“Amended and Restated”

MANAGEMENT’S DISCUSSION AND ANALYSIS OF THE COMPANY’S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED NOVEMBER 30, 2014.

FORM 51-102F1

Date and Subject of Report

The following 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. (formerly VisualVault Corporation., the “Company”) for the six months ended November 30, 2014. The MD&A should be read in conjunction with the audited annual financial statements as at May 31, 2014. The MD&A has been prepared effective April 20, 2015.

SCOPE OF ANALYSIS

The following is a discussion and analysis of the Company, which was incorporated on June 11, 2010, under the laws of the Province of British Columbia. The Company’s head office is located at 1140-1185 West Georgia Street, Vancouver, B.C. V6E 4E6. The Company reports its financial results in U.S. dollars and under International Financial Reporting Standards.

Overview

The six months ended November 30, 2014 and the subsequent period up to and including the date of this MD&A comprised a number of significant and material events which are summarized in this overview and discussed in more detail elsewhere in the MD&A. All amounts expressed herein are U.S. dollars.

Summary of Material Events

The six months ended November 30, 2014 represented six months of significant and positive growth for the Company. Many new relationships were forged, thus enabling the Company to move aggressively, with direction and focus into the Revenue Cycle Management (RCM) sector of the U.S. healthcare industry. The Company currently services the provider side of the industry with specific emphasis on U.S. hospitals. The acquisition of Titan Health Management Solutions Inc. (Titan Health) provided the Company with highly credentialed capability, domain expertise and a growing base of customers upon which to leverage both internal and acquisitive growth.

Material Events Occurring During the Six Months Ended November 30, 2014

1. On July 3, 2014, the Company acquired 100% of the assets of Titan Health Management Solutions Inc. of Tucson, Arizona. Titan Health has a 12-year history of collecting claims made by U.S. hospitals to commercial insurance providers. Titan Health has over 77 employees based in Tucson who serve as collectors of such claims. Titan Health is compliant with all regulations governing its business. The assets acquired include all of the

computer hardware and software necessary to conduct the business, the contracts that Titan Health has with its hospital customers, the brand and logos of Titan, and all of the intellectual properties used by Titan Health to conduct its business.

The purchase price for the purchased assets was two million seven hundred and eleven thousand U.S. dollars (US$2,711,000), to be paid by Certive U.S.A as follows:

i. The Company paid One Hundred Thousand U.S. dollars (US$100,000) in cash July 3, 2014.
ii. The Company will pay to Titan Health two hundred and eight thousand U.S. dollars (US$208,000) in cash on or before December 31, 2014.
iii. The Company has delivered a convertible promissory note in the principal amount of one million eight hundred thousand U.S. dollars (US$1,800,000), which Convertible Note shall provide for payment, plus accrued and unpaid interest, to be paid by Certive U.S.A on or before December 31, 2015. The promissory note is convertible into common shares of the Company at a price of CDN$0.80 per share.
iv. The Company will issue to Titan Health a total of 1,000,000 common shares of the Company in partial payment of the Purchase Price.
v. The Company shall issue to Titan Health a total of 1,250,000 preferred shares of the Company in partial payment of the Purchase Price. The preferred shares are convertible on a 1 for 1 basis into common shares of the Company on the following basis: Upon Titan Health generating cumulative aggregate gross revenues in the amount of US$4,200,000 in incremental revenue commencing July 1, 2014 and continuing until such cumulative gross revenues have been attained, the entire 1,250,000 Preferred Shares will qualify for conversion into common shares of the Company.

The Company entered into transition services agreements with Titan Health effective June 1, 2014 and accordingly all of the financial affairs of both companies are consolidated with that of the Company's effective June 1, 2014 insofar as the Company had complete financial control of both enterprises as of that date.

2. On August 31, 2014, the Company acquired 100% of the assets of Knowledge Capital Alliance (KCA) of Phoenix, Arizona. KCA has a 15-year history of providing business process management solutions to state and county governments, particularly specializing in process management for public health related matters. KCA is a credentialed and highly recognized vendor to Maricopa County, the third largest county in the United States. The assets acquired include all of the computer hardware and software necessary to conduct the business, the contracts that KCA has with its customers, the brand and logos of KCA, and all of the intellectual property used by KCA to conduct its business.

   The purchase price for the assets was five hundred and seventy nine thousand three hundred U.S. dollars, (US$579,300), and will be paid by as follows:

   i. The Company will pay to KCA seventy two thousand U.S. dollars (US$72,000), in two equal tranches of US$36,000, one payment due on or before January 31, 2015,

subject to the satisfactory transfer of all scheduled contracts, and the other due on or before January 1, 2016.

ii. The Company will issue to KCA a total of 900,000 common shares of its capital stock at a deemed price of $0.30 per share. Upon issuance, the Closing Shares shall be validly authorized and issued, fully paid, and non-assessable.

iii. The Company shall assume the KCA obligation to a promissory note with Tom Keller (“Keller”) in the amount of US$256,200 on the condition that the note is retired from the KCA cash flow.

The Company entered into transition services agreements with KCA effective June 1, 2014 and accordingly all of the financial affairs of both companies are consolidated with that of the Company’s effective June 1, 2014 insofar as the Company had complete financial control of both enterprises as of that date.

3. For the three months ending August 31, 2014, the Company generated $903,285 in gross revenues from the consolidated operations of Titan and KCA and recorded a nominal loss from operations of $126,639. The business operates divisionally and the Company supplies the working capital for growth in human capital and technology for scale. These additional costs represent a total of approximately $300,000 for the 1st quarter, which costs were therefore covered by revenue as opposed to capital raised by the Company.

4. For the six months ending November 30, 2014, the Company generated $1,741,157 in gross revenues from the consolidated operations of Titan and KCA and recorded a consolidated operating profit of $256,264, with a consolidated comprehensive loss of $629,674. For the three months ended November 30, 2014, the Company generated $837,872 in gross revenues and recorded a consolidated operating profit of $22,646 with a consolidated comprehensive loss of $503,035 for the three months ended November 30, 2014.

