

**MANAGEMENT’S DISCUSSION AND ANALYSIS  
OF THE COMPANY’S FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
FOR THE YEAR ENDED MAY 31, 2020**

**FORM 51-102F1**

**DATE AND SUBJECT OF THIS REPORT**

This Management Discussion & Analysis (“MD&A”) is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Certive Solutions Inc. and its subsidiaries (“Certive” or the “Company”) as at and for the year ended May 31, 2020. The MD&A should be read in conjunction with the audited consolidated financial statements and related notes thereto of the Company as at and for the years ended May 31, 2020 and 2019. This MD&A has been prepared effective September 28, 2020.

The Company was incorporated on June 11, 2010, under the laws of the Province of British Columbia. The Company changed its name to Certive Solutions Inc. in October 2013 to pursue sales and marketing opportunities as a business process management solution focused on hospital revenue cycle management in the U.S. healthcare industry. The Company’s mailing office is located at 1185 West Georgia Street, Suite 1140, Vancouver, B.C., V6E 4E6. The Company’s operational headquarters is located at 8149 North 87<sup>th</sup> Place, Scottsdale, Arizona 85258. The Company reports its financial results in U.S. dollars and under International Financial Reporting Standards.

The Company is publicly traded on the Canadian Securities Exchange (CSE: CBP). Effective September 16, 2014, the Company’s shares began trading on the Frankfurt Exchange (FWB: 5CE) and on July 15, 2015, the Company’s shares were quoted on the OTCQB Capital Markets in the United States under the trading symbol “CTVEF”. As at May 31, 2020, and as of the date of this MD&A, the Company has two wholly owned subsidiaries: Advantive Information Systems Inc. (which is dormant) and Certive Health Inc. (“CHI” which was formerly known as “Certive Technologies Arizona Inc.”) each operating as independent subsidiaries of the Company. Effective as of May 31, 2019, CHI sold its wholly owned subsidiary Knowledge Capital Alliance Inc. (“KCA”) and has one remaining wholly owned subsidiary Omega Technology Solutions Inc. (“Omega”).

**OVERALL PERFORMANCE**

During the year ended May 31, 2020 and the subsequent period up to and including the date of this MD&A, there were no significant or material events that occurred other than as reported herein. All amounts expressed herein are in U.S. dollars. As reported in this MD&A for year ended May 31, 2020, the Company, its primary operational subsidiary, CHI, and its subsidiary, Omega, continue to operate below breakeven sales with negative cash flows; however, given the recent sales contracts and sales prospects that have been identified in the past several months, management believes that CHI may reach breakeven sales volumes during the second half of the fiscal year ending May 31, 2021.

Assuming that the Company's past due debt totaling \$2,133,914 can be refinanced, it is projected that over the following three months after the date of this MD&A, the Company will require a minimum cash infusion of \$350,000 to cover routine operating costs and its other short-term obligations. As more thoroughly described elsewhere in the this MD&A, the Company received funds covering its working capital needs as follows: (1) On April 22, 2020, CHI received loan proceeds of \$368,600 based on its application under the Small Business Administration ("SBA") Paycheck Protection Program under Division A, Title I of the CARES Act, which is intended to be spent on qualifying employee payroll, benefits and occupancy costs. Upon application by CHI, the SBA may forgive repayment of the loan upon receipt of proper documentation that the loan proceeds were spent on qualifying costs; (2) On July 26, 2020, CHI received loan proceeds of \$150,000 based on its application under the SBA Economic Injury Disaster Loan program bearing an interest rate of 3.75%, repayments deferred for one year and then \$731 monthly payments for the 30-year repayment term; and (3) On September 28, 2020, the Company closed its \$1,200,000 Offering launched October 29, 2019 of 12% four-year convertible promissory notes, which are convertible into common shares of the Company at \$0.14/share. The Company committed to use 1/3 of its receipts collected from a six-hospital client located in the Northeastern United States for the repayment of such notes.

Although the Company is monitoring the effects of a widespread outbreak of a contagious respiratory illness caused by a novel coronavirus believed to have originated from Wuhan, China (COVID-19), the Company cannot predict whether, for how long, or the extent to which the outbreak may disrupt cash flow, operations, and sales. A prolonged outbreak could negatively impact the Company's hospital clients, employees and vendors causing interruptions to the Company's operations, including a restriction of employees' ability to travel to client sites, the Company's ability to sell new business and to timely onboard new clients. In addition, hospital clients and non-clients alike are generally experiencing financial challenges due to various state mandates. More generally, a prolonged outbreak could adversely affect the health of the American economy, resulting in an economic slump that could reduce the Company's ability to raise working capital.

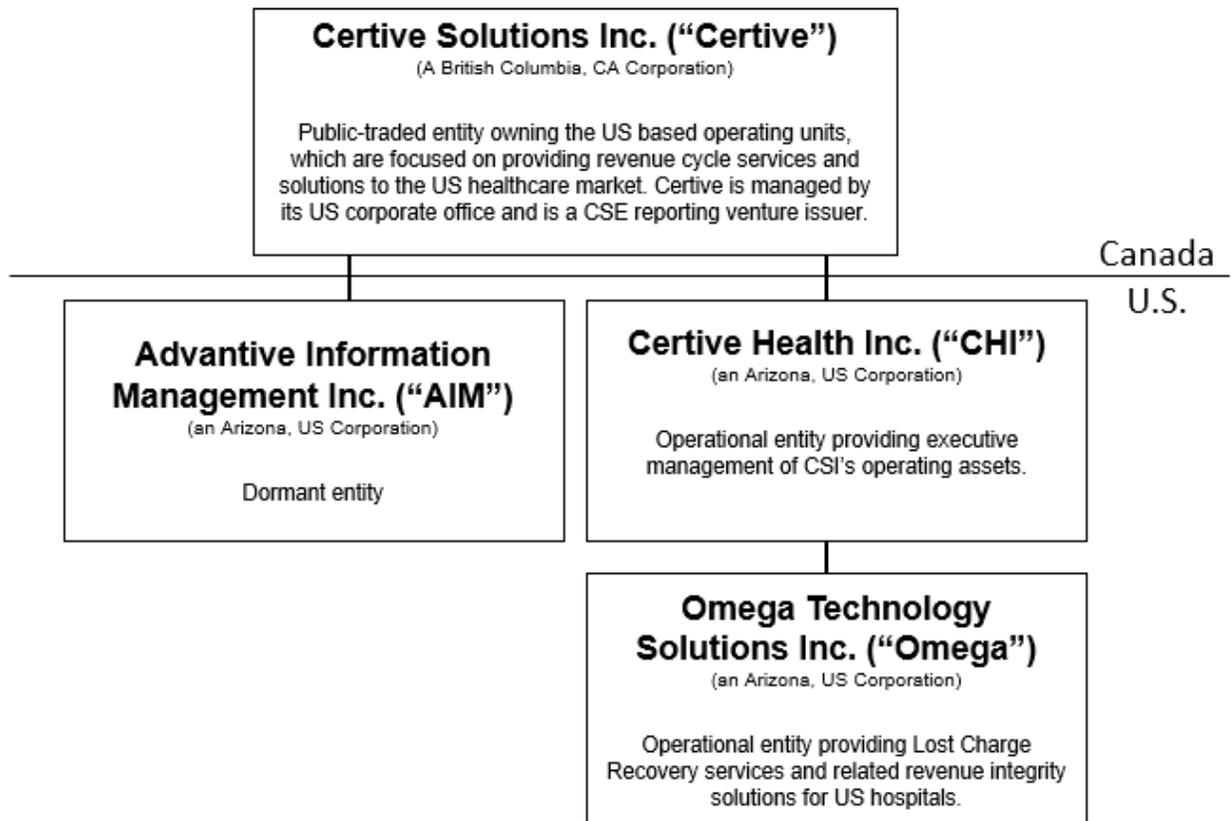
Since the last week of March 2020, the Company's staff in Florida are all working remotely from home to ensure their safety. At the current time, this remote operating model has not affected the operational efficiencies negatively; in fact, it has resulted in a reduction of rent and associated occupancy expenses. While it is reasonably possible that these operational and economic challenges could create a materially adverse impact on the business and financial outlook of the Company, the Company believes that the long-term needs of hospitals to secure every possible revenue source will lead to new business opportunities for the Company.

**Based on the above information and other factors, readers should be aware of the auditors' going concern qualification by referring to Note 1 of the Company's audited financial statements as at and for the year ended May 31, 2020 and management's continuing concern expressed in Note 1 of the Company's condensed consolidated interim financial statements as at and for the year ended May 31, 2020.**

## ORGANIZATIONAL STRUCTURE – OPERATING DIVISIONS

As at May 31, 2020 and continuing to the date of this MD&A, the Company’s primary operations are provided by its subsidiary, CHI, which includes its wholly owned subsidiary, Omega.

CHI and its subsidiary, Omega, are well positioned in the hospital revenue cycle market providing Lost Charge Recovery revenue integrity solutions for hospitals in the U.S. healthcare industry. Management’s strategic plan for growing Omega and the anticipated results of the strategic plan are discussed elsewhere in this MD&A.



**Summary Results of Operations for the year ended May 31, 2020 by Division**

	<u>Omega</u>	<u>Certive</u>	<u>Total</u>
<b>Revenues</b>	\$1,406,309	-	\$1,406,309
<b>Operating Costs</b>	(\$1,183,668)	-	(\$1,183,668)
<b>Gross Margin</b>	\$222,641	-	\$222,641
<b>Expenses - Other</b>	\$1,109,343	\$166,214	\$1,275,557
<b>Interest Expense</b>	-	\$946,879	\$946,879
<b>Net Loss</b>	(\$886,702)	(\$1,113,093)	(\$1,999,795)

The Company is continuing to implement initiatives associated with completing a market, product and operational analysis, completing an inbound marketing strategy, leveraging the Company's competitive advantages and strong market presence, enhancing its onboarding procedures for new business – all to drive sales growth and cash flows. In addition, the Company implemented specific cost containment measures both at the operational and corporate levels.

