



FOR IMMEDIATE RELEASE

February 7, 2019

## **Certive Announces Annual General Meeting Results and Offering**

**Scottsdale, Arizona and Vancouver British Columbia** - Certive Solutions Inc. (OTCQB: CTVEF CSE: CBP) ("Certive" or the "Company"), is pleased to announce results of the vote by shareholders at its annual general and special meeting held on January 29th, 2019 in Vancouver, British Columbia, Canada.

### **Results of Annual General Meeting ("AGM"):**

Tom Marreel, Chairman and Acting CEO, states "I am pleased and excited that the January 29<sup>th</sup> AGM marked the culmination of the Board's successful efforts at enhancing Corporate Governance and represents a new beginning for the Company's strategic direction."

A total of 51,869,806 Common Shares were voted at the Meeting, representing approximately 62% of the outstanding shares.

All of the following five director nominees proposed for election by the shareholders were re-elected, by over 90% of the votes that were cast, to the Board of Directors: Tom Marreel, Tim Hyland, Jack Saltich, Scott Thomas and Jeff Wareham. Former director Brian Cameron was not up for re-election. At the meeting, the shareholders also approved the following resolutions:

- The Board was set at five directors for the ensuing year;
- Appointment of Buckley Dodds LLP Chartered Accountants, as independents auditors for the ensuing year, and authorizing the Board to fix their remuneration;
- Approval of the amended Stock Option Plan; and
- Adoption of new Articles of Incorporation of the Company, as set out in the Management Information Circular filed on SEDAR.

Certive announces that 4,400,000 management incentive stock options exercisable at CDN\$0.05 per share over a ten-year period have been granted to directors, officers, employees and consultants. While the 200,000 incentive stock options granted to the independent directors vest at the next AGM, the 4,200,000 incentive stock options granted to the officers, employees and consultants will only vest if the Company's volume weighted average stock price achieves US\$0.30 for a 45-day period of time within the next two years.

Certive is also announcing that it will conduct a non-brokered private placement ("Offering"), subject to the approval of the Canadian Securities Exchange, for aggregate gross proceeds of up to US\$1,500,000. This Offering shall consist of Convertible Notes that have an Interest Rate of 8% and convert into Common Stock of the Company at the greater of US\$0.06 a share or 25% below market price, whichever is higher. The term of the Convertible Notes shall be one year.

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

Scott Thomas  
Investor Relations, Certive Solutions Inc.  
[sthomas@certive.com](mailto:sthomas@certive.com)

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

Certive Solutions Inc. (Scottsdale, Arizona) provides revenue cycle management solutions to the U.S. healthcare market through its wholly owned U.S. operating subsidiary, Certive Health Inc. (Certive Health). Certive Health'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 Health'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 Health 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, financial performance, results of operations, business development activities 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 the Company's ability to obtain, on satisfactory terms, or at all, the capital required to remain a going concern;
- the ability of the Company to attract new customers and to realize its business objectives;
- the ability of the Company to retain its customers and to maintain existing contractual obligations, and to realize revenues from existing contracts;
- the ability of the Company to reduce costs and improve scalability of its operations;
- 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 ability of the Company to execute appropriate strategic growth initiatives including acquisitions;
- 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.