



## CLOUDMD SOFTWARE & SERVICES INC.

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, DECEMBER 15, 2023

You are receiving this notification because **CLOUDMD SOFTWARE & SERVICES INC.** (the “**Company**”) has opted to use the “notice and access” system for the delivery of its management information circular (the “**Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Company in respect of its annual general and special meeting of Shareholders to be held on Friday, December 15, 2023 (the “**Meeting**”).

Under “notice and access”, instead of receiving paper copies of the Circular, Shareholders are receiving this notice with information on how to access the Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Company’s paper use and it also reduces the Company’s printing and mailing costs.

#### MEETING DATE AND LOCATION

**WHEN:** Friday, December 15, 2023  
10:00 a.m. (EST)

**WHERE:** Suite 3200, Bay Adelaide Centre – North Tower,  
40 Temperance Street, Toronto, ON M5H 0B4

**Only shareholders who own common shares of the Company at the close of business on the record date of October 20, 2023 may vote at the Meeting or any adjournment or postponement of the Meeting.**

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** to receive and consider the consolidated audited financial statements of the Company for the year ended December 31, 2022, together with the auditor’s report thereon. See the section entitled “*Business of the Meeting – Presentation of Financial Statements*” in the Circular.
- **FIX THE NUMBER OF DIRECTORS:** to set the number of directors of the Company at seven (7). See the section entitled “*Business of the Meeting – Fixing the Number of Directors*” in the Circular.
- **ELECTION OF DIRECTORS:** to elect seven (7) directors of the Company for the ensuing year. See the section entitled “*Business of the Meeting – Election of Directors*” in the Circular.
- **APPOINTMENT OF AUDITOR:** to appoint KPMG LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “*Business of the Meeting – Appointment of Auditor*” in the Circular.
- **RE-APPROVAL OF EQUITY INCENTIVE PLAN:** to pass an ordinary resolution re-approving the omnibus equity incentive plan of the Company. See the section entitled “*Business of the Meeting – Re-approval of the Equity Incentive Plan*” in the Circular.
- **SHARE CONSOLIDATION:** to pass an ordinary resolution authorizing the consolidation of all of the issued and outstanding common shares of the Company, as more particularly described in the Circular. See the section entitled “*Business of the Meeting – Approval of Share Consolidation*” in the Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING.**



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### WEBSITES WHERE THE CIRCULAR IS POSTED:

The Circular can be viewed online under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company's website at [www.investors.cloudmd.ca](http://www.investors.cloudmd.ca).

The Financial Statement Request Card will be mailed to Shareholders together with the proxy or voting instruction form, as applicable, and this notification to use to vote at the Meeting.

### HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR

Shareholders may request paper copies of the Circular and other meeting materials, including the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests must be made by email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com) or by calling toll-free at 1.888.787.0888. Requests may be made up to one year from the date the Circular was filed on SEDAR+.

The Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com) or by calling toll-free at 1.888.787.0888.**

### VOTING

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on the proxy, which is by 10:00 a.m. (EST) on Wednesday, December 13, 2023:

<b>ONLINE:</b>	Go to <a href="http://www.eproxy.ca">www.eproxy.ca</a> and follow the instructions.
<b>EMAIL:</b>	Send to <a href="mailto:proxy@endeavortrust.com">proxy@endeavortrust.com</a>
<b>FACSIMILE:</b>	Fax to Endeavor Trust Company. at 604.559.8908.
<b>MAIL:</b>	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Company Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

<b>INTERNET:</b>	Go to <a href="http://proxyvote.com">proxyvote.com</a> and follow the instructions.
<b>MAIL:</b>	Complete the voting instruction form, sign it and mail it in the envelope provided.

**Shareholders with questions about notice and access can call toll free at 1.888.787.0888.**