**SELECTED ANNUAL INFORMATION**

The following financial data, which has been prepared in accordance with International Financial Reporting Standards (IFRS) is derived from the Company's financial statements.

	May 31, 2020	Year ended: May 31, 2019	May 31, 2018
Revenue	\$1,406,309	\$1,109,687	\$1,144,725
Expenses	(\$3,406,104)	(\$2,175,435)	(\$6,308,653)
Net loss	(\$1,999,795)	(\$1,065,748)	(\$5,163,928)
Total assets	\$879,968	\$939,374	\$1,014,722
Current liabilities	(\$6,349,878)	(\$6,425,331)	(\$5,440,011)
Non-current liabilities	(\$644,083)	(\$590,259)	(\$739,170)
Shareholders' deficit	(\$6,113,993)	(\$6,076,216)	(\$5,164,459)
Net loss per common share (basic and diluted)	(\$0.02)	(\$0.01)	(\$0.07)

As noted elsewhere in this MD&A, the results of operations for the KCA Division have been reported in the Statements of Comprehensive Loss in aggregate as Discontinued Operations. The impact on KCA Division revenue in the above schedule for the years ended May 31, 2018 and 2019 are \$291,511 and \$651,716, respectively.

### **SELECTED QUARTERLY INFORMATION**

The following tables summarize the results of operations for the four quarters ended May 31, 2020 and May 31, 2019:

	Three months ended:			
	May 31, 2020	Feb 29, 2020	Nov 30, 2019	Aug 31, 2019
Revenue	\$323,648	\$418,439	\$334,436	\$329,786
Expenses - Operations	\$954,803	\$1,158,224	\$978,994	\$1,066,204
Loss from continuing operations	(\$631,155)	(\$739,785)	(\$644,558)	(\$736,418)
Non-recurring gain (loss)	\$613,501	\$234,301	(\$45,787)	(\$49,894)
Income (loss) from discontinued operations	-	-	-	-
Net income (loss)	<u>(\$17,654)</u>	<u>(\$505,484)</u>	<u>(\$690,345)</u>	<u>(\$786,312)</u>
Net income (loss) per common share (basic and diluted)	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)

	Three months ended:			
	May 31, 2019	Feb 28, 2019	Nov 30, 2018	Aug 31, 2018
Revenue	\$355,337	\$175,331	\$382,403	\$196,616
Total expenses	\$1,231,420	\$1,130,152	\$882,387	\$809,130
Loss from continuing operations	(\$876,083)	(\$954,821)	(\$499,984)	(\$612,514)
Non-recurring gain (loss)	\$1,519,351	\$236,000	\$58,532	\$19,985
Income (loss) from discontinued operations	\$47,028	\$13,785	\$3,933	(\$20,960)
Net income (loss)	<u>\$690,296</u>	<u>(\$705,036)</u>	<u>(\$437,519)</u>	<u>(\$613,489)</u>
Net income (loss) per common share (basic and diluted)	\$0.01	(\$0.01)	(\$0.00)	(\$0.01)

## **IMPORTANT ACTIONS BY MANAGEMENT AND THE COMPANY'S BOARD**

### **Material Events That Occurred During the Year Ended May 31, 2020**

1. The Company raised funds for working capital during the year ended May 31, 2020 as follows:
  - a. The Company issued \$550,956 of 8% two-year convertible promissory notes, including \$180,000 from two advisory council members, \$70,000 in exchange for consulting services by an advisory council member and \$120,000 from an officer and director of the Company.
  - b. The Company received \$207,000 from two officers and directors of the Company and \$50,000 from a member of the Company's Advisory Council, \$20,000 from management personnel, and \$50,000 from non-related parties in short-term demand loans bearing simple interest of 12% per annum.
  - c. The Company received \$51,000 from management personnel and \$50,000 from a lender in noninterest bearing advances.
  - d. On August 8, 2019, the Company received \$50,000 from an officer and director of the Company upon exercise of 1,000,000 warrants at \$0.05/share.
  - e. On August 22, 2019, the Company received \$45,000 from two debt holders of the Company upon exercise of 750,000 warrants at \$0.06/share.
  - f. On October 21, 2019, the Company received \$50,000 from a debt holder of the Company upon exercise of 1,000,000 warrants at \$0.05/share.
  - g. The Company issued \$740,000 of 12% four-year convertible promissory notes to those participating in the Company's recent Offering, which the Board approved on October 29, 2019 and closed on September 28, 2020. Of the \$747,052, \$80,575 was received from an officer of the Company. In addition, a lender and a director and officer of the Company settled 12% Demand Notes totaling \$205,000, plus, the Company issued a \$50,000 note to a member of the Company's Advisory Council in exchange for consulting services.
2. The Company made payments of \$50,000 in June 2019 and \$100,000 in January 2020 to the former owner of Omega's assets pursuant to the restructured payment terms of the amended Asset Purchase Agreement (Note 11 of the consolidated financial statements).
3. On August 14, 2019, the Company returned to treasury 900,000 shares of its common stock received from the sale of KCA (Note 14 of the consolidated financial statements).
4. On October 29, 2019, the Board approved the October 31, 2019 closing of the approximately \$2.4M offering raised through 8% two-year convertible promissory notes convertible at the greater of \$0.06/share or a 15%-25% discount dependent on the share price on the day of conversion.

5. On December 18, 2019, the Board granted 400,000 10- year stock options to employees of the Company, which are exercisable at CDN\$0.05 if vested. The stock options vest if the Company's share price achieves \$0.30/share on a volume weighted basis for a 45-day period by January 29, 2021.
6. On December 18, 2019, the Company also granted 750,000 retention stock options with a fair value of USD\$0.04 per option, of which \$10,045 was recorded as share-based compensation expense during the year ended May 31, 2020, to the Company's CEO and CFO that are exercisable at a price of CDN\$0.05 per share for a ten-year term, which will vest in their entirety 36 months after the date of grant.
7. Lenders elected to convert promissory notes with principal and interest totaling \$1,098,568 into 18,309,459 shares on December 30, 2019 at \$0.06 per share conversion rate. Of the 18,309,459 shares, conversion of \$267,435 into 4,457,249 shares was elected by a current member of the Company's Advisory Council, \$28,409 into 473,848 shares was elected by a current independent director of the Company; and \$685,536 into 11,425,598 shares was elected by a current director and officer of the Company.
8. Lenders elected to convert promissory notes with principal and interest totaling \$144,830 into 2,413,823 shares at \$0.06 per share conversion rate and \$110,109 into 2,202,182 shares at \$0.05 per share conversion rate on January 16, 2020 for a total conversion of \$254,939 into 4,616,005 shares. Of the 2,202,182 shares, conversion of \$50,000 at \$0.05 per share into 1,000,000 shares was elected by a current director and officer of the Company.
9. Lenders elected to convert promissory notes with principal and interest totaling \$430,799 into 7,179,986 shares on February 28, 2020 at \$0.06 per share conversion rate.
10. On March 20, 2020, the Company issued 1,000,000 common shares as directed by a vendor pursuant to prior settlement agreement at a deemed value of \$0.06/share.
11. On March 31, 2020, the Board granted 100,000 10-year stock options to each of the two independent Directors of the Company, which are exercisable at CDN\$0.05, if vested on March 31, 2021.
12. On March 31, 2020, the Board granted 200,000 10-year stock options to a current advisory council member, which are exercisable at CDN\$0.05 if vested. The stock options vest if the Company's share price achieves \$0.30/share on a volume weighted basis for a 45-day period by January 29, 2021.
13. On April 3, 2020, CHI applied for a \$368,600 loan pursuant to the SBA Paycheck Protection Program under the CARES Act, which was enacted March 27, 2020 (the "PPP Loan"). The PPP Loan proceeds were received by CHI on April 22, 2020, and CHI intends to use them to pay for qualifying expenses, such as payroll and occupancy costs over the next 60 days. The PPP Loan terms include: (i) a maturity date in two years; (ii) interest at 1.00% per annum; (iii) no early prepayment penalties; and (iv) amounts used by CHI for qualifying U.S. employee payroll costs during a 60 day period prior to June 30, 2020, may be forgiven by the SBA upon their approval of a CHI application for forgiveness and proper documentation.

14. During May 2020, the Company's Board approved a program to offer current executives and consultants of the Company the ability to convert past due receivables from the Company into common stock of the Company thereby improving the Company's working capital. This program was successfully carried out and on May 27, 2020, four executives converted \$252,638 of past due debt into 1,804,558 common shares of the Company at a deemed value of \$0.14 per share conversion rate.

### **Material Events That Occurred Subsequent to May 31, 2020**

1. The break-out of the novel strain of coronavirus, specially identified as "COVID-19" has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.
2. Subsequent to May 31, 2020, the Company raised funds to provide working capital as follows:
  - a. On September 28, 2020, the Company closed its \$1,200,000 Offering of 12% four-year convertible promissory notes, which are convertible into common shares of the Company at \$0.14/share. In addition, the Company has committed to use 1/3 of its receipts collected from a six-hospital client located in the Northeastern United States for the repayment of such notes. Under such Offering, the Company issued notes totaling \$1,199,661, which included notes totaling \$452,609 issued subsequent to May 31, 2020. Of the \$452,609, \$25,000 was received from each of the Company's CFO and CEO. In addition, a member of the Company's Advisory Council settled a 12% Demand Note with principal and accrued interest of \$55,375 into the Offering as well as lending the Company \$127,400.
  - b. On July 26, 2020, CHI received loan proceeds of \$150,000 based on its application under the SBA Economic Injury Disaster Loan program bearing an interest rate of 3.75%, repayments deferred for one year and then \$731 monthly payments for the 30-year repayment term.
3. The Company's Scottsdale, Arizona corporate office lease expired on July 31, 2020 and the Company elected not to accept the landlord's renewal offer. Due to the uncertainty of the impact of COVID-19 on the commercial real estate market, the Company opted to relocate to a nearby executive suite after entering into a new lease on a month-to-month basis to reduce occupancy

costs. The landlord committed to not increasing the monthly rental rate during the initial 12-month period.

