



Cloud DX Inc. (“Cloud DX” or the “Corporation”)

SUMMARY OF OFFERING

What are we offering?

<p>Offering:</p>	<p>Private placement of units (“Units”) of the Corporation, with each Unit being comprised of one common share in the capital of the Corporation (a “Common Share”) and one Common Share purchase warrant (a “Warrant”). Each Warrant will entitle the holder thereof to purchase one additional Common Share at a price of \$0.21 per Common Share for a period of three years following the Closing Date (as defined herein), subject to accelerated expiry as described herein.</p> <p>If, at any time, the closing price of the Corporation’s Common Shares is greater than \$0.42 per Common Share for 20 consecutive trading days, the Corporation may provide written notice (a “Warrant Acceleration Notice”) to the holders that the expiry of the Warrants shall be accelerated to a date that is not less than 15 days from the date of the Warrant Acceleration Notice.</p> <p>The holders of Common Shares are entitled to: (i) receive notice of, and to vote at every meeting of the shareholders of the Corporation and shall have one (1) vote for each Common Share held; (ii) receive such dividend as the directors may from time to time, by resolution, declare; and (iii) to share pro rata in the event of liquidation, dissolution or winding up of the Corporation or upon any distribution of the assets of the Corporation among shareholders (other than by way of dividend). The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.</p>
<p>Offering Price:</p>	<p>\$0.14 per Unit</p>
<p>Offering Amount:</p>	<p>Up to 17,857,142 Units for gross proceeds of up to \$2,500,000 (the “Offering”). Collectively, the Offering and the Concurrent Placement (described below) are subject to a minimum of 33,928,571 Units for gross proceeds of \$4,750,000 and a maximum of 39,285,714 Units for gross proceeds of \$5,500,000.</p> <p>All references in this offering document to “dollars”, “C\$” or “\$” are to Canadian dollars, unless otherwise stated.</p>
<p>Concurrent Placement:</p>	<p>In addition, the Corporation intends to complete a concurrent private placement of Units (the “Placement Units”) to certain insiders and other purchasers pursuant to applicable exemptions under NI 45-106 for aggregate gross proceeds of up to \$3,000,000 (the “Concurrent Placement”). B&M Miller Equity Holdings Inc. and Dr. Gaurav Puri have subscribed, as lead orders in the Concurrent Placement, for 10,442,857 Placement Units for aggregate gross proceeds of \$1,462,000.</p> <p>The Placement Units will be subject to a four month hold period.</p>

Closing Date:	On or about January 27, 2023, or on such other date or dates as the Corporation may determine (the “ Closing Date ”)
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “ CDX ” and on the OTCQX Best Market (“ OTCQX ”) under the trading symbol “ CDXFF ”.
Last Closing Price:	The last closing price of the Common Shares on the TSXV and on the OTCQX on January 19, 2023 was \$0.15, and US\$0.11, respectively.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Cloud DX Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.
- The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Corporation’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning: Cloud DX’s current and future development efforts, including timelines and anticipated costs; Cloud DX’s partnerships and the anticipated benefits thereof; Cloud DX’s funding expectations; Cloud DX’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the Concurrent Placement; and the expected Closing Date. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Corporation. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: Cloud DX’s ability to obtain the necessary financing and the general impact of financial market conditions; the demand for Cloud DX’s services; the success of Cloud DX’s current and future development efforts; changes in prices of required commodities; volatility of the capital markets; competition risks; government regulations; potential conflicts of interest; political instability and hyperinflation; coronavirus; Russia’s military action in Ukraine; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; currency risks; financial reporting standards; and climate change. This list is not exhaustive of the factors that may affect any of the Corporation’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Corporation’s actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the “Risk Factors” section of the Corporation’s annual information form for the year ended December 31, 2020 and other filings available at www.sedar.com.

