



Reply to the Attention of: [Redacted - Personal Information]

Direct Line: [Redacted - Personal Information]

Email Address: [Redacted - Personal Information]

Our File No.: [Redacted - Personal Information]

Date: July 30, 2024

ELECTRONIC DELIVERY

Ontario Securities Commission
20 Queen Street West
20th Floor
Toronto, Ontario M5H 3S8

Dear Sir/Madam

RE: CloudMD Software & Services Inc. (the "Filer") – passport application for an order under the securities legislation of Ontario that the Filer has ceased to be a reporting issuer

On behalf of the Filer, we are applying under the simplified procedure of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* ("**NP 11-206**") to the Ontario Securities Commission (the "**OSC**") as principal regulator for an order under the securities legislation of Ontario (the "**Legislation**") that the Filer has ceased to be a reporting issuer (the "**Order Sought**").

We identify the OSC as the principal regulator for the application on the basis of the Filer's head office being located in the Province of Ontario, in accordance with section 8 of NP 11-206.

In accordance with subsection 4C.5(2) of Multilateral Instrument 11-102 *Passport System* ("**MI 11-102**") and in satisfaction of the notice requirement in paragraph 4C.5(1)(c) of MI 11-102, the Filer provides notice to the securities regulatory authorities or regulators in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador that subsection 4C.5(1) of MI 11-102 is intended to be relied upon for the Order Sought.

Under the simplified procedure in NP 11-206, the Filer represents that:

1. the Filer is a corporation existing under the laws of the *Business Corporations Act* (British Columbia) (the "**BCBCA**");
2. the Filer's head office is located at 41 Industrial Street, Suite 201, Toronto, Ontario, M4G 0C7, Canada;

3. on May 14, 2024, the Filer entered into an arrangement agreement with 1480775 BC Ltd., an affiliate of CPS Capital LP (a private equity investment firm) (the "**Purchaser**"), pursuant to which the Purchaser agreed to acquire all of the issued and common shares of the Filer (the "**Shares**") pursuant to an arrangement (the "**Arrangement**") under section 288 of the BCBCA;
4. the Arrangement was approved at a special meeting of the shareholders of the Filer held on June 27, 2024;
5. the Arrangement was effective as of July 9, 2024;
6. upon the closing of the Arrangement, the Purchaser and the Filer effected a vertical short-form amalgamation under the BCBCA and continued as one corporation under the name "CloudMD Software & Services Inc." (the "**Amalgamation**");
7. upon the closing of the Arrangement, the Purchaser acquired all of the Shares of the Filer, which were subsequently cancelled upon the completion of the Amalgamation. No person has a right to acquire the Shares;
8. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
9. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
10. the Filer has no intention to seek public financing by way of an offering of securities and has no intention of issuing any securities;
11. subsequent to the closing of the Arrangement, the Filer's common shares were delisted from the TSX Venture Exchange, the OTC Pink Markets and Frankfurt Stock Exchange, and no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
12. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
13. the Filer is not in default of securities legislation in any jurisdiction.

Accompanying this application are the following:

- a) a verification statement of the Filer authorizing this application and confirming the truth of the facts contained herein;
- b) a draft decision document for the order requested; and
- c) payment in the amount of \$1,000 in respect of the application fee to the OSC.

If you have any questions or require further information, please do not hesitate to contact the undersigned.

Yours truly,

[Redacted - Personal Information]

VERIFICATION AND AUTHORIZATION

TO: ONTARIO SECURITIES COMMISSION

CloudMD Software & Services Inc. hereby authorizes the filing of the attached application by Owens Wright LLP and confirms the truth of the facts contained therein.

DATED this 30th day of July, 2024

CLOUDMD SOFTWARE & SERVICES INC.

By: (signed) "Michael Arblaster"

Name: Michael Arblaster

Title: Director