4. On July 14, 2020, a lender to the Company elected to convert a promissory note convertible at CDN\$0.05 for 1,667,000 shares of the Company's common stock.
5. In an effort to resolve the issue of unpaid payroll withholding taxes for the period approximately July 1, 2017 to June 30, 2018 by the Company's former executives, the Company recently submitted to the US Internal Revenue Service a proposed Offer-in-Compromise of the Company's remaining liability due the IRS for the balance of unpaid payroll withholding taxes, penalties and interest. The Company has remained compliant with its previously negotiated payment plan with the IRS, which began July 28, 2019. As of September 28, 2020, the outcome of the Company's proposed Offer-in-Compromise is unknown.
6. The Company is in the process of completing its application to the SBA to forgive its \$368,400 Paycheck Protection Program loan because the funds were used for qualifying expenses. As of September 28, 2020, the outcome is unknown.

#### **THE BUSINESS OF CERTIVE HEALTH INC. (“CHI”)**

In late 2013, the Company assessed its target market and competencies and narrowed its strategic focus to the provider side of the U.S. healthcare industry and specifically to U.S. hospitals, who wrote off between 3% and 15% of their total revenues as denied claims for a variety of reasons which was an indicator of the severity of the problems associated with the complexity of the reimbursement process and the overall market.

On July 15, 2015, the Company acquired the assets of Omega Technology Solutions LLC. With that acquisition, the Company established a technology base and the ability to provide several core revenue cycle services. Through the period up to August 2018, CHI had secured a toehold in a segment of the overall hospital revenue cycle market. Led by Tom Marreel, the Company had assembled the foundation of its Advisory Council which is comprised of accomplished, senior healthcare executives as both investors and advisors. As Advisors, these executives could guide CHI to realize its vision of becoming a significant contributor in healthcare change. The Advisory Council represents the People-Equity around which the Company is being built.

Recognizing the opportunity that lay ahead, several changes in management were made as Tom Marreel joined the team as CEO and Timothy Hyland joined as CFO. Both consummate leaders, their experience and connectivity in healthcare has positioned the Company to achieve its vision.

The U.S. healthcare market is a \$3.7T industry with over \$900B of that being lost to waste and inefficiency, \$176B of that alone coming from the revenue cycle area. With overall healthcare costs among the highest in the world and the quality of care among the lowest, the U.S. healthcare market is ripe for innovation and improvement. With its size and complexity, change takes time. The changes will not be coming from a few select leaders but rather the many smaller and more nimble innovators unconstrained by the past, with the experience to get it done.

CHI's mission is making healthcare better by applying its People-Equity and Capital to provide solutions in the healthcare communities it serves. CHI's vision is to leverage its people's experience, expertise, and relationships in the US healthcare sector.

CHI owns and operates a Lost Charge Recovery services business, Omega, located in Ft. Lauderdale, Florida. Utilizing proprietary analytics, workflow and combined with skilled nurse auditors, Omega retrospectively audits hospital bills that have been previously submitted to payers and identifies and validates charges that should have been on the original bill but were not. These charges are then resubmitted to the payers on behalf of the hospital, and when paid, Omega invoices the hospital a percentage of the total received by the hospital.

## **DISCUSSION OF THE OPERATIONS OF CHI**

### **CHI Corporate Management and Governance**

The Company is in the process of implementing several plans that will align CHI's operational direction to client demand. Included in these plans are an investment in resources needed to acquire and onboard new clients and to set, measure, and exceed client key performance indicators. When several anticipated new customers are secured and begin to generate sales, the burden of seeking outside capital to support operations will be reduced.

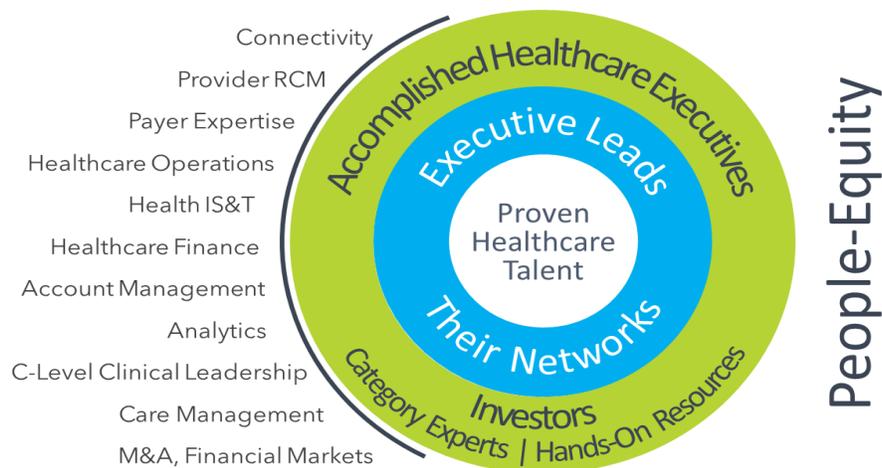
### **Factors Impacting the Growth of CHI**

1. CHI's near-term organic growth strategy is based upon its ability to aggressively expand its sales and marketing functions and deliver a simple, compelling message to the key decision makers in revenue cycle functions at targeted hospitals. New client onboarding and volume throughput are scalable functions that Omega currently possesses. A significant investment in product marketing, inbound marketing, and selling is currently underway.
2. The identification of selected acquisition targets that complement the core business is a key factor that may impact growth. The Company and CHI have identified targeted opportunities in the U.S. healthcare industry that complement current service offerings.
3. The identification of new lines of business within revenue cycle management for U.S. hospitals are unique and provide value-added benefits for hospital administrators.
4. The ability to cross-sell different services to CHI's customers.
5. CHI profitability and the Company's consolidated profitability.
6. There are expectations regarding the ability to raise capital to fund increasing working capital requirements and to achieve sustainable near and long-term growth. Acquisitions may lead to substantial dilution if the majority of the acquisitions are stock based.
7. CHI must be mindful of a downward move by upper market tier participants who recognize the opportunities in the tier 3 highly fragmented market space.

8. CHI must assess the relative risk associated with acquisition size, category of revenue integrity services provided and the need for working capital to support the growth of each acquisition.
9. CHI must be mindful and reactive to disruption in the U.S. healthcare markets to achieve maximum rates of return.
10. As CHI expands its service offerings, it will need to ensure that there is a constant vigilance over new and changing regulations that will impact the ability to remain compliant.
11. The Company will continue to direct and manage the affairs of CHI and its Board if and until any divesture and transition is completed.

### **CHI's Advisory Council**

The Company has assembled an outstanding Advisory Council consisting of experienced senior healthcare executives who have built, lead, and sold significant enterprises in the healthcare market, and possess broad complimentary skills. The Advisory Council, their network of executive leads, subject matter experts, and the extended network of experienced healthcare talent at the “doer” level is an asset for Certive.



The purpose of the Advisory Council is to provide direction, guidance, and special project-based support to management in the design and implementation of business strategies aimed at creating an overall near and long-term enterprise value. The Advisory Council was formed specifically to assist management and the Company’s Board of Directors in determining the best strategies to affect growth in an ever-changing U.S. healthcare market. Current members of the Advisory Council include:

1. Dr. Arthur Pelberg, an internal medicine specialist, served as the President and Chief Medical Officer of Schaller Anderson from 1999 to 2007 and brings to the Company rich clinical and senior level healthcare operations experience.
2. Jack Chapman is a nationally recognized Revenue Cycle Management expert and consultant to the healthcare provider community.

3. Steve Schramm, the founder of Optumas, an actuarial analysis organization for large healthcare purchasers. Mr. Schramm's background brings to Certive the knowledge to use sophisticated actuarial and analytics toolsets that provide customers with meaningful information health data.
4. Jeffrey Benton is currently the managing director of Fairfield Advisors, a hedge fund specializing in market structure arbitrage and volatility strategies. Mr. Benton brings to the Advisory Council years of experience in the translation of business operating strategies to investment information and tools that will serve to support investor relations. Mr. Benton is a former Governor of the New York Stock Exchange and has served on several New York Stock Exchange committees.
5. Don Gilbert has an extensive background in healthcare in the State of Texas where he served as Secretary of Health and Human Services under Governor George W. Bush.
6. Michael Marshall, CEO of e5 Workflow Inc., provides to Certive, operational capabilities in revenue cycle management with hands on expertise in all aspects of this industry.
7. William Dagher is a healthcare professional and revenue cycle expert having led the clearinghouse business for Per Se that was sold to McKesson for \$1.8B in 2006.
8. Joey Petelle is a Brand Strategy Consultant with InteliHealth, a healthcare industry consulting firm. With expertise across a wide spectrum of healthcare channels, InteliHealth provides future knowledge and insight, market intelligence and brand strategy to existing and emerging industry leaders. As an INC 500 alumnus and Senior Brand Strategy Advisor for Top Five and InteliHealth, Mr. Petelle establishes high profile companies nationally and globally to align them with their market, maximizing profits to future-proof their products and businesses.
9. Dr. "J.J." Linder is a graduate of the Washington University School of Medicine in St. Louis, Missouri (1996). He completed his residency at Maricopa Medical Center, Phoenix, AZ (1996-2000) and is Board Certified in Emergency Medicine. Most recently, Dr. Linder is Chairman of Emergency Medicine at Chandler Regional Medical Center (2012-Present); Medical Staff President (2018-Present); and Past-Member Ethics Committee.
10. Scott Donaldson is a retired Certified Public Accountant for a "Big Four" Firm with 37 years as a partner and US Leader for Ernst Young's National Exempt Organization Tax Services. He oversaw more than 115 tax professionals.
11. Sheila Schweitzer is a five-time healthcare entrepreneur with 30+ years of experience in the healthcare industry. She has in-depth success as a C-level executive, investor, and advisor.

