

**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): **April 7, 2023**

**CHAVANT CAPITAL ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction  
of incorporation)

**001-40621**  
(Commission  
File Number)

**98-1591717**  
(IRS Employer  
Identification No.)

**445 Park Avenue, 9<sup>th</sup> Floor**  
**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 745-1086**

**Not Applicable**

(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Units, each consisting of one ordinary share, par value \$0.0001 per share, and three-quarters of one redeemable warrant	CLAYU	The Nasdaq Stock Market LLC
Ordinary shares, par value \$0.0001 per share	CLAY	The Nasdaq Stock Market LLC
Redeemable warrants, each warrant exercisable for one ordinary share, each at an exercise price of \$11.50 per share	CLAYW	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 1.01 Entry into a Material Definitive Agreement.**

**Amendment No. 1 to the Business Combination Agreement**

On April 7, 2023, Chavant Capital Acquisition Corp., a publicly traded special purpose acquisition company incorporated under the laws of the Cayman Islands (“Chavant”), entered into Amendment No. 1 (the “BCA Amendment”) to the previously disclosed Business Combination Agreement (as it may be amended, supplemented or otherwise modified from time to time, the “Business Combination Agreement”), dated November 15, 2022, by and among Chavant, CLAY Merger Sub II, Inc., a Delaware corporation and newly formed, wholly-owned direct subsidiary of Chavant (“Merger Sub”), and Mobix Labs, Inc., a Delaware corporation (the “Company” or “Mobix Labs”). Pursuant to the Business Combination Agreement, as further described in the Current Report on Form 8-K filed by Chavant with the Securities and Exchange Commission (the “SEC”) on November 21, 2022 and attached thereto as Exhibit 2.1, at the Effective Time, Merger Sub will merge with and into Mobix Labs, with Mobix Labs surviving the merger as a wholly-owned direct subsidiary of Chavant (the “Merger” and, together with the other transactions related thereto, the “Proposed Transaction”). Capitalized terms used herein but not otherwise defined herein shall have the meanings assigned to them in the Business Combination Agreement.

Pursuant to the BCA Amendment, Chavant, Mobix Labs and Merger Sub have agreed, among other things, that certain securities issued subsequent to March 26, 2023, referred to as “Post-March 26 Financing Securities,” will not be included in the calculation of the “Company Fully Diluted Number” under the Business Combination Agreement, with the effect that the Per Share Exchange Ratio will not be reduced on account of such issuances. “Post-March 26 Financing Securities” are defined in the BCA Amendment as any shares of (i) Company Common Stock or (ii) Company Common Stock issuable upon exercise or conversion of Company Warrants, Company Convertible Instruments or convertible debt, in each case, where such securities were issued for cash and in accordance with Sections 6.01(b)(iii) and (xix) of the Business Combination Agreement, as a result of, or in connection with, any private placement entered into by the Company after March 26, 2023. Except with the consent of Chavant (which consent shall not be unreasonably conditioned, withheld or delayed), Mobix Labs must use the proceeds of the issuance of any Post-March 26 Financing Securities to finance the ongoing business operations of the Company or to pay transaction expenses.

In addition, the BCA Amendment extended the Outside Date under the Business Combination Agreement from July 22, 2023 to November 22, 2023.

The foregoing description of the BCA Amendment does not purport to be complete and is qualified in its entirety by the full text of the BCA Amendment, which is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On April 10, 2023, Chavant and Mobix Labs issued a press release announcing the filing by Chavant with the SEC of a registration statement on Form S-4 relating to the Proposed Transaction.

A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Chavant under the Securities Act of 1933, as amended or the Exchange Act, except as otherwise expressly stated by specific reference in any such filing.

