

## NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

**NOTICE IS HEREBY GIVEN** that, pursuant to an interim order of the Supreme Court of British Columbia (the “**Court**”) dated May 29, 2024 (the “**Interim Order**”), a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of CloudMD Software & Services Inc. (“**CloudMD**” or the “**Company**”) and the holders (the “**Optionholders**”, and collectively with the Shareholders, the “**Securityholders**”) of stock options of the Company (“**Options**”) will be held virtually (conducted via audio webcast at <https://web.lumiconnect.com/416813823>), at 10:00 a.m. (Toronto time) on June 27, 2024, for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) to approve a plan of arrangement (the “**Plan of Arrangement**”) pursuant to Division 5 of Part 9 of the *Business Corporations Act (British Columbia)* (the “**BCBCA**”) involving CloudMD and 1480775 B.C. Ltd. (the “**Purchaser**”) pursuant to an arrangement agreement dated May 14, 2024 between CloudMD and the Purchaser. The full text of the Arrangement Resolution is set forth in Appendix A to the accompanying management information circular dated May 29, 2024 (the “**Circular**”); and
2. to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular. Completion of the proposed Plan of Arrangement is conditional upon certain other matters described in the Circular, including the approval of the Court and receipt of required regulatory approvals.

**THE BOARD OF DIRECTORS OF CLOUDMD, AFTER CONSULTATION WITH ITS LEGAL AND FINANCIAL ADVISORS, UNANIMOUSLY RECOMMENDS THAT SECURITYHOLDERS VOTE FOR THE ARRANGEMENT RESOLUTION.**

The Board of Directors of CloudMD has fixed the record date for determining the Securityholders entitled to receive notice of and vote at the Meeting as the close of business on May 23, 2024 (the “**Record Date**”). Only registered Shareholders and Optionholders as of the Record Date are entitled to receive notice of, attend and vote at the Meeting.

We strongly encourage registered Securityholders to vote on the matters before the Meeting by proxy in the manner set out below (and in the Circular). To be effective, a proxy form must be received by the Company’s transfer agent, Endeavor Trust Corporation, no later than 10:00 a.m. (Toronto time) on June 25, 2024, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in the Chair’s discretion, and the Chair is under no obligation to accept or reject any particular late form of proxy.

Registered Shareholders and Optionholders may attend, participate in and vote at the Meeting virtually via audio webcast at <https://web.lumiconnect.com/416813823>, provided they are connected to the internet and comply with all of the requirements set out in the Circular.

Non-registered Shareholders will be able to attend, participate in and vote at the Meeting virtually via audio webcast at <https://web.lumiconnect.com/416813823> if they duly appoint themselves as proxyholder through the method specified by their intermediary and comply with all of the requirements set out in the Circular relating to that appointment and registration. If a non-registered Shareholder does not comply with these requirements, that non-registered Shareholder may be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting.

Registered Shareholders or Optionholders who are unable to attend the Meeting, or any postponement or adjournment thereof, are requested to complete, date, and sign the accompanying form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the accompanying Circular. The time limit for the deposit of proxies may be waived by the Chair of the Meeting in their sole discretion without notice.

If you are a non-registered (beneficial) Shareholder and have received these materials through an Intermediary, please complete and return the voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

Pursuant to and in accordance with the Plan of Arrangement, attached as Appendix B to the accompanying Circular, the Interim Order and the provisions of Sections 237 to 247 of the BCBCA, as modified by the Interim Order and the Plan of Arrangement, registered Shareholders have the right to dissent in respect of the Arrangement Resolution. If the Arrangement is completed, dissenting Shareholders who comply with the procedures set forth in Sections 237 to 247 of the BCBCA, as modified by the Interim Order and the Plan of Arrangement, will be entitled to be paid the fair value of their Shares by the Purchaser. **There can be no assurance that a dissenting Shareholder will receive consideration for their Shares of equal value to the consideration that such dissenting Shareholder would have received under the Arrangement.** This dissent right is summarized in the Circular. Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA (as modified by the Interim Order and the Plan of Arrangement) may result in the loss or unavailability of any right to dissent with respect to the Arrangement.

