



This is the 2<sup>nd</sup> Affidavit of  
Kim MacDonald in this proceeding  
and was made on June 26, 2024.

District of British Columbia  
Division No. :03-Vancouver  
Court No.: B-240300  
Estate No.: 11-3089419  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF CLOUD DIAGNOSTICS CANADA ULC**

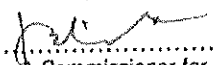
**AFFIDAVIT**

I, KIM MACDONALD, of 2900 - 733 Seymour Street, Vancouver, B.C., SWEAR THAT:

1. I am a legal assistant of the law firm of Owen Bird Law Corporation, solicitors for Cloud Diagnostics Canada ULC, and as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where the same are stated to be based upon information and belief, and where so stated I verily believe the same to be true.
2. Attached and marked as Exhibit "A" to this affidavit is a true copy of an email exchange dated June 24, 2024 between Brad Miller and Robert Kaul.
3. Attached and marked as Exhibit "B" to this affidavit is a true copy of an email exchange dated June 24, 2024 between Mitch Whyne and Robert Kaul.
4. Attached and marked as Exhibit "C" to this affidavit is a true copy of an email exchange dated June 24, 2024 between Constatine (Gus) Zachos and Robert Kaul.
5. Attached and marked as Exhibit "D" to this affidavit is a true copy of an email exchange dated June 24, 2024 between Guarav Puri and Robert Kaul.
6. Attached and marked as Exhibit "E" to this affidavit is a true copy of an email exchange dated June 25, 2024 between Michele Middlemore and Robert Kaul.
7. Attached and marked as Exhibit "F" to this affidavit is a true copy of an email exchange dated June 25, 2024 between Guarav Puri and Robert Kaul.



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This is Exhibit " A " referred to in the affidavit of ... Kim MacDonald ... sworn before me at ... Vancouver, BC ... this 26<sup>th</sup> day of ... June ... , 2024 ...  ... A Commissioner for taking Affidavits within British Columbia

From: Brad Miller <brad.miller@advantecglobal.com>  
Sent: Monday, June 24, 2024 10:33 AM  
To: Robert Kaul <Robert.Kaul@CloudDX.com>  
Cc: Gus Zachos <ctzachs@rogers.com>; gori21@gmail.com <gori21@gmail.com>; Mitch <mwhyne@gmail.com>  
Subject: Re: Consent to the 3rd DIP Loan tranche - please reply "I agree"

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I agree.

Brad

On Jun 24, 2024, at 10:13 AM, Robert Kaul <Robert.Kaul@clouddx.com> wrote:

Hello Everyone,

We need the Lenders of the 2nd DIP Loan to agree to the terms of the 3<sup>rd</sup> DIP Loan, which we are applying for this week.

See attached DIP 3 term sheet - the terms are the same as DIP 2. So far, we have \$350,000 committed to DIP 3 and further commitments are coming in today. We plan to ask the court for approval for DIP 3 by Wednesday if not sooner.

Please respond "I agree" to this email.

Call or text if you have any questions.

Thank you!

Robert

\*\*\*\*\*

To whom it may concern:

1. By way of an order made by Madam Justice Sharma made in the British Columbia Supreme Court on June 11 herein, an Interim financing loan of \$120,000 (the "First DIP Loan") was approved and an Interim financing charge of \$120,000 was ordered (the "First DIP Charge") over the property of Cloud Diagnostics Canada ULC ("Cloud DX").
  
2. By way of an order made by Mister Justice Kent made in the British Columbia Supreme Court on June 14 herein, an Interim financing loan of \$400,000 (the "Second DIP Loan") was approved and an Interim financing charge of \$400,000 was ordered (the "Second DIP Charge") over the property of Cloud DX.
  
3. I am a lender under the Second DIP Loan, and I and am my co-lenders advanced funds to Cloud DX in accordance with the Second DIP Loan.
  
4. Cloud DX requires further Interim financing, and has now secured an agreement with lenders for a third tranche of interim financing (the "Third DIP Loan").
  
5. I understand that the terms of the Third DIP Loan are contained in the term sheet that is attached hereto, and which I understand will be attached as an exhibit to the third affidavit of Mr. Robert Kaul, sworn herein.
  