**Important Information About the Proposed Transaction and Where to Find It**

This Current Report on Form 8-K, including the exhibits filed herewith (the “Form 8-K”), relates to the Proposed Transaction between Mobix Labs and Chavant pursuant to the Business Combination Agreement. Chavant has filed a registration statement on Form S-4 with the SEC, which includes a preliminary prospectus and proxy statement of Chavant in connection with the Proposed Transaction, referred to as a proxy statement/prospectus. A proxy statement/prospectus will be sent to all Chavant shareholders as of a record date to be established for voting on the transaction. Chavant also will file other documents regarding the Proposed Transaction with the SEC.

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**Before making any voting decision, investors and security holders of Chavant are urged to read the registration statement, the proxy statement/prospectus, and amendments thereto, and the definitive proxy statement/prospectus in connection with Chavant's solicitation of proxies for its shareholders' meeting to be held to approve the transaction, and all other relevant documents filed or that will be filed with the SEC in connection with the Proposed Transaction as they become available, because they will contain important information about Chavant, Mobix Labs and the Proposed Transaction.**

Investors and securityholders will be able to obtain free copies of the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by Chavant through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

The documents filed by Chavant with the SEC also may be obtained free of charge at Chavant's website at [www.chavantcapital.com](http://www.chavantcapital.com) or upon written request to: Chavant Capital Acquisition Corp., 445 Park Avenue, 9th Floor New York, NY 10022.

NEITHER THE SEC NOR ANY STATE SECURITIES REGULATORY AGENCY HAS APPROVED OR DISAPPROVED THE TRANSACTIONS DESCRIBED IN THIS FORM 8-K, PASSED UPON THE MERITS OR FAIRNESS OF THE TRANSACTION OR RELATED TRANSACTIONS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS FORM 8-K. ANY REPRESENTATION TO THE CONTRARY CONSTITUTES A CRIMINAL OFFENSE.

#### Forward-Looking Statements

This Form 8-K 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 Form 8-K, including statements regarding the benefits of the Proposed Transaction and the anticipated timing of the completion of the Proposed Transaction, the products offered by Mobix Labs and the markets in which it operates, the expected total addressable markets for the products offered by Mobix Labs, the advantages of Mobix Labs' technology, Mobix Labs' competitive landscape and positioning, and Mobix Labs' growth plans, strategies and projected future results, 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 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 Chavant and its management, and Mobix Labs and its management, as the case may be, are inherently uncertain and many factors may cause the actual results to differ materially from current expectations which include, but are not limited to:

- the risk that the Proposed Transaction may not be completed in a timely manner or at all, which may adversely affect the price of Chavant's securities;
  - the risk that the Proposed Transaction may not be completed by Chavant's deadline for the Proposed Transaction and the potential failure to obtain an extension of the deadline for the Proposed Transaction if sought by Chavant;
  - the failure to satisfy the conditions to the consummation of the Proposed Transaction, including the adoption of the merger agreement by the shareholders of Chavant, the satisfaction of the minimum cash amount following redemptions by Chavant's public shareholders;
  - the lack of a third party valuation in determining whether or not to pursue the Proposed Transaction;
  - the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement;
  - the effect of the announcement or pendency of the Proposed Transaction on Mobix Labs' business relationships, performance, and business generally;
  - risks that the Proposed Transaction disrupts current plans of Mobix Labs and potential difficulties in Mobix Labs' employee retention as a result of the Proposed Transaction;
  - the outcome of any legal proceedings that may be instituted against Mobix Labs or against Chavant related to the merger agreement or the Proposed Transaction;
  - failure to realize the anticipated benefits of the Proposed Transaction;
  - the inability to meet and maintain the listing of Chavant's securities (or the securities of the post-combination company) on Nasdaq;
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- the risk that the price of Chavant’s securities may be volatile due to a variety of factors, including changes in the highly competitive industries in which Mobix Labs plans to operate, variations in performance across competitors, changes in laws, regulations, technologies including transition to 5G, global supply chain, U.S./China trade or national security tensions, and macro-economic and social environments affecting Mobix Labs’ business and changes in the combined capital structure;
- the inability to implement business plans, forecasts, and other expectations after the completion of the Proposed Transaction, and identify and realize additional opportunities;
- the risk that Mobix Labs is unable to successfully commercialize its semiconductor products and solutions, or experience significant delays in doing so;
- the risk that Mobix Labs may never achieve or sustain profitability;
- the risk that Mobix Labs will need to raise additional capital to execute its business plan, which may not be available on acceptable terms or at all;
- the risk that the post-combination company experiences difficulties in managing its growth and expanding operations;
- the risks relating to long sales cycles, concentration of customers, consolidation and vertical integration of customers, and dependence on manufacturers and channel partners;
- the risk that Mobix Labs may not be able to consummate planned strategic acquisitions, or fully realize anticipated benefits from past or future acquisitions or investments;
- the risk that Mobix Labs’ patent applications may not be approved or may take longer than expected, and Mobix Labs may incur substantial costs in enforcing and protecting its intellectual property;
- inability to complete the PIPE investment in connection with the Proposed Transaction; and
- other risks and uncertainties set forth in the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in Chavant’s Annual Report on Form 10-K for the year ended December, 31, 2022, which was filed with the SEC on March 31, 2023 (the “2022 Form 10-K”), as such factors may be updated from time to time in Chavant’s filings with the SEC, the registration statement and the proxy statement/prospectus contained therein. 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 Form 8-K 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. Neither Chavant nor Mobix Labs gives any assurance that either Chavant or Mobix Labs or the combined company will achieve its expected results. Neither Chavant nor Mobix Labs undertakes any duty to update these forward-looking statements, except as otherwise required by law.