The Corporation provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Corporation disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Cloud DX is a Health Canada licensed, FDA registered medical device manufacturer and software developer that offers a complete “end-to-end” virtual healthcare platform called Cloud DX Connected Health™. The Corporation has developed and cleared through regulatory agencies a family of proprietary medical devices, each of which collects multiple vital signs. Cloud DX customers purchase Connected Health™ in order to remotely monitor patients with a variety of conditions including serious chronic illnesses such as chronic obstructive pulmonary disease and congestive heart failure, as well as patients recovering from surgery and COVID-19 patients outside of hospitals. Typical Cloud DX customers include academic institutions, large hospitals and provincial health authorities in Canada, and physician practices and hospitals in the United States.

Cloud DX is focused on offering the best possible virtual care experience. By manufacturing proprietary vital sign devices, the Corporation continues to improve the patient user experience (UX), making virtual care more engaging for those who need it most. By collecting unique and accurate remote data, clinicians have more information to use in therapeutic decision making, while streamlining workflow with automated monitoring. Using advanced data science techniques, patterns are identified in patient generated data that indicate the probability of poorer health outcomes, enabling rapid intervention and saving lives. By managing the full patient-to-provider experience, costs can be reduced with improved ROI for healthcare payers including Canadian health ministries, US Medicare and private insurance providers.

Recent developments

Community Paramedic Contracts – On October 12, 2022, the Corporation announced an expansion of the previously announced Community Paramedicine for Long Term Care deployment with Oxford County Paramedic Services. Oxford County Paramedic Services has purchased 200 Connected Health™ kits and related subscriptions on contracts totaling up to \$325,000. Funding for the program comes from the \$82.5M Community Paramedicine for Long Term Care program announced last year by the Ontario government and from Ontario Health through the Remote Care Management and Surgical Transition Funding. On November 2, 2022, Cloud DX announced the 6th contract to be signed in 2022 with a Community Paramedic Service, in this case a \$200,000 agreement to deploy Cloud DX Connected Health over 24 months.

Medioh Logistics Partnership – On October 25 2022, Cloud DX announced a new partnership with North American healthcare logistics leader Medioh to optimize digital health inventory for clinics and hospitals. With offices in Montreal PQ, Toronto ON, Indianapolis IN and Phoenix AZ, Medioh is the turnkey logistics, asset management and operational support behind many of the largest and most successful RPM programs in North America. This partnership will allow Cloud DX to offer its customers the ability to expand their reach and breadth of services by offering an RPM platform that is currently one of the most widely used in North America. In addition, it will enable Cloud DX clients to benefit from Medioh’s extensive reach across North America given its presence and breadth of areas covered.

Medtronic Distribution Agreement – On November 8, 2022, Cloud DX announced \$5.2M of co-investment from the Digital Supercluster, through Innovation, Science and Economic Development Canada to create the Continuous Connected Patient Care (CCPC) digital platform. Continuous remote monitoring of recently discharged patients is expected to improve patient outcomes and free up badly needed hospital resources. Led by Medtronic, in partnership with Excelar Technologies, Providence Health Care Ventures, Simon Fraser University, 3D Bridge Solutions and StarFish Medical, Cloud DX will develop and commercialize a

Continuous Connected Patient Care (CCPC) digital platform to improve quality of at-home care for discharged patients, saving in-hospital resources for acute patient cases. The project has a total investment of \$12.8M, with \$5.2M co-invested through the Digital Supercluster based in Vancouver, BC. It is expected to launch in 2024. As milestones are met, Cloud DX will receive up to \$560,000 over the project span to support the integration of a new Medtronic continuous vital sign monitoring device and a connected medication dispenser to the Connected Health software platform. Once approved by regulators, Medtronic and Cloud DX intend to distribute the combined platform in over 100 countries around the world.