6. Cloud DX will seek to obtain a Court order granting a priority charge for the Third DIP Loan (the "Third DIP Charge"), so that, among other things, the Third DIP Charge will have priority over the Second DIP Charge.
  
7. I hereby consent to an order granting the Third DIP Charge priority over the Second DIP Charge.

<Term Sheet DIP 3 - 11% + fee.docx>

000003

This is Exhibit " B " referred to in the  
affidavit of Kim MacDonald  
sworn before me at Vancouver BC  
this 26th day of June, 2024  
[Signature]  
A Commissioner for taking Affidavits  
within British Columbia

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From: Mitch <mwhyne@gmail.com>  
Sent: Monday, June 24, 2024 7:02 PM  
To: Robert Kaul <Robert.Kaul@CloudDX.com>  
Cc: Brad Miller <brad.miller@advantecglobal.com>; Gus Zachos <ctzachs@rogers.com>; gori21@gmail.com  
<gori21@gmail.com>  
Subject: Re: Consent to the 3rd DIP Loan tranche - please reply "I agree"

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I agree  
Sent from my iPhone

On Jun 24, 2024, at 1:12 PM, Robert Kaul <Robert.Kaul@clouddx.com> wrote:

Hello Everyone,

We need the Lenders of the 2nd DIP Loan to agree to the terms of the 3<sup>rd</sup> DIP Loan, which we are applying for this week.

See attached DIP 3 term sheet - the terms are the same as DIP 2. So far, we have \$350,000 committed to DIP 3 and further commitments are coming in today. We plan to ask the court for approval for DIP 3 by Wednesday if not sooner.

Please respond "I agree" to this email.

Call or text if you have any questions.

Thank you!

Robert


\*\*\*\*\*

To whom it may concern:

1. By way of an order made by Madam Justice Sharma made in the British Columbia Supreme Court on June 11 herein, an interim financing loan of \$120,000 (the "First DIP Loan") was approved and an interim financing charge of \$120,000 was ordered (the "First DIP Charge") over the property of Cloud Diagnostics Canada ULC ("Cloud DX").
  
2. By way of an order made by Mister Justice Kent made in the British Columbia Supreme Court on June 14 herein, an interim financing loan of \$400,000 (the "Second DIP Loan") was approved and an interim financing charge of \$400,000 was ordered (the "Second DIP Charge") over the property of Cloud DX.
  
3. I am a lender under the Second DIP Loan, and I and am my co-lenders advanced funds to Cloud DX in accordance with the Second DIP Loan.
  
4. Cloud DX requires further Interim financing, and has now secured an agreement with lenders for a third tranche of interim financing (the "Third DIP Loan").
  
5. I understand that the terms of the Third DIP Loan are contained in the term sheet that is attached hereto, and which I understand will be attached as an exhibit to the third affidavit of Mr. Robert Kaul, sworn herein.
  
6. Cloud DX will seek to obtain a Court order granting a priority charge for the Third DIP Loan (the "Third DIP Charge"), so that, among other things, the Third DIP Charge will have priority over the Second DIP Charge.
  
7. I hereby consent to an order granting the Third DIP Charge priority over the Second DIP Charge.

<Term Sheet DIP 3 - 11% + fee.docx>

000005

This is Exhibit " C " referred to in the affidavit of Kim MacDonald sworn before me at Vancouver, BC this 26th day of June, 2024  
  
A Commissioner for taking Affidavits within British Columbia

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From: ctzachs@rogers.com <ctzachs@rogers.com>  
Sent: Monday, June 24, 2024 2:03 PM  
To: Robert Kaul <Robert.Kaul@CloudDX.com>; Brad Miller <brad.miller@advantecglobal.com>; gori21@gmail.com <gori21@gmail.com>; 'Mltch' <mwhyne@gmail.com>  
Subject: RE: Consent to the 3rd DIP Loan tranche - please reply "I agree"

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I agree.  
g

From: Robert Kaul <Robert.Kaul@CloudDX.com>  
Sent: Monday, June 24, 2024 1:12 PM  
To: Brad Miller <brad.miller@advantecglobal.com>; Gus Zachos <ctzachs@rogers.com>; gori21@gmail.com; Mitch <mwhyne@gmail.com>  
Subject: Consent to the 3rd DIP Loan tranche - please reply "I agree"  
Importance: High

Hello Everyone,

We need the Lenders of the 2nd DIP Loan to agree to the terms of the 3<sup>rd</sup> DIP Loan, which we are applying for this week.

