



Certive Solutions Inc.

**Pro-Forma Consolidated Financial Statements
(Unaudited – Expressed in U.S. Dollars)**

For the financial year ended May 31, 2014

CERTIVE SOLUTIONS INC.

Pro – forma consolidated statement of financial position

(Unaudited – Prepared by management)

May 31, 2014

(Expressed in U.S. Dollars)

	May 31, 2014	Note	Pro-Forma Adjustments	Pro-Forma May 31, 2014
Assets				
Current				
Cash	\$ 101,802	2 (d)	(100,000)	\$ 1,802
Receivables	18,654			18,654
Prepaid and other assets	40,000			40,000
Due from related parties	254,263			254,263
Total Current Assets	414,719		(100,000)	314,719
Capital assets	-	2 (b)	38,106	38,106
Intangible assets	-	2 (a, b, c)	2,672,894	2,672,894
Investment in software license and non refundable deposit	1		-	1
Total Assets	\$ 414,720		\$ 2,611,000	\$ 3,025,720
Liabilities				
Current				
Accounts Payable and accrued Liabilities	\$ 374,700	2 (e, h)	511,000	\$ 885,700
Convertible Debt	330,022	2 (f)	1,800,000	2,130,022
Short term loan	137,350		-	137,350
Total Current Liabilities	842,072		2,311,000	3,153,072
Shareholders' Equity				
Share capital	12,515,271	2 (g)	300,000	12,815,271
Reserve-Transactions costs	(144,689)			(144,689)
Equity portion of convertible debt	83,886			83,886
Contributed surplus	445,933			445,933
Deficit	(13,327,753)			(13,327,753)
Total Shareholders' Equity	(427,352)		300,000	(127,352)
Total Liabilities and Shareholders' Equity	\$ 414,720		\$ 2,611,000	\$ 3,025,720

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

CERTIVE SOLUTIONS INC.

Pro – forma consolidated statement of operations & pro – forma earnings per share

(Unaudited – Prepared by management)

May 31, 2014

(Expressed in U.S. Dollars)

	May 31, 2014	Notes	Pro-Forma Adjustments	Pro-Forma May 31, 2014
EXPENSES				
Corporate finance	\$	121,800		\$ 121,800
Business development		249,900		249,900
Consulting fees		128,533		128,533
Management fees		410,000		410,000
Director's fees		100,000		100,000
Foreign exchange loss		126,564		126,564
General and administrative		52,631		52,631
Interest expense		131,590		131,590
Investor relations		152,974		152,974
Professional fees		49,170		49,170
Sales and marketing		206,633		206,633
Doubtful expense		20,000		20,000
Transfer agent and filing fees		26,588		26,588
Travel and promotion		65,522		65,522
LOSS BEFORE OTHER ITEMS		(1,841,905)	-	(1,841,905)
OTHER ITEMS				
Consulting fees		20,000		20,000
Impairment of software		(309,000)		(309,000)
		(289,000)	-	(289,000)
LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	\$	(2,130,905)		\$ (2,130,905)
Proforma earnings per share				
Basic and diluted loss per common share	\$	(0.080)		\$ (0.077)
Weighted average number of common shares		26,691,322	2 (g) 1,000,000	27,691,322

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

CERTIVE SOLUTIONS INC.

Notes to Pro-Forma consolidated financial statements

(Unaudited – Prepared by management)

May 31, 2014

(Expressed in U.S. Dollars)

1. BASIS OF PRESENTATION

The unaudited pro-forma consolidated financial statements of Certive Solutions, Inc. (The Company), have been prepared by management from information derived from the May 31, 2014 financial statements of the Company, together with other information available to the Company. The unaudited pro-forma financial statements have been prepared for inclusion with the Business Acquisition Report, to reflect the necessary adjustments that may result from Management intentions to acquire the business of Titan Health Management Solutions Inc. (“Titan”)

The unaudited pro-forma consolidated interim financial statements should be read in conjunction with the May 31, 2014 audited financial statements of the Company.

The unaudited pro-forma consolidated financial statements of the Company have been compiled from and includes:

- a) the audited consolidated balance sheet of the Company as at May 31, 2014;
- b) the acquisition of Titan Health Management Solutions, Inc.

The unaudited pro-forma financial statements of the Company have been compiled using the significant accounting policies as set out in the Company’s audited financial statements for the year ended May 31, 2014 and those accounting policies expected to be adopted by the Company.

The unaudited pro-forma financial statements are not necessarily indicative of the financial position that would have been attained had the transactions actually taken place at the dates indicated and do not purport to be indicative of the effects that may be expected to occur in the future.

2. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro-forma financial statements were prepared based on the following assumptions:

- a) The company closed the purchase of the business of Titan Health Management Solutions Inc. of Tucson, Arizona.
- b) The assets acquired included 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.
- c) The purchase price for the purchased assets was two million seven hundred and eleven U.S. dollars (\$2,711,000 USD).
- d) The Company paid Titan one hundred thousand U.S. dollars (\$100,000 USD) in cash on acquisition date.
- e) The Company will pay to Titan Health two hundred and eight thousand U.S. dollars (\$208,000 USD) in cash on or before September 30, 2015.

CERTIVE SOLUTIONS INC.

Notes to Pro-Forma consolidated financial statements

(Unaudited – Prepared by management)

May 31, 2014

(Expressed in U.S. Dollars)

- f) In addition, the Company has signed a convertible promissory note, in original principal amount of one million eight hundred thousand U.S. dollars (\$1,800,000 USD), which Convertible Note shall provide for payment, plus accrued and unpaid interest, to be paid on or before December 31, 2015, if not otherwise converted into shares of the Company.
- g) The Company will issue to Titan Health a total of 1,000,000 common shares of the Company at deemed price of \$0.3 in partial payment of the purchase price.
- h) The Company will also issue to Titan Health a total of 1,250,000 preferred shares of Company at the closing in partial payment of the Purchase Price which 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 \$4,200,000 in incremental revenue commencing July 1, 2014 and continuing until such cumulative gross revenues have been attained.