



Suite 810, 789 West Pender Street
Vancouver, BC, V6C 1H2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON **NOVEMBER 16TH, 2020**

Time and Date:	10:00 a.m. (Pacific time) on Monday, November 16, 2020
Live teleconference:	Toll-free (Canada/U.S.): +1-800-319-4610 or Toll (international): +1-604-638-5340

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") holding common shares of CloudMD Software & Services Inc. (the "**Company**") will be held via conference call on **Monday, November 16th, 2020 at 10:00 a.m.** (Pacific time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2018 and December 31, 2019, together with the auditor's report thereon;
2. to fix number of directors at Four (4);
3. to elect directors for the ensuing year;
4. to appoint Buckley Dodds Parker LLP, Chartered Professional Accountant, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to ratify and approve the Company's 10% "rolling" stock option plan;
6. to approve the Company's restricted share unit plan; and
7. to transact such other business as may properly come before the Meeting or any adjournments thereof.

Specific details of the above items of business to be put before the Meeting are set forth in the accompanying Management Information Circular (the "**Circular**"), which is deemed to form part of this Notice. Also accompanying this Notice are: (i) the Proxy Form; (ii) the Voting Instruction Form; and (iii) the Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

IMPACT OF COVID-19

This year, to proactively deal with the unprecedented public health impact of the ongoing novel coronavirus disease outbreak ("COVID-19"), to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, and in order to comply with the measures imposed by federal, provincial and municipal governments, shareholders of the Company are respectfully asked not to attend in person at the Meeting but may instead attend by teleconference. All Shareholders of the Company are strongly encouraged to cast their vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this Notice.

Registered Shareholders and duly appointed proxy holders may participate in the Meeting via a live teleconference. Specifically, registered Shareholders and duly appointed proxy holders who have properly registered prior to the Meeting as outlined below, will be able to ask questions of management via the live teleconference at the conclusion of the Meeting. All other Shareholders and stakeholders can attend the Meeting via teleconference without pre-registering as outlined below, but will not be permitted to ask questions at the conclusion of the Meeting.

In order to vote during and to be permitted to ask questions at the conclusion of the Meeting, registered Shareholders and duly appointed proxy holders must register via the following link prior to 8:30 a.m. (Pacific time) on Thursday, November 12, 2020.

<http://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10011525&linkSecurityString=9e48958e4>

After the registration has been completed, such registered Shareholders and duly appointed proxy holders will be assigned a unique PIN and dial-in telephone number. It is recommended that you attempt to connect at least ten minutes prior to the scheduled start time of the Meeting.

For all other Shareholders and stakeholders wishing to attend the Meeting by teleconference, but without the ability to ask questions from management, please dial the following toll-free or international toll number approximately five minutes prior to the start of the Meeting and ask the operator to join the Annual General and Special Meeting of Shareholders of CloudMD Software & Services Inc.:

Toll-free (Canada/U.S.): +1-800-319-4610 or

Toll (international): +1-604-638-5340

Only Shareholders of record at the close of business on October 9th, 2020 will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of Proxy indicating your voting instructions. A Proxy will not be valid unless it is deposited at the office of Endeavor Trust Corporation (the “**Transfer Agent**” or “**Endeavor**”) at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia and Ontario) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered Shareholder, please refer to the accompanying Circular for information on how to vote your common shares of the Company.

DATED at Vancouver, British Columbia, this 9th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “Essam Hamza” _____
ESSAM HAMZA
Director & Chief Executive Officer

Registered Shareholders unable to attend the Meeting are requested to complete, date, sign and return their form of Proxy or to vote by telephone or using the internet in accordance with the instructions on the Proxy form. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.