See attached DIP 3 term sheet - the terms are the same as DIP 2. So far, we have \$350,000 committed to DIP 3 and further commitments are coming in today. We plan to ask the court for approval for DIP 3 by Wednesday if not sooner.

Please respond "I agree" to this email.

Call or text if you have any questions.

Thank you!

Robert

\*\*\*\*\*

To whom it may concern:

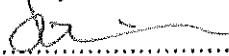
1. By way of an order made by Madam Justice Sharma made in the British Columbia Supreme Court on June 11 herein, an interim financing loan of \$120,000 (the "First DIP Loan") was approved and an interim financing charge of \$120,000 was ordered (the "First DIP Charge") over the property of Cloud Diagnostics Canada ULC ("Cloud DX").
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3. I am a lender under the Second DIP Loan, and I and am my co-lenders advanced funds to Cloud DX in accordance with the Second DIP Loan.
4. Cloud DX requires further interim financing, and has now secured an agreement with lenders for a third tranche of interim financing (the "Third DIP Loan").
5. I understand that the terms of the Third DIP Loan are contained in the term sheet that is attached hereto, and which I understand will be attached as an exhibit to the third affidavit of Mr. Robert Kaul, sworn herein.
6. Cloud DX will seek to obtain a Court order granting a priority charge for the Third DIP Loan (the "Third DIP Charge"), so that, among other things, the Third DIP Charge will have priority over the Second DIP Charge.
7. I hereby consent to an order granting the Third DIP Charge priority over the Second DIP Charge.

<Term Sheet DIP 3 - 11% + fee.docx>



004317

This is Exhibit " D " referred to in the  
affidavit of Kim Mac Donald  
sworn before me at Vancouver, BC  
this 24th day of June, 2024

  
A Commissioner for taking Affidavits  
within British Columbia

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From: Gaurav Puri <gaurav.puri.to@gmail.com>  
Sent: Tuesday, June 25, 2024 8:45 AM  
To: Mitch <mwhyne@gmail.com>  
Cc: Brad Miller <brad.miller@advantecglobal.com>; Gus Zachos <ctzachs@rogers.com>; Robert Kaul  
<Robert.Kaul@CloudDX.com>  
Subject: Re: Consent to the 3rd DIP Loan tranche - please reply "I agree"

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Agree

On Mon, Jun 24, 2024 at 10:02 PM Mitch <mwhyne@gmail.com> wrote:  
I agree  
Sent from my iPhone

On Jun 24, 2024, at 1:12 PM, Robert Kaul <Robert.Kaul@clouddx.com> wrote:

Hello Everyone,

We need the Lenders of the 2nd DIP Loan to agree to the terms of the 3<sup>rd</sup> DIP Loan, which we are applying for this week.

See attached DIP 3 term sheet - the terms are the same as DIP 2. So far, we have \$350,000 committed to DIP 3 and further commitments are coming in today. We plan to ask the court for approval for DIP 3 by Wednesday if not sooner.

Please respond "I agree" to this email.

Call or text if you have any questions.

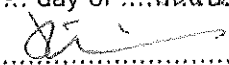
Thank you!

Robert

\*\*\*\*\*

To whom it may concern:

