

Datatrak International, Inc.
3690 Orange Place, Suite 375
Beachwood, Ohio 44122

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held at 11:00 a.m. Eastern Standard Time on August 29, 2024

The 2023 & 2024 annual meetings of shareholders of Datatrak International, Inc. (“Company”) will be held at 11:00 a.m., EST, on Thursday, August 29, 2024, at 370 Canal Street, New York, NY 10013 for the following purposes:

1. To nominate and elect two individuals as directors named in the Company’s proxy statement for two-year terms ending at the annual meeting in 2025;
2. To nominate and elect three individuals as directors named in the Company’s proxy statement for two-year terms ending at the annual meeting in 2026;
3. To authorize the shares issuable by the board of directors from 25,000,000 to 100,000,000. If purpose 4 below (proposal 3 on the proxy statement) is ratified, the post ratification totals will be adjusted to 2,500,000 and 10,000,000 respectively.
4. To ratify a share roll-up of a 10:1 ration for all common shares issuable and outstanding; and
5. To transact such other business as may properly come before the annual meeting and any adjournments or postponements thereof.

Only shareholders of record at the close of business on July 8, 2024 will be entitled to receive notice of and to vote at the annual meeting and any adjournments or postponements thereof.

By Order of the Board of Directors,

Alex Tabatabai
Chairman & Chief Executive Officer

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on August 29, 2024:

The Company’s proxy statement, its annual report and this notice are available at www.otcmarkets.com and www.proxyvote.com.

DATATRAK INTERNATIONAL, INC.
3690 Orange Place, Suite 375
Beachwood, Ohio 44122

PROXY STATEMENT

This proxy statement is being furnished to the shareholders of record of common shares, without par value (the “**Common Shares**”), of Datatrak International, Inc., an Ohio corporation (the “**Company**” or “**Datatrak**”), in connection with the solicitation of proxies by the board of directors of the Company (the “**Board**” or “**Board of Directors**”) for use at the annual meeting of shareholders of the Company (the “**Annual Meeting**”) to be held at 11:00 a.m., EST on Thursday, August 29, 2024, at 370 Canal Street, New York, NY 10013.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on August 29, 2024

Beginning on or about July 8, 2024, the Company will send to most of its shareholders, by mail or e-mail, a notice, titled as the Notice of Electronic Availability of Proxy Materials, explaining how to access the proxy materials and vote online. This notice is not a proxy card and cannot be used to vote your shares.

On or about the same day, paper copies of the proxy materials will be mailed to shareholders who have requested them. Those shareholders who do not receive the Notice of Electronic Availability of Proxy Materials, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a copy of this proxy statement, the proxy card, and the annual report by mail. This notice also contains instructions on how you can (i) receive a paper copy of the proxy statement, proxy card and annual report if you only received a notice by mail, or (ii) elect to receive your proxy statement, proxy card and annual report over the internet next year if you received them by mail this year.

We intend to hold our annual meeting in person. Please monitor our annual meeting website at <http://www.datatrak.com/home/company/investor-information/> for updated information. If you are planning to attend the annual meeting, please check the website one week prior to the meeting date and contact investors@datatrak.com in case alternative plans are made for the meeting. As always, we encourage you to vote your shares prior to the annual meeting.

PROXIES AND VOTING

The record date is July 8, 2024 for shareholders entitled to notice and voting at the annual meeting and any adjournments or postponements of the annual meeting. On the record date, 20,886,136 common shares and 375,000 preferred shares were outstanding and entitled to vote. Each common share is entitled to one vote. Each preferred share is entitled to one vote.

At the annual meeting, shareholders will vote upon: (1) the election of two directors in Class I named in this proxy statement to hold office for two-year terms ending in 2025; (2) the election of three Directors in Class II named in this proxy statement to hold office for two-year

terms ending at the 2026 annual meeting of shareholders of the Company; (3) authorization of the shares issuable by the board of directors from 25,000,000 to 100,000,000; (4) ratification of a share roll-up of a 10:1 ratio for all common shares issuable and outstanding; and (5) such other business as may properly come before the annual meeting or any and all adjournments or postponements. Attendance at the annual meeting is limited to shareholders. If you hold common shares in your name and you wish to attend the meeting, please be prepared to provide proper identification, such as a driver's license. If you hold your common shares through a bank or broker (i.e., in "street name") and you wish to attend the meeting, you also will need proof of ownership, such as a recent account statement or letter from your bank or broker, along with proper identification. Finally, if you do plan to attend the meeting in person, please notify at investors@datatrak.com at least ten (10) business days in advance so that the Company can make the appropriate arrangements to facilitate your access to the meeting location.

Common shares represented by properly executed proxies will be voted at the annual meeting in accordance with the choices indicated on the proxy. If no choices are indicated on a proxy, the common shares represented by that proxy will be voted in favor of the director nominees described in this proxy statement, and for other proposals described in this proxy statement. Any proxy may be revoked at any time prior to its exercise by delivering to the Company a subsequently dated proxy, or by giving notice of revocation to the Company in writing, or voting your shares in person at the annual meeting. However, a shareholder's presence at the annual meeting does not by itself revoke the proxy. Shareholders do not have the right to cumulate their votes in the election of directors. The nominees receiving the highest number of votes will be elected as directors.