Material Events Occurring Subsequent to November 30, 2014 and to the date of this MD&A

1. On January 16, 2015, the Company entered into a Second Amended Letter of Intent to acquire 100% of the assets of Omega Technology Solutions, LLC, a Florida based company engaged in revenue cycle management for hospitals in the United States. Omega has led the revenue cycle industry in charge capture audit and recovery services for hospitals since 1992. Omega has made a significant investment 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 capture of unidentified charges not captured 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. The Vendor has over 45 well developed long term relationships with hospitals on the east coast of the United States and has recovered over US$180 million in aggregate since its incorporation 20 years ago. With over 25 employees engaged in the revenue cycle process, and over 47 hospitals currently under contract, the Vendor is a valuable resource to its hospital partners.

2. For the month ended December 31, 2014, the Consolidated Gross Revenues from both Titan and KCA was $317,791. Both divisions performed with EBIDTA of approximately 25%.

Plans for Fiscal Third and Fourth Quarter

- Certive Cloud™ workflow production implementation begin March 2015 – drives improved results for customers, increased revenue, efficiency, and scalability.
- Titan internal growth estimated at 20% per annum compounded from 2015 to 2017. Titan to add two additional zero balance customers in 2016 and one in 2017. Titan to add one additional small balance customer in each of the fiscal years 2015, 2016 and 2017. Each new customer acquisition to grow at 20% annually, consistent with the existing customer book.
- Complete the acquisition of Omega Technology Solutions LLC on or before February 28, 2015. Acquisition cost - $200,000 on closing, $400,000 on or before February 28, 2015, a note for $600,000 and $1,300,000 over three years as part of an earn out. Earn out based upon 25% of additional gross revenue in excess of $2 million to be paid as earn out consideration. Earn out can be paid in cash or shares, shares to be issued at a deemed price of $0.50 per share. The note converts into common shares at a price of $0.50 per share.
- Complete one additional acquisition in fiscal 2016 on the same or similar terms as the Omega transaction and two additional acquisitions on fiscal 2017. Growth rates based upon the Titan revenue model in each year.
- Consolidated Projected Gross Revenues, EBTIDA, and Year end Run Rates as follows:

	2015	2016	2017
Consolidated Gross Revenues:	$6M	$17M	$35M
Consolidated EBITDA:	($1.0M)	$1.7M	$8.0M
Consolidated Y/E Run Rates:	$9.5M	$20.5M	$42.7M

- Implement technology/operational improvements to increase productivity in Tucson operations. Drive analytics capability for both internal application and external sale to Certive's hospital customers.
- Expand value proposition to revenue opportunities on both the front-end and back-end of revenue cycle management spectrum. Certive has engaged with C level hospital CFO to architect the solutions sets offered to hospitals as a full service provider.
- Pursue several major customer driven outsourcing opportunities in billing support and zero balance in the order of magnitude of $10 million minimum.
- Architect and pursue strategic partnership for technology and footprint into 300 hospitals.

FORWARD LOOKING 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 '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 Risks Factors 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 underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements.

Within 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 include statements with respect to:

a) The Company's acquisition strategy, including the basis upon which the Company will evaluate acquisition criteria and the benefits associated with an acquisition.
b) The Company's ability to identify geographically dispersed non-competing acquisition targets that possess vital hospital customer relationships.
c) The identification of new lines of business within revenue cycle management for U.S. hospitals that are unique and value added for hospital administrators.
d) The ability to cross sell different services between and among the Company's customers resulting from selected acquisitions.
e) Expectations of both divisional profitability for each acquisition and comprehensive corporate profitability.
f) Expectations regarding the ability to raise capital to fund increasing working capital requirements and achieve sustainable near and long term growth.

General History

Historical Activity During the Fiscal Year Ended May 31, 2014

- The Company changes its name to Certive Solutions Inc. in October 2013 to pursue sales and marketing opportunities as a business process management provider focused on revenue lifecycle management in the U.S. Healthcare industry. The Company's Chairman, Mr. Shackleton, was been instrumental in bringing mission critical expertise to the Company including support services from AppCrest Inc., a company with highly credentialed backgrounds in business process management (BPM) software development.

- The Company engaged AppCrest Inc. to assist in developing an understanding of the technology solutions landscape for vendors in the U.S. healthcare industry. Management obtained valuable insight into the competitive product offerings and more importantly how they could be used to improve performance.

- In late 2013 and largely due to the investigative processes undertaking in the fall of 2013, management targeted the provider side of the U.S. healthcare industry and specifically U.S. hospitals, who wrote off between 3% and 15% of their total revenues to denied claims for a variety of reasons. In March of 2014, the Company entered into a strategic relationship with Titan Health that possessed over twelve years of domain expertise supplying revenue cycle management services on an outsourced basis to U.S. hospitals. The Company's technology and capital formation expertise combined with Titan Health's knowledge of the many opportunities in revenue cycle management lead to a logical partnership. Ultimately this lead to the Company's acquisition of the Titan Health assets in July of 2014 and the integration of the Titan's management and staff into the Company (see below).

- The Company's engagement with e5 Workflow Solutions Inc. in April, 2014, was purposed to provide three key automation capabilities as the Company seeks to grow from both the increase in new customers and through corporate acquisitions. These key areas of workflow scalability include Data Capture, Audit, and Collections. All of these tools will be used internally by the Company to improve net results for hospital customers and enable scale and therefore facilitate acquisitions.

Historical Activity June 1, 2014 to the date of this MD&A

- The acquisition of Titan Health closed on July 3, 2014. From June 1, 2014 to that date, the Company operated Titan Health pursuant to a transition services agreement, which provided among other things, complete financial control of the enterprise until close of the transaction. This has enabled the Company to report consolidated revenues from June 1, 2014 onward. At the date of this MD&A, the Company provides its revenue cycle management services to 50 hospitals throughout the United States. Primary activities include zero balance collections, early out collections and billing support services. The Company supports several large revenue cycle providers internally as a result of the high level of expertise and credibility afforded by the Titan Health staff. The Company's lines of business are disclosed in greater detail below. At the date of this MD&A, the consolidated gross revenue run rate from the Company's revenue cycle management activities approximates US$6.0 million annually.

