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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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 §240.14a-12

Mobix Labs, Inc.
(Name of Registrant as Specified in its Charter)

Not applicable.
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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You May Vote Your Proxy When You View The Material On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.

MOBIX LABS, INC.
c/o Continental Proxy Services
1 State Street, New York NY 10004

MOBIX LABS, INC.
15420 Laguna Canyon Road, Suite 100
Irvine, California 92618

**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS**
to be held on
March 3, 2025

*Stockholders are cordially invited to attend the Annual Meeting and vote in person. At the meeting, you will need to request a ballot to vote your shares.

Dear Stockholder,

The 2025 Annual Meeting of Stockholders of Mobix Labs, Inc. will be held exclusively online at <https://www.cstproxy.com/mobixlabs/am2025> through a live audio webcast on Monday March 3, 2025, at 9:00 AM (Pacific Time).

Proposals to be considered at the Annual Meeting:

- (1) To consider and act upon a proposal to elect Class I directors for a three-year term expiring at the 2028 Annual Meeting of Stockholders; and
- (2) To consider and act upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2025 fiscal year ending September 30, 2025.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1 and a vote "FOR" Proposal 2.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



Vote during the Meeting –

If you plan to attend the virtual online Annual Meeting, you will need your 12 digit control number to vote electronically during the Annual Meeting. To attend the annual meeting, visit: <https://www.cstproxy.com/mobixlabs/am2025>



Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

The Proxy Materials are available for review at:
<https://www.cstproxy.com/mobixlabs/am2025>

MOBIX LABS, INC.
15420 Laguna Canyon Road, Suite 100
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Important Notice Regarding the Availability Of Proxy Materials For the 2025 Annual Meeting of Stockholders to Be Held On March 3, 2025.

The following Proxy Materials are available to you to review at LINK: <https://www.cstproxy.com/mobixlabs/am2025>

- the Company's Annual Report for the year ended September 30, 2024;
- the Company's 2025 Proxy Statement;
- the Proxy Card; and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are 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.

If you would like to receive a paper or e-mail copy of these documents, ***you must request one***. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before February 24, 2025 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your Control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-266-6791, or

By logging on to

<https://www.cstproxy.com/mobixlabs/am2025>

or

By email at: proxy@continentalstock.com

Please include the company name and your account number in the subject line.