Abstentions will be considered as common shares present and entitled to vote at the annual meeting and will be counted for purposes of determining whether a quorum is present. Abstentions will not be counted in determining the votes cast for the election of directors and will not have a positive or negative effect on the outcome of the election. For purposes of Proposal Two, abstentions will have the effect of an "Against" vote. Broker non-votes will have no effect on any of the proposals presented herein. Management does not know of any other matter that may come before the annual meeting. However, if any other matters properly come before the annual meeting, the persons named in the accompanying form of proxy intend to vote the proxy in accordance with their judgment on such matters.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

The authorized number of directors is six members divided into two classes with the term of office of one class expiring each year. At the annual meeting, Common shares represented by the proxies, unless otherwise specified, will be voted to elect the following persons to serve as directors in Class I for two-year terms ending at the 2025 annual meeting of shareholders of the Company and until their successors are duly elected and qualified, subject to the earlier of their death, retirement, resignation or removal:

Alex Tabatabai, 42, has been a Class I director since 2016. He was appointed Chief Executive Officer and President of the Company in 2021. Mr. Tabatabai has worked in the investment management industry for over fifteen years. He earned a Masters of Law in taxation and a Juris Doctorate from Georgetown University Law School and Loyola Law School, respectively. He earned a Bachelor of Science in Business Administration from the University of Southern California with an emphasis in entrepreneurial studies.

Yuichi Levinson, 42, has been a Class I director since 2022. Mr. Levinson graduated from McGill University and has over fifteen years of experience in the financial services industry.

The authorized number of directors is presently fixed at six, with members of the board of directors divided into two classes with the term of office of one class expiring each year. At the annual meeting, Common shares represented by the proxies, unless otherwise specified, will be voted to elect the following persons to serve as directors in Class II for two-year terms ending at the 2026 annual meeting of shareholders of the Company and until their successors are duly elected and qualified, subject to the earlier of their death, retirement, resignation or removal:

Dr. Eric Wilhelm, 46, has been a Class II director since 2016. Dr. Wilhelm has founded several companies including the project-sharing community Instructables (acquired by Autodesk), high-altitude wind power company Makani Power (acquired by Google), the innovation and design partnership Squid Labs, and companies working on portable energygeneration and health care. He is currently the founder and CEO of Channing St. Copper Co. Previous to this position, he was the Vice President of Hardware and Communities at Autodesk from 2011 to 2018. He received his SB, SM, and Ph.D. degrees in mechanical engineering from MIT. He has been recognized as a top innovator by Technology Review Magazine and Popular Mechanics, won a Wired Rave award for Industrial Design, and was awarded the National Inventors Hall of Fame Collegiate Inventors Award for development of a nanoparticle printing technique.

Dr. Ben Tabatabai, 37, has been a Class II director since 2016. Dr. Tabatabai is a bioenvironmental scientist whose research encompasses biotechnology and molecular biology. He previously worked for the Central Pennsylvania Lab for Biofuels and Shea Labs at the Pennsylvania State University from 2008 to 2013. He earned his Ph.D. in Bioenvironmental Sciences from Morgan State University in December 2017, and is currently President of HaloCyTech LLC, a startup developed out of his doctoral research. He holds a Masters of Science from Pennsylvania State University as well as a Bachelor of Science in biology from the same university. He has a patent, earned numerous awards, been published, presented at major conferences, and served as a panelist at events in his field.

Dr. Pontea Shabkhiz, 46, is a doctor of pharmacy with over fifteen years of experience in the pharmaceutical industry as a professional. She earned a Bachelor of Science in Molecular, Cell, Developmental Biology from the University of California Los Angeles, graduating Cum Laude with High Honors. She also received a Doctorate in Pharmacy from the University of Southern California School of Pharmacy in 2005. She has worked as a community pharmacist since 2005, interacting with the public and providing front line services such as vaccinations and drug dispensing. She has worked at CVS Health since 2007, where her responsibilities have included establishing new locations from the ground up, leading a team to efficiently operate a pharmacy, as well as recruiting, hiring, training, and supervising employees. In 2020, her responsibilities expanded to include administration of COVID vaccinations and COVID antibodytesting. Ms. Shabkhiz has clinical experience as a laboratory researcher who worked on neuronaldevelopment of serotonin and FMRFamide, crossed different strains of drosphilia, microdissected larval brain, and performing immunostaining and mounted results for data analysis. She also has experience working in a clinical pharmacy environment in various settings including on-site, off-site, inpatient, outpatient, ambulatory care, and pharmacy administration.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THESE NOMINEES.

PROPOSAL NO. 2 – AUTHORIZATION OF THE SHARES ISSUABLE BY THE BOARD OF DIRECTORS FROM 25,000,000 TO 100,000,000

The Company is required to obtain shareholder approval for the increase of the number of shares the board of directors is authorized to issue. If Proposal No. 3 is ratified or enacted by the Company, the number of shares authorized to be issues by the Company shall adjust in a 10:1 ration to 2,500,000 and 10,000,000, respectively.