- The acquisition of Knowledge Capital Alliance Inc. (KCA) closed on August 31, 2014. From June 1, 2014 to that date, the Company operated KCA pursuant to a transition services agreement, which provided among other things complete financial control of the enterprises until close of the transaction. This has enabled the Company to report consolidated revenues from June 1, 2014 onward. KCA provides business process management solutions to public health departments at both the state and county level. KCA has developed an automated dashboard tool set and workflow technology that will

be sold to over 2800 public health organizations throughout the United States. Moreover, the principals of KCA will immediately begin to support the Company's consultative efforts as it seeks out new lines of business within revenue cycle management of U.S. hospitals. At the date of this MD&A, KCA generates approximately US$1.0 million in annual revenue.

- On January 16, 2015, the Company entered into a Second Amended Letter of Intent to acquire 100% of the assets of Omega Technology Solutions, LLC, a Florida based company engaged in revenue cycle management for hospitals in the United States. The transaction is scheduled to close on February 28, 2015. The purchase price for all scheduled assets is US$200,000 on or before February 15, 2015, US$400,000 on February 28, 2015, the issuance of a convertible note in the amount of US$600,000 on or before February 28, 2015 and the issuance of 1,300,000 preferred shares of the Company that are redeemable into common shares or redeemed for cash value on the basis of $1 of earn out attained for every $1 dollar of gross revenue achieved by Omega above $2,000,000 on a cumulative basis over a three year period commencing February 28, 2015. The amount earned pursuant to the earn out may be settled in shares of the Company at a deemed price of $0.50 per share. The note will have a two year term and be non-interest bearing and will also be convertible at a deemed price of $0.50 per share.

Share Consolidation and Name Change

Background

On October 7, 2013, the Company was consolidated on the basis of one new share for every two shares held. Concurrently, the Company changed its name to Certive Solutions Inc.

Principal Effects of the Consolidation

As of May 31, 2013, there were 28,317,354 shares issued and outstanding. In June 2013, the Company issued a further 2,666,667 shares in respect of a first closing of a private placement which formally closed in February 2014 after re-pricing the private placement to $0.10 per Unit from $0.30 per Unit as originally contemplated. The total number of shares issued and outstanding after the first closing but before the consolidation was 30,984,021. Following completion of the consolidation, the number of shares of the company issued and outstanding was 15,492,011. The Company issued a total of 24,114,810 post consolidated shares in February 2014 at a price of $0.10 per share finalizing the private placement and a further 1,430,960 shares as a finder's fee on the private placement, issued at a price of $0.10 per share. The total number of shares outstanding as at August 31, 2014 was 41,039,091.

The Company has, pursuant to the terms of the two asset purchase and sale agreements with Titan Health and KCA, an obligation at the date of this MD&A to issue a total of 1,900,000 additional shares in its capital stock, 1,000,000 to Titan Health and 900,000 to KCA. The Company has not yet issued these shares however they will be issued prior to February 28, 2015.

As the Corporation currently has an unlimited number of Shares authorized for issuance, neither the consolidation nor the acquisitions have any effect on the number of shares that remain available for future issuances.

The Consolidation did not give rise to a capital gain or loss under the *Income Tax Act* (Canada) for a shareholder who holds such Shares as capital property. The adjusted cost base to the shareholder of the new Shares immediately after the Consolidation will be equal to the aggregate adjusted cost base to the shareholder of the old Shares immediately before the Consolidation.

Financing

During the three months covered by this MD&A and the subsequent period up to and including January 29, 2015, the Company conducted a financing by way of convertible promissory notes. The total funds raised pursuant to this financing totaled $996,500. The terms of the financing were that the promissory notes convert to shares at the election of the holder into common shares of the Company at a price of $0.25 per share. On conversion the holder was then entitled to a one half warrant exercisable for two year at a price of $.30 per share. The notes bear interest of 10% in the first year and 12% in the second year. In the event that the holder converts prior to the expiration of the first anniversary of the note granting, the holder will be entitled to a full year's interest paid. At the date of this MD&A the financing has closed.

In addition, a total of $144,815 was secured from the exercise of warrants issued pursuant to a private placement conducted in mid-2014.

The Company's Business

The Company is a Scottsdale based, British Columbia domiciled reporting issuer, publicly traded on the Canadian Securities Exchange (CSE: CBP) and effective September 16, 2014 on the Frankfurt Exchange (FWB: 5CE). The Company has two wholly owned subsidiaries; Advantive Information Management and Certive Technologies Arizona Inc., each operating as independent subsidiaries.

Effective on June 1, 2014, the Company, through Certive Technologies Arizona Inc., began operating two divisions that are accounted for separately before consolidation; one that reports the operating results of Titan Health, and the other that reports the operating results of KCA. This was accomplished through a transition services agreement that provided the Company with full operating control of both entities commencing on that date.

Description of the Business

Business Definition

The Company is a cloud enabled solutions provider in the Revenue Cycle Management (RCM) segment of the U.S. health care industry, focused on claims audit and recovery for U.S. hospitals.

The Company is also engaged in the provision of business process management solutions to state and county health departments in the U.S. and in particular Maricopa County, Arizona. Through the acquisition of KCA, the Company delivers these services. For the purposes of this MD&A, the KCA initiatives are not further reported insofar as the assets were officially acquired on August 31, 2014 and strategies related to integrating this business into the Company's core business are in development.

Critical Success Factors to the Core Business

There are several key indicators for the Company's success in the claims audit and recovery sector of the U.S. RCM market segment as follows:

Connectivity and Credentialing: The U.S. hospital market is comprised of hospitals that are run by a closely associated group of CEO's and CFO's who are connected by affiliation and migrated from hospital to hospital as industry challenges demand shifts in these C level executives. Insofar as they are the only point of contact for vendors in the RCM space, it is critical to be connected through association and more importantly to be highly regarded and credentialed in the provision of audit and recovery services. The Company's acquisition of the assets of Titan Health brings with it over twelve years of service to this market and a highly credentialed and well recognized management and staff who have executed seamlessly for their hospital customers.