Members of the Advisory Council have all invested in Certive and are committed to assisting in charting its course organically and through growth by acquisition.

## **OPERATIONS OF OMEGA**

### **Description of Omega's Industry**

#### REVENUE CYCLE MANAGEMENT FOR HOSPITALS - A DEFINITION

All healthcare providers depend on three types of payment sources: self-pay by the patients, insurance company benefit payments and government-based programs (Medicare and Medicaid). The process of billing and collecting such payments has grown more complex over the years as insurance and governmental programs have become more intricate. The uninsured and the higher deductible insurance policies have forced a greater need to collect payments directly from patients. Many hospitals lack the technical sophistication to adequately bill and collect from these various payment sources.

Revenue cycle management (RCM) systems have developed over the past twenty years to address the needs of hospitals and other healthcare providers. The RCM process is composed of the following segments:

1. Scheduling and Eligibility
2. Pre-Registration and Financial Clearing
3. Admitting and Registration
4. Point of Service Charge Capture
5. Case Management
6. Coding
7. Pre-Billing and Billing
8. Submission to Payers - Patient and Third-Party Payers
9. Payment Posting
10. Denial and Payment Analysis
11. Self-Pay and Collections

### **Description of Omega's Business**

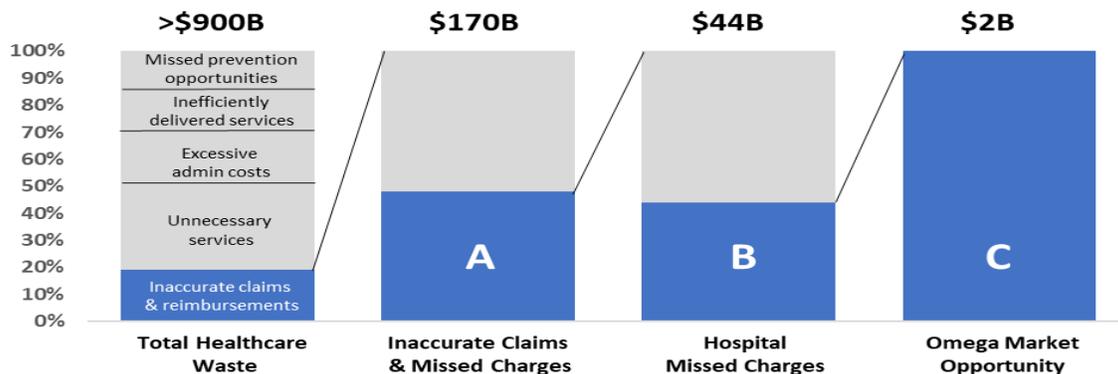
The U.S. healthcare market is a \$3.7T industry with over \$900B of that being waste and inefficiency, \$176B of that alone coming from the revenue cycle area. Using conservative metrics, the opportunity in the missing charge segment of healthcare is very large. Even though hospitals have benefitted from a cost focus over the past few years, in terms of having healthy margins, despite cuts to reimbursement, revenue cycle performance has lagged across key areas. According to HealthCare Finance, average hospital revenue cycles are losing roughly \$22 million due to improper capture of revenue.

Four primary market forces are driving these trends:

1. There are numerous hospitals that build centralized revenue cycle operations and neglect to continually improve their own internal unit. A strategy to integrate this should include a value-added shared services organization that provides a common business intelligence platform across entities and service lines system wide.
2. Increasing patient obligations for hospital bills resulting from commercial payers reducing their benefits leads to a growing amount of hospital bad debt.
3. Commercial payers' scrutiny of claims has significantly increased. Hospitals are losing an average of five percent of their margins to underpayments, denials, and contract negotiations. Payers often have the advantage in terms of data and insight in such negotiations.
4. While major surgeries and procedures are often charged automatically based upon time, less invasive surgeries are separately charged, and certain procedures are often missed. Examples of these missed charges are the improper billing of pharmaceutical administration, drug waste, interventional cardiology coding errors and charges for implantable devices being omitted.

Under continuing healthcare reform, reimbursement models will continue to evolve from traditional fee-for-service (FFS) models to outcome-based models. FFS models have proven to be complex from a vendor's point of view and the outcome-based model becomes more complex from a vendor's technology standpoint. This will have a positive impact on those vendors who adapt their service offerings along with the changing market. Overall, the Revenue Integrity Market Segment is forecasted to continue to grow. Separately, the healthcare analytics segment is ~\$40B doubling year over year with predicted continued strong growth as healthcare systems and payers begin to take advantage of the interoperability put in place after years of investing in Health Information Management Systems (HIMS).

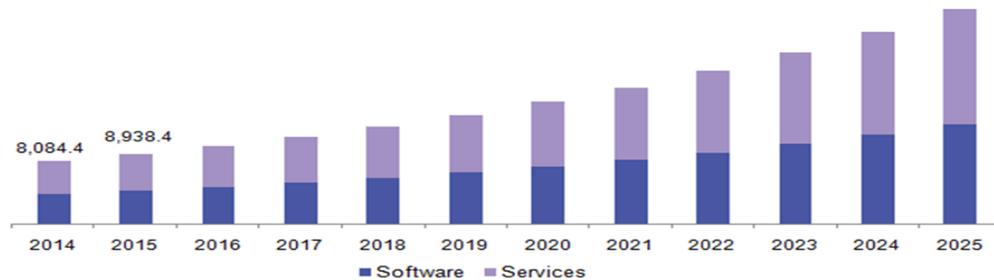
### Market Opportunity Missed Charges



- A** - Total waste and inefficiencies in revenue cycle.
- B** - Avg 350 bed hospital misses \$22M in charges X 2K hospitals = \$44B market.
- C** - Omega serviceable market of 5% = \$2B market opportunity.

Source: U.S. National Academy of Sciences' Institute of Medicine and CMS, Healthcare Finance News

## Overall Revenue Integrity Market Size



Significant investments are being made in healthcare, driven by the Center for Medicare and Medicaid Services (CMMS). These are to reduce the cost of care, improve outcomes, and improve patient satisfaction. Revenue cycle improvements affect all three of these reform areas. Upgrading and making investments in HIMS will have a major impact. Replacing old or implementing new electronic health records and patient accounting systems is a huge disruptive undertaking. When completed, this will create an opportunity for new generation of systems that can communicate with each other opening true interoperability between providers, payers, ambulatory providers, and acute providers. Most importantly, vendors like Omega who through standard ambulatory payment classifications (APCs) can access data and deliver results back to the client in an efficient manner.

Regardless of the specific area of healthcare focused on, technology in terms of automation, workflow, analytics, predictive analytics, and artificial intelligence will be part of the future. For the present, Omega has a unique and highly competitive technology enabled analytical product and with proper marketing and sales can generate significant cash during the next few years, which will provide resources to drive development. Organic growth vs. acquisitive growth means a higher return on investments (ROIs), but Omega will likely use a combination to achieve the long-term objectives.

### Competitive Landscape

There are three categories of competitors:

- a) In-sourcing by Omega's target hospital clientele
- b) Indirect competitors that offer technology solutions
- c) Direct competitors that offer services such as continuous process improvement programs

The principles of the philosophies of continuous improvement are taking hold and the goal is to address the problem at the root cause, which up until now, has not come to fruition. Most solutions will be technology based i.e., workflow, analytics, and Common Data Model through Natural Language Processing.

### 1. Hospital In-Sourcing:

This is the status quo. Hospitals do not have the internal resources and efficiencies to do this alone and have long relied on vendor relationships to help manage through the complex reimbursement and revenue cycle process. This will not change. Increasing complexities, reduced reimbursement, focus on outcomes, rising costs of care, consolidation, and changes in the regulatory environment have resulted in increased financial pressure on the hospitals and the need for improved efficiency. All this results in an increased market opportunity.

### 2. Indirect Technology Vendors:

Several vendors such as MedAssets and Craneware provide technology solutions that attempt to solve the hospitals' problems. Hospitals are resistant to further reinvestment in more "systems" and need to have their problems solved. These solutions contribute to the problem by reducing claim value, allowing greater leakage to occur. Often, hospitals are frustrated with pure technology solutions and the absence of a strong service component that fails to deliver on the promised value proposition. Several data analytics have aided healthcare solutions based on their platforms.

Large Health Information Management System (HIMS) providers such as Cerner and Epic are technology suppliers to the hospital industry. They are seeking to add a viable service component to their revenue models. In addition, they do possess unique access to potential new Omega customers. Omega, on the other hand, is a service company that can quickly adapt to change and identify hospital solutions. CHI then becomes a very important piece of the puzzle to these large competitors who are ill-equipped to adapt quickly. CHI, therefore, treats these companies as a source of business for Omega, NOT direct competition.

### 3. Direct Service Competitors:

Tier 1 players such as Accenture provide comprehensive services to the industry with a "big" service model. These companies often are engaged with the large hospital systems. They are subject to the same "big" inflexibility of larger corporations. However, this does not address the core leakage issue, leaving white spaces and large revenue leaking problems unaddressed.

Tier 2 players are medium sized players that are built to sell and have no domain capacity other than what they bought and little capacity to strategically think quickly. Private equity is attracted to this space, which validates to some extent the opportunity, but private equity firms need to deploy large sums of capital which often results in ineffective returns on cash invested. Some of these companies could become larger future acquisition targets for Certive.

