CERTIVE SOLUTIONS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS AS AT AND FOR THE NINE MONTHS ENDED FEBRUARY 28, 2019

FORM 51-102F1

DATE AND SUBJECT OF THIS REPORT

This Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Certive Solutions Inc. and its subsidiaries ("Certive" or the "Company") for the quarter ended February 28, 2019. The MD&A should be read in conjunction with the condensed consolidated interim financial statements of the Company as at and for the nine months ended February 28, 2019 and the audited consolidated financial statements and related notes thereto of the Company as at and for the years ended May 31, 2018 and 2017. This MD&A has been prepared effective April 23, 2019.

The Company was incorporated on June 11, 2010, under the laws of the Province of British Columbia. The Company changed its name to Certive Solutions Inc. in October 2013 to pursue sales and marketing opportunities as a business process management software solutions provider focused on revenue cycle management in the U.S. healthcare industry. The Company's mailing address is at 1185 West Georgia Street, Suite #1140, Vancouver, BC V6E 4E6. The Company's records office is located at 7373 East Doubletree Ranch Road, Suite 210, Scottsdale, Arizona 85258. The Company reports its financial results in U.S. Dollars and under International Financial Reporting Standards.

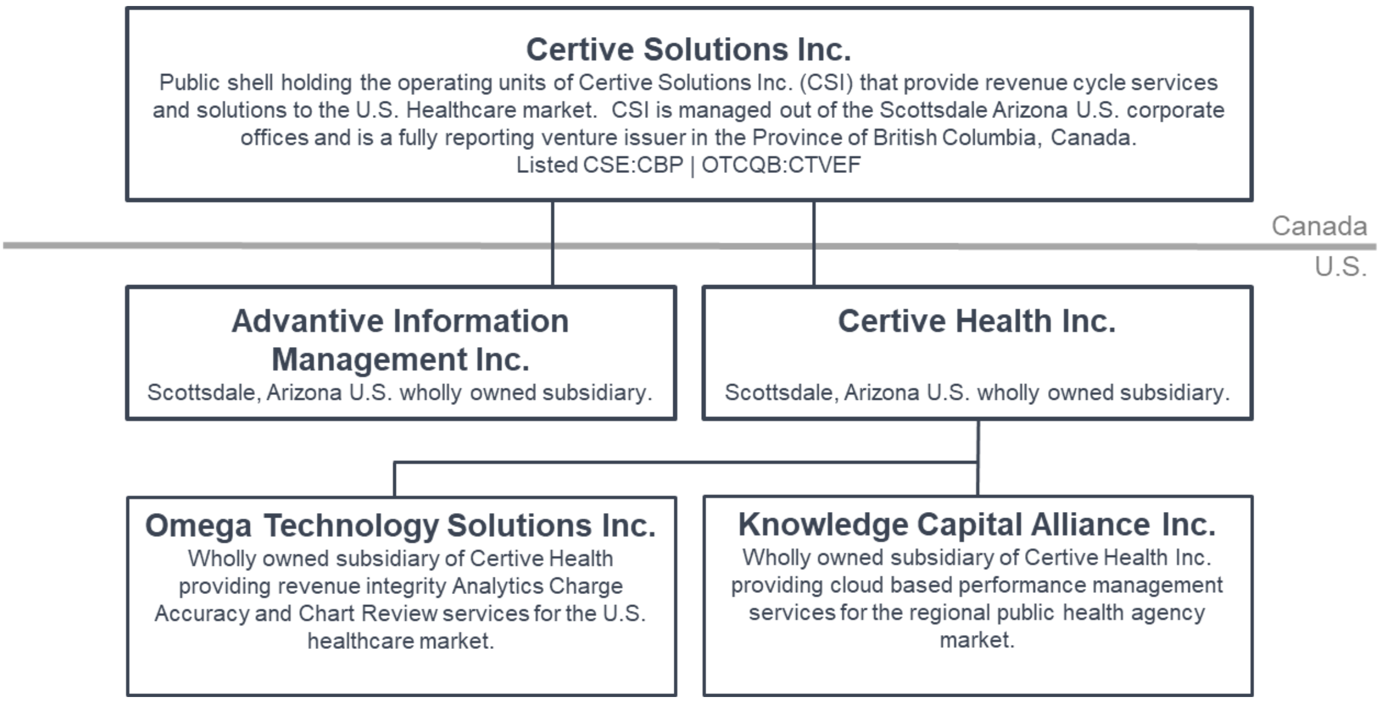
The Company is publicly traded on the Canadian Securities Exchange (CSE: CBP). Effective September 16, 2014, the Company's shares began trading on the Frankfurt Exchange (FWB: 5CE) and on July 15, 2015, the Company's shares were quoted on the OTCQB Capital Markets in the United States under the trading symbol "CTVEF". As of February 28, 2019, and as of the date of this MD&A, the Company has two wholly-owned subsidiaries: Advantive Information Systems Inc. and Certive Health Inc. (formerly "Certive Technologies Arizona, Inc.") each operating as independent subsidiaries. Certive Health Inc. ("CH") has two wholly-owned operational subsidiaries: Omega Technology Solutions Inc. and Knowledge Capital Alliance Inc.

OVERALL PERFORMANCE

During the nine-months ended February 28, 2019 and the subsequent period up to and including the date of this MD&A, there were no significant or material events that occurred other than as reported herein. All amounts expressed herein are in U.S. dollars. As reported in this MD&A for the nine-months ended February 28, 2019, the Company's primary operational subsidiary Certive Health Inc. ("CH") and its subsidiaries continue to operate below breakeven sales with negative cash flows; however, with the sales prospects that have been identified in the past several months, management believes that CH may reach breakeven sales volumes before August 31, 2019. It is also projected that over the next 90-days, assuming extensions of delinquent debt, the Company will still require a minimum cash infusion of $450,000 for working capital and its other short-term obligations. **Accordingly, readers should be aware of the auditors' going concern qualification by referring to Note 1 of the Company's audited financial statements as at and for the year ended May 31, 2018 and management's continuing concern expressed in Note 1 of the Company's condensed consolidated interim financial statements as at and for the nine-months ended February 28, 2019.**

As of February 28, 2019, and as of the date of this MD&A, the Company's primary operational subsidiary, CH, consists of two primary operating divisions: Omega Technology Solutions Inc. ("Omega") and Knowledge Capital Alliance Inc. ("KCA"), which as mentioned above are wholly owned subsidiaries of CH. The Company entered into a settlement agreement wherein by way of mutual release the Company re-conveyed the assets and liabilities of its Titan Division to Titan Health Management Solutions Inc. and discontinued the Titan division's operations as of May 31, 2017.

Omega's positioning in the revenue cycle market and management's strategic plan for growing Omega and the anticipated results of the strategic plan are discussed elsewhere in this MD&A. In addition, KCA's positioning as a consultant to and provider of a dashboard software package to public health agencies and the results of the strategic plan are discussed elsewhere in this MD&A. With the divestiture of the Titan division, all capital resources allocated to CH will be directed towards Omega and KCA operational improvements.



Summary Results of Operations for the nine months ended February 28, 2019 by Division

	Omega	KCA	Certive	Total
Revenues	$754,432	$413,830	-	$1,168,262
Operating Costs	1,048,662	397,442	20,292	1,466,396
Gross Margin	(294,230)	16,388	(20,292)	(298,134)
Expenses	(437,361)	(19,710)	(1,000,839)	(1,457,910)
Net Loss	($731,591)	($3,322)	($1,021,131)	($1,756,044)

The Company has utilized fiscal year 2019 and up to the date of this MD&A to accomplish several milestones which are not yet fully reflected in the financial performance of the Company at the date of this MD&A. These initiatives are associated with completing a market and product situational analysis and completing a product plan and go-to-market strategy leveraging the Company's competitive advantages and strong market presence to drive near-term revenue. However, the Company has implemented specific cost containment measures both at the operational level and corporate level.

SELECTED ANNUAL INFORMATION

The following financial data, which has been prepared in accordance with International Financial Reporting Standards (IFRS), is derived from the Company's financial statements. These sums are being reported in U.S. dollars and did not change as a result of the adoption of policies concerning Financial Instruments.

	Year ended		
	May 31, 2018	May 31, 2017	May 31, 2016
Total Revenue	$1,436,235	$ 1,716,666	$5,634,770
Expenses	$6,600,163	$ 5,457,781	$11,370,457
Net loss	($5,163,928)	($3,741,115)	($5,735,687)
Total assets	$1,262,367	$2,939,918	$5,879,499
Total long-term liabilities	$739,170	$268,707	$0
Net loss per share (basic and diluted)	(0.07)	($0.05)	($0.11)

As noted elsewhere in this MD&A, the results of operations for the Titan Division have been reported in the Statements of Comprehensive Loss in aggregate as Discontinued Operations. The impact on revenue in the above schedule was $3,787,947 of Titan revenue for the year ended May 31, 2017, which has been reflected in Discontinued Operations. Please note that Titan's revenues and expenses remain consolidated for the year ended May 31, 2016 above.

