formation & Early Life Cycle + Cycle Longevity

Formation & Early Life Cycle

Keeping chemistry constant but manipulating soaking, formation, and aging, yield different results.

By altering the time, temperature, and current density, we can improve a cell's first-cycle coulombic efficiency and its specific capacity by 5%

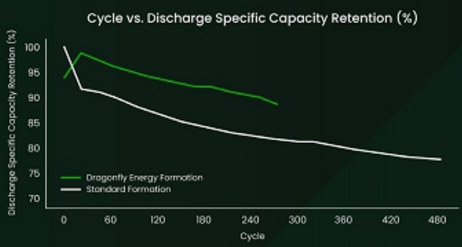


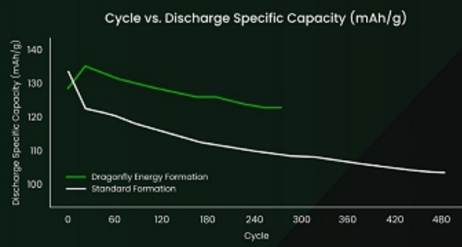


Cycle Longevity

Cycle performance is significantly improved by changing, soaking, forming, and aging protocols.

Capacity retention is improved by over 10% when time, temperature, and current density are tuned to enhance the cell's chemistry.





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Source: Dragonfly Energy

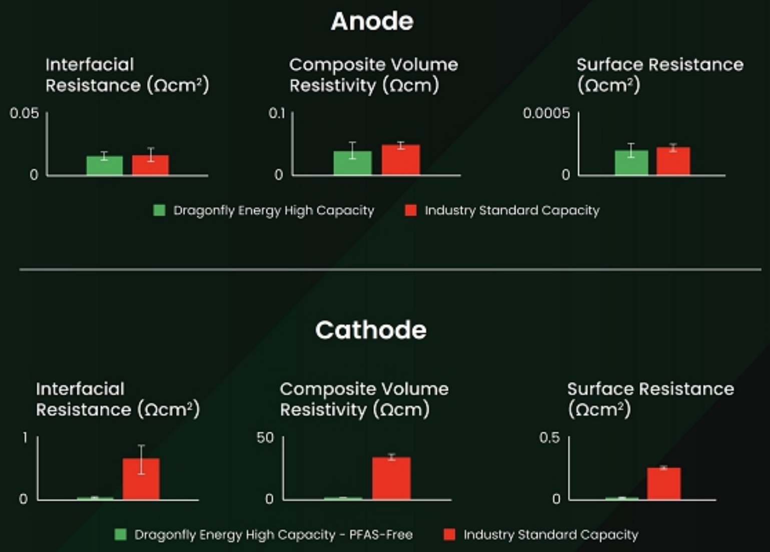
R&D Data | PFAS-Free Quality Control: High Capacity (~25mg/cm²)

Dragonfly Energy's dry electrode process reduces the electrical resistivity of electrode tapes.

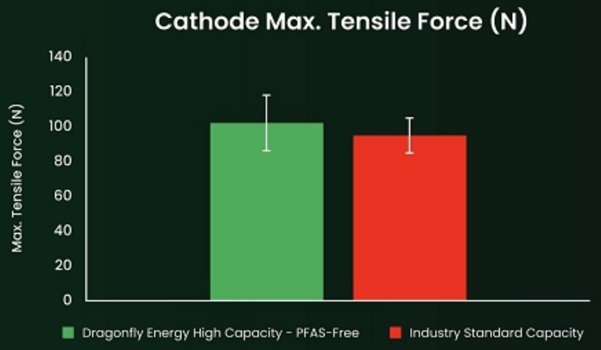
This remains consistent even when comparing high-capacity electrodes (~4.5mAh/cm²) to standard capacity (~2.5mAh/cm²) industry slurry casted electrodes.

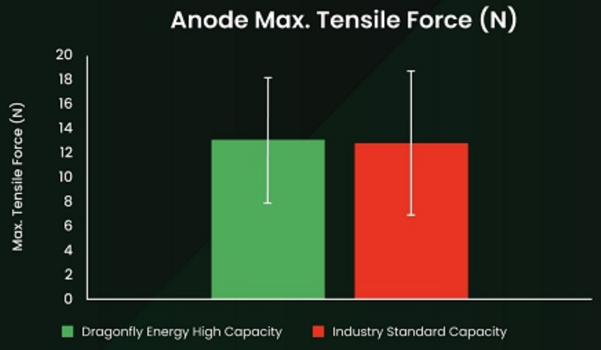
The reduction in electrical resistivity can be attributed to :

- Improved interfaces
- Uniform distribution of conductive carbons



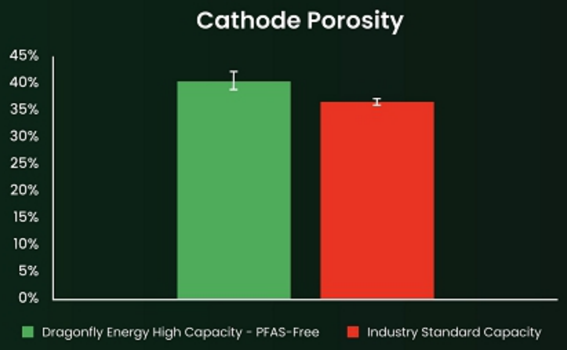
R&D Data | PFAS-Free Quality Control: High Capacity (~25mg/cm²)