#### Participants in the Solicitation

Mobix Labs and Chavant and their respective directors and officers and other members of management may, under SEC rules, be deemed to be participants in the solicitation of proxies from Chavant’s stockholders with the Proposed Transaction and the other matters set forth in the registration statement. Information about Chavant’s directors and executive officers is set forth in Chavant’s filings with the SEC, including Chavant’s 2022 Form 10-K. Additional information regarding the direct and indirect interests, by security holdings or otherwise, of those persons and other persons who may be deemed participants in the Proposed Transaction may be obtained by reading the proxy statement/prospectus regarding the Proposed Transaction when it becomes available. You may obtain free copies of these documents as described above under “Important Information About the Proposed Transaction and Where to Find It.”

#### No Offer or Solicitation

This Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Proposed Transaction and is not intended to and does not constitute an offer to sell or the solicitation of an offer to buy, sell or solicit any securities or any proxy, vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be deemed to be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">2.1</a>	<a href="#">Amendment No. 1 to the Business Combination Agreement, dated as of April 7, 2023, by and among Chavant Capital Acquisition Corp., CLAY Merger Sub II, Inc. and Mobix Labs, Inc. (incorporated by reference to Exhibit 2.2 to the Registration Statement on Form S-4 filed by Chavant Capital Acquisition Corp. on April 10, 2023).</a>
<a href="#">99.1</a>	<a href="#">Press Release, dated April 10, 2023.</a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

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**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.

**CHAVANT CAPITAL ACQUISITION CORP.**

By: /s/ Jiong Ma

Name: Jiong Ma

Title: Chief Executive Officer

Date: April 10, 2023

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**MOBIX LABS, INC. AND CHAVANT CAPITAL ACQUISITION CORP. ANNOUNCE FILING OF REGISTRATION STATEMENT ON FORM S-4 IN CONNECTION WITH PROPOSED BUSINESS COMBINATION**

Irvine, CA, April 10, 2023 (GLOBE NEWSWIRE) – Mobix Labs, Inc. (“Mobix Labs” or the “Company”), an innovative provider of next generation wireless mmWave 5G and connectivity solutions, and Chavant Capital Acquisition Corp. (Nasdaq: CLAY) (“Chavant”), a publicly-traded special purpose acquisition company, announced today the filing by Chavant with the U.S. Securities and Exchange Commission (“SEC”) of a registration statement on Form S-4 (the “Registration Statement”) on April 7, 2023, relating to the previously announced proposed business combination of Chavant and Mobix Labs.