SELECTED QUARTERLY INFORMATION

The following tables summarizes the results of operations for the eight-quarters ended February 28, 2019:

	Three months ended			
	Feb 28, 2019	Nov 30, 2018	Aug 31, 2018	May 31, 2018
Total Revenue	$372,531	$515,771	$279,960	$197,630
Expenses	$1,077,567	$953,290	$893,449	$3,010,581
Net loss	($705,036)	($437,519)	($613,489)	($2,812,952)
Net loss per share and diluted loss per share	($0.01)	($0.01)	($0.01)	(0.04)

	Three months ended			
	Feb 28, 2018	Nov 30, 2017	Aug 31, 2017	May 31, 2017
Total Revenue	$353,653	$447,392	$437,561	$1,354,685
Expenses	$900,288	$1,177,161	$1,512,133	$2,762,925
Net loss	($546,635)	($729,769)	($1,074,572)	($1,408,240)
Net loss per share and diluted loss per share	($0.01)	($0.01)	($0.01)	($0.02)

For the quarters ended August 31, 2017 and subsequent, the Company recorded revenues only for the Omega and KCA divisions.

IMPORTANT ACTIONS BY MANAGEMENT AND THE COMPANY'S BOARD

Material Events That Occurred During the Nine-Month Period Ended February 28, 2019

1. During this period, but effective during the year ended May 31, 2018, the Company and the former owner of Omega's assets negotiated a further amount to be paid in connection with the Company's acquisition of the Omega assets. The Company agreed to pay the former owner of Omega's assets:

- $250,000 on or before October 31, 2018 (subsequent to the end of this period, amended to be $50,000 paid currently and four quarterly payments of $50,000 each), and
- $250,000 from 25% of the quarterly net income of Omega with any unpaid amount due on February 28, 2020 (subsequent to the end of this period, amended the due date to be August 31, 2020).

2. On September 5, 2018, the Boards of the Company and CH appointed Director Tim Hyland as CFO and Treasurer to replace Brian Cameron at the Company and Mike Miller at CH. In addition, the Boards of the Company and CH appointed Michael Miller as Corporate Secretary and Chief Legal Counsel of the Company and CH.

3. On October 30, 2018, the Company's Board met and approved in concept the implementation of a program to offer vendors, former and current officers and directors, consultants and advisors the ability to convert past due receivables from the Company into common stock of the Company to improve the Company's working capital. In addition, the Board approved management's recommendation to engage new Canadian corporate securities counsel.

4. On January 29, 2019, following the Annual General Meeting of the Company's shareholders, the newly constituted Board consisting of Messrs. Marreel, Hyland, Saltich, Thomas and Wareham held a Board meeting and re-appointed Tom Marreel, Chairman and Acting CEO, Tim Hyland, CFO and Treasurer and Mike Miller, Corporate Secretary and Chief Legal Counsel.

<u>Material Events That Occurred Subsequent to February 28, 2019</u>

1. On March 6, 2019, the Company announced that its Midwestern hospital system client expanded services to an additional five of its hospitals. In addition, the Company announced the Board's intent to close out its $1.5M capital raise in 8% promissory notes due in two years and convertible into shares of the Company's stock at the greater of $0.06 per share or a 25% discount to the stock price on the date of conversion.

In addition, please refer to the Subsequent Events disclosure below and in the condensed consolidated interim financial statements of the Company as of and for the quarter ended February 28, 2019.

<u>Plan of Rehabilitation ("POR")</u>

On December 17, 2017, the Company's Board of Directors approved a POR, which is essentially a detailed turnaround plan to guide management's efforts to increase sales and reduce expenses and to renew a push for profitability and positive cash flows from operations. In addition, the need to improve the Board's own governance and oversight of management was identified from this internal review. The POR documented the results of the internal review of the Company and identified a number of deficiencies updated as follows:

1. The Company's operating subsidiaries are not profitable and have negative cash flows, which the Company's efforts to dates has shown improvement in the quarter ended February 28,2019.

2. The Company's current corporate overhead is considered high in relation to the size and scope of the Company, but it has been dramatically reduced in recent quarters.

3. The Company incurred between $400,000 and $600,000 of expenses over the course of a few years on behalf of a related party company (three interlocking directors) and the Company's receivable for the reimbursement of the expenses was deemed uncollectible and fully reserved for. However, the

parties reached an agreement to settle such amount in January 2018. Subsequent to the end of this period, the Company initiated an effort to recover the resulting losses from the former directors.

4. The Company has failed to submit more than $300,000 of payroll withholdings to the IRS due to the shortfall in working capital and, unfortunately, with penalties and interest the amount now owed the IRS is approximately $380,000 and the Company is working to satisfy such obligation.

5. The Company and its operating subsidiaries continue to issue new convertible debt, sometimes with warrants, to fund its working capital needs and some of the past issuances are in default or past due including, among others, two notes totaling CDN$1,100,000 and two notes of US$450,000, plus interest, as of the date of this MD&A.

6. For many reasons, the Company's Board was re-positioned to improve its governance to more effectively oversee management's actions.

The POR's recommended plan for improvement includes action items paraphrased and updated as follows:

1. The Company is now making progress on reducing operating expenses and general overhead expenses by reducing executive management salaries, eliminating Directors' fees, review of the pay plans of the operating subsidiaries and implementing an incentive compensation plan. Based on such efforts, certain expense reductions occurred in the quarter ended February 28, 2019.

2. Restructuring the Company's governance and to obtain Board approval for terms and amounts of new debt issues, advances and loans, scheduling regular quarterly Board meetings, review and approving related party transactions, establishing an Audit Committee and a Corporate Governance Committee, seeking truly independent Directors and ensuring that the corporate minute book reflects all the Board's actions. In addition, the Board approved a resolution to accept the proposals for new corporate legal counsel for Canadian and US securities' rules and regulations.

3. Conducting an aggressive investor relations communication plan. Efforts to continue communications with the investment community should become more apparent in the future. Director Thomas has been appointed the Company's Director of Investor Relations.

4. Developing a strategic plan to reduce the amount of liabilities. The Board approved, in concept, a plan to offer vendors, former and current officers and directors, consultants and advisors the ability to convert past due receivables from the Company into common stock of the Company to improve its working capital.

5. Reviewing and ensuring accuracy of public announcements and filings is an ongoing effort by the Board and management of the Company.

6. Restructuring the Board of the Company's operational subsidiary, Certive Health Inc. was completed. In addition, Certive Health Inc. appointed a Board of Directors for its subsidiary KCA, Inc., which is managed by its President, Fred Erickson.

7. Developing a plan to conduct strategic relationships is an ongoing effort. Certive Health Inc. reactivated its Advisory Council. In addition, the Company's Chief Growth Officer (aka Omega's VP of Business Development) along with executive management team have developed a growing sales pipeline of potential hospitals to pursue business relationships with.

8. Developing a plan to promote Certive's branding and imaging to increase sales is an ongoing effort. The Company recently hired an established business consultant to work with the entire executive management team to enhance the Company's branding and imaging to increase sales.

Since December 2017, the Company's executive management and Board have been actively implementing many of these action items as described above and continues to believe in their relevance and importance for a successful turnaround of the Company. Elsewhere in this MD&A are more thorough descriptions of the 2018-2019 Strategic Plan of the Company. In addition, please read the preceding MD&A section on Important Actions by Management and the Company's Board.

Plan of Arrangement ("POA")

On April 5, 2018, the Company announced that the Board of Directors had approved in principle conducting a POA that would among other matters, subject to regulatory and shareholder approval, result in Certive transitioning to an Investment Issuer from a Venture Issuer. However, the Board has recently halted progress on this initiative and appointed an ad hoc committee to further study the effects of the POA and to make a recommendation to the Company's Board regarding its future. There are no current plans to advance the POA forward for shareholder approval. However, if the Board were to approve progressing forward with the POA, in connection with the POA, the Company may spin out CH, which could become a reporting issuer in Canada by seeking to list their shares on the Canadian Securities Exchange (the "Exchange").

The primary objectives in conducting the POA are summarized as follows;

1. To divest via spinout, CH, a wholly-owned subsidiary.
2. To settle all convertible debt currently in the Company.
3. To increase shareholder value by providing to the Company's shareholders, shares in a number of proposed spinoffs with each spinoff completing its own financing including that of CH.
4. To re-qualify the Company as an Investment Issuer with $2 million in funding.

All shareholders of the Company, upon completion of a POA, would retain their original ownership in the Company and have mirror image ownership in all the spun-out companies at no additional cost to the shareholders.

As mentioned above, the POA process remains in a preliminary status and progress has been halted as of the date of this MD&A. There is no guarantee the Company will proceed forward on the POA and no action has been taken to date.

DISCUSSION OF THE OPERATIONS OF CERTIVE HEALTH INC.

Certive Health Inc. Corporate Management and Governance

During fiscal year 2018, and up to and including the date of this MD&A, CH, with the approval of the Company's Board, appointed several new members to the CH Board of Directors following Brian Cameron's resignation from the CH Board. In an attempt to improve the direction and support in the management of CH, Tom Marreel was appointed Chairman of the Board of CH and Jack Saltich, a former director of the Company, Scott Thomas and Tim Hyland were appointed as Directors of CH. Michael Miller assumed the role of CFO of CH replacing Brian Cameron. On September 5, 2018, Tim Hyland was appointed CFO of CH and Michael Miller became Corporate Secretary and Chief Legal Counsel of CH.

