

Certive Solutions Inc.  
(Formerly VisualVault Corporation)

**Condensed Interim Consolidated Financial Statements  
(Unaudited – Expressed in Canadian Dollars)**

**For the Nine Months Ended February 28, 2014**

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NO Auditor Review of the Interim  
Financial Statements

The accompanying unaudited interim financial statements of Certive Solutions Inc. (“the Company”), for the nine month period ended February 28, 2014 have been prepared by management and have not been the subject of a review by the Company’s external independent auditor.

*Certive Solutions Inc.*

Vancouver, British Columbia  
April 14, 2014

**CERTIVE SOLUTIONS INC.**Condensed Interim Statements of Financial Position  
(Expressed in Canadian Dollars)

	February 28 2014 (unaudited)	May 31 2013 (audited)
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 234,180	\$ 3,623
Receivables	31,172	11,377
Due from related parties (Note 14)	220,598	146,808
	<b>485,950</b>	161,808
<b>Software Technology Development Costs</b> (Note 6)	<b>309,000</b>	-
<b>Investment in software license and non-refundable deposit</b> (Note 7)	<b>1</b>	1
	<b>\$ 794,951</b>	\$ 161,809
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 8)	\$ 711,358	\$ 405,440
Due to related parties (Note 14)	445,266	111,466
Convertible debt (Note 11)	320,607	306,847
Short term loans (Note 12)	872,000	448,928
	<b>2,349,231</b>	1,272,681
<b>SHAREHOLDERS' DEFICIT</b>		
Share capital (Note 9)	10,359,101	9,559,101
Equity portion of convertible debt (Note 11)	83,886	80,942
Contributed surplus	445,933	445,933
Deficit	(12,443,200)	(11,196,848)
	<b>(1,554,280)</b>	(1,110,872)
	<b>\$ 794,951</b>	\$ 161,809

Nature of operations and going concern (Note 1)

**ON BEHALF OF THE BOARD:**

"Brian Cameron" Director  
Brian Cameron

"Van Potter" Director  
Van Potter

**CERTIVE SOLUTIONS INC.**

Condensed Interim Statements of Comprehensive Loss  
(Expressed in Canadian Dollars)

	3 months ended		9 months ended	
	February 28 2014 (unaudited)	February 28 2013 (unaudited)	February 28 2014 (unaudited)	February 28 2013 (unaudited)
<b>INCOME</b>				
Consulting Income	-	\$ -	\$ 20,000	\$ -
<b>EXPENSES</b>				
Advertising and promotion	-	-	4,850	48
Accounting	29,398	600	73,058	64,280
Amortization of License	-	41,667	-	125,000
Consulting fees (Note 14)	130,000	11,088	390,800	200,918
Corporate marketing finance costs	167,300	-	416,150	-
Foreign exchange loss	5,230	(423)	38,252	8,105
General and administrative	98	960	18,137	20,719
Interest expense and bank charges	27,811	25,201	101,764	29,320
Insurance	350	-	350	-
Investor relations	63,670	34,175	140,173	130,536
Legal	-	1,000	3,300	44,490
Maintenance fee	-	60,000	-	160,000
Rent	5,354	5,141	16,434	15,742
Shares issued as bonus (recovery)	-	-	-	-
Transfer agent and filing fees	3,201	6,222	21,308	22,323
Travel and promotion	19,753	21,883	41,776	90,407
<b>TOTAL EXPENSES</b>	<b>(452,165)</b>	<b>(207,514)</b>	<b>(1,266,352)</b>	<b>(911,888)</b>
<b>LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>\$ (452,165)</b>	<b>\$ (207,514)</b>	<b>\$ (1,246,352)</b>	<b>\$ (911,888)</b>
<b>Basic and diluted loss per common share (Note 10)</b>	<b>\$ (0.03)</b>	<b>\$ (0.01)</b>	<b>\$ (0.08)</b>	<b>\$ (0.03)</b>
<b>Weighted average number of common shares outstanding</b>	<b>15,492,011</b>	<b>28,133,854</b>	<b>15,492,011</b>	<b>28,133,854</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements

**CERTIVE SOLUTIONS INC.**Unaudited Condensed Interim Statements of Changes in Equity  
(Expressed in Canadian Dollars)

	<b>Number of Shares</b>	<b>Share Capital</b>	<b>Contributed Surplus</b>	<b>Equity Portion of Convertible Debt</b>	<b>Deficit</b>	<b>Total Equity</b>
Balance, June 1, 2012	28,133,854	\$ 9,450,281	\$ 445,933	\$ -	\$ (847,243)	\$ 9,048,971
Equity portion of convertible note	-	-	-	193,010	-	193,010
Subscription receivable	-	20,000	-	-	-	20,000
Loss and comprehensive loss	-	-	-	-	(911,888)	(911,888)
<b>Balance, February 28, 2013</b>	<b>28,133,854</b>	<b>\$ 9,470,281</b>	<b>\$ 445,933</b>	<b>\$ 193,010</b>	<b>\$ (1,759,131)</b>	<b>\$ 8,350,093</b>
Balance, June 1, 2013	28,317,354	\$ 9,559,101	\$ 445,933	\$ 80,942	\$ (11,196,848)	\$ (1,110,872)
Equity portion of convertible note	-	-	-	2,944	-	2,944
Common shares issued for:						
Cash - \$0.30	2,666,667	800,000	-	-	-	800,000
2:1 share consolidation	(15,492,011)	-	-	-	-	-
Loss and comprehensive loss	-	-	-	-	(1,246,352)	(1,246,352)
<b>Balance, February 28, 2014</b>	<b>15,492,011</b>	<b>\$ 10,359,101</b>	<b>\$ 445,933</b>	<b>\$ 83,886</b>	<b>\$ (12,443,200)</b>	<b>\$ (1,554,280)</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements

**CERTIVE SOLUTIONS INC.**

Condensed Interim Statements of Cash Flows

(Expressed in Canadian Dollars)

	<b>9 months ended February 28, 2014 (unaudited)</b>	9 months ended February 28, 2013 (unaudited)
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>		
Loss for the year	\$ (1,246,352)	\$ (911,888)
Items not affecting cash:		
Amortization of license	-	125,000
Changes in non-cash working capital:		
Due from related party	(73,790)	(87,802)
Due to related party	333,800	5,020
Short term loans	423,072	71,500
Receivables	(19,795)	(1,995)
Accounts payable and accrued liabilities	305,918	323,081
Net cash used in operating activities	<u>(277,147)</u>	<u>(477,084)</u>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Purchase of licence	-	(200,000)
Software Technology Development Costs (Note 6)	(309,000)	-
Net cash used in investing activities	<u>(309,000)</u>	<u>(200,000)</u>
<b>CASH FLOWS USED IN FINANCING ACTIVITIES</b>		
Subscriptions received	-	20,000
Issuance of convertible notes	-	565,590
Convertible debt	16,704	-
Issuance of common shares	800,000	-
Net cash used in financing activities	<u>816,704</u>	<u>585,590</u>
<b>CHANGE IN CASH DURING THE YEAR</b>	<b>230,557</b>	<b>(91,494)</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>3,623</b>	<b>99,661</b>
<b>CASH, END OF PERIOD</b>	<b>\$ 234,180</b>	<b>\$ 8,167</b>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	-	-

The accompanying notes are an integral part of these condensed interim consolidated financial statements

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Certive Solutions Inc. (formerly VisualVault Corporation) (“the Company”) was incorporated under the Laws of British Columbia. The Company is traded on the Canadian National Stock Exchange (“CNSX”).

The condensed interim consolidated financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise indicated.

The condensed interim consolidated financial statements were prepared on a going concern basis, under the historical cost convention. The Company’s ability to continue as a going concern is dependent upon the ability of the Company to obtain financing and generate positive cash flows from its operations. The Company has minimal capital resources presently available to meet obligations which normally can be expected to be incurred by similar companies. At February 28, 2014, the Company has a working capital deficiency of \$1,863,281 (May 31, 2013 - \$1,110,873) and an accumulated deficit of \$12,443,200 (May 31, 2013 - \$11,196,848). For the nine months ended February 28, 2014, the Company reported a comprehensive loss of \$1,246,352 (February 28, 2013 - \$911,888).