Technology: The Company intends to grow through acquisition of RCM companies providing services similar to that of Titan Health. It is essential that the Company utilizes internally adaptable and compatible cloud workflow and analytical tools to address the many business opportunities in the RCM market. Scale is the key to growth and claims adjudication, and the Company's focus on technology development centres on improvement in efficiency in Data Capture, Audit Workflow and Collections. These attributes will ensure the ability to complete successive acquisitions rapidly and not increase overhead burdens.

Domain Expertise: With the acquisition of Titan Health, the Company acquired over 50 years of combined U.S. health care expertise. The principals of Titan Health have worked on both the provider and payer side of the industry and have an intricate knowledge of technical, regulatory and clinical landscapes necessary to navigate the target opportunities. This is perhaps the most important component in the Company's assessment of critical success factors.

Lines of Business

The Company is engaged in the provision of cloud enabled claims audit and recovery services targeting five principle lines of business. These categories may change over time. The lines of business currently targeted are as follows:

Zero Balance: This line of business represents the auditing of claims to identify underpayments by comparing actual payments to contracted terms for specific procedures. Recovering the differences between the two is "zero balance". The Company enters into long term contracts with its hospital customers to collect these claims and earns it fees based upon a revenue share

relationship with the hospital in accordance with the contractual terms between the two. Generally the Company's proportionate revenue sharing contracts provide for a 30% payment on recovered amounts.

Billing Support: The Company provides a front end service to hospitals and other third party providers, analyzing claims prior to submission for payment to commercial insurance companies. The provision of this service to the Company's customers is clear evidence of a trusted and highly credentialed reputation insofar as the hospital seeking this service is relying heavily on an outside third party to support the entire billing process. The Company generally charges a fee for this service based upon time at a rate of cost plus 40%. All overheads are absorbed into the cost calculation.

Early Out: Claims are typically queried by payers for a variety of reasons. As claims are returned for further information, a backlog of partially completed claims filings results, which if not resolved before the expiration of the contractual period between the hospital and the payer, the claim can legitimately be denied. Early Out refers to the process of acting on claims in the work in process bundle before they reach contractual expiration. This service is typically provided on a revenue share basis similar to Zero Balance.

Clinical Review: As the name implies, this service involves a review and audit of claims that have been denied for clinical reasons. The Company earns its fees from this line of business on a revenue share basis. Generally, this service is supported by nurse practitioners who are skilled in determining medical necessity etc.

Special Projects: Following from the extensive domain expertise in the industry, supported by the Titan Health management team, the Company identifies niche market opportunities that are not generally offered by other service providers. Revenue generated from this line of business can be either on a revenue share basis or a fee for service on time basis.

Technology and Scale

Management's assessment of the RCM market is that many of the service providers supporting third party outsourcing of denied claims, lack the ability to scale and therefore grow. Scale can be introduced with software solutions and workflow tools that streamline and integrate the vast amounts of data created on individual claims, and automate the audit process. The Company has engaged with e5 Workflow Solutions Inc. based in San Francisco and Sydney, Australia, to assist in developing workflow tools that will serve to automate the following highly labor intensive activities:

- Data Capture
- Audit Workflow
- Collections

Market Opportunity/ RCM Industry

Industry Structure: The RCM industry is comprised of three tiers that delivery services to U.S. hospitals;

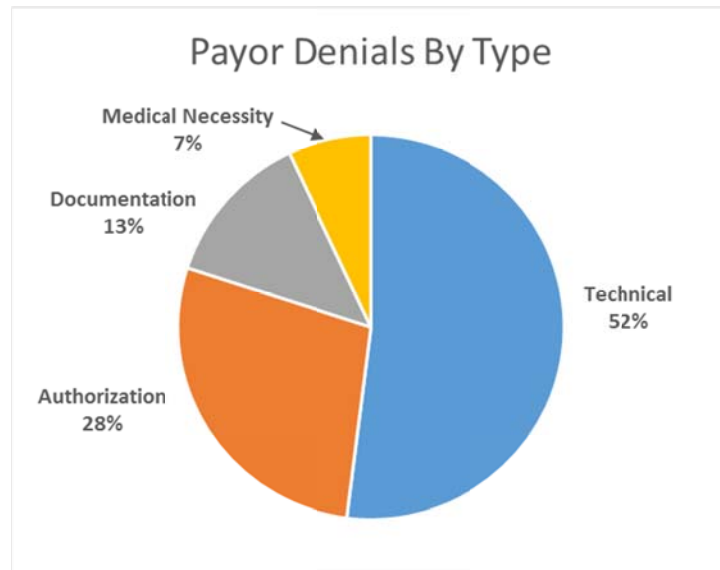
Tier One is the domain of large consultancies with multi-disciplined practices. Their targets are large enterprise deployments.

Tier Two is comprised of vendors who generate between $100 million and $600 million in annual revenue. There are less than 5 competitors in this tier and they are typically the target of private equity aggregators.

Tier Three is comprised of many smaller vendors who generate between $2 million and $10 million in annual revenues. This segment is highly fragmented and largely undercapitalized. Companies in this Tier however have great connectivity with their customers and are generally more resilient in supporting their customer's needs. This segment represents the acquisition target market for the Company.

The total addressable market (TAM) for RCM in the U.S. hospital market approaches US$1 trillion today. Recovered revenue on denied claims represents approximately 5% of the industry value or US$50 billion annually. While outsourcing claims recovery is in its infancy, logic would suggest that the industry must seek specialized outsourcing solutions simply, to survive and control cash in a largely cash starved environment. Changing regulations at both federal and state levels, the introduction of ICD 10 and other factors affecting data workflow will demand both experienced and trusted outsourcing solutions combined with cloud based workflow that enables rapid scale. Since a significant percentage of the RCM hospital market is serviced by Tier Three providers, and since most lack the technology to scale and capital resources to implement, acquisition opportunities abound.

The differentiating advantage will be technology and the Company recognizes the importance of implementing internal solutions to support the services offered to its customers. Systems, information and recovery process integration are the keys to maximizing recovery of denied claims. A marginal loss in gross dollars associated with denied claims generally has a significant impact on net operating profits. The following graph demonstrates the categories of denials by type.