As noted elsewhere in this MD&A, CH has engaged with a seasoned healthcare sales and marketing professional to develop and execute a plan to achieve positive operating cash flows that could reduce or eliminate the continuing need for the Company to fund CH, the Company's primary operating subsidiary.

The Company is in the process of implementing several plans that will align CH's operational direction to customer demand. Included in these plans is an investment of resources needed to increase sales enabling CH to support existing customers and have the capacity to bring new customers onboard as contracts are obtained and then to exceed customer expectations. If, as and when, several anticipated new customers are secured and begin to generate sales, the burden of seeking outside capital to support operations will terminate.

<u>Factors Impacting the Growth of Certive Health Inc.</u>

1. CH's near-term organic growth strategy is based upon its ability to aggressively expand its sales and marketing functions and deliver our simple compelling message to the key decision maker in revenue cycle functions at our targeted hospitals. New client onboarding and volume through put are scalable functions that Omega currently possesses. A significant investment in product marketing, market marketing, and sales is current underway.

2. The identification of selected acquisition targets that complement the core business is a key factor that will impact growth. The Company and CH have identified targeted opportunities in the analytics sector of U.S. healthcare that both complement current service offerings or provide the potential create new offerings by combining intrinsic resources.

3. The identification of new lines of business within revenue cycle management for U.S. hospitals that are unique and provide value added benefit for hospital administrators.

4. Expectations of both divisional profitability and comprehensive corporate profitability for the consolidated enterprise.

5. Expectations regarding the ability to raise capital to fund increasing working capital requirements and achieve sustainable near and long-term growth. Partially cash funded acquisitions may lead to substantial dilution if the majority of the acquisitions are stock based, unless the valuation of the Company is not reflective in its public markets.

6. CH must assess the relative risk associated with acquisition size, category of revenue integrity services provided and the need for working capital to support the growth of each acquisition.

7. CH must be mindful and reactive to disruption in the U.S. healthcare markets and target both acquisition opportunities and internal growth with a focus on this disruption to achieve maximum rates of return on internal cash.

8. As CH expands its service offerings, it will need to ensure that there is a constant vigilance over new and changing regulations that will impact the ability to remain compliant.

9. The Company will continue to direct and manage the affairs of CH and its Board if and until any divesture and transition is completed.

<u>General History of Certive Health Inc.</u>

The following is a chronological description of the Company's history and the basis for its entrance into the revenue cycle management ("RCM") sector of the U.S. healthcare industry:

1. In late 2013 and largely due to a market assessment performed by management in the fall of 2013, the Company narrowed its strategic focus to the provider side of the U.S. healthcare industry and specifically to U.S. hospitals, who wrote off between 3% and 15% of their total revenues as denied claims for a variety of reasons.

2. In March 2014, the Company entered in to a strategic relationship with Titan, a company with over twelve years of domain expertise supplying revenue cycle management services on an outsourced basis to U.S. hospitals. The Company's technology and capital formation expertise combined with Titan's knowledge of the many opportunities in revenue cycle management, led to a logical partnership. Ultimately this led to the Company's acquisition of the Titan assets in July 2014 and the integration of Titan's management team and staff into the Company's operations. During the last quarter of fiscal year 2017, the Company and the Titan principals concluded that the objectives associated with the zero balance business, operated by the Titan principals was incongruent with the long term strategic plan for the Company and accordingly the agreement for the Titan principals to repurchase the assets acquired by the Company was determined to be the most equitable way to minimize the Company's expected future capital commitment to the division and yet not minimize the opportunity for the Titan principals.

3. The acquisition of the assets of Knowledge Capital Alliance Inc. (KCA) closed on August 31, 2014. Certive completed the acquisition of 100 percent of the equity in Knowledge Capital Alliance ("KCA") effective March 13, 2017. This transaction was a restructuring of the asset acquisition of KCA referred to above. It was determined that the acquisition of the equity of KCA will be complementary to the organizational structure of Certive and the KCA brand. The equity of KCA was purchased in consideration for $72,000 and a total of 1,350,000 common shares of Certive at a deemed value of $0.30 per share. Certive's guarantee of an outstanding note to a KCA shareholder in the amount of $256,000 was also forgiven. KCA provides business process management solutions to public health departments at both the state and county level. KCA has developed an automated dashboard tool set and workflow technology that will be offered to over 2800 public health organizations throughout the United States. Moreover, the principals of KCA supports the Company's consultative efforts as it seeks out new lines of business within revenue cycle management of U.S. hospitals. During the past two years, KCA has steadily enhanced its delivery of process management solutions to state and county governments, particularly specializing in business process management for public health-related matters through the implementation of cloud-based applications. This has significantly improved KCA's product offerings to agencies throughout the United States.

4. During the past year, KCA has been focused on selling its VMSG Dashboard branded performance management system to public health departments in the United States. The VMSG Dashboard is a performance management system designed specifically to assist public health departments in the development, implementation and performance management of the Strategic and Operational Planning process. The Dashboard facilitates quick and accurate planning changes and is designed to allow both internal and external users to keep their plans up-to-date in real time. For public health departments seeking PHAB accreditation, the VMSG Dashboard has been designated as "fully demonstrated" by the Public Health Accreditation Board for Standard 9.1 applicable to most U.S. public health departments. KCA's customer base has grown from 55 health departments in 17 states to 118 health departments in 25 states during the past year, and the opportunity pipeline has grown significantly. The VMSG Dashboard is a software as a service (SaaS) recurring revenue business model. As new public health units license the VMSG Dashboard, the recurring revenue grows. An additional benefit as SaaS provider is KCA can continuously upgrade its service to all clients, responding quickly to the client's changing needs. The U.S. healthcare market is changing as reform

initiatives drive to lower costs, improve outcomes, and improve the general health of the population. U.S. public healthcare departments will work more closely with local care providers which Certive believes will provide opportunities for expanded services for both Certive and KCA. As KCA expands its presence throughout the nation, it is also expanding its presence at major annual conferences such as the National Association of City and County Health Officials which is attended by over 1,300 public health leaders.

5. On July 15, 2015, the Company acquired the assets of Omega Technology Solutions LLC (Omega). Based on a recent amendment to the original purchase agreement, in summary, Omega's assets were acquired for $700,000 of which $450,000 remains unpaid as of the date of this MD&A and for 12,633,334 shares of the Company's common stock after conversion of a note and achieving an agreed upon earn-out, of which only 2,633,334 common shares have been issued to date. With the acquisition of Omega's assets, the Company has a technology base and the ability to provide charge capture services on a retrospective and prospective basis. There is a total of 1,500 targeted hospital in the U.S. that have applicability to the service offering. Each target has been assessed based upon Omega's proven assessment analytics using commercially available and reported data on the hospital targets on AHD. Omega has made significant investments in revenue integrity analytics technology that is the foundation for its delivery of revenue services and cloud products that identify revenue opportunities and address compliance issues. Omega's solutions deliver real-time analysis and capture of unidentified charges not captured by the hospital, and prevention of charging and billing issues that reduce or delay reimbursement. Additional services offered include comprehensive claims analysis for coding integrity, and revenue leakage prevention. Omega collects zero balance claims from the hospital system up to 2 years. Those claims are compared to the patients' medical record by our RN auditors. The auditor then looks for missing charges, coding or compliance errors. Omega's in-house billing department then directly bills the insurance company based on the findings (unless the hospital system prefers to do their own billing). The hospital system receives payment directly on the billed charges. Omega performs follow-up and dispute resolution for claims submitted. In addition to finding revenue, Omega routinely educates the hospital and its staff on its findings. Omega provides detailed monthly reports of its findings in conjunction with periodic meetings to discuss specific patterns and problems, establishing a process to prevent losses from occurring in the future. Omega goes back two years with its clients in the auditing process and prepares them for their future through preventative training and education. The Lost Charge Recovery system has no upfront cost, no risk and only an upside potential for the hospital. Due to ongoing losses at Omega, as at May 31, 2018, it was determined that the allocated purchase price to Omega's Customer List, Trade Name, and Goodwill were all impaired and such costs were written off in their entirety as more fully discussed elsewhere in this MD&A.

Certive Health Inc.’s Advisory Council

The Company has assembled an outstanding Advisory Council consisting of experienced senior healthcare executives who have built, lead, and sold significant enterprises in the healthcare market, and possess broad complimentary skills. The Advisory Council, their network of executive leads, subject matter experts, and the extended network of experienced healthcare talent at the “doer” level is valuable asset for Certive.