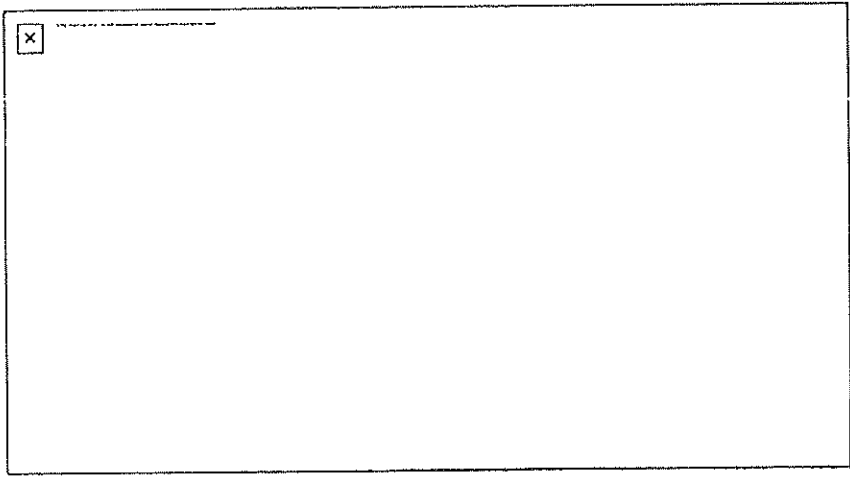
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2. By way of an order made by Mister Justice Kent made in the British Columbia Supreme Court on June 14 herein, an interim financing loan of \$400,000 (the "Second DIP Loan") was approved and an interim financing charge of \$400,000 was ordered (the "Second DIP Charge") over the property of Cloud DX.
3. I am a lender under the Second DIP Loan, and I and am my co-lenders advanced funds to Cloud DX in accordance with the Second DIP Loan.
4. Cloud DX requires further interim financing, and has now secured an agreement with lenders for a third tranche of interim financing (the "Third DIP Loan").
5. I understand that the terms of the Third DIP Loan are contained in the term sheet that is attached hereto, and which I understand will be attached as an exhibit to the third affidavit of Mr. Robert Kaul, sworn herein.
6. Cloud DX will seek to obtain a Court order granting a priority charge for the Third DIP Loan (the "Third DIP Charge"), so that, among other things, the Third DIP Charge will have priority over the Second DIP Charge.
7. I hereby consent to an order granting the Third DIP Charge priority over the Second DIP Charge.

This is Exhibit " E " referred to in the affidavit of Kim MacDonald sworn before me at Vancouver, BC this 26th day of June, 2024  
  
A Commissioner for taking Affidavits within British Columbia

From: Michele Middlemore <mmiddlemore@mc2ba.com>  
Sent: Tuesday, June 25, 2024 9:12 AM  
To: Gaurav Puri <gaurav.puri.to@gmail.com>  
Cc: Robert Kaul <Robert.Kaul@CloudDX.com>; Gus Zachos <ctzachs@rogers.com>  
Subject: Re: Consent to the 3rd DIP tranche

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I agree



On Tue, Jun 25, 2024 at 11:40 AM Gaurav Puri <gaurav.puri.to@gmail.com> wrote:  
I agree

On Mon, Jun 24, 2024 at 1:07 PM Robert Kaul <Robert.Kaul@clouddx.com> wrote:  
Hi Everyone,

We need to complete the following Consent In order to apply for approval for the 3<sup>rd</sup> DIP Loan.

Please reply "I Agree" to this email

Call or text with any questions. This is the same as the consent we needed for DIP 2.

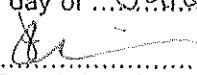
Thanks

Robert

\*\*\*\*\*

To whom it may concern:

1. By way of an order made by Madam Justice Sharma made in the British Columbia Supreme Court on June 11 herein, an interim financing loan of \$120,000 (the "First DIP Loan") was approved and an interim financing charge of \$120,000 was ordered (the "First DIP Charge") over the property of Cloud Diagnostics Canada ULC ("Cloud DX").
2. By way of an order made by Mister Justice Kent made in the British Columbia Supreme Court on June 14 herein, an interim financing loan of \$400,000 (the "Second DIP Loan") was approved and an interim financing charge of \$400,000 was ordered (the "Second DIP Charge") over the property of Cloud DX.
3. I am a lender under the First DIP Loan, and I and am my co-lenders advanced funds to Cloud DX in accordance with the First DIP Loan. I consented to the Court granting a priority charge for the Second DIP Loan (the "Second DIP Charge") over the First DIP Charge.
4. Cloud DX requires further Interim financing, and has now secured an agreement with lenders for a third tranche of interim financing (the "Third DIP Loan").
5. I understand that the terms of the Third DIP Loan are contained in the term sheet that is attached hereto, and which I understand will be attached as an exhibit to the third affidavit of Mr. Robert Kaul, sworn herein.
6. Cloud DX will seek to obtain a Court order granting a priority charge for the Third DIP Loan (the "Third DIP Charge"), so that, among other things, the Third DIP Charge will have priority over the First DIP Charge.
7. I hereby consent to an order granting the Third DIP Charge priority over the First DIP Charge.

