

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**CONTENT OF MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Certive Solutions Inc. (the “Company” or “Certive”)  
Suite 1140-1185 West Georgia Street  
Vancouver, British Columbia V6E 4E6

**Item 2 Date of Material Change**

December 1, 2015

**Item 3 News Release**

The information pertaining to this material change was disseminated in a news release on December 1, 2015 via Marketwire.

**Item 4 Summary of Material Change**

The Company closed its previously announced private placement by issuing 13,007,310 units at a price of \$0.30 per unit, for total gross proceeds of US \$3,902,193.

**Item 5 Full Description of Material Change**

**1. The Private Placement**

Effective December 1, 2015, the Company has closed its previously announced private placement for total gross cash proceeds of US\$1,850,000 and debt forgiveness of US\$2,052,193, through the issuance of 13,007,310 units at a price of US\$0.30 per unit. Each unit consists of one common share and one common share purchase warrant. The warrants are exercisable for two years commencing from the closing date at a price of US\$0.35 per share. The Company has and will continue to utilize the net proceeds for general working capital purposes and for investment in technologies and workflow tools to support its revenue integrity business activities.

In connection with the private placement, the Company has agreed to pay finder’s fees to New Dawn Holdings Ltd, Kayndo Inc., and Tom Marreel, in the aggregate amount of 450,000 units comprised of 450,000 shares and warrants to purchase 450,000 shares at a price of \$0.35 US per share.

*A copy of the news release is attached hereto as Schedule “A”.*

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

This does not apply.

**Item 7 Omitted Information**

The Company has not omitted any information.

**Item 8 Executive Officer**

Brian Cameron  
Chief Financial Officer  
(602) 865-9356

**Item 9 Date of Report**

This report is dated December 1, 2015.

FOR IMMEDIATE RELEASE

December 1, 2015

## **Certive Solutions Inc. (CSE: CBP) Announces Closure of US\$3,902,193 Private Placement of Units**

**Vancouver British Columbia, and Scottsdale Arizona** – Further to its news release dated October 16, 2015, the Board of Directors of Certive Solutions Inc. (“Certive” or the “Company”) is pleased to announce that effective December 1, 2015, the Company has successfully closed its private placement of units (“Units”). Upon closing, the Company distributed 13,007,310 Units at a price of US\$0.30 per Unit. Each Unit consists of one common share and one common share purchase warrant. The warrants are exercisable for two years commencing from the closing date, which is expected to be December 1, 2015, at a price of US\$0.35 per share. The Company has and will continue to utilize the net proceeds for general working capital purposes and for investment in technologies and workflow tools to support its business activities.

This private placement consists of 6,166,667 Units issued for cash (US\$1,850,000) and 6,840,643 Units (US\$2,052,193) issued to creditors who elected to receive payment in Units instead of cash.

In connection with the private placement, the Company has agreed to pay finder’s fees to New Dawn Holdings Ltd, Kayndo Inc., and Tom Marreel, in the aggregate amount of 450,000 Units comprised of 450,000 shares and warrants to purchase 450,000 shares at a price of US\$0.35 per share.

Van Potter, CEO, and Brian Cameron, CFO of the Company, jointly commented, “We welcome this new group of shareholders to the Company, noting that the price at which the Units were sold significantly exceeds the current market value of Certive, representing the inherent value of the Company to highly sophisticated investors, many of whom are long-time participants in the U.S. healthcare industry. We intend to drive our growth through integration of our business units, cross-selling among them, and by completing accretive acquisitions, all of which reflect our commitment to scale and improved internal operational efficiencies, thus providing better support to our growing base of customers.”

**For more information, please visit our website at [www.certive.com](http://www.certive.com), or contact Certive directly at 480-922-5327.**

Brian Cameron  
Chief Financial Officer  
[bcameron@certive.com](mailto:bcameron@certive.com)

### **About Certive Solutions Inc.**

Certive Solutions Inc. (Scottsdale, Arizona) provides revenue cycle management solutions to the U.S. healthcare market. Certive's claim audit and recovery services, billing services, and software solutions help providers work with payers to efficiently manage the reimbursement process and improve financial performance. Certive's highly skilled and experienced management team, combined with proprietary workflow and analytics, audit and identify, and bill and collect, underpayments in accordance with contractual obligations between the public or commercial insurance carrier and the designated provider. The healthcare market is changing. Certive works with clients to provide efficient and effective solutions aligned with reform initiatives to improve healthcare and reduce costs.

### **FORWARD-LOOKING AND OTHER STATEMENTS**

This press release contains forward-looking statements. These statements relate to future events or future performance and reflect our expectations and assumptions regarding our growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect our current beliefs and are based on information currently available to us. In some cases, forward-looking statements can be identified by terminology such as “may”, “would”, “could”, “will”,

“should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue” or the negative of these terms or other similar expressions concerning matters that are not historical facts.

A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward looking statements.

Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- the effect of continuing operating losses on our ability to obtain, on satisfactory terms, or at all, the capital required to remain a going concern;
- the ability to obtain sufficient and suitable financing to support operations, development and commercialization of our services;
- the risks associated with the development of our technology;
- the risks associated with the increase in operating costs from additional development costs and increased staff;
- the timing and nature of feedback from customers; and
- our ability to successfully compete in our targeted markets.

Although the forward-looking statements contained in this press release are based on what we consider to be reasonable assumptions based on information currently available to us, there can be no assurance that actual events, performance or results will be consistent with these forward-looking statements, and our assumptions may prove to be incorrect. These forward-looking statements are made as of the date of this press release. Forward-looking statements made in this press release are made as of the date of the original document and have not been updated by us except as expressly provided for in this press release. As required by securities legislation applicable to reporting issuers, it is our policy to update, from time to time, forward-looking information in our periodic management discussions and analyses and provide updates on our activities to the public through the filing and dissemination of news releases and material change reports.