Market Opportunity

U.S. hospitals write off between 3% and 15% of their annual revenue to denied claims as a result of coding errors, lack of pre-approvals, lapsed coverage or category allocation. Furthermore, over 50% of these denied claims are abandoned with no intervention whatsoever. With the introduction of ICD 10, it is estimated that denied claims will increase by over 400%.

The state of U.S. health care is trending towards increasing complexity and with that comes the need for trusted service providers that can support existing operations without disrupting them and provide a much needed result; more efficient claims collections processes. Decreasing reimbursements, increasing regulatory complexities, a deteriorating payer mix, increased patient financial responsibility, significant compliance hurdles and a new consumer driven system are all adding to the very real opportunity for strategically well positioned, aggressive and trusted providers.

The Company intends to be highly opportunistic and strategic in its approach to this opportunity by leveraging its skilled industry knowledge, developing a clear and concise approach to acquisition opportunities, evaluated based largely on the connectivity of customer contracts to the acquisition target, the ability to maximize recurring revenues by extending contract terms and expanding service offerings to the targets existing offering and demonstrating CAGR of at least 30% annually.

Growth Strategy

Certive is focused on becoming a significant and dominant competitor in the US$50B claim audit and recovery segment of revenue cycle for U.S. hospitals. This segment has a typical three-tier structure with large Tier 1 players at the top and smaller fragmented players at the bottom Tier 3. The Tier 3 space is comprised of small, closely held companies that generate between US$2 million and US$5 million in annual revenues with great principals and strong

relationships with good customers but are constrained by the cash needed to invest in business development and the technology which is required to provide scalability, operational efficiency improvement and improved client results. Business development with hospitals is almost exclusively built upon relationships with hospital CFO's. In the absence of acquiring the relationships it would be virtually impossible for any new entrant to this segment to even secure a first meeting with a hospital CFO.

Certive's growth strategy is to acquire customers via asset acquisition of select Tier 3 companies and to invest in technology and business development, enabling scale, improved value for clients, and improved margins. Billing and auditing and collection of claims is a complicated process including large quantities of claims and data. Skilled labor will always be part of the operational component of these services, but operational efficiency is a critical success factor to drive improved margins, scalability for growth, and the delivery of a differentiating value proposition for competitiveness. Analytical capabilities are also increasing in importance.

The Company is currently developing workflow tools that will improve the capacity to recover denied claims, with the simplest of process improvements and in particularly in data capture. We will be driving implementation of these tools by mid-2015, with an expected 30% incremental increase in productivity.

Since the Company made the Titan purchase eight months ago the employee base has grown from 15 to 77 employees. The Company is providing a completely new service referred to as Billing Support to many of its hospital customers, a service with a recurring revenue model. The Company has contracted with a former turn-around CFO of major hospital systems in the U.S. that is guiding Certive to shape service offerings in the revenue cycle continuum assisted by technology that operates from the generation of the bill to its collection.

The opportunity to achieve rapid growth is apparent to management as it forecasts plans for the following fiscal periods. At the date of this MD&A, the Company is operating at a run rate of US$6.0 million annualized. The definition of operating run rate is the immediately prior month's recorded gross revenues times 12 months. In other words an extrapolation of future revenues based upon the last historical revenues recorded for that month. With respect to the Company's use of run rate, it is important to note that the run rate calculations are based upon contracts for the delivery of services that have been executed with customers, where the revenue expectations are projected, based upon existing business and a reasonable interpolation of the Company's revenue expectations based upon those contracts.

The run rate calculation was made based upon the following factors present as at August 31, 2014:

a) Consolidated Revenues for the Month of August 2014 : US$350,000
b) New contracts for Zero Balance and Billing Support as at August 31, 2014: US$100,000
c) Capital Cost Recovery Revenue from existing hospitals at that date: US$600,000 (non-recurring)

Run Rate Calculation was therefore based upon the above as follows;

Estimated recurring revenues US$450,000 per month x 12 =	US$5,400,000
Capital Cost Recovery	US$ 600,000
Estimated Operating Run Rate- August 31, 2014	US$6,000,000

With one additional acquisition contemplated, the goal is to achieve an annualized run rate of US$9.5 million run rate by fiscal year end. The Company has calculated the run rate based upon the following factors;

a) Current recurring monthly revenues as at November 30, 2014: US$350,000 per month
b) Impact of closing Omega asset purchase by May 31, 2015: US$350,000 per month
c) CAGR on existing business at 20% per annum: US$140,000 per month
Total Monthly Run Rate Anticipated: US$1,008,000 per month

Based upon these calculations the annualized run rate should exceed the Company's target of $9.5M by May 31, 2015.

RESULTS OF OPERATIONS – Three Months Ended November 30, 2014: Certive Solutions Inc. (formerly VisualVault Corporation)

Results of operations are reported on a comparative basis comparative with the quarter ended November 30, 2013 and the six months ended November 30, 2014.

The Company did not earn any income during the twelve months ended May 31, 2014. It should be noted that for the year ended May 31, 2014, the Company had not made any acquisitions and accordingly did not record any revenues. This accounts for the significant variation between the fiscal year end reported results and the results for the first and second quarter of fiscal 2015.

For the six months ended November 30, 2014, the Company recorded gross revenues of $1,741,157, generated from Billing Support Services of $667,326, Claim Audit and Collections of $704,679 and Consulting Services of $369,152. For the three months ended November 30, 2014, the Company generated $837,872 in gross revenue; from Billing Support as to $352,409, from Claim Audit and Collections of $317,956 and from Consulting Services of $167,507 as compared to $903,285 for the period ending August 31, 2014, a difference of $65,413 occasioned as a result of slightly lower collections in the Company's zero balance business line.