Distinguished New Board Member – On November 15, 2022, Cloud DX was pleased to announce the appointment of Neil Fraser to the board as an independent director. Mr. Fraser retired in July 2022 from his role as President of Medtronic Canada, a subsidiary of Medtronic plc, a global leader in healthcare technology. He is currently a board member of Sona Nanotech Inc. and a member of various health-related councils including the CD Howe Institute and the International Working Group on Global Research, Development & Innovation with the BRG Institute. In the past, he has acted as Chair of Medtech Canada, Board Member of Baycrest Health Sciences, Member of both the federal Advisory Panel on Healthcare Innovation and the Ontario Health Innovation Council. Mr Fraser brings over 38 years of medical technology leadership to Cloud DX.

Convertible Debentures Oversubscribed – On November 22, 2022, the Corporation announced that, due to strong investor demand, it increased the size of its non-brokered private placement of secured convertible debentures (the “**Convertible Debentures**”) from \$1,800,000 to up to \$2,375,000 (the “**Convertible Debenture Offering**”). The Convertible Debenture Offering included the issuance and sale of up to 2,375 Convertible Debentures, with each Convertible Debenture issued at a price of \$1,000. The Convertible Debentures mature on the date that is 18 months from the date of issuance (the “**Maturity Date**”) and bear interest at a simple rate of 18% per annum, payable upon the earlier of the conversion date or the Maturity Date. The principal amount of the Convertible Debentures is convertible, at the election of the holders, into Common Shares at a conversion price of \$0.16 per Common Share at any time prior to the Maturity Date. The Convertible Debentures are secured against all present and after-acquired personal property of the Corporation, pursuant to a general security agreement.

Ontario Hospital Contracts – On December 13, 2022, Cloud DX announced, along with one of its global healthcare technology partners, an expansion contract with an existing Ontario hospital client to provide remote patient monitoring to an additional 100 cardiac patients. This contract follows a successful initial deployment of Cloud DX’s Connected Health™ remote patient monitoring program earlier this year. The 12-month contract value is estimated at \$76,000 and includes the procurement of new Connected Health™ kits in addition to the refurbishment of the hospital’s existing third-party devices. This contract is the 26 signed agreement (out of an eventual total of 28) for Cloud DX in 2022, an increase of 233% compared to the 12 contracts signed in 2021. Notable 2022 contracts include major partnerships with Medtronic and Teladoc Health, US clinics, global distribution agreements, and 6 Ontario Community Paramedicine contracts.

US Primary Care Contracts – On December 7, 2022, the Corporation announced a new contract with a primary care clinic in Alaska, USA, bringing Cloud DX offerings to six states, including Michigan, Pennsylvania, Massachusetts, Illinois, and Oregon. The new clinic will implement Cloud DX’s Remote Patient Monitoring (RPM) solution, called Connected Health™ to care for patients with chronic illnesses, offering improved monitoring services and proactive care while importantly addressing concerns around rural patient locations. This agreement marks the 8th contract signed in 2022 with a US healthcare provider, and the 4th direct contract with a larger Primary Care Provider (PCP) who is directly reimbursed to deploy Connected Health to their Medicare patients.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Corporation in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The business objectives the Corporation expects to accomplish using the available funds are to deliver products and services under recently signed contracts and increase sales to the following customer types: Canadian Provincial Health Departments, Canadian Hospitals, US Primary Care Clinics and US Hospitals. In order to increase sales, the Corporation needs to acquire additional inventory, hire additional sales personnel and increase marketing efforts. The Corporation expects these events will occur within the following time frames, with the following costs related to each event:

Event	Time Frame	Cost (assuming minimum offering only)	Cost (assuming 100% of offering)
Inventory	February-December 2023	\$ 1,100,000	\$ 1,750,000
Hire additional sales staff (Sales)	April-June 2023	\$ 60,000	\$ 100,000
Hire additional support staff (Sales)	April-June 2023	\$ 40,000	\$ 40,000
Complete CCPC Phase 1 (R&D)	March 2023	\$ 105,000	\$ 105,000
Complete VISION 2 Phase 1 (R&D)	March 2023	\$ 30,000	\$ 30,000
Marketing	January-December 2023	\$ 10,000	\$ 10,000
Working Capital	January-December 2023	\$ 40,000	\$ 40,000

