

Form 144 Filer Information

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

FORM 144

Form 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK

Filer CCC

Is this a LIVE or TEST Filing? ☒ LIVE ☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

SEC File Number

Address of Issuer

Phone

Name of Person for Whose Account the Securities are To Be Sold

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer

144: Securities Information

Title of the Class of Securities To Be Sold

Name and Address of the Broker

Number of Shares or Other Units To Be Sold

Aggregate Market Value

Number of Shares or Other Units Outstanding

Approximate Date of Sale

Name the Securities Exchange

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or

any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Common Stock	
Date you Acquired	05/15/2019	
Nature of Acquisition Transaction	Share exchange agreement	
Name of Person from Whom Acquired	Issuer	
Is this a Gift?	<input type="checkbox"/> Date Donor Acquired	
Amount of Securities Acquired	1500000	
Date of Payment	05/15/2019	
Nature of Payment	Shares exchanged	

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Jeffrey M. Thompson 15 Avenida Munoz Rivera Ste. 2200 San Juan PR 00901
Title of Securities Sold	Common stock
Date of Sale	12/23/2024
Amount of Securities Sold	392551
Gross Proceeds	4452117.00

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Jeffrey M. Thompson 15 Avenida Munoz Rivera Ste. 2200 San Juan PR 00901
Title of Securities Sold	Common stock
Date of Sale	12/24/2024
Amount of Securities Sold	78693
Gross Proceeds	883219.00

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Jeffrey M. Thompson 15 Avenida Munoz Rivera Ste. 2200 San Juan PR 00901
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Title of Securities Sold	Common stock
Date of Sale	12/26/2024
Amount of Securities Sold	28756
Gross Proceeds	401721.00

144: Remarks and Signature

Remarks	On the date hereof, Jeffrey M. Thompson entered into a variable prepaid forward contract with Morgan Stanley Bank, N.A, an affiliate of the broker named on Side 1, Item 3(b), secured by up to 1,500,000 shares of common stock of Red Cat Holding, Inc. (the "Issuer"). The actual number shares of common stock in the Issuer to be delivered by Mr. Thompson under the variable prepaid forward contract will be determined based on the volume weighted average price of the Issuer's common stock at settlement relative to an agreed forward floor price and forward cap price, with the aggregate number not to exceed 1,500,000 shares of common stock. Subject to certain conditions, Mr. Thompson can also elect to settle the variable prepaid forward contract in cash and thereby retain ownership of the pledged shares of common stock of the Issuer. Any initial hedging activity in connection with the variable prepaid forward contract will be conducted by the broker named on Side 1, Item 3(b).
Date of Notice	12/30/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature	/s/ Jeffrey M. Thompson
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ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)