Management of the Company does not expect that cash flows for the Company’s operations will be sufficient to cover all of its operating requirements, financial commitments and business development priorities during the next twelve months. Accordingly, the Company expects that it will need to obtain further financing in the form of debt, equity or a combination thereof for the next twelve months. 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 any or all of its operations.

On October 1, 2013, the Company changed its name from VisualVault Corporation to Certive Solutions Inc.

#### **2. BASIS OF PRESENTATION**

##### **Statement of compliance to International Financial Reporting Standards**

These condensed interim consolidated financial statements, including comparatives have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), including International Accounting Standard (“IAS”) 34, ‘Interim Financial Reporting,’ and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

The condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value as explained in the accounting policies set out in Note 3. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these condensed interim consolidated financial statements are in accordance with IFRS.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **2. BASIS OF PRESENTATION (cont'd...)**

##### **Use of estimates and judgments**

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

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting year, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) Depreciation

The Company's management exercises its judgment in estimating the useful lives of the depreciable assets. The estimated useful lives reflect the management's estimate of the periods the Company intends to derive future economic benefits from the use of these assets. The Company depreciates its license in accordance with the accounting policies stated in Note 3. The carrying amount of the license is disclosed in Note 7.

ii) 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 un-utilized tax losses require management to assess the likelihood that the Group will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast 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 periods.



## CERTIVE SOLUTIONS INC.

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014

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#### 2. BASIS OF PRESENTATION (cont'd...)

##### Use of estimates and judgments (cont'd...)

##### iii) 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 Canadian 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*.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

##### Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. Intra-company balances and transactions, and any unrealized income and expenses arising from intra-company transactions, are eliminated in preparing the condensed interim consolidated financial statements.

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Principal Activity
Advantive Information Systems Inc.	Scottsdale, Arizona	100%	Information Technology
VisualVault Technologies Inc.	Vancouver, BC	100%	Information Technology

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##### Foreign exchange

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions and the exchange gains and losses arising on translation are recognized through profit or loss.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

##### **Cash**

Cash includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amount of cash and subject to an insignificant risk of change value.

##### **License**

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. At the end of each reporting period, the License is reviewed to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. See Note 7 for details.

##### **Financial instruments**

###### Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized through profit or loss.

*Available-for-sale* - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

##### **Financial instruments (cont'd...)**

##### Financial assets (cont'd...)

The Company has not classified any financial assets as held-to-maturity or available-for-sale.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash as fair value through profit or loss. The Company's receivables and due from related parties are classified as loans and receivables.

##### Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

*Other financial liabilities* - This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost. The Company's accounts payables and accrued liabilities, due to related parties, short term loans and convertible debt are classified as other financial liabilities.

##### **Impairment**

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

##### **Impairment (cont'd...)**

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

##### **Loss per share**

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

##### **Income taxes**

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

##### **Related party transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

##### **Interest-bearing loans and other borrowings**

Interest-bearing loans and other borrowings are recognized initially at fair value less related transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the income statement over the period of borrowings on an effective interest basis.

##### **Provisions**

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

##### **Share capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

##### **Revenue recognition**

Consulting revenue is recognized when the consulting services have been fully performed and the customer takes delivery of the completed service. It assumes the collection of the receivable is probable, and persuasive evidence of a relationship exists and the price of the consulting services is fixed or determinable in accordance with customer agreements.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

##### **Application of new and revised International Financial Reporting Standards**

Effective January 1, 2013, the Company adopted the following new and revised IFRS.

##### Disclosure of Involvement with Other Entities

New IFRS 12 requires the disclosure of information that enables users of these condensed interim consolidated financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effect of those interests on its financial position, financial performance and cash flows.

##### Consolidated financial statements

IFRS 10 *Consolidated Financial Statements* establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard:

- i) requires a parent entity (an entity that controls one or more other entities) to present consolidated financial statements.
- ii) defines the principle of control, and establishes control as the basis for consolidation
- iii) sets out how to apply the principle of control to identify whether an investor controls and investee and therefore must consolidate the investee
- iv) sets out the accounting requirements for the preparation of consolidated financial statements. IFRS 10 supersedes IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation-Special Purpose Entities.

##### Joint ventures

IFRS 11 *Joint Arrangements* establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement.