Persons who are beneficial Shareholders who wish to dissent in respect of the Arrangement Resolution should be aware that only registered Shareholders are entitled to dissent. Accordingly, a beneficial Shareholder desiring to exercise this right of dissent must make arrangements for the Shares beneficially owned by such person to be registered in their name prior to the time the written notice of dissent to the Arrangement Resolution is required to be received by CloudMD or, alternatively, make arrangements for the registered Shareholder to dissent on their behalf.

Your vote is very important, regardless of the number of securities that you own. Whether or not you expect to attend the Meeting, we encourage you to vote your form of proxy or voting instruction form, as applicable, as promptly as possible using the following methods to ensure that your vote will be counted at the Meeting.

**Voting is easy. Vote well in advance of the proxy cut-off time at 10:00 a.m. (Toronto time) on June 25, 2024.**

<b>Voting Method</b>	<b>Registered Shareholders and Optionholders</b> If your securities are held in your name and represented by a physical certificate or DRS statement.	<b>Non-Registered Shareholders</b> If your securities are held with a broker, bank or other intermediary.
<b><i>Voting Prior to the Meeting</i></b>		
<b>Internet</b>	Go to <a href="http://www.eproxy.ca">www.eproxy.ca</a> . Enter the 12-digit control number and password printed on the form of proxy and follow the instructions on screen.	Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> . Enter the 16-digit control number printed on the voting information form ("VIF") and follow the instructions on screen.
<b>Fax</b>	Complete, date and sign the proxy and fax it to: 604.559.8908	Complete, date, and sign the VIF and fax it to the number listed on the VIF.
<b>Mail</b>	Enter voting instructions, sign, and date the form of proxy and return your completed form of proxy to: <b>Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4</b>	Enter your voting instructions, sign and date the VIF, and return the completed VIF.

Voting Method	Registered Shareholders and Optionholders If your securities are held in your name and represented by a physical certificate or DRS statement.	Non-Registered Shareholders If your securities are held with a broker, bank or other intermediary.
<b>Attending the Virtual Meeting</b>		
<b>Online At the Meeting</b>	<ol style="list-style-type: none"> <li>1. Log into <a href="https://web.lumiconnect.com/416813823">https://web.lumiconnect.com/416813823</a> on the Meeting Date.</li> <li>2. Click on “I have a Login”.</li> <li>3. Enter the 12-digit control number as your username (located on the form of proxy or in the email notification you received).</li> <li>4. Enter the password: cloudmd2024 (case sensitive).</li> </ol>	<ol style="list-style-type: none"> <li>1. Enter your own name(s) in the blank space on the VIF or form of proxy provided and return the same to your broker (or the broker’s agent), prior to 10:00 a.m. (Toronto time) on June 25, 2024.</li> <li>2. Register with Endeavor by email at <a href="mailto:proxy@endeavortrust.com">proxy@endeavortrust.com</a> or by calling toll-free at 1.888.787.0888.</li> <li>3. Log into <a href="https://web.lumiconnect.com/416813823">https://web.lumiconnect.com/416813823</a> on the Meeting Date.</li> <li>4. Click on “I have a Login”.</li> <li>5. Enter your user ID number or username, which Endeavor will have provided to you by email, and enter the password: cloudmd2024 (case sensitive).</li> </ol>

In order for registered Shareholders that hold certificate(s) representing Shares to receive the consideration they are entitled to upon completion of the Arrangement, such registered Shareholders must complete and sign the letter of transmittal and return such letter of transmittal, together with their share certificate(s) and related documents to the Depositary in accordance with the procedures set out in the letter of transmittal. The Depositary will use the “push out” method for delivery of the consideration to those registered Shareholders that hold Shares through the Direct Registration System, so delivery of a letter of transmittal is not required.

**Laurel Hill Advisory Group is acting as CloudMD’s proxy solicitation agent and shareholder communications advisor. If you have any questions or require any assistance in completing your proxy or voting instruction form, please contact Laurel Hill Advisory Group by telephone at 1.877.452.7184 (North American Toll Free) or 416.304.0211 (Outside North America), or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).**

**DATED this 29<sup>th</sup> day of May, 2024.**

**BY ORDER OF THE BOARD OF DIRECTORS**

“*Graeme McPhail*”

Chair of the Board of Directors