The purpose of the Advisory Council is to provide direction, guidance and special project-based support to management in the design and implementation of business strategies aimed at creating an overall near and long-term enterprise value. The Advisory Council was formed specifically to assist management and the Company’s Board of Directors in determining the best strategies to effect growth in an ever-changing U.S. healthcare market. Current members of the Advisory Council include:

1. Dr. Arthur Pelberg, an internal medicine specialist, served as the President and Chief Medical Officer of Schaller Anderson from 1999 to 2007 and brings to the Company rich clinical and senior level healthcare operations experience.
2. Jack Chapman, a nationally recognized Revenue Cycle Management expert and consultation to the healthcare provider community.
3. Fred Hatfield, formerly CEO and COO of Aetna Medicaid and head of acquisition integration for Schaller Anderson.
4. Steve Schramm, the founder of Optumas, an actuarial analysis organization for large healthcare purchasers. Mr. Schramm's background brings to Certive the knowledge to use sophisticated actuarial and analytics toolsets that derive meaningful provide its customers with meaningful information health data.
5. Jeffrey Benton is currently the managing director of Fairfield Advisors, a hedge fund specializing in market structure arbitrage and volatility strategies. Mr. Benton brings to the Advisory Council years of experience in the translation of business operating strategies to investment information and tools that will, in Certive's case, serve to better enable effective investor relations communications. Mr. Benton is a distinguished and highly regarded member of the U.S. investment community, having

served on a number of New York Stock Exchange committees over the years. Mr. Benton is a former Governor of the New York Stock Exchange.

6. Don Gilbert has extensive background in healthcare, particularly in the State of Texas where he served as Secretary of Health and Human Services under Governor George W. Bush.
7. Michael Marshall, CEO of e5 Workflow Inc. provides to Certive, operational capabilities in revenue cycle management with hands on expertise in all aspects of this industry.
8. Bob Uxa is an accomplished professional with over 35 years of experience, internationally, in the aluminum industry where he developed and implemented new strategic plans for commodity marketing, procurement and risk management for one of the world's largest brewers and recyclers. Mr. Uxa pioneered commodity sourcing from Russia, India, the Middle East and South America for U.S. Manufacturers and was at the leading edge of product line expansion for the aluminum industry.
9. William Dagher has over 30 years of healthcare services and technology experience and 12 years of private equity experience. William was the President of iPlexus Solutions, Inc, which provides cloud based medical billing decision support, medical clearinghouse and medical billing functions; servicing over 6000 health care providers nationwide. iPlexus was acquired by the SoftCare group and is now a part of QHR Technologies. Previously, William was President of the e-Health Solutions division for Per-Se Technologies with over $60 million in revenue and $12 million in EBITDA, with 350 hospitals and 55,000 physicians. Per-Se was purchased by McKesson in 2007. Mr. Dagher is currently a Director and is contributing to management in the areas of strategy, finance, M&A, marketing and technology with SFUR, a Medical Utilization Review Company.

Members of the Advisory Council have all invested in Certive and are committed to assisting in charting its course through organic growth and strategic acquisitions.

OPERATIONS OF OMEGA

Description of Omega's Industry

REVENUE CYCLE MANAGEMENT FOR HOSPITALS – A DEFINITION

All healthcare providers depend on three types of payment sources: self-pay by the patients, insurance company benefit payments and government-based programs (principally Medicare and Medicaid). The process of billing and collecting such payments has grown more complex over the years as insurance and governmental programs have become more intricate. Uninsured and the higher deductible insurance policies have forced a greater need to collect payments directly from patients. Many hospitals lack the technical sophistication to adequately bill and collect from these various payment sources.

Revenue Cycle Management ("RCM") systems have developed over the past twenty years to address these needs of hospitals and other healthcare providers. The RCM process is composed of the following segments:

1. Scheduling and Eligibility
2. Pre-Registration and Financial Clearing
3. Admitting, Registration
4. Point of Service Charge Capture
5. Case Management
6. Coding
7. Pre-billing and Billing
8. Submission to Payers – Patient and Third-Party Payers

9. Payment Posting
10. Denial and Payment Analysis
11. Self-Pay and Collections

<u>Description of Omega's Business</u>

The U.S. healthcare market is a $3.7T industry with over $900B of that being waste and inefficiency and $176B of that alone coming from the revenue cycle area. Using conservative metrics, the opportunity in the missing charge segment of healthcare is very large. Even though hospitals have benefitted from a cost focus over the past few years in terms of having healthy margins despite cuts to reimbursement, revenue cycle performance has lagged across key areas. Average hospital revenue cycles are losing roughly $22 million to missed revenue capture thanks to cost focus. When it comes to net days in accounts receivable, the overall cost to collect has gotten worse by 70 basis points of net patient revenue from 2011 to 2015.

Four primary market forces are driving these negative trends:

1. Too many hospitals build centralized revenue cycle operations but don't make any improvements beyond that, focusing on their own internal "unit". This integration should include a value-added shared services organization that provides a common business intelligence platform across entities and service lines system-wide, the ability to generate a single patient bill for all physician and hospital services, and the use of integrated coders to drive further understanding and coding accuracy." Instead of looking at how to branch out into other focus areas within the hospital to help make improvements.

2. Increasing patient obligations are squashing coverage gains, because as coverage has increased, so too has bad debt.

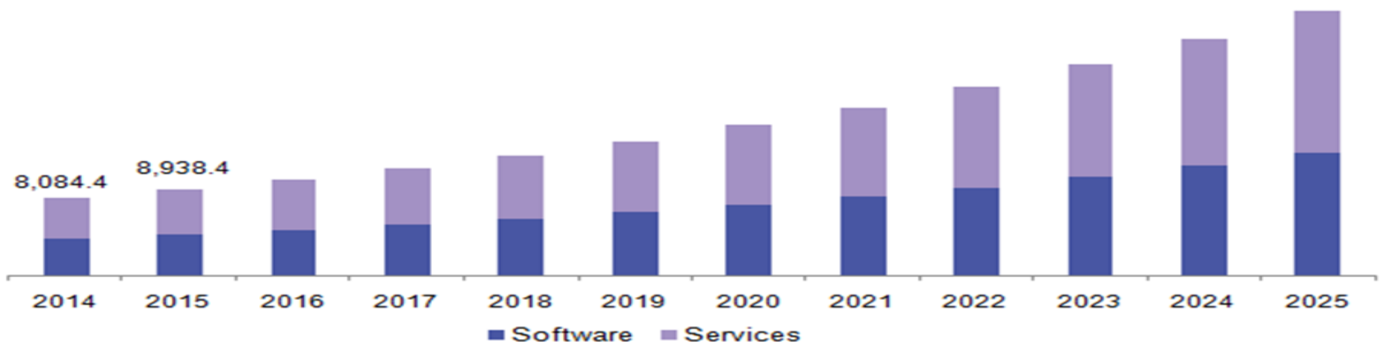
3. Commercial payers' scrutiny of claims has significantly increased. Hospitals are losing an average of five percentage points of their margins to underpayments, denials, and contract negotiations. Payers have the advantage in terms of data and insight as their client base is so much broader.

4. While major surgeries and procedures are often charged automatically based upon time, secondary level, less invasive surgeries are charged separately. Separately chargeable procedures are often missed in these setting often being missed.

Additional secondary examples of missed charges are that administration of pharmaceutical guidelines are often unclear and can result in significant errors and omissions. Interventional cardiology coding requires significant knowledge among a shifting landscape, implantables remain to be paid via favorable carve-out logic and ironically maintain subject to manual charge capture processes. Complex drug billing guidelines often result in in accurate charging.

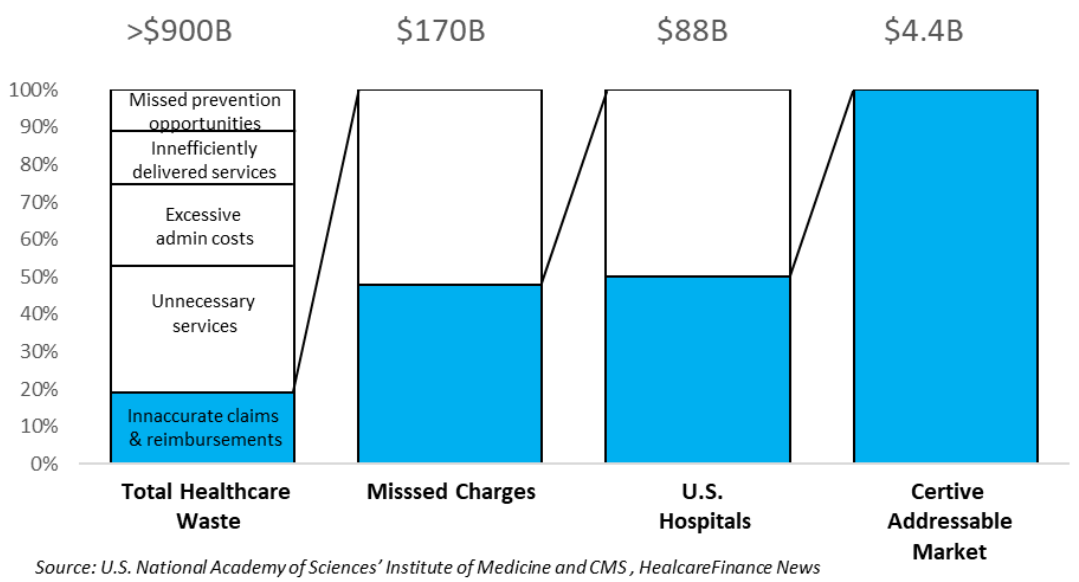
Under continuing healthcare reform, reimbursement models will continue to change from traditional fee-for-service (FFS) models to Outcome based. The first model has proven to be complex from a vendor point of view and the second is even more complex from a vendor technology point of view which will have a positive impact on those vendors who adopt their service offerings along with the changing market. Overall the Revenue Integrity Market Segment is forecasted to continue to grow. Separately, the healthcare analytics segment is ~$40B doubling y/y with predicted continued strong growth as systems and payers begin to take advantage of the interoperability put in place after years of investing in health information management (HIM).