This is Exhibit " F " referred to in the affidavit of Ken MacDonald sworn before me at Vancouver BC this 26<sup>th</sup> day of June, 2024  
  
A Commissioner for taking Affidavits within British Columbia

From: Gaurav Puri <gaurav.puri.to@gmail.com>  
Sent: Tuesday, June 25, 2024 8:40 AM  
To: Robert Kaul <Robert.Kaul@CloudDX.com>  
Cc: Gus Zachos <ctzachs@rogers.com>; Michelle Middlemore <mmiddlemore@mc2ba.com>  
Subject: Re: Consent to the 3rd DIP tranche

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I agree

On Mon, Jun 24, 2024 at 1:07 PM Robert Kaul <[Robert.Kaul@clouddx.com](mailto:Robert.Kaul@clouddx.com)> wrote:  
HI Everyone,

We need to complete the following Consent in order to apply for approval for the 3<sup>rd</sup> DIP Loan.

Please reply "I Agree" to this email

Call or text with any questions. This is the same as the consent we needed for DIP 2.

Thanks

Robert

\*\*\*\*\*

To whom it may concern:

1. By way of an order made by Madam Justice Sharma made in the British Columbia Supreme Court on June 11 herein, an interim financing loan of \$120,000 (the "First DIP Loan") was approved and an Interim financing charge of \$120,000 was ordered (the "First DIP Charge") over the property of Cloud Diagnostics Canada ULC ("Cloud DX").
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"Second DIP Loan") was approved and an interim financing charge of \$400,000 was ordered (the "Second DIP Charge") over the property of Cloud DX.

3. I am a lender under the First DIP Loan, and I and am my co-lenders advanced funds to Cloud DX in accordance with the First DIP Loan. I consented to the Court granting a priority charge for the Second DIP Loan (the "Second DIP Charge") over the First DIP Charge.

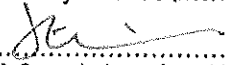
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6. Cloud DX will seek to obtain a Court order granting a priority charge for the Third DIP Loan (the "Third DIP Charge"), so that, among other things, the Third DIP Charge will have priority over the First DIP Charge.

7. I hereby consent to an order granting the Third DIP Charge priority over the First DIP Charge.

000013

This is Exhibit " 6 " referred to in the  
affidavit of Kim MacDonald  
sworn before me at Vancouver BC  
this 21<sup>st</sup> day of June, 2024  
  
A Commissioner for taking Affidavits  
within British Columbia

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From: Constantine Zachos <[czachos@falconpoint.ca](mailto:czachos@falconpoint.ca)>  
Sent: Wednesday, June 26, 2024 11:42 AM  
To: Robert Kaul <[Robert.Kaul@CloudDX.com](mailto:Robert.Kaul@CloudDX.com)>  
Subject: Re: URGENT - please consent with "I Agree"

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I agree

Sent from [Outlook for Android](#)

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From: Robert Kaul <[Robert.Kaul@CloudDX.com](mailto:Robert.Kaul@CloudDX.com)>  
Sent: Wednesday, June 26, 2024 2:37:48 PM  
To: Constantine Zachos <[czachos@falconpoint.ca](mailto:czachos@falconpoint.ca)>  
Subject: URGENT - please consent with "I Agree"

To whom it may concern:

1. By way of an order made by Madam Justice Sharma made in the British Columbia Supreme Court on June 11 herein, an interim financing loan of \$120,000 (the "First DIP Loan") was approved and an interim financing charge of \$120,000 was ordered (the "First DIP Charge") over the property of Cloud Diagnostics Canada ULC ("Cloud DX").
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7. I hereby consent to an order granting the Third DIP Charge priority over the First DIP Charge.