Tier 3 players that are part of the fragmented nature of this tier have customer access, but are cash limited and have no long-term vision for how they fit into the market. This makes them perfect acquisition targets for Certive where they could acquire attractive clients and/or service niches, layer its strategies, use the vast data it acquires to drive the development of better tools for long-term risk management and become a sought-after enterprise.

## Service Lines

### OMEGA'S REVENUE INTEGRITY ANALYTICS PLATFORM

Revenue Integrity Analytics provides retrospective claim audits and missed charge services. Omega uses a proprietary process that utilizes a unique combination of revenue integrity analytics and enables workflow technology. This ensures that every claim that has the potential to yield additional revenue is properly audited and that each claim is audited for accuracy and errors. This yields superior returns for our clients. Omega's unique Revenue Integrity Analytics platform captures more missed charges, underpayments and claim errors than any competitor in the market. This market is large and can drive significant revenue and margins for Omega.

Omega also offers OCExaminer™ missing charge capture software and claim scrubber on a SaaS basis as well its ChargeMASTER™ analysis tool. OCExaminer™ routinely finds 10-12% more claim errors than our competitors, however, the market for competing claims' scrubbers is quite competitive with annual recurring licensing fees of \$20K and long seven-year contracts making it a difficult business to penetrate. Both service offerings will be looked at for future repositioning in the market. One example of a possible repositioning of OCE is the ability to consistently find 10-12% more claims errors on Medicare and Medicaid outpatient claims than competing solutions. If Omega were to focus the sales efforts of this product on these government plans, it would be a reasonable assumption that the strong performance would telegraph through to engagements in the more lucrative commercial lost charge recovery business. Both services are used internally as part of our Revenue Integrity Analytics service offering.

## 2021 - STRATEGIC PLAN OVERVIEW

### Focus

Omega has a preponderance of new product, service, and technology capabilities with some that play into the future model of healthcare. A strategic decision has been made to focus, almost exclusively on growing the Lost Charge Recovery services and underpayments based on our Revenue Integrity Analytics platform. This strategic decision was based on the fact, Omega possesses unique capabilities and intellectual property that provide accurate results and competitive advantages for these services. This creates an opportunity for near term margins and other revenue cycle services. These combined with a ripe market leads management to believe that there is an opportunity for significant revenue growth in a scalable business model. For the planning period, Omega will focus exclusively on the following services:

**Charge Accuracy Audit** - The charge accuracy audit includes audits of patient charts against the medical records to capture charges for services that were performed but not billed to payers. Fees are usually based on a percent of the lost charges that are recovered.

**Claim Audit and Recovery** - The claim audit and recovery include the retrospective review of payments made from payers based on the contracts. This identifies underpayments based on improper billings by the hospital, improper contract interpretation by the payers and appeals of claim denials. Fees are usually based on a percentage of additional revenues paid to the hospital as a result of the audits and appeals.

## **Product Marketing and Service Line Enhancements**

Using contemporary product marketing concepts, CHI will evaluate, plan, and implement client desired features to our Revenue Integrity Analytics platform. CHI will incorporate business intelligence analytic dashboards that are user friendly.

### **Marketing**

Omega will market lines of services through multiple channels to create awareness and brand identity with supporting data and documentation for every channel pursued. Our major marketing tools will be our digital platform along with more traditional marketing through speaking engagements at conferences, reference articles and referrals, etc. This digital marketing presence targets not only potential clients but investors and potential collaborators as well.

1. Search engine optimization (SEO)
2. Search engine marketing (SEM)
3. Content marketing
4. Social media marketing (SMM)
5. Pay-per-click advertising (PPC)
6. Affiliate marketing
7. Email marketing

There are 1,500 targeted hospitals in the U.S. that have applicability to the service offering. Each target has been assessed based upon Omega's proven assessment analytics using commercially available and reported data on the hospital targets in the American Hospital Directory. Omega has made significant investments in revenue integrity analytics technology that is the foundation for its delivery of revenue services and cloud products that identify revenue opportunities and address compliance issues. Omega's solutions deliver real-time analysis and recovery of unidentified charges not captured and billed by the hospital, and prevention of charging and billing issues that reduce or delay reimbursement. Additional services offered include comprehensive claims analysis for coding integrity and revenue leakage prevention. Omega collects zero balance claims for up to two years retrospectively. Those claims are compared to the patient's medical record by skilled clinical auditors. The auditor then looks for missing charges, coding, or compliance errors. Omega's in-house billing department then directly bills the insurance company based on the findings (unless the hospital system prefers to do their own billing). The hospital system receives payment directly on the billed charges. Omega performs follow-up and dispute resolution for claims submitted. In addition to finding revenue, Omega routinely educates the hospital and its staff on its findings. Omega provides detailed monthly reports of its findings in conjunction with periodic meetings to discuss specific patterns and problems, establishing a process to prevent losses from occurring in the future. Omega goes back two years with its clients in the auditing process and prepares them for their future through preventative training and education. The Lost Charge Recovery service has no upfront cost, no risk and only an upside potential for the hospital.

## **Sales**

It is essential to first establish a relationship with the decision makers at each hospital which is the most challenging obstacle in selling in the healthcare field.

The following is the professional services sales model:

1. Establish sales leadership within Omega through a Director of Business Development with an internal team of client service representatives to improve the sales process and ongoing client retention efforts.
2. Omega has a total of 13 Business Development Advisors. These advisors come from various backgrounds, share the ability to support Omega and target client-engagements. The Company's advisors consist of former politicians and executives from within the industry that have all demonstrated the ability to connect with the client.
3. Know the technical details of the competitors and the client which include developing relationships with executives, understanding financial statistics and payor mixes. This positions Certive to differentiate, and win, on a client by client basis.
4. Discuss and discover with the client current and future needs, determine the proper services adjusted to each individual client, and engage in building a prosperous partnership.
5. CHI leadership, Certive Advisory Council members and the Business Development Advisors all have C-Level contacts in hospitals and systems.
6. Channel partners know the clients and their problems.
7. It is a white label for other revenue cycle providers, Experian, TransUnion, Tier 2 partnerships, etc.

## **Operations**

1. Integrate financial reporting to Certive in Scottsdale. Establish the standardized revenue forecasting process.
2. Institutionalize client onboarding by building upon existing processing technology to support sales and post sales and bring the Business Development Advisors closer to the Company.
3. With the help of workflow tools and current technology, Omega is able to onboard new clients while maintaining adequate staffing levels.
4. CHI is currently evaluating the benefits of using cloud services or maintaining servers on site.
5. Develop a comprehensive employment contract which includes a stock option plan and is approved through the Board's compensation committee.

6. The Company is currently seeking a cost-efficient office location for operations.

### **Investor Relations**

1. Establish CHI as a thought leader in the market. Build awareness in the investment community as an emerging growth company. This is completed through delivery of a steady stream of content concerning the Company's performance and specific industry knowledge.
2. Utilize contemporary digital tools in marketing automation and social media to deliver content and nurture relationships with investors.
3. Present regularly at relevant micro-cap conferences.

### **Legal**

The Company is reviewing actions of prior officers and directors related to the unauthorized settlement of loan obligations to the Company and to its subsidiary, CHI. Demands have been made to recover certain payments and reimbursements of funds paid by the Company.

## **FINANCIAL COMPARISON TO PRIOR PERIODS**

### **Financial Position as at May 31, 2020 compared to May 31, 2019**

The following discussion of the Company's financial position is based on the Company's consolidated statements of financial position as at May 31, 2020 and May 31, 2019, which are reported on a comparative basis in all material respects.

#### **Current Assets**

As at May 31, 2020, the Company's current assets were as follows: cash balance of \$29,295 compared to \$64,150 at the prior year-end; marketable securities of \$4,329 compared to \$23,875 at the prior year-end; accounts receivable of \$419,965 compared to \$399,968 at the prior year-end; and prepayments of \$105,743 compared to \$43,873 at the prior year-end. As at May 31, 2020, the Company's total current assets of \$559,332 compared to \$531,866 at the prior year-end. The increase in total current assets of \$27,466 or 5% was primarily due to accounts receivable. The accounts receivable increase of \$19,997 was primarily due to the increase in estimated work-in-progress ("WIP"). After the hospital processes Omega's identified lost charges and receives payment from the payer, Omega generates an invoice for the Company's contingency fee, which is generally collected 90-days after the work was initially completed. Such estimated monthly amounts are subject to adjustment.

#### **Non-current Assets**

As at May 31, 2020, the Company's non-current assets were \$320,636 compared to \$407,508 at the prior year-end, a decrease of \$86,872 or 21% from the prior year-end due primarily to the \$85,533 of amortization related to the capitalized software development costs.

## Current Liabilities

As at May 31, 2020, the Company's current liabilities were \$6,349,878 compared to \$6,425,331 at the prior year-end. The decrease of \$75,453 or 1% is due to several factors:

- As at May 31, 2020, the Company's accounts payable and accrued liabilities of \$1,855,598 compared to \$1,752,088 at prior year-end, an increase of \$103,510 or 6% due primarily to interest expense for the year ended May 31, 2020 of approximately \$570,168 related to convertible promissory notes and short-term demand notes being offset by the conversion of \$57,562 of accrued interest on such convertible promissory notes, accrued interest being added to the principal of convertible promissory notes in debt settlements, payments of \$125,000 to the IRS for prior years payroll withholding tax liabilities and \$224,306 of accounts payable recoveries.
- As of May 31, 2020, the current portion of the Company's convertible debt of \$3,813,742 compared to \$4,080,243 at the prior year-end, a decrease of \$266,501 or 7% due primarily to the conversion of convertible debt. During the year ended May 31, 2020, lenders elected to convert promissory notes with a principal amount of \$1,896,273 at conversion rates ranging from \$0.05 - \$0.06 per share. Such decrease was partially offset by the issuance of \$1,355,867 of new convertible promissory notes.
- As at May 31, 2020, the Company's short-term loans payable of \$374,849 compared to \$393,000 at the prior year-end, a decrease of \$18,151 or 5% due to the repayment of a \$20,000 12% demand note to a lender controlled by an officer and director of the Company, which re-loaned the funds back to the Company in return for a 12% four-year convertible promissory note.
- As at May 31, 2020, the Company's note payable – current portion of \$300,000 compared to \$200,000 at the prior year-end, an increase of \$100,000 or 50% due to two changes in the amount due the former owner of Omega's assets pursuant to the revised Asset Purchase Agreement as follows: (i) the Company made \$150,000 of payments on the note; and (ii) the \$250,000 remaining on the Company's note with a due date of August 31, 2020 was re-classified from a long term liability to a current liability because the due date now falls within the next twelve months.