<u>Overall Revenue Integrity Market Size</u>



The single greatest factor that has contributed to underperformance in this business has been a lack of investment and focus on sales and marketing. There are a lot of understandable reasons why the need for a turnaround exists, but none of them are good. That single greatest need will not go unaddressed.

<u>Market Opportunity Missed Charges</u>



A Total waste and inneficiencies in revenue cycle.

B $22M per hospital at 4K hospitals = $88B TAM in missed charges

C Assuming Certive can address just 5% of the TAM, this is a $4.4B market opportunity.

Significant investments are being made in healthcare driven by Center for Medicare and Medicaid Services (CMMS) to reduce the cost of care, improve outcomes, and improve patient satisfaction. Revenue cycle improvements affect all three of these reform areas. Upgrading and making investments in HIM systems will have a major impact. Replacing old or implementing new electronic health record and patient accounting systems is a huge disruptive undertaking that when complete will have in place a new generation of systems that can communicate with each other opening true interoperability between providers, payers, ambulatory providers and acute providers. Most importantly vendors like Omega who through standard ambulatory payment classifications (APCs) can access data and deliver results back to the client in an efficient manner.

Regardless of the specific area of healthcare you focus on, technology in terms of automation, workflow, analytics, predictive analytics and artificial intelligence will be part of the future and ultimately that is where Omega will end up. For the present, we have a unique and highly competitive technology enabled analytical product and with proper marketing and sales can generate significant cash during the next few years which the resource will be to drive development in some of the other areas. Organic growth vs. acquisitive drives higher return on investments (ROIs) but we will likely use a combination to achieve the long-term objectives.

Omega specializes in recovering cash for hospitals by auditing patient charts and comparing them to the medical records to identify, audit, bill and collect charges for items and services performed but never billed to the insurance carriers. Certive's proprietary Revenue Integrity Analytics process is a proprietary combination of automation and revenue integrity analytics and skilled clinician that delivers superior results vs. our competitors. Certive's has over 26 years of experience providing these services and with that, access to vast quantities of retrospective data from which to develop the analytical tools necessary to effectively manage risk.

Competitive Landscape

There are three categories of competitors: a) In-sourcing by Omega's target hospital clientele; b) indirect competitors that offer technology solutions, and c) direct competitors that offer services. Continuous process improvement programs should also be considered a threat yet a large opportunity. The principles of the philosophies of continuous improvement are taking hold and the goal is to address the problem at the root cause which up until now has been just words. The majority of the solutions, however, will be technology based (workflow, analytics, CDM through NLP and other processes that have long promised but not delivered).

1. Hospital In-Sourcing: This is the status quo. Hospitals do not have the internal resources and efficiencies to do this alone and have long relied on vendor relationships to help manage through the complex reimbursement and revenue cycle process and this will not change. Increasing complexities, reduced reimbursement, focus on outcomes, rising costs of care, consolidation, and changes in the regulatory environment have resulted in increased financial pressure on the hospitals and the need for improved efficiency. All this results in an increased market opportunity for vendors who can deliver.

2. Indirect Technology Vendors: Several vendors such as MedAssets, Craneware, etc. provide technology solutions that attempt to solve the hospitals problems. Hospitals,

however, are resistant to further reinvestment in more "systems" and need to have their problems solved, when in fact, these solutions contribute to the problem by often reducing claim value allowing greater leakage to occur. Often, hospitals are frustrated with pure technology solutions as, in the absence of a strong service component, they fail to deliver on the promised value proposition. Several data analytics have added healthcare solutions based on their platforms as well.

Large health information management (HIM) providers such as Cerner and Epic are technology suppliers to the industry that are seeking to add a viable service component to their revenue models. In the absence of acquisition strategies, they are unlikely to move fast enough to catch the changing landscape in the services model. They do however possess unique access to new customers and every implementation of the systems raises a large revenue leaking issue for the hospital that must be addressed. Omega on the other hand, is a service company that can quickly adapt to change and identify risk management solutions that become useful "extenders" to the current services offering of these providers. Certive then becomes a very important piece of the puzzle to these competitors who are ill equipped to move quickly. Certive, therefore, treats these companies as a source of business, NOT direct competition.

3. Direct Service Competitors:

   Tier 1 players such as Accenture provide comprehensive services to the industry with a "big" service model. They are limited in number. These companies often are engaged with the large hospital systems and are subject to the same "big" inflexibility of larger corporations, are costly, and do not address the core leakage issue leaving white spaces and large revenue leaking problems un-addressed.

   Tier 2 players are medium sized players owned by private equity that are built to sell and have no domain capacity other than what they bought and little capacity to strategically think quickly. There are a handful of these players. Private equity is attracted to this space, which validates to some extent the opportunity, but private equity firms need to deploy large sums of capital which often results in ineffective returns on cash invested. Some of these companies could become larger future acquisition targets for Certive.

   Tier 3 players that are part of the fragmented nature of this tier. They have customer access, and good principals, but are cash limited and have no long-term vision for how they fit into the market. That makes them perfect acquisition targets for Certive where it could acquire attractive clients and/or service niches, layer in its strategies, use the vast data it acquires to drive the development of better tools for long-term risk management and become a sought-after enterprise.

Service Lines

OMEGA'S REVENUE INTEGRITY ANALYTICS

Revenue Integrity Analytics provides retrospective claim audit and missed charge services using a proprietary process that utilizes a unique combination of revenue integrity analytics and enabling workflow technology to ensure that every claim that has the potential to yield additional revenue is properly audited and that each claim is audited for accuracy and errors, thus yielding superior returns for our clients. Omega's unique Revenue Integrity Analytics platform captures more missed charges, underpayments and claim errors that any competitor on the market. This market is large, and we believe we can drive significant revenue and margins that will ultimately enable Omega to begin investing in other areas. Balancing these business objectives will be led by one of Omega's Advisory Council members who has over 28 years' experience in healthcare and is founder and owner of a well-known healthcare analytics and actuarial services company.

With strong growth and cash generations the Company then can focus on other revenue cycle areas and risk management related to future reimbursement models being driven by CMS models.

Omega also offers OCExaminer™ missing charge capture software and claim scrubber on a SaaS basis as well its ChargeMASTER™ analysis tool. OCExaminer routinely finds 10-12% more claim errors than our competitors however the market for competing claims scrubbers is quite competitive with annual recurring licensing fees of $20K and long 7-year contract it's a difficult business to penetrate. Both service offerings will be looked at for future re-positioning in the market. One example of a possible repositioning of OCE is that with the ability to consistently finds 10 - 12% more claims errors on Medicare and Medicaid outpatient claims than competing solutions, if we were to focus the sales efforts of this product on these government plans, it would be a reasonable assumption that the strong performance would telegraph through to engagements in the more lucrative commercial lost charge recovery business. In other words, it could be used as a selling tool – land and expand. Both these services are used internally as part of our Revenue Integrity Analytics service offering.

2018- 2019 OMEGA - STRATEGIC PLAN OVERVIEW

Focus

While Omega has a preponderance of new product, service, and technology capabilities with some that play into the future model of healthcare, a strategic decision has been made to focus almost exclusively on growing the missed or "lost" charge and underpaid charge segments based on our Revenue Integrity Analytics revenue integrity analytics platform. This strategic decision was based on the fact that Omega possesses unique capabilities and intellectual property that provides a relatively fast time to market and distinct competitive advantage with these services and therefore the opportunity for near term margins vs. other revenue cycle services. These facts combined with a ripe market situation as a result of many factors leads management to believe that we have an opportunity to drive revenue into a scalable business model that will yield significant cash generation for the Company.

For the planning period we will focus exclusively on the following services:

Charge Accuracy Audits

This includes audit of patient charts against the medical record to capture charges for services that were performed but not billed to payers. Fees are usually based on a percent of the lost charges that are recovered.

Claim Audit and Recovery

This includes the retrospective review of payments made from payers based on the contracts – this identifies underpayments based on improper billings by the hospital, improper contract interpretation by the payers and appeals of claim denials. Fees are usually based on a percentage of additional revenues paid to the hospital as a result of the audits and appeals.

Product marketing and service line enhancements

Using contemporary product marketing concepts CH will evaluate, plan, and implement client desired features to our Revenue Integrity Analytics platform making it easier to use, integrate with their current process, and deliver BI dashboards basis in a "light" user interface model. Our goal is to make the best results deliver service line the best out of the box user experience line.

Marketing

Omega will market lines of services through multiple channels to create awareness and brand identity with supporting data and documentation for every channel pursued. Our major marketing tools will be our digital platform along with more traditional marketing through speaking engagement at conferences reference articles and referrals, etc. This digital marketing presence targets not only potential clients but investors and potential collaborators as well.