##### Disclosure of interest in other entities

IFRS 12 *Disclosure of Interests in Other Entities* requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effect of those interests on its financial position, financial performance and cash flows.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

##### **Application of new and revised International Financial Reporting Standards (cont'd...)**

###### Separate financial statements

IAS 27 *Separate Financial Statements* has the objective of setting standards to be applied in accounting for investments in subsidiaries, joint ventures, and associates when an entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements.

###### Investment in associates and joint ventures

IAS 28 *Investments in Associates and Joint Ventures* prescribes the accounting for investment in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture).

##### **Future accounting pronouncements**

A number of new standards, amendments to standards and interpretations are not yet effective as at February 28, 2014, and have not been applied in preparing these condensed interim consolidated financial statements. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on the condensed interim consolidated financial statements.

###### Financial Instruments: Presentation

The amendments to IAS 32 pertained to the application guidance on the offsetting of financial assets and financial liabilities. These amendments are effective for years beginning January 1, 2014.

###### Financial instruments

IFRS 9 Financial Instruments was issued in November 2009 and covers the classification and measurement of financial assets as part of its project to replace IAS 39 Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value due to own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is applicable for annual periods beginning on or after January 1, 2015.

###### Financial Instruments: Disclosures

The amendments to IFRS 7 outline the disclosures required when initially applying IFRS 9 Financial Instruments. These amendments are effective for years beginning January 1, 2015.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **4. MANAGEMENT OF CAPITAL**

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in demand certificates of deposit with major financial institutions.

There have been no changes to the Company's approach to capital management during the nine months ended February 28, 2014.

#### **5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

##### *Financial risk management*

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of receivables, due from related parties, accounts payable and accrued liabilities, convertible debt, due to related parties and short term loan.

The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy.

The fair value of convertible debt is measured on the statement of financial position using level 2 of the fair value hierarchy.

The fair values of receivables, due from related parties, accounts payable and accrued liabilities, due to related parties and short term loan approximate their book values because of the short-term nature of these instruments.

##### *Financial instrument risk exposure*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.



## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)**

##### *Credit risk*

Credit risk is the risk of financial loss to the Company if counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the Canada Revenue Agency. The Company does not believe it has a material exposure to credit risk.

##### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure as described in Note 4. There is a risk that the Company may not be able to meet its financial obligation when they are due. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at February 28, 2014 the Company has no financial assets that are past due or impaired due to credit risk defaults.

##### *Foreign exchange risk*

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar as the Company's head office and operations are in Canada. All of the Company's financial instruments are denominated in Canadian dollars. In management's opinion there is no significant foreign exchange risk to the Company.

##### *Transaction Costs*

Transaction costs attributable to the acquisition or issue of financial assets or financial liabilities, other than those classified as held-for-trading, are added to the initial fair value amount to match the costs with the related transactions. Purchases and sales of securities are accounted for on the settlement date basis.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****6. SOFTWARE TECHNOLOGY DEVELOPMENT COSTS**

	Cost	Accumulated Depreciation	Depreciation	Carrying Amount February 28, 2014	Carrying Amount May 31, 2013
Software Technology Development Costs	\$ 309,000			\$ 309,000	\$ -
				-	-
<b>Total</b>	<b>\$ 309,000</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 309,000</b>	<b>\$ -</b>

During the nine months ended February 28, 2014, the Company expended \$309,000 on the development of proprietary Business Process Management software that will be utilized to assist its customers, US hospitals, in the collection of insurance claims denied by commercial insurance providers. The Company will continue this development activity in subsequent periods. The Company anticipates expending an additional \$366,000 on this project within the next twelve months.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****7. INVESTMENT IN SOFTWARE LICENSE AND NON-REFUNDABLE DEPOSIT****Acquisition of VisualVault Technologies Inc.**

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Acquisition of VisualVault Technologies Inc.	
Balance, May 31, 2011	\$ 1
Purchase price - 13,275,500 shares at \$0.35	4,646,250
Book value of net assets/liabilities acquired	-
Payment for license	<u>300,000</u>
Balance, May 31, 2012	4,946,251
Payment for licence	200,000
Impairment of Investment	<u>(5,146,250)</u>
<b>Balance, February 28, 2014</b>	<b>\$ 1</b>

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The Company issued 13,275,500 shares at \$0.35 for a 100% interest in VisualVault Technologies Inc. "VVT" and executed three material agreements as noted below.

