

CLOUDMD SOFTWARE & SERVICES INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of CloudMD Software & Services Inc. (the “**Company**”) will be held at the offices of Cassels Brock & Blackwell LLP, 2100 Scotia Plaza, 40 King Street W, Toronto, Ontario M5H 3C2 on Thursday, the 15th day of December, 2022 at 11:30 a.m. (EST) for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2021, together with the report of the auditor thereon;
2. to fix the number of directors to be elected at the Meeting at seven (7);
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint KPMG LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix their remuneration;
5. to consider, and, if deemed appropriate, to pass with or without variation an ordinary resolution approving an omnibus equity incentive plan of the Company, as more particularly described in the accompanying management information circular of Company dated November 4, 2022 (the “**Circular**”); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Board has fixed the close of business on October 31, 2022, as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting and any adjournment or postponement thereof. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

This Notice is accompanied by a form of proxy, the Circular and a supplemental mailing list form. The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting using one of the methods described below and in the Circular. Registered Shareholders should complete, date and sign a proxy form in advance of the Meeting and return it to the Company c/o Endeavor Trust Corporation (“**Endeavor**”) at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, by courier, by mail, by fax at 604.559.8908, or by e-mail at proxy@endeavortrust.com or by electronic voting through www.eproxy.ca. Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper proxy form. Further details on the electronic voting process are provided in the form of proxy. Beneficial Shareholders who receive the Meeting materials through their broker or other intermediary should complete and return their form of proxy or voting information form in accordance with the instructions provided by their broker or intermediary. **Shareholders are reminded to review the Circular prior to voting.**

The Board has, by resolution, fixed 11:30 a.m. (EST) on December 13, 2022, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed

Meeting (excluding Saturdays, Sundays, and holidays), as the time before which proxy forms to be used or acted upon at the Meeting, or any adjournment or postponement thereof, must be deposited with the Company's transfer agent and registrar, Endeavor. Alternatively, a proxy form may be given to the Chair of the Meeting at which the proxy form is to be used. 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.

Shareholder Guidance about attending the Meeting:

We believe there is still uncertainty with COVID 19. Therefore, in light of the Company's commitment to the health and well-being of its shareholders, employees, communities and other stakeholders, shareholders are being encouraged to vote on the matters before the Meeting by proxy in the manner set out in the Circular as opposed to attending the Meeting in person.

Rather than attending in person, you are welcome to join a teleconference of the Meeting, which gives shareholders an equal opportunity to access the Meeting regardless of their geographic location. Please email investors@cloudmd.ca prior to 4:00 p.m. (EST) on December 14, 2022 (or the last business day before the day of an adjourned Meeting) to receive call-in details.

DATED at Toronto, Ontario, Canada as of the 4th day of November, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Karen Adams*"

Karen Adams, Chief Executive Officer