1. Search engine optimization (SEO)
2. Search engine marketing (SEM)
3. Content marketing
4. Social Media Marketing (SMM)
5. Pay-per-click advertising (PPC)
6. Affiliate marketing
7. Email marketing

Sales

Selling – establishing a relationship with the decision makers at hospitals is the first and challenging obstacle in selling into healthcare. The sales process follows a typical professional services model.

1. Omega has a total of 11 Regional Representatives in its business development efforts. These representatives come from a varied background, but all share the ability to penetrate the target client and engage Omega in discussions. Some representatives are former politicians, some are former executives from within the industry, but all have demonstrated the ability to connect with the client.

2. Omega must know the technical details of what we can do, know the competitors, know the client from executives to financial statistics and payor mix, and position and enable Certive to differentiate and win on a client by client basis.

3. Use innovation discussions regarding future client needs and new product/services offerings with clients as market research and a reason to call. But do not represent that we have them until we have made the decision to invest and are able to engage.

4. Utilize CH's C-Level contacts in hospitals and systems (i.e. Advisory Council & Regional Reps).

5. Channel partners (Jase, SilkRoad, Consultancies & conversion consultants). Channel partners know the clients and their problems.

6. White label for other rev cycle providers, Experian, TransUnion, Change, Craneware, Conifer, SSI, Navicure, Ability, Parallon, etc. OR Tier 2 partnerships.

Operations

1. Integrate financial reporting to Scottsdale. Establish standardized revenue forecasting process.

2. Institutionalize client onboarding by building upon existing processes technology to support sales and post sales and bring regional representatives "close". Expanded field presence utilizing technology tools to improve the client experience.

3. Evaluation of Omega's use of technology in work-flow to produce efficiencies and position Omega to onboard more new clients without adding more staff.

4. Model capacity needs over, and above headcount validating need for server capacity and decide upon the benefits of moving to the cloud vs. owning server capacity at Omega.

5. Standardize employment contracts and compensation and confidentially agreements with employees.

6. Right size office capacity based on forecast. Establish and roll-out stock option plan.

Investor Relations

1. Establish proper presence in the digital market - webinars, blogs, and targeted articles directed at the healthcare community also get picked up by news services. Awareness in the market we preserve AND awareness amongst our investment community. This marketing position should establish and can be filled part-time to start.

2. Broaden news distribution in the US markets using higher quality newswires.

3. More and steady flow of positive news.

4. Attending microcap conference when invited and eventually presenting at several selected conferences.

5. Based on our ability to demonstrate performance, establish a proper IR program to expand our shareholder base.

KCA OPERATIONS

Description of KCA's VMSG Market Opportunity

The VMSG Dashboard Performance Management System (the Dashboard) is a cloud-based, multi-user application designed to develop and manage strategic and operational plans for each program, office, and division in a public health department. The Dashboard was developed for and in cooperation with the Maricopa County Arizona Department of Public Health. Maricopa County is the 3rd largest county in the U.S. with a population of up to 4.2 million. The Dashboard offers a way for all staff to be involved in strategic and operational planning and organizational success. The Dashboard provides linkage between operational plan elements across all workgroups so that one can see connections within the organizational structure of the department. The system also serves as an interactive partner tracking tool and provides a simple and clear snapshot of the work of the department at any given point in time.

There are 2800 public health departments of varying size across the U.S. The traditional health departments role was to aggregate census data, track trends of diseases, plan and train against potential terrorist threats, manage flu vaccine programs, and warn against threats among behaviors and epidemics and substance abuse. With the preponderance of almost real-time data on the horizon, the role of the public health departments is changing.

Certive's investment thesis in 2015 when we purchased KCA and its VMSG solution was that healthcare is local and there will be a convergence between public and private health. Even today in a world without interoperability certain types of diseases or trends to be reported, often with outdated information. With interoperability not only are these data trends enabled to be reported on a real time basis, but they can be mandated. There is a market developing of data aggregators that will sell redacted data to entities in healthcare that can turn that data into actionable insight.

The initial goal of the business of the VMSG dashboard business was to capture critical mass in the number of clients it has, each of them being referenceable, leading to further adoptions, achieve profitability, reinvest, repeat. Public health departments are federally funded. To receive funds, each health department must have a strategic plan and must be able to prove that they are executing against it. VMSG meets Public Health Accreditation Board (PHAB) requirement 9.1 to implement a measurable, ongoing performance management system throughout the department. So, it's a system that public health agencies must have. It is simple and easy to implement and maintain, plus meets PHAB accreditation. It is also simple and easy to deploy, has over 135 existing clients and in 26 states, which is double the number of clients year over year. Given the current model we need to get to approximately 200 clients to break even. At this point in time with the very limited resources we have performed very well. The problem is that cash is in short supply. Given that by far the #1 critical factor is selling and marketing we MUST find ways to accelerate the process. Scaling bodies will work but provide diminish returns and push out profitability. Investing in marketing, digital marketing, social media, users conference, and other strategies to create awareness and engage potential clients in discussion. The good news is that this is not new territory. It just needs to be done. Adding value as mentioned before through cross selling and integrating with other services needs to be well thought out and properly planned and resourced. It is a moot point if we don't deliver today. The good news is that y/y results demonstrate we can.

Competitive Landscape and Market Trends

The market is small and there is relatively little competition except for one, who is coming in at the higher end of the price range which makes it a difficult sell to public entities. The threat is that the barriers to entry are relatively low, all you need is subject matter expertise and access to platform and some time. We have clearly established the lead position and have a good toe-hold in the user base. With a defined TAM of $24M the business alone is not a large opportunity until you consider the value that can be added once you have established ownership of the market and can begin moving up the value chain.

Operations

KCA today employs a total of three employees. The founder and President acts as its sole developer, key prospect demonstration leader and evangelist.

Cash flow - managing accounts receivable (AR) from government entities has proven challenging and addressing the challenge by efficiently analyzing our receivables.

Entering this business has been opportunistic, has not distracted us from our core, and appears to be playing out as a possible good value add for our clients and for the Company.

2018 – 2019 KCA - STRATEGIC PLAN OVERVIEW

Focus

New client acquisition.

Product Marketing

The VMSG product is continuously upgraded through client suggestions and add-ons.

Marketing

KCA will market both its VMSG line of services through multiple channels to create awareness and brand identity with supporting data and documentation for every channel pursued, CMS and follow up to close. Our major marketing tools will be our digital platform along with more traditional marketing through speaking engagement at conferences reference articles and referrals, etc. KCA will maintain its own brand identity its affiliation with Certive Health will remain. Remember that digital market platforms directed at the markets we serve, serve two purposes. Awareness in the market we preserve AND awareness amongst our investment community.

1. Search engine optimization (SEO)
2. Search engine marketing (SEM)
3. Content marketing
4. Social Media Marketing (SMM)
5. Pay-per-click advertising (PPC)
6. Affiliate marketing
7. Email marketing

Sales

Rapid client acquisition is the critical issue. The critical issue in the selling process is identifying the decision maker within the health department and then presenting and getting their buy-in. The current process for selling is to make that identification and turn it over to our National Accounts Manager, arrange for a demonstration to key members of the health department by KCA's founder, then push for the close. The close ratio is 80%.

Identify target and gain commitment for demonstration.

Focus some energy near term and identify ways to bring in larger blocks of clients to speed up time to profitability.

Operations

Add coding capability as a back up to our single coder and to document our code and to free up our founder for a more aggressive campaign.

FINANCIAL COMPARISON

Financial position as at February 28, 2019 compared to fiscal year-end May 31, 2018

The following discussion of the Company's financial position is based on the Company's consolidated statement of financial position as at February 28, 2019 and May 31, 2018.

Current Assets

As of February 28, 2019, the Company's current assets were as follows: cash balance of $187,783 compared to $20,141 at the prior year-end; marketable securities of $21,264 compared to $7,474 at the prior year-end; accounts receivable of $346,051 compared to $345,964 at the prior year-end; and prepayments of $37,500 compared to $nil at the prior year end. As of February 28, 2019, the Company's total current assets of $592,598 compared to $383,903 at the prior year-end. The increase in total current assets of $208,695 or 54% was primarily due to the increase in cash, fair value of marketable securities, and accounts receivable consistent with Omega's increasing revenues.

Non-current Assets

As of February 28, 2019, the Company's non-current assets were $830,081 compared to $888,788 at the prior year-end, a decrease of $58,707 or 7% from the prior year-end due to amortization of capitalized software development costs.

Current Liabilities

As of February 28, 2019, the Company's current liabilities were $7,721,438 compared to $5,687,656 at the prior year-end. The increase of $2,033,782 or 36% is due to several factors such as utilizing consultants to improve operations and raise capital. The biggest increase in liabilities for February 28, 2019 is convertible debt.

As of February 28, 2019, the Company's accounts payable and accrued liabilities of $3,153,738 compared to $2,673,181 at the prior year-end, an increase of $480,557 or 18% due primarily to interest on the previously unpaid payroll withholding taxes, increasing amounts due related parties such as unpaid compensation/fees for executive officers, certain consultants and certain outside professionals such as the Company's auditors, legal counsel and securities consultants.

