

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Cloud DX Inc.
72 Victoria St S
Kitchener, ON N2G 4Y9

Item 2 Date of Material Change(s)

September 8, 2023

Item 3 News Release

A news release was issued by the Company on February 9, 2024 through the newswire services of Accesswire and was filed under the Company's profile on the System for Electronic Document Analysis and Retrieval.

Item 4 Summary of Material Change(s)

The Company announced Mr. Konstantin Othmer, a Technologist and Angel Investor, joined the board of directors of the Company effective February 8, 2024 and Mr. Neil Fraser has resigned from the board of directors of the Company effective February 8, 2024.

Item 5 Full Description of Material Change(s)

A full description of the material changes is provided in the news release attached hereto as Schedule "A".

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Robert Kaul, CEO
Telephone: 888-543-0944

Item 9 Date of Report

February 12, 2024

SCHEDULE "A"

CLOUD DX Appoints New Board Member

Mr. Konstantin Othmer, a Technologist and Angel Investor, Joins the Board.

News in Summary

- *Cloud DX is pleased to welcome Mr. Konstantin Othmer to the Board.*
- *Mr. Othmer has nearly 40-year history as an engineer and technologist, with operating experience at Apple Inc., Core Mobility, and CloudCar, among others.*
- *He's also a prolific investor in technology companies, making early investments in market leaders Android, Canva, Life360, Ring, Tesla and many others.*
- *Mr. Othmer will replace Mr. Neil Fraser, who is leaving the Board to serve on the board of a Provincial Health Authority.*

KITCHENER, ON / ACCESSWIRE / February 9, 2024 / Cloud DX (TSXV:CDX)(OTCQB:CDXFF), a leading North American provider of virtual care and remote patient monitoring platforms announces the appointment of Mr. Konstantin Othmer to the Board.

Konstantin is an entrepreneur and investor who began his career as an engineer with Apple where he worked on the Apple II and was later responsible for the Macintosh graphics system. Konstantin has started and operated companies in industries as diverse as online gaming (Catapult Entertainment), enterprise software (ePeople), mobile communications (Core Mobility, Carrier IQ), crowdsourcing (Speechpad), automotive technology (CloudCar) and most recently healthy, sustainable drinks ([H2Yo.co](https://www.h2yo.co)). As an angel investor, he has invested in more than 40 startups including Canva, Cepheid, Immersion, Life360, Ring, and Tesla.

"We're very pleased to welcome Mr. Othmer to our Board," says Cloud DX Founder, CEO and Board Chair Robert Kaul. "His extensive experience as a technologist, an engineer and a businessperson makes him a perfect fit for Cloud DX at this stage of our growth."

Independent Director Mr. Neil Fraser leaves the Cloud DX Board of Directors in order to serve on the Board of a Provincial Health Authority, which precludes his service on the boards of vendors to that Authority.

"We're grateful for the advice and guidance Mr. Fraser has shared as a Director of Cloud DX and we wish him every possible success in the next phase of his amazing career."

Mr. Othmer's appointment is subject to approval by the Toronto Venture Exchange.

Investor Conference Videos Now Available

Cloud DX CEO Robert Kaul presented a Zoom webinar on January 17, 2024, at 4:00 PM Eastern Time (US and Canada). A recording of his presentation can be seen [HERE](#):

The Maxim Group (NYC) held their Annual Healthcare IT Virtual Conference on Wednesday January 24th, 2024, with 18 companies presenting. Investors can see the Cloud DX presentation [HERE](#).

About Cloud DX

Accelerating digital healthcare, Cloud DX is on a mission to make healthcare better for everyone. Our Connected Health™ remote patient monitoring platform is used by healthcare enterprises and care teams across North America to virtually manage chronic disease, enable aging in place, and deliver hospital-quality post-surgical care in the home. Our partners achieve better healthcare and patient outcomes, reduce the need for hospitalization or re-admission, and reduce healthcare delivery costs through more efficient use of resources. Cloud DX is the co-winner of the Qualcomm Tricorder XPRIZE, winner of "2022 Top Innovator" from Canadian Business, a 2021 "Edison Award" winner, a Fast Company "World Changing Idea" finalist, and one of "Canada's Ten Most Prominent Telehealth Providers." Cloud DX is an exclusive partner to Medtronic Canada and Teladoc Health Canada.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cloud DX Investor Site https://ir.cloud_dx.com/overview/default.aspx

Social Links

Twitter <https://twitter.com/CloudDX>

Facebook https://www.facebook.com/cloud_dxinc/

LinkedIn <https://www.linkedin.com/company/cloud-dx/>

Instagram https://www.instagram.com/cloud_dx/

For media inquiries please contact:

Marketing Enquiries

Phone 888-543-0944

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For investor inquiries please contact:

Jay Bedard

Cloud DX Investor Relations

Phone 647-881-8418

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Officer responsible for this Press Release:

Robert Kaul

Chief Executive Officer

Phone 888-543-0944

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Forward Looking Statements

This news release contains forward-looking statements and information within the meaning of applicable securities legislation. Often, but not always, forward-looking statements and information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward looking statements or information involve known and unknown risks, uncertainties and other

factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements or information contained in this news release. In particular, this news release includes certain forward-looking statements concerning the terms of the contract extension, the expected proceeds therefrom, as well as management's objectives, strategies, beliefs and intentions.

Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, the Company's the ability of the Company to fulfill the terms of and derive the benefits from the contract extension.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information.

À propos de Cloud DX

Accélérant les soins de santé virtuels, Cloud DX a pour mission d'améliorer les soins de santé pour tous. Notre plateforme de surveillance à distance des patients Connected HealthMC est utilisée par des entreprises de soins de santé et des équipes de soins partout en Amérique du Nord pour gérer virtuellement les maladies chroniques, permettre aux gens de vieillir chez eux et fournir des soins post-chirurgicaux de qualité hospitalière à domicile. Nos partenaires obtiennent de meilleurs résultats pour les soins de santé et les patients, réduisent le besoin d'hospitalisation ou de réadmission, et réduisent les coûts de prestation des soins de santé grâce à une utilisation plus efficace des ressources. Cloud DX est co-lauréate du prix Qualcomm Tricorder XPRIZE, lauréate du prix Edison 2021, finaliste du concours « World Changing Idea » de Fast Company et un des dix plus importants fournisseurs de télésanté au Canada.

Site des relations avec les investisseurs de Cloud DX <https://ir.clouddx.com/overview/default.aspx>

La Bourse de croissance TSX et son fournisseur de services de réglementation (tel que ce terme est défini dans les politiques de la Bourse de croissance TSX) n'assument aucune responsabilité quant à la pertinence ou à l'exactitude du présent communiqué.

Tous les énoncés prospectifs sont assujettis à des risques et à des incertitudes, tels que ceux décrits dans les rapports périodiques de Medtronic déposés auprès de la Securities and Exchange Commission. Les résultats réels peuvent sensiblement différer des résultats anticipés.

SOURCE: Cloud DX Inc.