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming minimum offering only	Assuming 100% of offering
A	Amount to be raised by this offering ⁽¹⁾	\$4,750,000	\$5,500,000
B	Selling commissions and fees	\$20,000 ⁽²⁾	\$80,000 ⁽³⁾
C	Estimated offering costs (e.g., legal, accounting, audit)	\$45,000	\$45,000
D	Net proceeds of offering: $D = A - (B+C)$	\$4,685,000	\$5,375,000
E	Working capital as at most recent month end (deficiency) ⁽⁴⁾	(\$4,250,000)	(\$4,250,000)
F	Additional sources of funding ⁽⁵⁾	\$950,000	\$950,000
G	Total available funds: $G = D+E+F$	\$1,385,000	\$2,075,000

Notes:

(1) This amount includes the Concurrent Placement.

- (2) Assuming the minimum Offering, the Corporation expects that approximately \$250,000 of the Offering will be sourced through certain qualified persons while at the maximum offering, approximately \$1,000,000 may be sourced from qualified persons. As a result, the Corporation expects to pay a finder's fee to such qualified persons in cash and/or warrants.
- (3) Assuming the maximum Offering, the Corporation expects that approximately \$1,000,000 - \$1,500,000 of the Offering will be sourced through certain qualified persons. As a result, the Corporation expects to pay a finder's fee to such qualified persons in cash and/or warrants.
- (4) The Corporation's working capital deficiency as at December 31, 2022 is estimated to be approximately \$4,250,000. The Corporation's working capital has declined from December 31, 2021 to December 31, 2022 as a result of increased expenditures on inventory, sales, marketing and logistics, and delays in collecting some accounts receivable due to year-end holidays.
- (5) This amount represents non-dilutive funding for two projects, one funded by the Digital Technology Supercluster with \$470,000 due to Cloud DX and the other funded by Canadian Institute of Health Research with \$480,000 due to Cloud DX.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum offering only	Assuming 100% of offering
Inventory	\$1,100,000	\$1,750,000
Hire additional sales staff (Sales)	\$60,000	\$100,000
Hire additional support staff (Sales)	\$40,000	\$40,000
Complete CCPC Phase 1 (R&D)	\$105,000	\$105,000
Complete VISION 2 Phase 1 (R&D)	\$30,000	\$30,000
Marketing	\$10,000	\$10,000
Working Capital	\$40,000	\$40,000
Total	\$1,385,000	\$2,075,000

The above-noted allocation of capital and anticipated timing represents the Corporation's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Corporation intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Corporation's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

How have we used the other funds we have raised in the past 12 months?

In the past 12 months, the Corporation raised aggregate gross proceeds of \$6,383,000. These proceeds were used as follows:

Description	Amount	Variances to what was previously disclosed as use of proceeds, if any, and why
Inventory	\$955,000	N/A

Description	Amount	Variances to what was previously disclosed as use of proceeds, if any, and why
R&D	\$110,000	N/A
Sales	\$1,430,000	N/A
Marketing	\$1,570,000	N/A
Working Capital	\$2,318,000	N/A
Total	\$6,383,000	N/A

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Corporation has not engaged a dealer in connection with the Offering. Assuming the maximum Offering, the Corporation expects that approximately \$1,000,000 - \$1,500,000 of the Offering will be sourced through certain qualified persons. As a result, the Corporation expects to pay a finder's fee to such qualified persons in cash and/or warrants.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Corporation, or**
- (b) to damages against the Corporation and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Corporation's continuous disclosure filings on SEDAR at www.sedar.com under the Corporation's profile.

For further information regarding the Corporation, visit our website at: www.cloudndx.com.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in Units.

CERTIFICATE OF THE CORPORATION

This offering document, together with any document filed under Canadian securities legislation on or after January 20, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

January 20, 2023

By: (signed) "Robert Kaul"
Name: Robert Kaul
Title: Chief Executive Officer

By: (signed) "Simon Selkrig"
Name: Simon Selkrig
Title: Chief Financial Officer