There are several factors that will continue to impact gross revenues for the Company as follows;

a) Capacity to secure acquisitions: As noted elsewhere in this MD&A, the Company's principal source of revenue growth is by way of the acquisition of small companies that currently provide revenue cycle management services and who have trusted customer relationships. Generally, as more acquisitions are completed there will be a corresponding increase in both gross revenues and operating margins. Despite a general increasing trend in revenues, there may be variations

in quarterly revenues due to the timing of revenue recognition and the overall size of the collection accounts assigned to the Company from time to time by its customers.

b) For the quarter ended November 30, 2014, gross revenues were $65,413 lower than reported in the previous quarter. This was wholly due to lower billings in the Company's zero balance product line for the period ending November 30, 2014. The Billing Support revenue model is time and charges based and therefore very predictable. Zero Balance services are however based upon a revenue sharing model, generally 25% of that which is collected by the Company for its customers. This is not as predictable insofar as the quality of the accounts provided by the Company's customers will vary as to size and status making it difficult to identify, in advance, the estimated predictable recovery.
c) During the quarter ended November 30, 2014, the Company hired approximately 40 new full time equivalents (FTE's) to conduct its business in both Billing Support and Zero Balance. These new hires take approximately three months to become fully productive in the generation of additional revenues. Therefore during the 2nd quarter payroll costs increased by $105,000. In addition, outside consulting services increased by $35,000. Gross revenues declined for the reasons noted in (b) above and the combined impact totaled $210,000 on gross margin. Taking these impact into consideration, operating margins for the 2nd quarter would have been approximately 25% consistent with the preceding quarter.

Net operating profits for the six months and three months ended respectively were $256,264 and $22,646.

General operating and overhead expenses for the six months and three months respectively totaled $1,484,893 and $815,226 yielding to comprehensive losses for the six months of $629,694 and $505,035 for the three months ended November 30, 2014. The comprehensive loss for the quarter ended August 31, 2014 was $126,639 an increase of $378,396 for the three months ended November 30, 2014. This increase was attributed to increased payroll costs for new hires at the Company's Tucson operations totaling $105,000, an increase in consulting and professional services cost totaling $93,233, and an increase in investor relations costs totaling $50,969.

From an operating perspective, the Company did not incur operating costs in the comparative periods ending November 30, 2013 for either the six or three month reporting periods.

For the six months ended November 30, 2014, the aggregate payroll costs totaled $1,097,801 or 63% of consolidated revenues for the period. Furthermore, this cost represents 74% of the total operating costs for the six months. This is significant as it clearly defines the extent to which labor plays an important role in driving revenues to the Company given its ownership of Titan Health. As the Company's workflow tools are implemented in the third fiscal quarter, the efficiencies gained will facilitate larger customer opportunities and the ability to deliver on those opportunities with reduced labor pools. The Company anticipates that proportionally labor will comprise a lesser percentage of gross revenues as its technology solutions are implemented. Scaling revenues based upon technology and automation implementation is a critical success factor for growth of the enterprise, particularly as management strives to complete several additional acquisitions similar to Titan Health.

For the six months ended November 30, 2014, the Company accrued $146,669 in interest on convertible notes issued in prior periods. For the three months ended November 30, 2014 the accrual was $89,308.

For the six months ended November 30, 2014, management fees totaled $189,400, corporate finance fees totaled $145,930, rents totaled $67,518 comprising both the Company’s head office in Scottsdale and its operations center in Tucson. General administrative costs totaled $103,136 for the six months ended November 30, 2014.

For the quarter ended November 30, 2014 and the cumulative six months ended on the same date, the Company recorded a comprehensive loss of $503,035 and $629,674 respectively.

The fully diluted loss per share outstanding as at November 30, 2014 was $0.03 per share calculated on 41,039,091consolidated weighted average common shares outstanding.

For the quarter ended November 30, 2014, the Company reported Gross Revenues, Operating Expenses and Net Operating Profits. For the comparative quarter, ended November 30, 2013, the Company had no operating income and accordingly did not report any operating expenses.

The Company operates each of its acquisitions divisionally. This provides management with the ability assess variations in contribution margins, by division, on a quarter by quarter basis. Looking forward, it is management’s objective to achieve operating margins in the range of 30%. For the six months ended November 30, 2014, the Company has reported a 14.7% contribution margin. For the three months ended November 30, 2014, the contribution margin was 2%. The significant difference was due to a small reduction in gross revenues for the three months ended November 30, 2014, as well as significant hiring during the period for the benefit of future periods.

FINANCIAL POSITION

The Company completed two non-brokered private placements, as disclosed in the August 31, 2014 MD&A.

The following table sets out the intended use of proceeds for each financing;

$2,100,000 Private Placement:

a) To provide for workflow development and business development costs:$250,000
b) To provide for Marketing costs associated with identifying hospitals: $200,000
c) To provide for general working capital: $1,650,000
Total $2,100,000

$400,000 Convertible Promissory Note:
a) Working Capital: $400,000

The financial position as at November 30, 2014 is reported on a comparative basis with the year ended May 31, 2014.

As at November 30, 2014, the Company had a working capital deficiency of $4,492,988. Current assets consisted of cash $120,610 accounts receivable of $396,283 and prepaid expenses and amounts due from related parties totaling $322,133.

Current liabilities totaled $5,332,014. Of this total, $4,675,514 is represented by various categories of convertible promissory notes and other related convertible obligations of the Company. The following table sets out the conversion amounts and related prices for such conversions.

- Titan 1,000,000 bonus shares at $0.30 per share $300,000
- Titan 1,250,000 Preferred shares at $0.30 per share $375,000
- KCA 900,000 acquisition shares at $0.30 per share $270,000
- Titan convertible note converts at $0.80 per share $1,663,164
- Redsky convertible note converts at $0.15 per share $270,795
- Burgeonvest convertible note converts at $2.00 $408,259
- Convertible promissory notes convert at $0.25 $1,132,296
- Keller KCA note converts at $0.64 per share $256,000

Total Convertible Notes reflected in Current Liabilities $4,675,514

Assuming that all convertible debt is indeed converted into shares of the Company, the adjusted total current liabilities is $656,500 and the adjusted working capital is a positive $182,526 as at November 30, 2014. Included in the adjusted current obligations is a total of $280,000 in amounts due to Titan and KCA that will be paid prior to February 28, 2014.

Management believes that 100% of all convertible notes and other convertible obligations will be settled by way of conversion within twelve months of the date of this MD&A.

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. These sums are being reported in U.S. dollars and did not change as a result of the adoption of policies concerning Financial Instruments.