The Registration Statement contains a preliminary proxy statement/prospectus in connection with the previously announced business combination between Mobix Labs and Chavant. Although the Registration Statement has not yet become effective and the information contained therein is subject to change, it provides important information about Mobix Labs and Chavant, as well as the proposed business combination.

Upon the closing of the transaction, Mobix Labs will become a publicly listed company, with the combined company named Mobix Labs, Inc., and its common stock and warrants are expected to be listed on the Nasdaq Stock Market (the “Nasdaq”).

On November 15, 2022, Chavant entered into a business combination agreement with Mobix Labs, which agreement was subsequently amended on April 7, 2023. Completion of the transaction, which is expected to occur in the third quarter of 2023, is subject to approval by Chavant’s shareholders, the Registration Statement being declared effective by the SEC, and other customary closing conditions. Mobix Labs will be based in Irvine, CA and will continue to be led by James Peterson, Executive Chairman, Fabian Battaglia, Chief Executive Officer, and Keyvan Samini, President and Chief Financial Officer.

**About Mobix Labs**

Based in Irvine, California, Mobix Labs is a fabless semiconductor company developing disruptive next generation wireless and connected solutions that are designed to cater to a broad range of applications in markets including 5G infrastructure, satellite communications, automotive, consumer electronics, e-mobility, healthcare, infrastructure and defense. The Company believes its pipeline of current and potential customers and strategic partnerships presents a significant potential for a growing addressable market. Its portfolio of intellectual property is protected by extensive trade secrets and over 90 issued and pending patents.

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## **About Chavant**

Chavant is a blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar transaction or business combination with one or more businesses. Chavant is led by Dr. Jiong Ma, Chief Executive Officer and President, Dr. André-Jacques Auberton-Hervé, Chairman of the board of directors, and Michael Lee, Chief Financial Officer. Chavant's board of directors includes Dr. Patrick Ennis, a Venture Partner at Madrona Venture Group, Dr. Karen Kerr, founder and Managing Director of Exposition Ventures, and Dr. Bernhard Stapp, President of CS-management GmbH.

## **Important Information About the Proposed Transaction and Where to Find It**

This communication relates to the proposed transaction between Mobix Labs and Chavant pursuant to a Business Combination Agreement, dated as of November 15, 2022, as amended by Amendment No. 1 to the Business Combination Agreement, dated as of April 7, 2023, by and among Chavant, CLAY Merger Sub II, Inc. and Mobix Labs. Chavant has filed the Registration Statement with the SEC, which includes a preliminary prospectus and proxy statement of Chavant in connection with the proposed transaction, referred to as a proxy statement/prospectus. A proxy statement/prospectus will be sent to all Chavant shareholders as of a record date to be established for voting on the transaction. Chavant also will file other documents regarding the proposed transaction with the SEC.

Before making any voting decision, investors and security holders of Chavant are urged to read the Registration Statement, the proxy statement/prospectus, and amendments thereto, and the definitive proxy statement/prospectus in connection with Chavant's solicitation of proxies for its shareholders' meeting to be held to approve the transaction, and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about Chavant, Mobix Labs and the proposed Transaction.

Investors and securityholders will be able to obtain free copies of the Registration Statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by Chavant through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

The documents filed by Chavant with the SEC also may be obtained free of charge at Chavant's website at [www.chavantcapital.com](http://www.chavantcapital.com) or upon written request to: Chavant Capital Acquisition Corp., 445 Park Avenue, 9th Floor New York, NY 10022.