As of February 28, 2019, the Company's deferred revenue of $98,063 compared to $98,007 at prior year-end, a slight increase due primarily to increasing KCA sales, which are recognized over the length of the software user license, which is typically 12-months creating unearned income.

As of February 28, 2019, the of the Company's convertible debt of $3,730,812 compared to $2,527,142 at the prior year-end, an increase of $1,203,670 or 48% due primarily to the issuance of more convertible debt during the nine-months ended February 28, 2019 to cover working capital needs of the Company.

As of February 28, 2019, the Company's short-term loans payable of $488,825 compared to $139,326 at the prior year-end, an increase of $354,499 or 250% due primarily to certain new short-term demand loans.

<u>Non-current Liabilities</u>

As of February 28, 2019, the Company's derivative liability of $287,217 compared to $489,170 at prior year-end, a decrease of $201,953 or 41% due primarily to a decrease in the number of non-compensatory share purchase warrants and convertible notes issued with an exercise price or a conversion price in CDN Dollars expiring, which differs from the functional currency of the Company – that being US Dollars. The Company's derivative liability consists of the fair value of these warrants and convertible notes valued using the Black Scholes option pricing model with a weighted average expected volatility of 163.99%, discount rate of 0.69%, expected life of 1.65 years, and a dividend rate of 0%.

<u>Shareholders' Equity (Deficit)</u>

As of February 28, 2019, the Company's shareholders' deficit of ($6,835,976) compared to ($5,164,459) at prior year-end, an increased deficit of $1,671,528 due primarily to the Company's ($1,756,044) loss and comprehensive loss for nine-months ended February 28, 2019.

<u>Working Capital Deficiency</u>

As of February 28, 2019, the Company's working capital deficiency of $7,128,840 (which is the amount that the Company's current liabilities of $7,721,438 exceed the Company's current assets of $592,598 compared to the Company's working capital deficiency of $5,314,077 at prior year-end, an increased working capital deficiency of $1,814,763 or 34% due primarily to the Company's ongoing losses and the Company's increasing issuances of short-term convertible debt and notes payable to fund the Company's working capital deficiency. However, the Company's management believes that much of the recently issued convertible debt will be converted to common stock due to the relatively low conversion price per share and that accounts payable and accrued liabilities will be negotiated settlements with some negotiated conversions to common stock, too. (See adjusted working capital schedule.)

<u>Financial results comparison for the nine-month periods ended February 28, 2019 and 2018:</u>

The following discussion of the Company's results of operations is based on the Company's condensed consolidated interim statements of loss and comprehensive loss for the nine-month periods ended February 28, 2019 and February 28, 2018, which are reported on a comparative basis in all material respects.

<u>Revenue</u>

For the nine-months ended February 28, 2019, the Company's revenues of $1,168,262 as compared to $1,238,605 for the nine months ended February 28, 2018, a decrease of $70,343 or 6% due primarily to the following fluctuations:

Omega's Chargemaster Revenue: For the nine-months ended February 28, 2,019, Omega's revenues of $754,432 as compared to $ 948,856 for the nine-months ended February 28, 2018, a decrease of $194,424 or 20% due primarily to the decrease of current customers caused by the maturing of the accounts and the slow onboarding of a new major client. Revenue also declines because the Company aids in correcting procedures, which can result in fewer loss charges. While fluctuations in revenue would traditionally be considered normal, CH has a continuing need to increase sales volumes generally. This will be accomplished in part by better connections with our customers and identifying needs and opportunities for which we have the capacity to deliver. CH will become much more aggressive in seeking ancillary revenue opportunities that are both viable and available within our existing customer base while seeking similar opportunities with potential new customers as well.

KCA's Consulting Revenue: For the nine-months ended February 28, 2019, KCA's consulting revenues of $224,977 as compared to $ 163,651 for the nine-months ended February 28, 2018, an increase of $61,326 or 37% due primarily to acquiring new contracts and improving invoicing process.

KCA's Dashboard Sales: For the nine-months ended February 28, 2019, KCA's dashboard sales of $188,953 compared to $ 126,098 for the nine-months ended February 28, 8018, an increase of $62,855 or 50% due primarily to several new customers acquired for the nine-months ended February 28, 2019. The significance of KCA's dashboard sales is that it represents a transformation from a consulting model business to a software sales model with a dashboard product that is well-respected by public health agencies across the country.

Operating Costs

	Notes	**Three months ended February 28, 2019**	Three months ended February 28, 2018	**Nine months ended February 28, 2019**	Nine months ended February 28, 2018
OPERATING COSTS					
Commission		**21,093**	12,838	**71,542**	30,010
Contractors and consulting fees		**148,752**	141,212	**306,826**	317,595
Direct payroll and employee benefits		**436,409**	242,524	**1,086,701**	716,879
Travel to client sites		-	711	**1,162**	4,199
Licence fees		-	-	**165**	150
Total operating costs		**606,254**	396,691	**1,466,396**	1,068,833

Operating Costs: For the nine-months ended February 28, 2019, the Company's total operating costs of $1,446,396 (representing 116% of the Company's total revenues) compared to $1,068,833 for the nine-months ended February 28, 2018 (representing 86% of the Company's total revenue). The increase in operating costs is due primarily to increasing staff and production.

Commission: For the nine-months ended February 28, 2019, the Company's commission expense of $71,542 compared to $ 30,010 for the nine-months ended February 28, 2018, an increase of $41,532 or 138% due primarily to utilizing contractors.

Contractor and Consultant Fees: For the nine-months ended February 28, 2019, the Company's contractors and consulting fees of $306,826 compared to $317,595 for the nine months ended February 28, 2018, a decrease of $10,769 or 3% due primarily to a decrease in contractor and consulting fees related to Omega's use of independent contractors.

Direct Payroll Costs: For the nine-months ended February 28, 2019, the Company's direct payroll costs of $1,086,701 compared to $716,879 for the nine-months ended February 28, 2018, an increase of $369,822 or 52% due primarily to an increase in operations which has resulted in increased labor and the need for more personnel.

Expenses (General Overhead)

	Notes	**Three months ended February 28, 2019**	Three months ended February 28, 2018	**Nine months ended February 28, 2019**	Nine months ended February 28, 2018
EXPENSES					
Advisory board fees		-	15,000	**12,000**	60,000
Amortization		**19,568**	19,570	**58,707**	64,957
Bank charges and interest		**358,181**	52,042	**675,357**	302,587
Consulting fees		**64,251**	68,400	**164,223**	240,700
Corporate finance		-	11,700	**16,000**	72,300
Directors' fees		-	30,000	**10,000**	152,200
Foreign exchange		**(21,673)**	(226,133)	**(78,704)**	(184,889)
General and administrative		**50,232**	65,593	**130,439**	163,529
Investor relations		-	-	-	7,500
Management fees		**68,000**	141,000	**122,000**	429,000
Professional fees		**56,565**	62,769	**197,758**	305,561
Rent		**59,451**	70,617	**185,893**	185,166
Salaries and wages		**28,633**	161,552	**234,436**	581,038
Sales and marketing		-	9,968	-	10,510
Transfer agent and filing fees		**12,301**	12,315	**25,526**	29,696
Travel and promotion		**11,804**	57,513	**18,765**	134,587
Total expenses		**707,313**	551,906	**1,772,400**	2,554,442

General Overhead Expenses: For the nine-months ended February 28, 2019, the Company's total general overhead expenses of $1,772,400 compared to $2,554,442 for the nine-months ended February 28, 2018, a decrease of $782,042 or 31% due primarily to following changes:

Advisory Board Fees: For the nine-months ended February 28, 2019, the Company's advisory board fees of $12,000 as compared to $ 60,000 for the nine-months ended February 28, 2018, a decrease of $48,000 or 80% due primarily to fees paid to these advisors reduced.

Interest and Bank Charges: For the nine-months ended February 28, 2019, the Company's interest and bank charges of $675,357 compared to $ 302,587 for the nine-months ended February 28, 2018, an increase of $372,770 or 123% due primarily to more debt issuances at higher interest rates.

Consulting Fees: For the nine-months ended February 28, 2019, the Company's consulting fees of $164,223 compared to $240,700 for the nine-months ended February 28, 2018, a decrease of $76,477 for 32% due primarily to an effort to reduce such costs as cost savings measure.

Corporate Finance Fees: For the nine-months ended February 28, 2019, the Company's corporate finance fees were $16,000 compared to $72,300 for the nine-months ended February 28, 2018, an decrease $56,300 or 78% due primarily to such fees being reduced.

Director's Fees: For the nine-months ended February 28, 2019, the Company's director's fees were $10,000 compared to $152,200 for the nine-months ended February 28, 2018, a decrease of $142,200 or 93% due primarily to the temporary reduction of most fees paid to the Directors as a cost savings measure.

General and Administrative Costs: For the nine-months ended February 28, 2019, the Company's general administrative expenses of $130,439 compared to $163,529 for the nine-months ended February 28, 2018, a decrease of $33,090 or 20% due primarily due to efforts in being environmentally conservative in supplies and other expenses.