## Non-current Liabilities

As at May 31, 2020, the Company's derivative liability of \$275,483 compared to \$340,259 an decrease of \$64,776. The difference is due to convertible debt that was converted throughout the year which was concluded to have an embedded derivative liability component because the notes are convertible into common shares of the Company at a variable price the greater of \$0.06 per share or a 15% - 25% discount to the market price per share on the date of conversion. As at May 31, 2020, the derivative liability was as follows:

<b>Expiration Date</b>	<b>Exercise price</b>	<b>Number of securities convertible</b>	<b>Fair value as at May 31, 2020</b>
October 31, 2021	\$ 0.06	14,348,969	\$ 275,483

As at May 31, 2020, the Company's note payable – long term portion is \$368,600 compared to prior year-end of \$250,000 due to the reclassification of the \$250,000 to a current liability because the due date now falls within the next twelve months (more fully described above). The long-term portion is the balance of \$368,600 of funds loaned from the SBA's Paycheck Protection Program.

### Shareholders' Deficit

As at May 31, 2020, the Company's shareholders' deficit of (\$6,113,993) compared to (\$6,076,216) at prior year-end, an increase of \$37,777 or 1% due primarily to the \$212,205 equity component of the convertible debt issuances and the \$1,984,122 of common stock issuances resulting from lenders' elections to convert their convertible debt, which were partially offset by the loss and comprehensive loss of for the year (\$1,999,795) ended May 31, 2020.

### Working Capital Deficiency

As at May 31, 2020, the Company's working capital deficiency of (\$5,790,546) (which is the amount the Company's current liabilities of \$6,349,878 exceeds the Company's current assets of \$559,332) compared to a working capital deficiency of (\$5,893,465) at prior year-end, an increase of \$102,919 or 2% resulting primarily from interest accruing on the Company's debt. Company's management believes that much of the recently issued convertible debt will be converted to common stock due to the relatively low conversion price per share improving its working capital deficiency (see adjusted working capital schedule).

### **Financial Results for the year ended May 31, 2020 compared year ended May 31, 2019:**

The following discussion of the Company's results of operations is based on the Company's consolidated financial statements for the year ended May 31, 2020 and May 31, 2019, which are reported on a comparative basis in all material respects.

### **Revenue**

For the year ended May 31, 2020, the Company's revenues of \$1,406,309 as compared to \$1,109,687 for the prior period, an increase of \$296,622 or 27% primarily due to the lost charge recovery services provided by the Omega Division successfully onboarding new clients.

### **Operating Costs**

For the year ended May 31, 2020, the Company's total operating costs of \$1,183,668 (representing 80% of the Company's total revenues) compared to \$1,068,953 in the prior period (representing 142% of the Company's total revenues in the prior period). The net decrease in operating costs of \$86,601 is due primarily to the following:

Direct Payroll Costs: For the year ended May 31, 2020, the Company's direct payroll costs of \$1,010,042 compared to \$949,630 in the prior period, an increase of \$60,412 or 6% due primarily to properly allocating direct payroll cost to general overhead salaries and wages unlike in the prior period (please see Salaries and Wages below along with its table).

Contractor and Consultant Fees: For the year ended May 31, 2020, the Company's contractors and consulting fees of \$141,294 compared to \$146,110 in the prior period, a decrease of \$4,816 or 3% due primarily to moving a contractor to direct payroll.

Commissions: For the year ended May 31, 2020, the Company's direct payroll costs of \$31,301 compared to \$Nil in the prior period, an increase of \$31,301 or 100% due primarily to the lost charge recovery services provided by the Omega Division successfully onboarding new clients and paying sales consultants a commission.

### **Expenses (General Overhead)**

For the year ended May 31, 2020, the Company's total general overhead expenses of \$2,974,557 compared to \$2,956,022 for the prior period, a increase of \$18,535 or 1% due primarily to the following:

Amortization and Depreciation: For the year ended May 31, 2020, the Company's amortization, and depreciation of \$271,626 compared to \$78,276 for the prior period due to implementation of IFRS 16 – leases on June 1, 2019.

Bad Debt Expense: For the year ended May 31, 2020, the Company's bad debt expense was \$118,547 compared to \$Nil for the prior period, due primarily to the result of a study of the past experience in collecting the estimated WIP receivable.

Consulting Fees: For the year ended May 31, 2020, the Company's consulting fees were \$134,000 compared to \$241,231 for the prior period, a decrease of \$107,231 or 44% due primarily to reducing consultative services and improving internal processes.

Interest and Bank Charges: For the year ended May 31, 2020, the Company's interest and bank charges of \$946,879 compared to \$758,107 for the prior period, an increase of \$188,772 or 25% due primarily to the full accretion of the unaccreted equity portion of debt settlements of convertible promissory notes of approximately \$110,000 being charged to interest expense as well as interest expense accruing for an increasing amount of convertible promissory notes.

General and Administrative Costs: For the year ended May 31, 2020, the Company's general administrative expenses of \$221,573 compared to \$183,343 for the prior period, an increase of \$38,230 or 21% due primarily to costs associated with the Company's increased regulatory filing fees, audit and insurance expense and telecommunication costs.

Salaries and Wages: For the year ended May 31, 2020, the Company's salaries and wages of \$862,967 compared to \$827,744 for the prior period, an increase of \$35,223 or 4% due primarily to an increase support staff in the Omega division as well as the proper allocation of such expenses with direct payroll costs unlike in prior period (see Direct Payroll Costs above and the table below).

## Other Income and (Expense)

During the year ended May 31, 2020, the Company's other income and (expense) includes derivative recovery of \$64,776, a gain from settlement of debt of \$693,483, an unrealized loss on marketable securities of (\$22,377) and a recovery of rent expense of \$16,239 compared to the year ended May 31, 2019, which includes a foreign derivative recovery of \$148,911, a gain from settlement of debt of \$1,669,975, an unrealized gain on marketable securities of \$17,982 and a recovery of rent expense of \$Nil. As at May 31, 2020, the Company's total other income was \$752,121 compared to \$1,833,868 at the prior year-end. The decrease in total other income of \$1,081,747 or 59% was primarily due to convertible debt that was converted throughout the year which was concluded to have an embedded derivative liability component because the notes are convertible into common shares of the Company at a price the higher of \$0.06 per share or a 15%-25% discount to the price per share on the date of conversion.

## Loss and Comprehensive Loss

During the year ended May 31, 2020, the Company reported a net loss of (\$1,999,795) or (\$0.02) per basic and diluted loss per share based on 113,942,485 weighted average number of common shares compared to a net loss of (\$1,065,748) or (\$0.01) per basic and diluted loss per share based on 82,826,398 weighted average number of common shares for the prior period. The increased loss and comprehensive loss of \$934,044 or 88% over the prior period is due primarily to the \$1,081,747 decrease in gains arising from non-recurring other income and expenses.

## FOURTH QUARTER RESULTS OF OPERATIONS – Three Months Ended May 31, 2020

For the three months ended May 31, 2020, the Company recorded revenues of \$323,648. The Company recorded operating expenses of \$322,547 for the three months ended May 31, 2020, representing gross profit of \$1,101. The Company's consolidated overhead expenses totaled (\$954,803) for the three months ended May 31, 2020. The net gain from non-recurring transactions was \$613,501 for the period resulting in a net loss of (\$17,654) for the three months ended May 31, 2020.

## ADJUSTED WORKING CAPITAL TABLE as at May 31, 2020

Certive Solutions Inc.  
Adjusted Working Capital Calculation  
May 31, 2020

<b>Total Current Assets:</b>							<b>\$ 559,332</b>
	<b>Convertible Debt</b>	<b>Short Term Loans</b>	<b>Accounts Payable &amp; Accrued Liabilities</b>	<b>Note Payable Current Portion</b>	<b>Lease Liability - Current Portion</b>	<b>Total Adjusted Current Liabilities</b>	
<b>Current Liabilities:</b>	3,813,742	374,849	1,855,538	300,000	5,689	6,349,878	
Amounts to be converted:							
Convertible Unsecured	(3,813,742)	-	-	-	-	(3,813,742)	
Amounts paid subsequent to year end	-	-	-	-	-	-	
Convertible amounts owing to Directors & Advisory Board Members	-	-	-	-	-	-	
Other Convertible Loans	-	-	-	-	-	-	
<b>Total Adjusted Current Liabilities</b>	<b>-</b>	<b>374,849</b>	<b>1,855,538</b>	<b>300,000</b>	<b>5,689</b>	<b>2,536,135</b>	
<b>Net Working Capital</b>							<b>\$ (1,976,804)</b>

As at May 31, 2020, the Company had a working capital deficiency of (\$5,790,546). However, there are certain current liabilities that may be converted to equity. Assuming conversion of convertible debt into common stock of the Company, the Company's adjusted working capital deficiency would improve to be a working capital deficiency of (\$1,976,804).

