

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

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held at 7:00 a.m. Eastern Standard Time on January 30, 2023

The 2022 annual meeting of shareholders of Datatrak International, Inc. (“Company”) will be held at 7:00 a.m., EST, on Monday, January 30, 2023, at 370 Canal Street, New York, NY 10013 for the following purposes:

1. 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 2024;
2. To ratify the appointment of M&K CPAS, PLLC as the Company’s independent auditor; and
3. 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 December 7, 2022 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 January 30, 2023:

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 7:00 a.m., EST on Monday, January 30, 2023, 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 January 30, 2023

Beginning on or about December 16, 2022, 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. However, we are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state, and local governments may impose in light of the ongoing COVID-19 pandemic. Datatrak seeks to safeguard the wellbeing of its shareholders and endeavors to help limit the spread of COVID-19. Therefore, the Company has decided to implement certain precautionary measures in connection with the annual meeting. The following measures will be taken:

- only the formal meeting will be held and no discussion nor other social functions will occur;
- the meeting will be very short and only to cover the formal matters;
- no food or drinks will be offered before or after the annual meeting;

- the number of board members, senior executives and other employees present in person at the annual meeting will be reduced, and they may participate via phone; and
- the number of shareholders present in person at the annual meeting will be reduced.

If you plan to attend the annual meeting in person, please plan to wear a mask, bring proof of vaccination and current booster shots, and practice social distancing. In the event it is not possible or advisable to hold our annual meeting in person, we will announce alternative arrangements for the meeting as promptly as practicable, which may include postponing or adjourning the meeting or holding the meeting solely by means of remote communication. 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 Alex Tabatabai at alex.tabatabai@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.

Datatrak encourages our shareholders to observe caution, to follow the recommendations of the authorities and to take responsibility for limiting the spread of COVID-19. In light of this, Datatrak encourages all shareholders not to participate at the annual meeting in person and instead use the opportunity to vote in advance as an alternative to participating physically.

PROXIES AND VOTING

The close of business on December 7, 2022, has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the annual meeting and any adjournments or postponements of the annual meeting. On the record date, 2,731,189 common shares were outstanding and entitled to vote. Each common share is entitled to one vote.

At the annual meeting, shareholders will vote upon: (1) the election of three Directors in Class II named in this proxy statement to hold office for two-year terms ending at the 2024 annual meeting of shareholders of the Company; (2) the ratification of the appointment of M&K CPAS, PLLC as the Company's independent auditor; and (3) 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 Alex Tabatabai at alex.tabatabai@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 the ratification of the appointment of M&K CPAS PLLC as the Company's independent auditor. 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 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 2024 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, 44, 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 energy generation 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, 36, 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, 44, 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 antibody testing. Ms. Shabkhiz has clinical experience as a laboratory researcher who worked on neuronal development of serotonin and FMRFamide, crossed different strains of *Drosophila*, 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 – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The audit committee has appointed M&K CPAS PLLC to act as the Company’s independent auditors and to audit the Company’s financial statements for the fiscal year ending December 31,2022. The selection of M&K CPAS PLLC as the Company’s independent auditors is not required to be submitted to a vote of shareholders for ratification; however, the Company is submitting the appointment of M&K CPAS PLLC 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 audit committee. If shareholders fail to vote on an advisory basis in favor of the selection, the audit committee will consider whether to retain M&K CPAS PLLC, and may retain that firm or another firm without resubmitting the matter to the Company’s shareholders. Even if shareholders ratify the appointment, the audit committee may, in its discretion, direct the appointment of a different independent auditor 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.

During the fiscal year ended December 31, 2021, Marcum LLP served as the Company’s principal auditors and provided certain other services.

Fees for services rendered by Marcum LLP:

	2021	2020
Audit Fees	\$136,328	\$78,897
All Other Matters	\$27,500	\$25,000
Total	\$153,828	\$103,897

THE BOARD RECOMMENDS VOTING “FOR” M&K CPAS PLLC.

SECURITY OWNERSHIP OF MANAGEMENT

The following table and accompanying footnotes show information regarding the beneficial ownership of the Company's common shares as of December 7, 2022, unless otherwise indicated, with respect to (i) each Executive Officer, (ii) each member of the Board, and (iii) all directors and officers as a group.

Name and Address of Beneficial Owner ¹	Shares Beneficially Owned	
	Number	Percent
Mr. Alex Tabatabai ²	992,930	36.4%
Dr. Eric J. Wilhelm	83,356	3.1%
Dr. Ben Tabatabai	91,582	3.4%
Dr. Pontea Shabkhiz	62,497	2.3%
Mr. Yuichi Levinson	0	0%
Mr. Mark Bobus	22,500	0.8%
All Directors and Officers	1,252,865	46.0%

(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. During 2022 Col. Jack Jacobs retired from the board of directors because of personal retirement plans and not due to any issues related to the Company. Also during 2022, Mr. James Ward resigned from the board of directors after he was terminated as chief executive officer of the company by a unanimous vote of the board of directors. Also during 2022, Mr. Yuichi Levinson was appointed to the board of directors.

(2) All Common Shares are held by Tabatabai Investment Management LP, the general partner of which is Tabatabai Investment Management LLC, which is controlled by Mr. Alex Tabatabai, chairman of the board. 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 the compensation of directors and officers, please refer to the annual report for the year ended December 31, 2021, filed on OTC Markets.

BOARD OF DIRECTORS

The following provides information concerning the current members of the board whose biographical information is not listed under proposal one:

Mr. Alex Tabatabai, 41, is a current director in Class I and chairman of the board 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.

Mr. Yuichi Levinson, 40, is a current director in Class I and has held that position since 2022. Mr. Levinson graduated from McGill University and has over fifteen years of experience in the financial services industry.

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
462 South 4th Street, Suite 1600