PROPOSAL NO. 3 – RATIFICATION OF A SHARE ROLL-UP OF A 10:1 RATIO FOR ALL COMMON SHARES ISSUABLE AND OUTSTANDING

The board of directors is proposing a share roll-up, otherwise known as a reverse stock split. This is not required to be submitted to a vote of shareholders for ratification; however, the Company is submitting this to the Company’s shareholders for ratification as a matter of good corporate practice and in order to provide a method by which shareholders may communicate their opinion to the Company. If shareholders fail to vote in favor of this, the board of directors will consider whether to implement the proposal without resubmitting the matter to the Company’s shareholders. Even if shareholders ratify the appointment, the board of directors may, in its sole and absolute discretion, decide not to implement or not implement the proposal at any time during the year if it determines that such a change would be in the Company’s best interests and the interests of the shareholders. Fractional shares resulting from the share roll-up may be purchased by the Company for cash.

THE BOARD RECOMMENDS VOTING “FOR” PROPOSALS 2 & 3.

SECURITY OWNERSHIP OF DIRECTORS & OFFICERS

Common Shares		
Beneficial Owner ¹	Shares	Class Ownership
Mr. Alex Tabatabai ²	8,106,779	38.8%
Dr. Eric J. Wilhelm	3,769,225	18.1%
Dr. Ben Tabatabai	3,788,320	18.1%
Dr. Pontea Shabkhiz	2,080,285	9.7%
Mr. Yuichi Levinson	1,198,750	5.7%
All Directors and Officers	18,943,359	90.7%

(1) The address of the directors and officers listed in the table is c/o Datatrak International, Inc., 3690 Orange Place, Suite 375, Beachwood, Ohio 44122.

(2) Includes common shares held by Tabatabai Investment Management LP, the general partner of which is Tabatabai Investment Management LLC, which is controlled by Mr. Alex Tabatabai. The address of Tabatabai Investment Management LLC is c/o Thompson Hine LLP, 3900 Key Center, 127 Public Square Cleveland, Ohio 44114.

For information regarding stock options and compensation of directors and officers, please refer to the filings on OTC Markets.

Preferred Shares		
Beneficial Owner	Shares	Class Ownership
Mr. Alex Tabatabai	100,000	26.7%
Dr. Eric J. Wilhelm	100,000	26.7%
Dr. Ben Tabatabai	100,000	26.7%
Dr. Pontea Shabkhiz	50,000	13.3%
Mr. Yuichi Levinson	25,000	6.7%
All Directors and Officers	375,000	100.0%

CORPORATE GOVERNANCE MATTERS

Board of Directors and Committees

The committees of the board include the audit, compensation, executive, and nominating and governance committees. The board has determined that all directors, except for Mr. Alex Tabatabai, are independent. Set forth below is the current membership of each committee of the board with the chair of each committee in bold:

Audit Committee	Executive Committee	Compensation Committee	Nominating & Governance Committee
Mr. Alex Tabatabai	Mr. Alex Tabatabai	Dr. Eric J. Wilhelm	Dr. Ben Tabatabai
Dr. Eric J. Wilhelm	Dr. Eric J. Wilhelm	Mr. Alex Tabatabai	Dr. Eric J. Wilhelm
Dr. Ben Tabatabai	Dr. Ben Tabatabai	Dr. Ben Tabatabai	Mr. Alex Tabatabai
Dr. Pontea Shabkhiz	Dr. Pontea Shabkhiz	Dr. Pontea Shabkhiz	Dr. Pontea Shabkhiz
Mr. Yuichi Levinson	Mr. Yuichi Levinson	Mr. Yuichi Levinson	Mr. Yuichi Levinson

Audit Committee

The audit committee is governed by the audit committee charter. The audit committee is responsible for the annual appointment of Datatrak's auditors, reviewing the scope of audit, non-audit assignments, related fees, the accounting principles used in financial reporting, internal financial auditing procedures, and the adequacy of internal control procedures. Compensation Committee

The compensation committee is governed by the compensation committee charter adopted. Creating intelligent compensation arrangements between the board and management is one of the two most important functions of a corporate board. An intelligent compensation arrangement is structured to factor for human incentive caused bias and aligning those interests to those of the shareholders. The compensation committee has the authority to administer omnibus equity plans, including the selection of grantees and the timing of grants, to review and monitor key employee compensation, benefits policies, and to review and make recommendations to the board regarding senior management's compensation.

Nominating and Governance Committee

The nominating and governance committee is governed by the nominating and governance committee charter. The committee is responsible for: (1) identifying, selecting and recommending qualified individuals as nominees for the board; and (2) assisting the board in developing and implementing the company's governance policies and guidelines.

Transfer Agent

First Class/Registered/Certified Mail:
Computershare Investor Services
P.O. Box 505000

Courier Services:
Computershare Investor Services
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