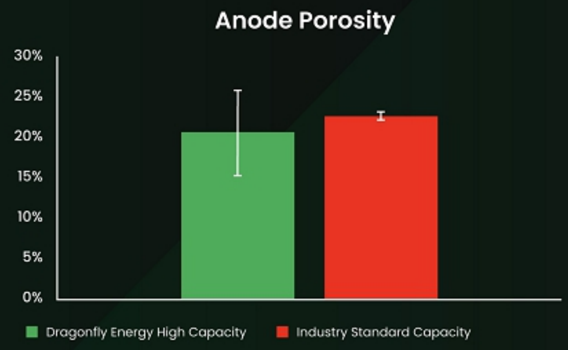




- Adhesion tests demonstrate the general construction quality of electrode
- Dragonfly Energy's dry electrode process improves active material adhesion to the current collectors by encouraging a more uniform distribution of polymer throughout the electrode
- High-capacity electrodes (~4.5mAh/cm^2) meet or exceed adhesion of standard capacity (~2.5mAh/cm^2) industry slurry casted electrodes

R&D Data | PFAS-Free Quality Control: High Capacity (~25mg/cm²)

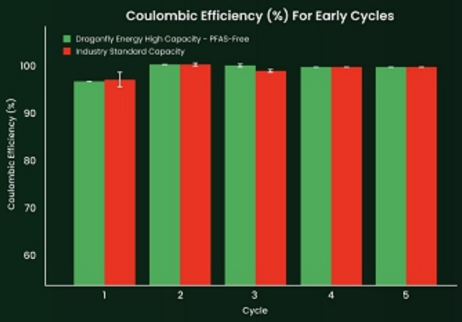


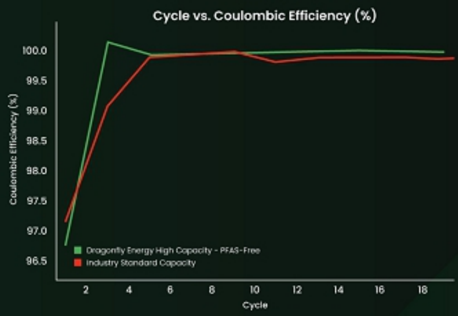


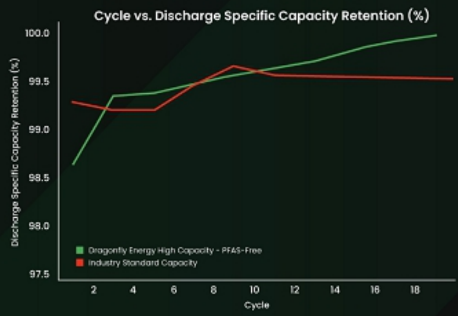
- Dragonfly Energy's dry electrode process is capable of yielding quality electrode tapes that meet industry porosity standards of 20% - 40% porosity
- It is easily achievable to manufacture electrodes that are more or less dense during the manufacturing process

R&D Data | PFAS-Free Electrochemical Testing: Half Cells

Dragonfly Energy High Capacity vs Industry Standard Capacity





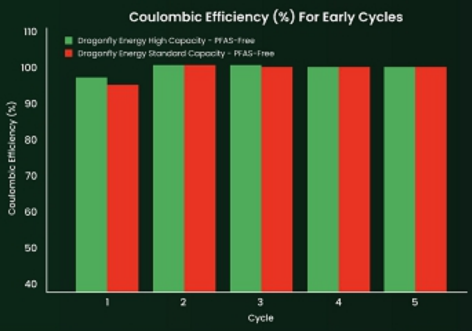


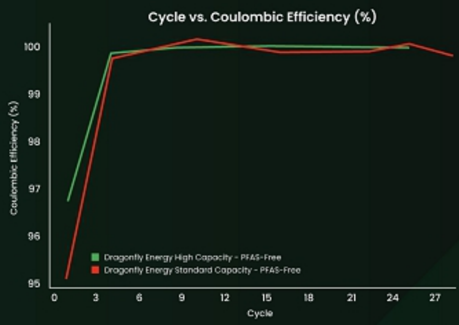
>90% FCE | **>99.9% CE** | **>19** Cycles above 99% capacity retention

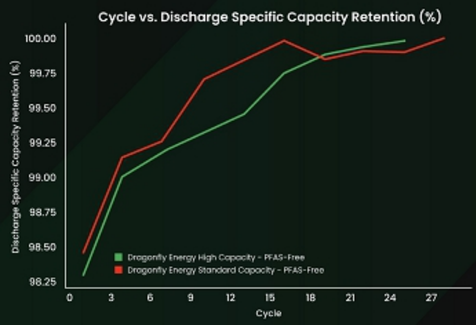
- All cells tested are single layer coin cells
- Cells tested have approximate areal loadings of 4.8 mAh/cm^2
- All tests performed at 25˚C
- Industry uses nano-sized LFP - Dragonfly Energy high-capacity cells use a LFP that is designed for high energy storage applications
- All cells were cycled at a 0.1C lithiation and 0.1 delithiation
- Formation protocol and cell chemistry was designed for stationary storage applications

R&D Data | PFAS-Free Electrochemical Testing: Half Cells

Dragonfly Energy High Capacity vs Dragonfly Energy Standard Capacity







>90% FCE | **>99.9% CE** | **>25** Cycles above 99% capacity retention

- All cells tested are single layer coin cells
- Cells tested have approximate areal loadings of 4.8 mAh/cm^2
- All tests performed at 25˚C
- Industry uses nano-sized LFP - Dragonfly Energy high-capacity cells use a LFP that is designed for high energy storage applications
- All cells were cycled at a 0.1C lithiation and 0.1 delithiation
- Formation protocol and cell chemistry was designed for stationary storage applications

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Quarterly Earnings Update | Q1 2024

May 14, 2024

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