## **LIQUIDITY**

1. As at the date of this MD&A, the Company does not have sufficient working capital to cover its operating overhead either corporately or divisionally. Sources of capital are being identified to address working capital needs. Both equity and debt financings are being contemplated as potential sources of working capital. In order for the Company to fully support its operating costs, it must generate approximately \$350,000 per month in revenue. Presently, the Omega division generates approximately \$160,000 in monthly revenues. With many new potential clients being identified by management, the near-term working capital problem is correctable. Fluctuations in liquidity will continue as long as the Omega division operates at a loss.
2. The Company has liquidity risk associated with past due and maturing financial instruments. As at May 31, 2020, the Company had a cash balance of \$29,295 and total current liabilities of \$6,349,878 of which \$3,813,742 may be settled for common stock as more fully described in the Adjusted Working Capital Table.
3. The Company's working capital deficiency will be reduced if all convertible debt discussed in the MD&A is exercised. The current working capital deficiency is (\$5,790,546) and as adjusted (\$1,976,804). The Company had to issue more debt to cover the losses that were incurred. There are no balance sheet conditions or income or cash flow items that may materially affect the Company's liquidity other than the ability to generate revenue from existing customer contracts. Readers are directed to Note 1 in the Company's audited annual financial statements for the year ended May 31, 2020 for additional information.
4. The working capital deficiency of (\$5,790,546) and adjusted working capital deficiency of (\$1,976,804) are both serious issues for the Company. Management of the Company does not expect that cash flows for the Company's operations will be sufficient to cover its operating requirements, financial commitments and business development priorities during the next several months. The Company will need to obtain further financing in the form of debt, equity or a combination thereof to fund operations. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. If adequate funds are not available, the Company may be required to delay or reduce the scope of its operations.
5. There are currently no defaults or liabilities in arrears related to lease payments, interest and principal payments on debt, debt covenants, redemption or retraction or sinking fund payments, other than certain convertible notes in the aggregate amount of \$2,133,914 and certain accounts payable and accrued liabilities that are in arrears of \$1,855,598.
6. The Company has accrued but not paid interest on all of its convertible debt. The terms of the agreements with the company's note holders are that, in most cases, accrued interest expense may be convertible at the noteholders option into shares at defined prices during the term of the note. Depending on the stock price at the time, the Company anticipates that there may at times be demand for payment of principal and interest rather than opting for conversions to common stock.

## **CAPITAL RESOURCES**

The Company has no planned capital expenditures at the date of this MD&A. The allocation of capital during the following twelve months will be directed towards sales and marketing initiatives that will monetize the infrastructure presently in place and support the operating overheads of the public company.

## **OFF-BALANCE SHEET ARRANGEMENTS**

As at May 31, 2020 the Company had no off-balance sheet arrangements.

## **PROPOSED TRANSACTIONS**

The Company does not have any other proposed transactions to discuss at this time.

## **TRANSACTIONS BETWEEN RELATED PARTIES**

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. The Company's related parties consist of its Officers & Directors, Key Management Personnel ("KMPs"), Advisory Council members and companies owned in whole or in part by them as follows:

<b>Name</b>	<b>Position and nature of relationship</b>
InteliHealth	Company controlled by advisory council member
UTA Holdings, LLC	Company controlled by advisory council member
SMA Group, LLC	Company controlled by key management personnel
Miller and Associates Environmental Consultants Inc.	Company controlled by the corporate secretary
Hyland Property Management Services LLC	Company controlled by officer and director
Lena V. LaMantia Trust	Company controlled by officer and director
Tim Hyland	Director, officer and former advisory council member
Tom Marreel	Director, officer and former advisory council member
Jeff Wareham	Independent Director
Jack Saltich	Independent Director
Scott Thomas	Director and VP Investor Relations
Brian Cameron	Former officer and director
Mike Miller	Corporate secretary and chief legal officer
Susan Miller	Spouse of the corporate secretary
Fredrick Erickson	Former key management personnel
Ann Fierro	Key management personnel
Van Potter	Key management personnel
Jeff Benton	Advisory council member
Arthur Pelberg, M.D.	Advisory council member
Bob Uxa	Advisory council member
Jack Chapman	Advisory council member
Steve Schramm	Advisory council member
Don Gilbert	Advisory council member
Joey Petelle	Advisory council member
J.J. Linder, M.D.	Advisory council member
Scott Donaldson	Advisory council member
Sheila Schweitzer	Advisory council member

The amounts due to or from the related parties are as follows:

Nature of relationship		May 31, 2020	May 31, 2019
Accounts payable (Note 10)	Former directors, key management personnel	\$ -	\$ 126,873
Accounts payable (Note 10)	Directors, key management personnel, and companies controlled by these parties	\$ 168,964	\$ 45,900
Convertible loans – face value (Note 11)	Directors	\$ 180,575	\$ 606,372
Convertible loans – face value (Note 11)	Advisory board member	\$ 563,789	\$ 533,112
Convertible loans – face value (Note 11)	Former officer and director	\$ -	\$ 55,000
Notes payable (Note 7)	Key management personnel	\$ 300,000	\$ 450,000
Short-term loans payable (Note 12)	Former officer and director	\$ 25,000	\$ 25,000
Short-term loans payable (Note 12)	Directors and key management	\$ 138,000	\$ 70,000

The Company incurred the following fees and expenses in the normal course of operations in connection with companies owned by key management and directors. Expenses have been measured at the exchange amount which is determined based on actual cost. There is no other remuneration of directors or other members of key management personnel during the year ended May 31, 2020 and May 31, 2019 are as follows:

	May 31, 2020	May 31, 2019
Management fees	\$ 63,000	\$ 173,000
Salaries to key management personnel, included in operating costs and expenses	441,457	347,412
Salaries to key management personnel, included in discontinued operations	-	161,951
Share based compensation to officers and directors	17,778	-
Consulting fees	94,000	176,054
Directors' fees	-	10,000
Investor relations fees	-	67,500
Professional fees	220,000	138,534
Advisory board fees to a former advisory board member, and current director	-	12,000
Corporate finance fee to an advisory board member, and directors	-	16,000
Total	\$ 836,245	\$ 1,102,451

## **LEASES**

Upon transition to IFRS 16 on June 1, 2019, the Company had two lease agreements for its leased office premises:

1. The Company had a lease in Scottsdale, Arizona, which expired on July 31, 2020. The Company did not renew this lease. Subsequent to the expiry of this lease, the Company rents office space on a month to month basis, which is exempt from the recognition as a right of use asset due to the short-term nature of this agreement.
2. The Company had a lease through its subsidiary, Omega, which expired on March 31, 2020. As at May 31, 2020, the Company had not entered into a new lease, as a “shelter-in-place” order was issued. As a result of the order, Omega moved out of its offices, stored its furnishings, relocated its servers to a secure vendor and its employees are all working remotely from their homes until further notice. During the year ended May 31, 2020, the Company paid \$15,480 in rent for this storage.

At June 1, 2019, the leases were recognized as a right-of-use asset and a corresponding liability was measured at the present value of the remaining lease payments using the Company's incremental borrowing rate of 15% and the lease terms of 14 months and 10 months respectively. The right-of-use asset is depreciated over the lease term on a straight-line basis.

#### Right-of-use Assets

	Certive Solutions Inc.		Omega Technology Solutions Inc.		Total
<b>Cost</b>					
Balance at June 1, 2019 and May 31, 2020	\$	37,365	\$	154,180	\$ 191,545
<b>Accumulated depreciation</b>					
Balance at June 1, 2019	\$	-	\$	-	\$ -
Depreciation		31,913		154,180	186,093
Balance at May 31, 2020	\$	31,913	\$	154,180	\$ 186,093
<b>Net Book Value</b>					
June 1, 2019	\$	37,365	\$	154,180	\$ 191,545
May 31, 2020	\$	5,452	\$	-	\$ 5,452

#### Lease Liability

	Certive Solutions Inc.		Omega Technology Solutions Inc.		Total
Balance at June 1, 2019	\$	37,365	\$	154,180	\$ 191,545
Interest		2,993		8,205	11,198
Payments		(34,669)		(162,385)	(180,815)
Recovery of Rent		-		(16,239)	(16,239)
Balance at May 31, 2020	\$	5,689	\$	-	\$ 5,689

## **CONTROLS AND PROCEDURES**

The Chief Financial Officer (“CFO”) is responsible for establishing and maintaining effective disclosure controls and procedures for the Company as defined in National Instrument 52-109 *Certification of Disclosure in Annual and Interim Filings*. Management has concluded that as of the date of this MD&A, discussion of disclosure controls and procedures is preemptive; however, once operations begin, such controls will be effective enough to provide reasonable assurance that material information relating to the Company would be known, particularly during the period in which reports are being prepared.

## **Disclosure Controls and Procedures**

The CFO is responsible for establishing and maintaining effective disclosure controls and procedures for the Company as defined in National Instrument 52-109 *Certification of Disclosure in Annual and Interim Filings*. Management has concluded that discussion of disclosure controls and procedures is preemptive; however, once operations begin, such controls will be effective enough to provide reasonable assurance that material information relating to the Company would be known, particularly during the period in which reports are being prepared.

## **Internal Control over Financial Reporting**

The CFO is responsible for establishing and maintaining effective internal control over financial reporting as defined in National Instrument 52-109. Because of its inherent limitations, internal control over financial reporting may have material weaknesses and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management has concluded that internal control over financial reporting will be effective. The design and operation of internal control over financial reporting will provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable generally accepted accounting principles.

Internal control over financial reporting will include those policies and procedures that establish the following: maintenance of records in reasonable detail that accurately and fairly reflect the transactions and dispositions of assets; reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable generally accepted accounting principles; receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors; and reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets.

Management will design internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

## **Segregation of Duties**

Currently, duties have not been segregated due to the small number of individuals involved in this start-up. This lack of segregation of duties has not resulted in any material misstatement to the financial statements.