*Platform license and service agreement*

The Company signed a Platform License and Services Agreement on May 1, 2012 with Auersoft LLC of Mesa Arizona, wherein the Company was granted certain rights of use with respect to the products and services developed by Auersoft LLC (the "PaaS License"). The PaaS License terminated on July 2, 2013.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **7. INVESTMENT IN SOFTWARE LICENSE AND NON-REFUNDABLE DEPOSIT (cont'd...)**

##### **Acquisition of VisualVault Technologies Inc. (cont'd...)**

###### *Amended and restated purchase and sale agreement*

The Amended and Restated Asset Purchase and Sale Agreement, dated as of May 1, 2012, by and between Auersoft LLC and VVT (the "APA") was to terminate by its terms on November 30, 2012. Auersoft and VVT agreed to a series of extensions of the closing date, culminating in Amendment No. 1 to the APA, dated as of May 31, 2013, by and among VVT, Auersoft LLC and the Company ("Amendment No. 1"). The Company had previously paid a total of \$500,000USD to Auersoft LLC as an initial deposit and for the multiple closing date extensions. The basic terms of Amendment No.1 were as follows:

- i) The Company would pay Auersoft LLC \$350,000USD upon signing Amendment No. 1 (the Company made this payment, but Auersoft LLC refunded this payment when closing did not occur on or before July 1, 2013)
- ii) The Company would pay Auersoft the purchase price of \$4,500,000USD on or before July 1, 2013.
- iii) The Company would pay Auersoft \$586,250USD on or before December 14, 2014 pursuant to a convertible note. This payment was convertible into 5,862,500 common shares of the Company based upon an assumption of the obligation to pay this amount by the Company. The conversion could have taken effect at any time after December 31, 2013 at Auersoft LLC's sole discretion.
- iv) The Company would make a tax payment of \$850,000 to cover the taxation impact for Auersoft LLC based upon changes to the US taxation treatment of capital gains and other tax law changes which took effect on January 1, 2013
- v) The purchase price could have been increased by up to \$500,000USD, based upon Auersoft LLC delivering specified software upgrades on or before May 31, 2013
- vi) The Company did not pay the purchase price, make the additional tax payment and pay for the software upgrades on or prior to July 1, 2013, resulting in the expiration of the APA, as amended by Amendment No. 1, by its terms.

###### *Trademark license agreement*

The Company, separate from its wholly-owned subsidiary, VVT, was granted a trademark license agreement to use the VVT trademarks on a worldwide, perpetual, royalty free basis. This enabled the Company to present itself corporately under the VisualVault brand.

In accordance with the license granted by Auersoft LLC to the Company, the Company was required to make monthly payments of \$20,000 per month to maintain the license. As at May 31, 2013, the Company had accrued \$220,000 in respect of the licensing fee but had not made any payments for same. Auersoft LLC confirmed that no amounts were owed on the license as at February 28, 2014.

On July 2, 2013, the APA, as amended by Amendment No. 1, expired by its terms. The Platform License and the Trademark license similarly expired on July 2, 2013. The Company uses commercially available platforms to support its sales and marketing initiatives and may develop its own proprietary platforms as determined by identified use cases.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****7. INVESTMENT IN SOFTWARE LICENSE AND NON-REFUNDABLE DEPOSIT (cont'd...)****Impairment of Investment in Software Licence and Non-Refundable Deposit**

During the year ended May 31, 2013, the Company assessed the carrying value of Investment in Software Licence and Non-Refundable Deposit for indications of impairment. The Company believed that certain factors, such as recurring losses and a growing deficit have contributed to the decrease in the Investment's value. This resulted in an impairment charge of \$5,146,250 as it was determined that the carrying value of its Investment in Software Licence and Non-Refundable Deposit exceeded the expected net present value of its future cash flows.

**8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

<u>Falling due within the next twelve months</u>	<u>February 28, 2014</u>	<u>May 31, 2013</u>
Trades payable	\$ 508,730	\$ 325,642
Accrued liabilities	202,628	79,798
<b>Total</b>	<b>\$ 711,358</b>	<b>\$ 405,440</b>

**9. SHARE CAPITAL**

## a) Common stock

Authorized

Unlimited common shares without par value

Unlimited Class A Preferred shares without par value, dividend at 12% of profits or surplus, redeemable at any time.

