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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**

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 Rule Sec.240.14a-12

**RED CAT HOLDINGS, 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.
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CONTROL ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 18, 2026**

**DATE:** June 18, 2026

**TIME:** at 1 PM (EST)

**LOCATION:** To be held virtually by calling 877-407-3088 (toll free),

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS (INCLUDING THE PROXY STATEMENT, FORM 10-K AND PROXY CARD) 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 MATERIALS ARE AVAILABLE AT: www.REDCAT.vote

- IF YOU DECIDE TO VIEW THE PROXY MATERIALS AND VOTE YOUR SHARES ONLINE,

Step 1: Go to www.REDCAT.vote

Step 2: To view or download the proxy materials, click on the link that describes the material you wish to view or download. For example, to view or download the Proxy Statement, click on the "Proxy Statement" link.

Step 3: To vote online, click on the designated link and follow the on-screen instructions. YOU MAY VOTE ONLINE UNTIL **11:59 PM EASTERN TIME JUNE 17, 2026**.

- IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS INCLUDING THE PROXY CARD, YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED BELOW, BEFORE **JUNE 4, 2026**.

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS**



**PHONE:**

1-212-575-5757



**FAX:**

SEND THIS CARD TO  
347-584-3644



**INTERNET:**

www.REDCAT.vote

FOLLOW THE ON-SCREEN INSTRUCTIONS. INCLUDE YOUR CONTROL ID IN YOUR EMAIL.



**EMAIL:**

proxy@equitystock.com

**HOW TO ATTEND THE VIRTUAL MEETING AND VOTE AT THE MEETING:** PLEASE VISIT WWW.REDCAT.VOTE FOR INFORMATION ON HOW TO PARTICIPATE IN THE COMPANY'S VIRTUAL MEETING. IF YOU ENCOUNTER ANY TECHNICAL DIFFICULTIES WITH THE VIRTUAL MEETING PLATFORM ON THE MEETING DAY, PLEASE CALL 877-804-2062 (TOLL FREE) OR EMAIL PROXY@EQUITYSTOCK.COM.

**VOTING ITEMS**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES ON PROPOSAL 1, AND “FOR” PROPOSALS 2 AND 3.**

1. The election of each of the five (5) directors set forth in Proposal One to serve for a term of one year or until such director’s successor is duly elected and qualified or until such director’s earlier death, resignation, disqualification, or removal.
2. The ratification of the appointment of KPMG as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026.
3. A non-binding advisory vote to approve the compensation of the Company’s Named Executive Officers.

Note: To transact any other business that is properly brought before the Annual Meeting or any adjournment or postponement thereof.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON **APRIL 23, 2026**, AS THE RECORD DATE FOR THE DETERMINATION OF MEMBERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE COMPANY’S COMMON SHARES THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

**PLEASE NOTE—THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD. TO VOTE YOUR SHARES, YOU MUST VOTE ONLINE OR REQUEST A PAPER COPY OF PROXY MATERIALS TO RECEIVE A PROXY CARD.**

**IF YOU WISH TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS NOTICE.**

**YOUR VOTE IS IMPORTANT!**