As the Company incurs future growth, management plans to expand the number of individuals involved in the accounting and finance functions. At the present time, the Chief Executive Officer and Chief Financial Officer oversee all material transactions and related accounting records. In addition, the Audit Committee of the Company reviews interim financial statements and key risks on a quarterly basis and query's management about any significant transactions.

## **Complex and Non-Routine Transactions**

The Company may be required to record complex and non-routine transactions. These sometimes will be extremely technical in nature and require an in-depth understanding of IFRS. Finance staff will consult with their third-party expert advisors as needed in connection with the recording and reporting of complex and non-routine transactions. In addition, an annual audit will be completed and presented to the Audit Committee for its review and approval.

## **Use of Estimates and Judgments**

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements. Actual results could differ from these estimates.

### *Critical Judgments*

The preparation of these consolidated financial statements requires management to make judgments regarding the going concern of the Company, as previously discussed in Note 1 of the financial statements, as well as determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates and has been determined for each entity within the Company. The functional currency for the Company and its subsidiaries has been determined to be the U.S. dollar.

### *Key Sources of Estimation Uncertainty*

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity of IFRS requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates and such differences could be material. Significant estimates made by management affecting the consolidated financial statements include:

#### 1. Share-based payments

Estimating the fair value for granted stock options and compensatory warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate model including the expected life of the option or warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

## 2. Useful lives of equipment, property, and intangible assets

Estimates of the useful lives of equipment, property, and intangible assets are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

## 3. Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future years in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future years.

## 4. Carrying values of tangible and intangible assets

The Company assesses the carrying value of its tangible and intangible assets annually or more frequently if warranted by a change in circumstances. If it is determined that carrying values of assets cannot be recovered, the unrecoverable amounts are charged against current earnings. Recoverability is dependent upon assumption and judgements regarding market conditions, costs of operations and sustaining capital requirements. Other assumptions used in the calculation of recoverable amounts are discount rates, and future cash flows. A material change in the assumptions may significantly impact the potential impairment of these assets.

## 5. Discount rates used in convertible debentures

The Company calculates the liability portion of convertible debentures by calculating the present value of the loan and related interest, using a discount rate equal to the market rate that would be given for similar debt, without a conversion feature. Management determines this rate by assessing what rate the Company could borrow funds at from an unrelated party.

## 6. Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

### **Determination of Functional Currency**

The functional currency is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency for the Company is the U.S. dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

### **SUBSEQUENT EVENTS**

Only those in the section titled Material Events Subsequent to May 31, 2020, referenced on page 8, are disclosed.

### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

#### **Financial Assets and Liabilities**

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss (“FVTPL”), (2) loans and receivables, (3) financial assets available-for-sale, (“AFS”), (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities at FVTPL are subsequently measured at fair value with changes in those fair values recognized in net earnings. Financial assets, AFS, are subsequently measured at fair value with changes in fair value recognized in other comprehensive income (loss), net of tax.

Financial assets “held-to-maturity”, “loans and receivables”, and “other financial liabilities” are subsequently measured at amortized cost using the effective interest method. The Company’s financial assets and liabilities are recorded and measured as follows:

<u>Asset or Liability</u>	<u>Category</u>	<u>Measurement</u>
Cash	FVTPL	Fair value
Marketable securities	AFS	Fair value
Receivables	Loans and receivables	Amortized cost
Accounts payable	Other liabilities	Held to maturity
Convertible debt	Other liabilities	Amortized cost
Short term loans	Other liabilities	Amortized cost
Note payable	Other liabilities	Amortized cost
Derivative liability	FVTPL	Fair value

The Company determines the fair value of financial instruments, according to the following hierarchy, based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities are measured at fair value using Level 1 inputs. The derivative liability has been measured at fair value using level 3 inputs.

### **Credit Risk**

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. The Company's other receivable balance may consist of amounts outstanding on Harmonized Sales Tax Credits from Canada Revenue Agency. Therefore, the Company believes that there is minimal exposure to credit risk.

### **Liquidity Risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

### **Interest Risk**

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

### **Currency Risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Certain cash and convertible notes of the Company are denominated in Canadian currency and exposes the Company to certain currency risks.

**Shares Authorized** - Unlimited common shares without par value.

**Issued and Outstanding:**

<u>Number outstanding as at:</u>	<u>May 31, 2020</u>	<u>September 28, 2020</u>
Common shares	137,885,114	139,552,114
Stock options	10,658,708	10,658,708
Warrants	Nil	Nil

**BASIS OF PRESENTATION**

Please refer to Note 2 of the Company's consolidated financial statements of the Company as at and for the year ended May 31, 2020.

**SIGNIFICANT ACCOUNTING POLICIES**

Please refer to Note 3 of the Company's consolidated financial statements of the Company as at and for the year ended May 31, 2020.

**CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

A number of new standards, amendments to standards and interpretations are not yet effective as at the date of issuing these statements and have not been applied in preparing these financial statements. The Company has not early adopted any of the new standards and is currently evaluating the impact, if any, that such standards might have on the Company's financial statements. Please refer to Note 3 of the Company's consolidated financial statements as at and for the year ended May 31, 2020.

**RISK FACTORS AND UNCERTAINTIES**

**Strategic and Operational Risks**

Strategic and operational risks are risks that arise if the Company fails to develop its strategic plans. These strategic opportunities or threats evolve from a range of factors which might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

**Other Risk Factors**

In evaluating an investment in the Company's shares, in addition to the other information contained or incorporated by reference herein, investors should consider the following risk factors. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

### General and Industry Risks

The Company's business objectives in the next 12 months are to establish: (i) an expanded profitable operating business that can be sustained on an ongoing basis, (ii) a strong market position that will permit the company to rapidly and profitably expand the market for its products, and (iii) significant competitive advantages that will permit the company to sustain its market shares and profit margins.

### Securities and Dilution

The only source of funds presently available to the Company is through the sale of equity capital or the assumption of debt. There is no assurance that such sources of financing will be available on acceptable terms, if at all. If the Company seeks additional equity financing, the issuance of additional shares will dilute the interests of their current shareholders. Failure to obtain such additional financings could result in delay or indefinite postponement of the Company's strategic goals.

### Competition

The Company's industries of focus are intensely competitive in all of its phases, and the Company will compete with many companies possessing greater financial resources and technical facilities than the Company.

### Conflicts of Interest

There are directors and senior officers in the Company that hold senior level positions in other companies. If any disputes arise between these organizations and the Company, or if these organizations undertake transactions with a Company's competitor, there exists the possibility for such directors and senior officers to be in a position of conflict. Any decision or recommendation made by these persons involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other organizations. In addition, as applicable, such directors and officers will abstain from voting on any matter in which they have a conflict of interest.

### No History of Earnings or Dividends

As a Venture Issuer, the Company has no history of earnings, and there is no assurance that the Company will generate earnings, operate profitably, or provide a return on investment in the future. The Company has no plans to pay dividends for the foreseeable future.

### Potential Profitability Depends Upon Factors Beyond the Control of the Company

The potential profitability of the Company is dependent upon many factors beyond the Company's control. Profitability also depends on the costs of operations, including costs of labor and occupancy costs, regulatory compliance and other professional fees. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, events that cause worldwide economic uncertainty may make raising of funds difficult. These changes and events may materially affect the financial performance of the Company.

### Dependency on a Small Number of Management Personnel

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on the Company and its business operations.

### Failure to Perform Contracts

Contracts for the Company's services may include penalties and/or incentives related to performance, which could materially affect operating results. Management provides for any anticipated penalties against contract value.

### Project Performance

Any inability of the Company to execute customer projects in accordance with requirements, including adherence to timetables, could have a material adverse effect on the Company's business, operations, and prospects.

### Intangible Asset Impairment

The Company has recognized the value of its contracts and customer list as an intangible asset. The Company assesses these assets periodically to evaluate if value recognized as an asset has become impaired. If the Company were to determine that the applicable expected future cash flows do not support the intangible asset book values, impairment would need to be recognized that could have an adverse impact on the financial results of the Company such as occurred as at May 31, 2020.

### Future Capital Requirements

The Company's future capital requirements will depend on many factors, including inorganic growth initiatives, securing new contracts, the rate of expansion and the status of competitive products. Depending on these factors, the Company may require additional financing which may or may not be available on acceptable terms. If additional funds are raised by issuing equity securities, dilution to the existing shareholders may result. If adequate funds are not available, the Company may not be able to achieve its growth objectives and operational targets, which could have a material adverse effect on the Company's business.

## **FORWARD LOOKING FINANCIAL STATEMENTS**

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words “may,” “will,” “projects,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “forecasts,” or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risk Factors and Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are reasonable, but any of which could prove to be inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements.

In this MD&A, the Company has specifically noted the forward-looking nature of comments where applicable. Generally, readers should be aware that forward-looking statements included or incorporated by reference in this document are related to its operating subsidiary CHI. At the date of this MD&A these comments on forward-looking matters are relevant and should be considered by readers.

## **CONTACT INFORMATION**

### **Officers and Directors**

Tom Marreel	Chairman of the Board and CEO
Tim Hyland	Director, CFO and Treasurer
Jeffrey Wareham	Director, Chair - Audit Committee
Scott Thomas	Director, VP Investor Relations
Jack Saltich	Director, Chair - Governance, Compensation and Nominations Committee
Michael Miller	Corporate Secretary and Chief Legal Officer

### **Contact Address**

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V6E 4E6

### **Operational Headquarters**

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8149 North 87<sup>th</sup> Place  
Scottsdale, Arizona 85258  
(480) 922-5327

**Operational Subsidiary**

Omega Technology Solutions Inc.  
(Currently Operating Remotely)  
Ft. Lauderdale, Florida  
(800) 559-8009