

**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

July 11, 2017

Item 3 News Release

The press release was issued on July 11, 2017 and was disseminated through the facilities of recognized newswire services. A copy of the press release was filed on SEDAR.

Item 4 Summary of Material Change

The Company has entered into a Settlement and Divestiture Agreement dated July 3, 2017 to divest the assets previously acquired of Titan Health Management Solutions, Inc. (“Titan”). The divestiture is effective as of June 1, 2017. The founding principals of Titan have agreed to reacquire the Titan assets from the Company pursuant to the Asset Purchase and Sale Agreement, which was executed on July 3, 2014.

Item 5 Full Description of Material Change

Certive Solutions Inc. Announces Titan Asset Divestiture

Certive Solutions Inc. (OTCQB: CTVEF CSE: CBP) - (“Certive” or the “Company”), announces that further to its news release dated May 2, 2017, the Company entered into a Settlement and Divestiture Agreement dated July 3, 2017 to divest the assets previously acquired of Titan Health Management Solutions, Inc. (“Titan”). The divestiture is effective as of June 1, 2017. The founding principals of Titan have agreed to reacquire the Titan assets from the Company pursuant to the Asset Purchase and Sale Agreement, which was executed on July 3, 2014 and which provides for the necessary process to accomplish the transaction.

The terms of the Settlement and Divestiture Agreement are as follows:

- a) Payment from an escrow account of \$100,000 to Certive representing cash on May 31, 2017, that is owing to Certive up to and including that date, being the agreed cutoff date for Certive’s ownership and operations of the assets.
- b) The return to treasury of 10,490,667 common shares of Certive, representing 13.4% of the Company’s presently issued and outstanding shares.

The total sale price of the assets sold to Titan is deemed to be \$3,247,400, approximately \$536,400 greater than the original purchase price of \$2,711,000, based upon the deemed price per share of \$0.30 for the shares issued under the Settlement Agreement.

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 July 11, 2017.

FOR IMMEDIATE RELEASE

July 11, 2017

Certive Solutions Inc. Announces Titan Asset Divestiture

Scottsdale Arizona - Certive Solutions Inc. (OTCQB: CTVEF CSE: CBP) - ("Certive" or the "Company"), announces that further to its news release dated May 2, 2017, the Company entered into a Settlement and Divestiture Agreement dated July 3, 2017 to divest the assets previously acquired of Titan Health Management Solutions, Inc. ("Titan"). The divestiture is effective as of June 1, 2017. The founding principals of Titan have agreed to reacquire the Titan assets from the Company pursuant to the Asset Purchase and Sale Agreement, which was executed on July 3, 2014 and which provides for the necessary process to accomplish the transaction.

The terms of the Settlement and Divestiture Agreement are as follows:

- a) Payment from an escrow account of \$100,000 to Certive representing cash on May 31, 2017, that is owing to Certive up to and including that date, being the agreed cutoff date for Certive's ownership and operations of the assets.
- b) The return to treasury of 10,490,667 common shares of Certive, representing 13.4% of the Company's presently issued and outstanding shares,

The total sale price of the assets sold to Titan is deemed to be \$3,247,400, approximately \$536,400 greater than the original purchase price of \$2,711,000, based upon the deemed price per share of \$0.30 for the shares issued under the Settlement Agreement.

On December 1, 2016, the Company issued a press release updating corporate affairs and referred to the growth in Titan. During the month of February 2017, several significant and material events occurred which have caused management and the Board of Directors of Certive to reflect on the appropriateness of making additional investment in Titan, notwithstanding its growth and recently improved financial results. The factors considered include Titan's reliance on a few customers, lower margins on expected new business, duplication of services that can be provided by either Omega Technology Solutions, LLC (the "Omega division") or other service provider partners, and additional significant cash investment that will be needed to on-board expected new customers.

Recognizing Certive's need to expend capital on its most accretive offerings possible and thus attain positive cash flow in the near term, it was mutually determined by both the Company and the Titan principals that they would be better served by Titan reacquiring the assets originally acquired by Certive in July 2014.

It is Certive management's opinion that there has been no appreciable increase in the asset value of the Titan customer relationships since the date of the original acquisition.

Subsequent to closing the transactions contemplated in the Settlement and Divestiture Agreement, it is contemplated that the Company may enter into a sales and marketing agreement with Titan, thus continuing to offer the Titan brand of zero balance service offerings to Certive customers. This relationship is not expected to be exclusive; the Company will also offer these services using the resources of its Omega division and other outsourced third party providers. Management believes that the use of the Omega subsidiary and other revenue cycle partners can enhance the profitability of zero balance business in certain selected situations. This is particularly anticipated in audit and collection activities.

For more information, please visit our website at www.certive.com, or contact Certive directly at 480-922-5327.

Brian Cameron

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 ability of the Company and Titan to complete the transactions contemplated in the settlement agreement and to complete the repurchase of Titan assets;
- 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.