Unlimited Class B Preferred shares without par value, dividend at 13% of profits or surplus, redeemable at any time.

Issued and outstanding

During the nine months ended February 28, 2014:

- i) On June 17, 2013, the Company issued 2,666,667 shares with a value of \$800,000 for cash to an unrelated company.
- ii) On October 7, 2013 the Company consolidated its share capital on a 2:1 basis, consolidating its 30,984,021 shares to 15,492,011 shares.

## **CERTIVE SOLUTIONS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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#### **9. SHARE CAPITAL (cont'd...)**

##### a) Common stock (cont'd...)

###### Issued and outstanding (cont'd...)

During the year ended May 31, 2013:

- i) On June 18, 2012 the Company issued 15,600 shares with a value of \$7,020 as part of a bonus on convertible debt.
- ii) On June 20, 2012 the Company issued 24,400 shares with a value of \$12,200 as part of a bonus on convertible debt.
- iii) On June 28, 2012 the Company issued 96,000 shares with a value of \$48,000 as part of a bonus on convertible debt.
- iv) On August 22, 2012 the Company issued 20,000 shares with a value of \$9,000 as part of a bonus on convertible debt.
- v) On August 28, 2012 the Company issued 28,000 shares with a value of \$12,600 as part of a bonus on convertible debt.

During the year ended May 31, 2012:

- i) On December 21, 2011, the Company consolidated its share capital on a 7:1 basis, consolidating its 17,796,667 shares to 2,542,381 shares following the consolidation.
- ii) On May 29, 2012, the Company issued 9,735,143 shares with a value of \$3,407,300 for the remaining 90% interest in Advantive Information Management Inc.
- iii) On May 29, 2012, the Company issued 13,275,500 shares with a value of \$4,646,425 for a 100% interest in VisualVault Technologies Inc.
- iv) On May 29, 2012, the Company issued 2,560,830 shares with at \$0.42 in the amount of \$1,075,396. Each unit consisted of two share purchase warrants exercisable at \$1.00 per shares expiring in two years.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****9. SHARE CAPITAL (cont'd...)**

## a) Common stock (cont'd...)

Issued and outstanding (cont'd...)

During the year ended May 31, 2011:

- i) On November 12, 2010, the Company issued 6,038,667 shares with a value of \$15,000 pursuant to a plan of arrangement.
- ii) On April 29, 2011, the Company issued 1,940,000 shares at \$0.05 in the amount of \$97,000. Each unit consisted of two share purchase warrants exercisable at \$0.23 per share expiring in two years.
- iii) On May 5, 2011, the Company issued 8,958,000 common shares at \$0.02 for the purpose of acquiring a 10% interest in a related Company in the amount of \$179,160.
- iv) On May 26, 2011, the Company issued 1,000,000 common shares at \$0.05 in the amount of \$50,000. These shares were issued in relation to the exercise of stock options.

## b) Stock options

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value
Outstanding, June 11, 2010	-	\$ -	-	\$ -
Granted	1,000,000	0.05	-	-
Expired/cancelled	(1,000,000)	(0.05)	-	-
Outstanding, May 31, 2011				
Granted	400,000	0.60	-	-
Outstanding, February 28, 2014	400,000	\$ 0.60	2 years	\$ -

**CERTIVE SOLUTIONS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**9. SHARE CAPITAL (cont'd...)**

## c) Share purchase warrants

The fair values for stock options granted have been estimated using the Black-Scholes option pricing model assuming no expected dividends and the following weighted average assumptions:

	February 28, 2014	May 31, 2013
Risk-free Interest rate	1.00%	1.00%
Expected life (in years)	2.00	2.00
Expected volatility	223.43	223.43

The weighted average fair value of the stock options granted during the period ended February 28, 2014 was \$0.60 per option.