		Year ended	
	May 31, 2014	May 31, 2013	May 31, 2012
Total Revenue	$ --	$ --	$ --
Interest income	$ --	$ --	$ --
Expenses	$2,130,905	$9,368,440	$711,392
Net loss	($2,130,905)	(9,368,440)	($711,392)
Total assets	$414,719	$50,343	$9,281,412
Total long-term liabilities	$ --	--	$ --

"Amended and Restated"

Net loss per share (basic and diluted)	($.08)	($.37)	($.03)

For the year ended May 31, 2013, the Company wrote off $4,222,190 in goodwill that was deemed impaired at that date. The Company incurred a further $981,165 in total expensed for the period. For the year ended May 31, 2014, the Company incurred operating and other costs totaling $2,130,905. The difference between fiscal 2013 and 2014 is largely attributable to the write off of goodwill. Prior to June 1, 2014, the Company did not have operations and accordingly commenced segmenting its Consolidated Statements of Comprehensive Loss for the quartered ended November 30, 2014.

SELECTED QUARTERLY INFORMATION

The following table summarized the results of operations for the four most recent quarters

	Three months ended			
	November 30, 2014	August 31, 2014	May 31, 2014	February 28, 2014
Total Revenue	$ 837,872	$ 903,285	$	$ --
Interest income	$ --	$ --	$ --	$ --
Expenses	$1,340,907	$1,029,924	$864,554	$452,165
Net loss	($503,035)	($126,639)	($864,554)	($452,165)
Net loss per share and diluted loss per share	($.01)	($.00)	($.08)	($.03)

	Three months ended			
	November 30, 2013	August 31, 2013	May 31, 2013	February 28, 2013
Total Revenue	$ --	$ --	$ --	$ --
Interest income	$ --	$ --	$ --	$ --

Expenses	$275,404	$538,782	$8,447,844	$222,013
Net loss	($275,404)	($538,782)	($8,447,844)	($222,013)
Net loss per share and diluted loss per share	($.02)	($.02)	($.02)	($.02)

Summary of Quarterly Results:

From the quarter ended February 28, 2013 to the quarter ended May 31, 2014, the Company was a development stage enterprise and had no income. For these periods, expenses varied due to expenditures on business development. For the year ended May 31, 2013, the Company wrote off investments in certain assets which significantly impacted the total expenses for the year and for the quarter as well as reported net losses. For the quarter ended August 31, 2014, the Company completed its first acquisition and recorded revenues of $903,924 with expenses including additional payroll of $1,092,924. The resulting loss of $126,639 was anticipated given the fact that several new categories of operating costs were incurred.

LIQUIDITY:

The Company operates each of its acquisitions divisionally and therefore accounts for all revenues and expenses for each division separately. At the date of this MD&A, each division generates sufficient revenue and cash flow to cover operating costs including labor, outside consulting and other related operating expenditures. Therefore, the Company does not budget for any shortfall in operating cash at the divisional level as they are self-sustaining. This has proven accurate since the date the Company acquired Titan and KCA. As the Company completes additional acquisitions, management will continue to ensure that new divisional revenue will support that divisions operating costs.

The Company provides working capital to support additional investiture in technology used to scale divisional operations, to provide capital for corporate sales and marketing costs and to cover general working capital requirements. During the period ending November 30, 2014, the Company expended approximately US$80,000 on corporate overhead costs. Commencing in December 2014 up to and including the date of this MD&A corporate overhead costs increased to approximately US$130,000 per month as a direct result of new consulting relationships with domain experts in revenue cycle management.

The Company presently has a total of US$800,000 cash on hand that will be utilized to fund overhead costs for a further six month period. The Company is currently completing a private placement of up to US$3,500,000, of which US$1,300,000 has been raised. The balance being US$2,200,000 will be utilized to cover corporate overhead costs for an additional sixteen months. It should be noted that the Company has established an acquisition based financing model to fund additional acquisitions. Term sheets have not yet been issued however a potential source of this capital has been identified. Therefore none of the equity financing referred to herein will be utilized to fund acquisitions. As at the date of this MD&A, the Company has

sufficient working capital to cover its operating overheads for a period of 6 months. The $1,100,000 financing referred to below was secured over a 6 month period and was used to provide for corporate operations during the period ending January 2015.

Other Key Liquidity Factors:

(a) The Company completed a $1,100,000 non-brokered private placement of convertible debt to accredited investors in order to provide for marketing working capital. The adjusted working capital position reflects a positive current ratio of the Company at the date of this MD&A.

(b) The Company further intends to complete a $3,500,000 private placement of equity to provide for general corporate working capital.

(c) Other than as set forth herein, there are no expected fluctuations in the Company's liquidity, taking into account demands, commitments, events or uncertainties.

(d) The funds received by the Company pursuant to the proposed $3,500,000 private placement, should provide it with the capital necessary for general and administrative expenses and for working capital purposes. The Company anticipates that such funds will be sufficient for its working capital requirements for the forthcoming 16 months.

(e) The Company does not currently have any liquidity risks associated with financial instruments.

(f) The Company does not currently expect to have a working capital deficiency after it has converted the existing convertible notes as noted above.

(g) There are no balance sheet conditions or income or cash flow items that may affect the Company's liquidity.

(h) The Company has two subsidiaries at the date of this MD&A.

(i) There are currently no defaults or arrears by the Company on dividend payments, lease payments, interest or principal payment on debt, debt covenants; and redemption or retraction or sinking fund payments.

CAPITAL RESOURCES

There are no known trends or expected fluctuations in the Company's capital resources, including expected changes in the mix and relative cost of such resources.

OFF BALANCE SHEET ARRANGEMENTS

As at April 20, 2015, the Company had no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Except for the acquisition of Omega Technology Solutions LLC, as noted above, the Company does not have any other proposed transactions to discuss at this time.

TRANSACTIONS WITH RELATED PARTIES

(a) As of the quarter ended November 30, 2014, the Company had advanced $304,134 to Canadian Data Preserve, Inc., a company with common directors. The common directors are Brian Cameron, Van Potter and Jack Saltich. The advances are secured with a promissory note bearing interest at 8% per annum. The note is due on or before May 31, 2015. The advance has not be repaid at the date of this MD&A.