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## Forward-Looking Statements

This press release 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 press release, including statements regarding the benefits of the proposed transaction, the anticipated timing of the completion of the proposed transaction, the products offered by the Company and the markets in which it operates, the expected total addressable markets for the products offered by the Company, the advantages of the Company’s technology, the Company’s competitive landscape and positioning, and the Company’s growth plans, strategies and projected future results, 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 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 Chavant and its management, and the Company and its management, as the case may be, are inherently uncertain and many factors may cause the actual results to differ materially from current expectations which include, but are not limited to:

- the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect the price of Chavant’s securities;
  - the risk that the proposed transaction may not be completed by Chavant’s deadline for the proposed transaction and the potential failure to obtain an extension of the deadline for the proposed transaction if sought by Chavant;
  - the failure to satisfy the conditions to the consummation of the proposed transaction, including the adoption of the business combination agreement by the shareholders of Chavant, the satisfaction of the minimum cash amount following redemptions by Chavant’s public shareholders;
  - the lack of a third party valuation in determining whether or not to pursue the proposed transaction;
  - the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement;
  - the effect of the announcement or pendency of the proposed transaction on the Company’s business relationships, performance, and business generally;
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- risks that the proposed transaction disrupts current plans of the Company and potential difficulties in the Company's employee retention as a result of the proposed transaction;
  - the outcome of any legal proceedings that may be instituted against the Company or against Chavant related to the business combination agreement or the proposed transaction;
  - failure to realize the anticipated benefits of the proposed transaction;
  - the inability to meet and maintain the listing of Chavant's securities (or the securities of the post-combination company) on Nasdaq;
  - the risk that the price of Chavant's securities may be volatile due to a variety of factors, including changes in the highly competitive industries in which the Company plans to operate, variations in performance across competitors, changes in laws, regulations, technologies including transition to 5G, global supply chain, U.S./China trade or national security tensions, and macro-economic and social environments affecting the Company's business and changes in the combined capital structure;
  - the inability to implement business plans, forecasts, and other expectations after the completion of the proposed transaction, and identify and realize additional opportunities;
  - the risk that Mobix Labs is unable to successfully commercialize its semiconductor products and solutions, or experience significant delays in doing so;
  - the risk that the Company may never achieve or sustain profitability;
  - the risk that the Company will need to raise additional capital to execute its business plan, which may not be available on acceptable terms or at all;
  - the risk that the post-combination company experiences difficulties in managing its growth and expanding operations;
  - the risks relating to long sales cycles, concentration of customers, consolidation and vertical integration of customers, and dependence on manufacturers and channel partners;
  - the risk that the Company may not be able to consummate planned strategic acquisitions, or fully realize anticipated benefits from past or future acquisitions or investments;
  - the risk that the Company's patent applications may not be approved or may take longer than expected, and the Company may incur substantial costs in enforcing and protecting its intellectual property;
  - inability to complete the PIPE investment in connection with the proposed transaction; and
  - other risks and uncertainties set forth in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in Chavant's Annual Report on Form 10-K for the year ended December, 31, 2022, which was filed with the SEC on March 31, 2023 (the "2022 Form 10-K"), as such factors may be updated from time to time in Chavant's filings with the SEC, the Registration Statement and the proxy statement/prospectus contained therein. 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.
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Nothing in this press release 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. Neither Chavant nor the Company gives any assurance that either Chavant, the Company or the combined company will achieve its expected results. Neither Chavant nor the Company undertakes any duty to update these forward-looking statements, except as otherwise required by law.

### **Participants in the Solicitation**

The Company and Chavant and their respective directors and officers and other members of management may, under SEC rules, be deemed to be participants in the solicitation of proxies from Chavant's stockholders with the proposed transaction and the other matters set forth in the Registration Statement. Information about Chavant's directors and executive officers is set forth in Chavant's filings with the SEC, including Chavant's 2022 Form 10-K and the Registration Statement. Additional information regarding the direct and indirect interests, by security holdings or otherwise, of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described above under "Important Information About the Proposed Transaction and Where to Find It."

### **No Offer or Solicitation**

This press release is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed transaction and is not intended to and does not constitute an offer to sell or the solicitation of an offer to buy, sell or solicit any securities or any proxy, vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be deemed to be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

### **Contacts:**

#### **Media Contact and Investor Relations Contact**

Mike Anderson / Jessie Barker

mobix@blueshirtgroup.com

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