The following table summarizes the continuity of share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2011	3,880,000	\$ 0.23
Granted	2,556,069	0.54
Expired/cancelled	(3,880,000)	1.00
Balance, May 31, 2012	2,556,069	0.54
Granted	2,666,667	0.30
Expired/cancelled	-	-
<b>Balance, February 28, 2014</b>	<b>5,222,736</b>	<b>0.13</b>



**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****9. SHARE CAPITAL (cont'd...)**

## a) Share purchase warrants (cont'd...)

As at February 28, 2014, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
2,556,069	\$ 2.00	March 24, 2014
2,666,667	0.35	June 17, 2015

**10. BASIC AND DILUTED EARNING (LOSS) PER SHARE**

The calculation of basic earnings (loss) per share for the nine months ended February 28, 2014 was based on the net loss attributable to common shareholders of \$1,246,352 (February 28, 2013 – \$911,888) and the weighted average number of common shares outstanding of 15,492,011 (February 28, 2013 – 28,133,854 shares), respectively. The Company does not have any instruments that would give rise to a dilution effect.

**11. CONVERTIBLE DEBT**

The Company issued convertible notes during the year ended May 31, 2013 in the amount of \$460,000 less transaction fees of \$87,072. The debt bears interest at 8% and is due in 5 years. Each \$5,000 note can be converted into 10,000 units; each unit consists of one common share and one warrant exercisable at \$0.55 per share for a period of 1 year. Furthermore, each note includes bonus shares to be issued in the amount of 2,000 common shares for every increment of one \$5,000 promissory note which make up a portion of the transaction fees.

On initial recognition, the fair value of the liability component is the present value of the contractually determined stream of future cash flows discounted at the rate of interest applied at the time by the market to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the conversion option. The difference is attributed to the equity component of the compound financial instrument.

Therefore, we have derecognized the liability component of \$111,864 less transaction fees of \$27,978 and recognized this as equity in accordance with IAS 32. The market rate for similar debt was determined to be 15%.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****11. CONVERTIBLE DEBT (cont'd...)**

Initial Recognition of the liability component of convertible debt is as follows:

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Present value of the liability component of convertible debt	
Balance, June 1, 2012	\$ -
Convertible debt issued during the year	460,000
Transaction costs	(87,072)
Equity portion of convertible debt	(111,864)
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Balance, May 31, 2013 and February 28, 2014	261,064

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Initial Recognition of the equity component of convertible debt is as follows:

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Balance, June 1, 2012	\$ -
Equity portion of convertible debt	107,939
Transaction costs	(26,997)
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Balance, May 31, 2013	80,942
Equity portion of convertible debt	2,944
Transaction costs	-
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<b>Balance, February 28, 2014</b>	<b>\$ 83,886</b>

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**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****11. CONVERTIBLE DEBT (cont'd...)**

A reconciliation of the liability component of convertible debt is as follows:

Balance, June 1, 2012	\$	-
Present value of the liability component of convertible debt		264,008
Undwinding of discount		<u>42,839</u>
Balance, May 31, 2013		306,847
Undwinding of discount		<u>13,760</u>
<b>Balance, February 28, 2014</b>	<b>\$</b>	<b><u>320,607</u></b>

**12. SHORT TERM LOANS**

Short term loans have no terms of repayment, are non-interest bearing and are unsecured. The loan holders and the Company are currently in negotiations to extinguish the debt for shares.

**13. INVESTMENT**

On September 28, 2010, the Company entered into a non-binding letter of intent with Advantive Information Management, Inc, "Advantive" whereby the Company set out its intent to acquire, initially, 100,000 common shares of Advantive. In May 2011, the Company acquired 10% of the issued and outstanding share capital of Advantive from certain shareholders of Advantive in exchange for issuing 8,958,000 shares at \$0.02 of the Company. The deemed fair value at the time of issuance was \$0.05; therefore, the difference was transferred to contributed surplus.

The investment is valued at cost per IAS 39, as the equity instruments do not have a quoted market price in an active market and the fair value cannot be reasonably measured.

During the year ended May 31, 2012, the investment was eliminated upon consolidation as the Company now owns 100% of Advantive Management, Inc.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014**

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**14. RELATED PARTY TRANSACTIONS**

The Company's related parties consist of companies owned in whole or in part by executive officers and directors as follows:

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Name	Position and nature of transactions
Canadian Data Preserve, Inc.	Company with Common Director - Brian Cameron
Advantive Information Management, Inc	Subsidiary
VisualVault Technologies Inc.	Subsidiary
Brian Cameron	Director
Van Potter	Director
John Ragan	Director

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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.