(b) After the completion of the Plan of Arrangement Agreement, the Company paid and accrued consulting fees of $15,000 plus taxes to Tulox for services provided in spinning off Tulox's interest in the Licensing Agreement to a separate entity. As of May 31, 2013, the Company still owed Tulox $1,800 with respect to this service.

(c) As of November 30, 2014, the Company owed $20 to Tulox with respect to funds advanced in order to cover monthly bank charges. The loan is non-interest bearing and has no fixed term of repayment.

(d) During the three months ended November 30, 2014, the Company owed $24,000 to Van Potter and $4,000 from Brian Cameron for advances made to it.

(e) During the three months ending November 30, 2014, the Company paid management, consulting, and directors fees to related parties totaling $127,100

OUTSTANDING SHARE DATA

Authorized: unlimited common shares without par value
unlimited preferred shares without par value

Issued and Outstanding:

	Number of Shares		Amount
Common share issued on incorporation	1	$	1
Cancellation of incorporator share	(1)		(1)
Issuance of shares in pursuant of Plan of Arrangement	6,038,667		15,000
Issued in respect of the acquisition of AIM	8,958,000		179,160

Issued for cash	1,940,000		97,000
Exercise of options	1,000,000		50,000
Balance as at February 28 2012	17,936,667	$	341,160
Consolidation 7:1 as at April 27, 2012	2,562,381	$	341,160
Issued in respect of AIM acquisition	9,735,143	$	3,407,300
Issued in respect of VVT acquisition	13,275,000	$	4,646,425
Issued in respect of private placement	2,550,830	$	1,075,396
Subscription Receivable		$	(20,000)
Balance as at May 31, 2012	28,133,354	$	9,450,281
Issued as Bonus on Debentures	184,000	$	108,820
Balance as at May 31, 2013	28,317,354	$	9,559,101
Common shares issued for:			
Cash - $015	2,667,667	$	400,000
2:1 Share Consolidation	(15,490,700)		
Private Placement - $.10	24,114,810	$	2,411,481
Treasury Order - $.1	1,430,960	$	144,689
Balance at August 31, 2014	41,039,091	$	12,515,271
Balance at April 20, 2015	41,039,091	$	12,515,271

No additional shares have been issued by the Company since the date of the financial statement for the quarter ended August 31, 2014.

Stock Options:

No stock options were granted or exercised during the period.

Warrants:

As at November 30, 2014 there were 16,705,101 warrants outstanding, exercisable until March 24, 2016 an average price of $0.24 per share.

CONTINGENCIES

Except for the commitments mentioned in Liquidity subsection (b), there are no other contingencies outstanding as of date of this discussion.

SUBSEQUENT EVENTS

Subsequent to the Company's year-end, November 30, 2014, the following material subsequent events are reported:

On January 16, 2014, the Company entered into a Second Amended Letter of Intent to intent to acquire substantially all of the assets of Omega Technologies LLC, a well-established and significant participant ("Vendor") in the revenue cycle management sector of the U.S. hospital market. The Vendor is located in the Southeastern United States and services over 50 hospitals on the east coast.

CONTROLS AND PROCEDURES

The Chief Financial Officer 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 October 28, 2011, 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

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Internal Control over Financial Reporting

The Chief Financial Officer 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 Canadian GAAP.

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 review on a quarterly basis the interim financial statements and key risks and will query management about 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 Canadian GAAP. 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.

These consolidated financial statements, including comparatives have been prepared in accordance with International Accounting Standards ("IAS") 1, "Presentation of Consolidated financial statements" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The 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 consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these consolidated financial statements are in accordance with IFRS.

These consolidated financial statements were authorized by the audit committee and board of

directors of the Company on January 29, 2014.

Comparative periods

Prior period comparative figures have been amended to conform to the current period's presentation. Previously, the Company's due from and due to related parties were reported separately on the statement financial position. They are now reported as a net figure under due from related party.

Use of estimates and judgments

The preparation of the 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 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 capital assets in accordance with the accounting policies stated in Note 3.

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.

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 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*.

SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

These 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 consolidated financial statements.

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

Foreign exchange

Transactions in currencies other than the U.S. 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. Exchange gains and losses arising on translation are recognized through profit or loss.

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.

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 other 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.

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 or 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.

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.

Future accounting pronouncements

A number of new standards, amendments to standards and interpretations are not yet effective as at November 30,, 2014, and have not been applied in preparing this consolidated financial statement. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting standards issued and effective for years beginning January 1, 2013

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 involvement with other entities

IFRS 12 *Disclosure of Involvement with 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.

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).

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

Contract revenue is recognized when goods are shipped and the customer takes ownership and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of an

arrangement exists and the sales price is fixed or determinable.

RISK FACTORS

Strategic and operational risks

Strategic and operational risks are risks that arise if the Company fails to develop sufficiently develop its strategic plans. These strategic opportunities or threats arise 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.

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. As at November 30, 2014, the Company had a cash and cash equivalent balance of $839,026 and $current liabilities of $5,332,014 of which $4,677,714 will be settled for stock.

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. The Company holds no financial instruments that are denominated in a currency other than U.S. dollar. Cash and accrued liabilities are denominated in Canadian currency. Therefore, the Company’s exposure to currency risk is minimal.

RISKS AND UNCERTAINTIES

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, by the end of 2014, (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 purpose of the concurrent financing is to raise funds to carry out the Company's business objectives with the ultimate objective of establishing a human resources company providing unique Web-based solutions to the small and medium-sized business enterprises. The only source of future 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 computer software backup/recovery industry is 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

Certain of the Company's proposed directors and senior officers are directors or hold positions in other public companies. If any disputes arise between these organizations and the Company, or if certain of these organizations undertake transactions with the Company's competitors, there exists the possibility for such persons 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 newly formed company, 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, equipment, electricity, regulatory compliance or other production inputs. 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 for development 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.

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.

Officers and Directors

Van Potter	CEO & Director
Brian Cameron	CFO & Director
John Shackleton	Chairman of the Board and Director
Michael Bartlett	Vice Chairman and Director
Jack Saltich	Director

John Ragan Director

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