



NETRAMARK HOLDINGS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON MARCH 28, 2024

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of NetraMark Holdings Inc. (“**NetraMark**” or the “**Company**”) will be held at Suite 1100- 1111 Melville Street Vancouver BC V6E 3V6, on Thursday, March 28, 2024, at 10:00 am (Vancouver Time) for the following purposes:

1. to receive the financial statements of the Company for the year ended September 30, 2023, together with the report of the Company’s auditor thereon;
2. to set the number of directors of the Company at five (5);
3. to elect the directors of the Company, to take office immediately following the meeting, for the ensuing year;
4. to reappoint MNP LLP as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Company’s amended and restated stock option plan and the unallocated options thereunder, a copy of which is attached at Schedule “B” of the accompanying information circular (the “**Information Circular**”);
6. to consider and, if deemed appropriate, to pass, with or without variation, ordinary resolution to ratify, confirm and approve the Company’s amended and restated equity incentive plan and the unallocated awards thereunder, a copy of which is attached at Schedule “C” of the accompanying Information Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the Company has fixed February 12, 2024 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of Common Shares of the Company (the “**Non-Registered Shareholders**”) and for registered shareholders (the “**Registered Shareholders**”). The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Canadian Securities Administrators under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*. Under the notice-and-access system,

Registered Shareholders will receive a form of proxy and the Non-Registered Shareholders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting, the Information Circular and other meeting materials, if applicable (collectively the “**Meeting Materials**”), Shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to Shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and-access provisions.

How to Access the Meeting Materials

Meeting Materials can be viewed online on the Company’s website at www.netramark.com or under the Company’s profile at www.sedarplus.ca. The Meeting Materials will remain posted on the Company’s website at least until the date that is one year after the date the Meeting Materials were posted.

The Company urges all Shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below.

If you are a Registered Shareholder, you have a choice of voting by proxy through the internet, by mail or by fax using your proxy form to appoint another person to act for you. If you are a Non-Registered Shareholder, you must vote using your voting instruction form, which typically allows you to vote by proxy through the internet, by telephone, by mail or by fax. If you vote by proxy on the internet, by mail or by fax in advance of the Meeting, your vote will be counted. Please refer to your proxy form or voting instruction form, as applicable, and to the Voting of Shares and Exercise of Discretion of Proxies section in the accompanying Information Circular for assistance in determining whether you are a Registered Shareholder or Non-Registered Shareholder and for more information on the voting methods available to you. **Completed proxy forms must be received by the transfer agent and registrar of the Company, Odyssey Trust Company (“Odyssey”), 702, 67 Yonge Street, Toronto, Ontario M5E 1J8, no later than 10:00 a.m. Vancouver time on March 26, 2024** or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the adjourned or postponed meeting. The time limit for deposit of proxies may be waived by the Chairman of the Meeting at his discretion. Completed voting instruction forms must be returned in accordance with the instructions on the form.

Your vote is important. Please read the materials carefully. If you have questions about any of the information or require assistance in completing your proxy form or voting instruction form, as the case may be, please contact Odyssey at 1-800-517-4553 (TOLL FREE WITHIN CANADA AND THE U.S.) OR 416-263-9524 (INTERNATIONAL).

Only Registered Shareholders and proxyholders are entitled to participate in the business of the Meeting. Persons who are not Registered Shareholders or proxyholders who wish to attend the Meeting as a registered guest should request permission to attend in advance of the Meeting via email to George@netramark.com. Persons not entitled or required to be present at the Meeting, including registered guests, may be admitted only with the consent of the Chair of the Meeting or with consent of the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

“Kevin Taylor”

Kevin Taylor
Chair of the Board of Directors

February 16, 2024