**CERTIVE SOLUTIONS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014****14. RELATED PARTY TRANSACTIONS (cont'd...)**

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Due from related parties	February 28, 2014	May 31, 2013
Canadian Data Preserve, Inc.	<u>220,598</u>	<u>146,808</u>
Total	<u>\$ 220,598</u>	<u>\$ 146,808</u>

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Due to related parties	February 28, 2014	May 31, 2013
Brian Cameron	(225,705)	(40,055)
Van Potter	<u>(219,561)</u>	<u>(71,411)</u>
Total	<u>\$ (445,266)</u>	<u>\$ (111,466)</u>

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The remuneration of directors and other members of key management personnel including share-based payments during the nine months ended February 28, 2014 and February 28, 2013 were as follows:

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	February 28, 2014	February 28, 2013
Consulting fees	<u>\$ 390,800</u>	<u>\$ 200,918</u>
Total	<u>\$ 390,800</u>	<u>\$ 200,918</u>

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**15. SUBSEQUENT EVENTS**

Subsequent to February 28, 2014 the Company issued 24,114,810 units, consisting of 24,114,810 common shares and 12,057,405 warrants at \$0.10 per unit for a total value of \$2,411,481. The warrants expire on March 10, 2016 and have an exercise price of \$0.15 per share.

In addition, subsequent to February 28, 2014, the Company converted \$445,266 of related party debt to shares by way of the private placement referred to above. Also the Company converted short term loans totaling \$872,000 into common shares pursuant to the same transaction.

On March 31, 2014, the Company signed a letter of intent to acquire substantially all of the assets of Titan Health Management Solutions Inc. of Tucson, Arizona

## CERTIVE SOLUTIONS INC.

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2014

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The transaction is proposed on the following basis:

- The agreed purchase price for 100% of the scheduled operating assets and intellectual properties of Titan shall be paid in cash, bonus shares, convertible notes and preferred shares secured by the acquired assets and evidenced by a security agreement and a UCC-1 filing. The purchase price shall be payable in cash in the amount of USD\$237,000, a convertible note in the amount of USD\$1,800,000, a 20% bonus of 1,000,000 common shares on closing, and 1,250,000 preferred shares which will be convertible into 1,250,000 common shares at a deemed price of \$0.35 per share.
- Prior to December 31, 2014 the note may be converted at Certive's discretion, as per the stated terms and conditions, into 2,250,000 common shares of the Issuer at a deemed conversion price of \$0.80 per share, subject to the conversion condition noted below in this paragraph. The note may be converted on or after December 31, 2014 at Titan's discretion, however interest accruals will cease on that date. The note will bear interest at the rate of 5% per annum, which interest can be paid in cash or shares on a quarterly basis at Titan's sole option. If interest is paid in shares, the shares will be issued at prevailing market prices from time to time subject to regulatory approval. In the event that the market price for the Issuer's shares is less than CDN\$0.80 on the date at which conversion is elected, the conversion price shall be that prevailing market price at the close of trading on the day immediately preceding notice of conversion or a minimum of CDN\$0.40 per share. In the event that the prevailing market price for the Issuer's shares is greater than the CDN\$0.80 price then the conversion price shall be CDN\$0.80 per share.
- That part of the acquisition price to be paid by way of the bonus shares will be issued based upon a factor of 20% of the face value of the convertible note, converted to shares at a deemed price of \$0.35 per share for rounded total of approximately 1,000,000 shares, subject to regulatory approval.
- That part of the acquisition price to be paid in preferred shares, which are convertible into common shares, shall be convertible based upon the following:
  - For every USD\$4.00 in cumulative Capital Cost Recovery revenue generated by Titan Assets, Titan will be entitled to convert 1 preferred share of the Issuer to 1 common share of the Issuer. Titan Assets shall have three years to achieve these milestone set out in this clause.
  - For incremental increases in monthly revenues exceeding a base monthly revenue of USD\$160,000 (USD\$2,000,000 annually) and totalling USD\$125,000 per month incrementally for a period of three months or more, Titan shall be eligible to convert 625,000 preferred shares to 625,000 common shares of the Issuer. Titan shall have three years to achieve the milestone set out in this clause.