

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
CloudMD Software & Services Inc. (formerly Premier Health Group Inc.)		None	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Karen Adams	+1 (647) 484-1405	investors@cloudmd.ca	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
2200 HSBC Building, 885 West Georgia Street		Vancouver, BC Canada V6C 3E8	
<b>8</b> Date of action		<b>9</b> Classification and description	
January 14, 2022		Common Shares	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
18912C 13 6	N/A	TSXV: DOC; OTCQX: DOCRF	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On January 14, 2022, CloudMD Software & Services Inc. ("Buyer") purchased all of the issued and outstanding common shares of MindBeacon Holdings Inc. ("MindBeacon") pursuant to a Plan of Arrangement (the "Arrangement"). Specifically, MindBeacon shareholders received 2.285 Buyer common shares (a "Buyer Share") and U.S.\$0.97 (as converted to U.S. dollars using the daily exchange published by the Bank of Canada on January 14, 2022) in cash for each MindBeacon common share surrendered in exchange therefor. Immediately thereafter, MindBeacon became a wholly-owned subsidiary of Buyer. No fractional Buyer Shares were issued pursuant to the Arrangement, with each fractional share rounded down to the next nearest whole share.

The terms of the Arrangement are set forth in the Management Information Circular of MindBeacon dated December 10, 2021 (the "Circular"). Former shareholders of MindBeacon should review the Circular and consult their own tax advisors regarding the U.S. federal income tax consequences of the Arrangement.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that might apply to particular categories of shareholders.

Buyer and MindBeacon believe that the Arrangement should be treated as a taxable transaction for U.S. federal income tax purposes. As a result, each former MindBeacon shareholder should have a tax basis in any Buyer Shares received pursuant to the Arrangement equal to the fair market value of such Buyer Shares on January 14, 2022.

Former shareholders of MindBeacon should review the Circular and consult their own tax advisors regarding the U.S. federal income tax consequences of the Arrangement.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ For purposes of calculating fair market value, the fair market value of a Buyer Share on January 14, 2022 is estimated at U.S.\$0.77, which was the closing price for a Buyer Share on the TSXV on January 14, 2022 (as converted to U.S. dollars using the daily exchange rate published by the Bank of Canada on January 14, 2022).

Former MindBeacon shareholders should consult their own tax advisors to determine whether they are required to recognize any gain in connection with the Arrangement and what measure of fair market value is appropriate.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The Arrangement constitutes a taxable transaction for U.S. federal income tax purposes. Consequently, the U.S. federal income tax consequences of the Arrangement to former MindBeacon shareholders should be determined under Code Sections 1001, 1012, 1211, and 1221.

In addition, if MindBeacon was classified as a passive foreign investment company (a "PFIC") under Code Section 1297, then Code Sections 1291-98 would be applicable. Former MindBeacon shareholders should consult their own tax advisors regarding the application of the PFIC rules.

**18** Can any resulting loss be recognized? ► A former MindBeacon shareholder may recognize loss pursuant to the Arrangement to the extent such former MindBeacon shareholder's tax basis in the MindBeacon shares surrendered exceeds the fair market value of the consideration received in exchange therefor.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► In general, any gain or loss should be reported by shareholders for the tax year which includes January 14, 2022 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return for the 2022 calendar year).

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► /s/ Karen B. Adams Date ► February 2, 2022

Print your name ► Karen B. Adams Title ► President

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>John D. Hollinrake Jr.</u>	<u>/s/ John Hollinrake</u>	<u>02/02/22</u>		<u>P01568530</u>
	Firm's name ► <u>Dorsey &amp; Whitney LLP</u>	Firm's EIN ► <u>41-0223337</u>		Phone no. <u>(206) 903-8812</u>	
	Firm's address ► <u>Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104</u>				