

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer: **NetraMark Holdings Inc.** (the “Issuer”) Symbol(s): **AIAI**

Date: **February 29, 2024.**

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **July 15, 2022, August 18, 2022, August 31, 2022, September 30, 2022, October 31, 2022, November 30, 2022, December 30, 2022, January 31, 2023, February 28, 2023, March 31, 2023, April 30, 2023, May 31, 2023, June 30, 2023, July 31, 2023, August 31, 2023, September 29, 2023, October 31, 2023, November 30, 2023, December 29, 2023, January 31, 2024.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **66,554,448 common shares of the Issuer (“Common Shares”).**

#### **Pricing**

Date of news release announcing proposed issuance: **N/A.**

Date of confidential request for price protection: **N/A.**

Closing Market Price on Day preceding request for price protection: **N/A.**

#### **Closing**

Number of securities to be issued: **Monthly issuances by the Company of common shares (the “Common Shares”) to Luca Pani, MD Inc. equal to USD \$10,417 (the “Luca Monthly Compensation Amount”), to JJS LifeSci Consulting LLC equal to USD \$33,334 (the “JJS Monthly Compensation Amount”), to Emergence Innovations Inc. equal to CAD \$12,500 (the “EI Monthly Compensation Amount”), and to Dr. Stanley Fenwick equal to \$11,300 (the “Fenwick Monthly Compensation Amount”).**

**On the last trading day of each month (the “Payment Date”), the Issuer will determine the number of Common Shares to be issued to Luca Pani, MD Inc. and JJS Life Sci Consulting LLC by converting the Luca Monthly Compensation Amount and JJS Monthly Compensation Amount to Canadian dollars (“CAD”) using the Bank of Canada’s posted daily exchange rate on the last trading day prior to the Payment Date. The number of Common Shares to be issued shall be calculated by dividing the Canadian dollar equivalent of the Luca Monthly Compensation Amount and JJS Monthly Compensation Amount by the market price of the Common Shares on the CSE as of the closing of the last trading day prior to the Payment Date.**

**On the Payment Date, the Issuer will determine the number of Common Shares to be issued to Emergence Innovations Inc. using the market price of the Common Shares on the CSE as of the closing of the last trading day prior to the Payment Date.**

**On the Payment Date, the Issuer will determine the number of Common Shares to be issued to Dr Stanley Fenwick using the market price of the Common Shares on the CSE as of the closing of the last trading day prior to the Payment Date.**

**For the month of November, the total number of Common Shares to be issued is 272,747.**

Issued and outstanding securities following issuance: **66,827,195 Common Shares.**

## Part 1. Private Placement

**Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
New York, USA	1	\$0.305	N/A
Washington DC, USA	1	\$0.305	N/A
Ontario, Canada	2	\$0.305	N/A
Total number of purchasers:	4		
Total dollar value of distribution in all jurisdictions:			N/A

**Table 1B – Related Persons**

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
JJS LifeSci Consulting, LLC New York, USA	148,353 Common Shares	\$0.305	N/A	S. 2.22 of NI 45-106	2,816,996 Common Shares 500,000 Options	February 29, 2024	Management Company of President of Subsidiary
Luca Pani, MD Inc. Washington DC, USA	46,361 Common Shares	\$0.305	N/A	S. 2.22 of NI 45-106	834,500 Common Shares 50,000 Options	February 29, 2024	Company controlled by Executive

- Total amount of funds to be raised: N/A.
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. N/A.
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. **The Common Shares are being issued pursuant to the following:**

- **an Independent Contractor Agreement in satisfaction of the JJS Monthly Compensation Amount owed to JJS LifeSci Consulting, LLC (a company of which the sole member is Josh Spiegel, the President of NetraMark) in exchange for services provided to the Issuer's subsidiary;**
- **an Independent Contractor Agreement in satisfaction of the Luca Monthly Compensation Amount owed to Luca Pani, MD Inc. (a company controlled by Luca Pani, the Chief Innovation and Regulatory Officer of the Issuer) in exchange for services provided to the Issuer; and**
- **an Independent Contractor Agreement in satisfaction of the EI Monthly Compensation Amount owed to Emergence Innovations Inc. (a company controlled by Dr. Douglas Cook) in exchange for services provided to the Issuer.**
- **An Advisory Agreement in satisfaction of the Fenwick Monthly Compensation Amount owed to Dr. Stanley Fenwick in exchange for services provided to the Issuer. The agreement has a term of 24 months, subject to extension or earlier termination in accordance with its terms.**

**The Independent Contractor Agreements have a term of 24 months, subject to extension or earlier termination in accordance with their terms, respectively.**

5. Description of securities to be issued:

- (a) Class: **Common Shares**
- (b) Number: **272,747 Common Shares.**
- (c) Price per security: **\$0.305**
- (d) Voting rights: **Yes.**

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

- (a) Number: **N/A.**
- (b) Number of securities eligible to be purchased on exercise of warrants (or options): **N/A.**
- (c) Exercise price: **N/A.**
- (d) Expiry date: **N/A.**

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount: **N/A.**
- (b) Maturity date: **N/A.**
- (c) Interest rate: **N/A.**

- (d) Conversion terms: N/A.
- (e) Default provisions: N/A.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
- (b) Cash: N/A.
- (c) Securities: N/A.
- (d) Other: N/A.
- (e) Expiry date of any options, warrants etc.: N/A.
- (f) Exercise price of any options, warrants etc.: N/A.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: N/A.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- N/A.
11. State whether the private placement will result in a change of control.
- No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.
- N/A.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.
- Yes.

## Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: N/A.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: N/A.
  - (b) Cash: N/A.
  - (c) Securities (including options, warrants etc.) and dollar value: N/A.
  - (d) Other: N/A.
  - (e) Expiry date of options, warrants, etc. if any: N/A.
  - (f) Exercise price of options, warrants, etc. if any: N/A.
  - (g) Work commitments: N/A.
3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). N/A.
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A.
5. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: N/A.

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>
Not applicable.						

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A.
7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
  - (b) Cash: N/A.
  - (c) Securities: N/A.
  - (d) Other: N/A.
  - (e) Expiry date of any options, warrants etc.: N/A.
  - (f) Exercise price of any options, warrants etc.: N/A.
8. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.
9. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 29, 2024

George Achilleos  
Name of Director or Senior Officer

//s// George Achilleos  
Signature

Chief Executive Officer  
Official Capacity