# NETRAMARK HOLDINGS INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

## TO BE HELD ON JULY 13, 2026

NOTICE IS HEREBY GIVEN that an annual 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, British Columbia, V6E 3V6, on Monday, July 13, 2026 at 10:00 a.m. (Vancouver time) for the following purposes:

(a) to receive the audited consolidated financial statements of the Company for the year ended September 30, 2025, together with the report of the Company's auditor thereon;

(b) to set the number of directors of the Company at four (4) for the ensuing year;

(c) to elect the directors of the Company for the ensuing year;

(d) to appoint Horizon Assurance LLP as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor's remuneration;

(e) to consider and, if thought advisable, pass an ordinary resolution approving the adoption of the Company's 2026 Rolling Stock Option Plan, the full text of which is attached to the accompanying management information circular dated June 5, 2026 (the "**Management Information Circular**") as Schedule "C", all as more particularly described in the accompanying Management Information Circular;

(f) to consider and, if thought advisable, pass an ordinary resolution approving the adoption of the Company's 2026 Fixed Equity Incentive Plan, the full text of which is attached to the accompanying Management Information Circular as Schedule "D", all as more particularly described in the accompanying Management Information Circular; and

(g) to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice.

The board of directors of the Company (the "**Board**") has fixed June 5, 2026 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 receive notice of, and to vote those Common Shares at, the Meeting or at any adjournment or postponement thereof.

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, or by appointing another person to act for you. If you are a non-registered Shareholder, you must follow the instructions set out in your voting instruction form, which typically allows you to vote by proxy through the internet, by telephone, by mail or by fax. Please refer to your proxy form or voting instruction form, as applicable, and to the section entitled "*Proxy Information*" in the accompanying Management 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, at 1100 - 67 Yonge Street, Toronto, ON M5E 1J8 Canada, no later than 10:00 a.m. (Vancouver time) on Thursday, July 9, 2026, 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 Chair of the Meeting at his or her discretion.

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, please contact Odyssey Trust Company at 1-888-290-1175 (toll free within Canada and the U.S.)

DATED at Vancouver, British Columbia, this 5th day of June, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

*"Andrew Parks"*

Andrew Parks

Chair of the Board