

CERTIVE SOLUTIONS INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS TO BE HELD ON
SEPTEMBER 19, 2016**

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders of Certive Solutions Inc. (“Certive” or the “Company”) will be held in the boardroom of Buttonwood Law Corporation, Suite 1100, 1111 Melville Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver time) on September 19, 2016 (the “Meeting”), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended May 31, 2015, together with the report of the auditors thereon;
2. to fix the number of directors of the Company at six (6) and to elect the directors of the Company;
3. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution re-appointing Buckley Dodds Parker LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors, as more particularly set out in the accompanying management information circular (the “Circular”);
4. to consider and, if thought advisable, to pass, with or without variation, a special resolution to authorize amendments to the articles of the Company to, among other things, create a new class of preferred shares, the Class A Preferred Shares, all as set forth in the Circular, for the purpose of compensating directors, officers, and consultants to the Company and ensuring that management retains control in the event they face significant dilution as a result of a significant acquisition.
5. to consider and, if thought advisable, to pass, with or without variation, a special resolution authorizing the independent directors to issue up to 50% of the existing share capital to finance the acquisition of companies, businesses or assets that the independent directors identify as being strategically important to the Company;
6. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming, and adopting all actions, deeds, and proceedings of the board of directors done prior to and subsequent to the incorporation of the Company with respect to the appointment and resignation of directors and officers of the Company, the approval of all private placements and issuances from treasury thereunder, and the acquisition of companies, businesses or assets identified by the board as strategically important to the growth of the Company;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form set out in the accompanying Circular, approving the incentive stock option plan of the Company (the “Stock Option Plan”);
8. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Details of the foregoing matters are contained in the accompanying Circular of the Company.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its executed form of proxy with the Company's transfer agent and registrar, **Computershare Trust Company of Canada, c/o the Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, Fax number: 1-866-249-7775 (toll-free); 1-416-263-9524 (outside Canada and the US), on or before 10:00 a.m. (Vancouver time) on September 14, 2016**, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used, or by delivering it to the Chair of the Meeting before the time of voting on the day of the Meeting or any adjournment thereof.

DATED: August 17, 2016.

**BY ORDER OF THE BOARD OF
DIRECTORS**

(signed) "Van Potter"

Chief Executive Officer