Investor Relations Fees: For the nine-months ended February 28, 2019, the Company's investor relations fees of $Nil compared to $7,500 for the nine-months ended February 28, 2018, a decrease of $7,500 or 100%.

Management Fees: For the nine-months ended February 28, 2019, the Company's management fees of $122,000 compared to $429,000 for the nine-months ended February 28, 2018, a decrease of $307,000 or 72% due primarily to a reduction of pay to senior management executives no longer officers of the Company.

Professional Fees: For the nine-months ended February 28, 2019, the Company's professional fees of $197,758 compared to $305,561 for the nine-months ended February 28, 2018, a decrease of $107,803 or 35% due primarily to fee concessions made by certain service providers of professional services.

Rent: For the nine-months ended February 28, 2019, the Company's rent and occupancy costs of $185,893 compared to $185,166 for the nine-months ended February 28, 2018, an increase of $727 or 1% due primarily to controlling late fees and paying in a timely manner.

Salaries and Wages: For the nine-months ended February 28, 2019, the Company's salaries and wages of $234,436 compared to $581,038 for the nine-months ended February 28, 2018, a decrease of $346,602 or 60% due primarily to a few unfilled, open positions.

Travel and Promotion: For the nine-months ended February 28, 2019, the Company's travel and promotion of $18,765 compared to $134,587 for the nine-months ended February 28, 2018, a decrease of $115,822 or 86% due primarily due to decreasing traveling expenses while improving marketing and sales processes.

Loss and comprehensive loss

For the nine-months ended February 28, 2019, the Company reported a loss and comprehensive loss of $1,756,044 compared to a loss of $2,350,977 for the nine-months ended February 28, 2018, a decrease of $594,933 or 31% due primarily due to the Company's cost savings efforts lowering advisory board fees, directors fees, executive compensation and management fees, investor relations fees, and travel and promotion expense.

Financial results comparison for the three-month periods ended February 28, 2019 and 2018:

For the three-months ended February 28, 2019, the Company reported a net loss and comprehensive loss of $705,036 or $0.01 per basic and diluted loss per share based on 83,701,708 weighted average number of common shares compared to a net loss of $546,635 or $0.01 per basic and diluted income per share based on 79,037,430 weighted average number of common shares for the three-months ended February 28, 2018. The increase net loss and comprehensive loss of $158,401 or 29% over the prior period was due primarily to the Company's ongoing costs pertaining to increasing production.

For the three-months ended February 28, 2019, the Company's revenue of $372,531 compared to $353,653 for the three-months ended February 28, 2018, an increase of $18,878 or 5% due primarily to an increase dashboard sale.

For the three-months ended February 28, 2019, the Company's overhead expenses were $707,313 compared to $551,906 for the three-months ended February 28, 2018, an increase of $155,407 or 22% due primarily to the following:

Bank charges & interest: an increase of $306,139
Management Fees: decrease of $37,000
Salaries & wages: a decrease of $132,919
Foreign exchange gain: a decrease of $204,460

ADJUSTED WORKING CAPITAL TABLE as of February 28, 2019

As of February 28, 2019, the Company had a working capital deficiency of $7,128,840. However, there are certain current liabilities that may be converted to equity. Assuming the conversion of convertible debt, certain short-term loans, certain accounts payable and accrued liability, the Company's adjusted working capital deficiency would improve to be a working capital deficiency of $2,118,964 as follows:

Certive Solutions, Inc
Adjusted Working Capital Calculation
February 28, 2019

	Covertible Debt	Short Term Loans	Accounts Payable & Accrued Liabilities	Note Payable Current Portion	Deferred Revenue	Total Adjusted Current Liabilities
Total Current Assets:						**$ 592,598**
Current Liabilities:	3,730,812	488,825	3,153,738	250,000	98,063	7,721,437
Amounts to be converted:						-
Convertible Unsecured	(3,730,812)					(3,730,812)
Amounts paid subsequent to year end						-
Convertible amounts owing to Directors & Advisory Board Members			(1,275,064)			(1,275,064)
Other Convertible Loans		(4,000)				(4,000)
Total Adjusted Current Liabilities	-	484,825	1,878,674	250,000	98,063	2,711,562
Net Working Capital						**$ (2,118,964)**

LIQUIDITY

1. As at the date of this MD&A, the Company does not have enough working capital to cover its operating overhead either corporately or divisionally. Sources of capital are being identified to address working capital needs. Both equity and debt financings are being contemplated as potential sources of working capital. For Omega to fully support its operating costs, it must generate a minimum of $165,000 per month in revenue. Presently, the Omega generates approximately $60,000 in monthly revenues. With many new revenue categories being identified by management, the near-term working capital problem are correctable. Fluctuations in liquidity will continue if Omega operates at a loss. Reduction in staffing levels and or modified work schedules are internal means by which the Company will control these variances.

2. The Company has liquidity risk associated with past due and maturing financial instruments. As at February 28, 2019, the Company had a cash balance of $187,783 and total current liabilities of $7,721,438 of which $3,730,812 may be settled for common stock as more fully described in the Adjusted Working Capital Table.

3. There are currently no defaults or arrears by the Company on dividend payments, lease payments, interest or principal payment on debt, debt covenants, redemption or retraction or sinking fund payments, other than certain convertible notes in the aggregate amount of $1,315,109 and certain accounts payable and accrued liabilities are in arrears.

   The Company has accrued but not paid interest on all of it convertible debt. The terms of agreement with the Company's note holders are that interest payments are convertible at the noteholders option into shares at defined prices at the term of the note. Depending on the stock price at the time, the Company anticipates that there at times be demand for payment of principal and interest rather than opting for conversion to common stock.

CAPITAL RESOURCES

The Company has no planned capital expenditures at the date of this MD&A. The allocation of capital during the following twelve months will directed towards sales and marketing initiatives that will monetize the infrastructure presently in place and support the operating overheads of the public company.

OFF BALANCE SHEET ARRANGEMENTS

As at February 28, 2019 the Company had no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company does not have any other proposed transactions to discuss at this time other than the potential POA described elsewhere within this MD&A.

TRANSACTIONS BETWEEN RELATED PARTIES

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. The Company's related parties consist of its Directors, Key Management Personnel ("KMPs"), Advisory Council members and companies owned in whole or in part by KMPs and their directors as follows:

Name	Position and nature of relationship
Bridge Business Development	Company controlled by former director
MoeVela, LLC	Company controlled by key management personnel
SMA Group, LLC	Company controlled by key management personnel
Miller and Associates Environmental Consultants Inc.	Company controlled by the corporate secretary
Precision Health Systems	Company controlled by key management personnel
Tim Hyland	Director, officer, and former
Tom Marreel	Director, officer, and former advisory board member
Jeff Wareham	Director
Jack Saltich	Director
Scott Thomas	Director
Brian Cameron	Director and former officer
Mike Miller	Corporate secretary
Susan Miller	Spouse of the corporate secretary
Fredrick Erickson	Key management personnel
Ann Fierro	Key management personnel
Timothy Tolchin	Key management personnel
Van Potter	Former director and former officer
Bob Uxa	Advisory council member
Jeff Benton	Advisory council member
Arthur Pelberg	Advisory council member
Jack Chapman	Advisory council member
Steve Schramm	Advisory council member
Don Gilbert	Advisory council member

The amounts due (to) or from the related parties as of February 28, 2019 are as follows:

	Nature of relationship		February 28, 2019		May 31, 2018
Accounts payable	Directors, key management personnel, and companies controlled by these parties,	$	807,416	$	716,072
Convertible loans – face value	Directors and CFO	$	522,500	$	207,500
Convertible loans – face value	Advisory board member	$	425,000	$	125,000
Note payable	Key management personnel	$	500,000	$	500,000
Short-term loans payable	Key management personnel	$	314,973	$	106,326
Short-term loans payable	Former director and former officer	$	24,000	$	25,000
Short-term loans payable (1)	Directors	$	141,852	$	-
Total		$	2,735,741	$	1,679,898

(1) These short-term loans payable is due on demand and have an interest rate of 12% per annum.

Unless otherwise noted, amounts due to or from related parties are non-interest bearing with no set terms of repayment.

The Company incurred the following fees and expenses in the normal course of operations in connection with companies owned by key management and directors. Expenses have been measured at the exchange amount which is determined based on actual cost. There is no other remuneration of directors or other members of key management personnel during the quarters ended February 28, 2019 and 2018.

		February 28, 2019		February 28, 2018
Management fees	$	122,000	$	429,000
Salaries to key management personnel, included in operating costs and expenses		283,203		205,385
Consulting fees		143,723		-
Directors' fees		10,000		152,200
Advisory board fees to a former advisory board member, and current director.		12,000		60,000
Total	$	570,926	$	846,585

During the year ended May 31, 2018, the Company reached a settlement agreement with LiteLink, whereby the Company received $240,000 in cash, plus 160,000 shares of LiteLink, valued at $7,474 as at May 31, 2018, in settlement of all amounts owed to the Company by LiteLink. As a result, the Company recorded a gain on recovery of bad debts of $236,358 during the year ended May 31, 2018. As at May 31, 2017, the Company had $493,770 due from LiteLink, for which it had recorded an allowance for the total amount.

SUBSEQUENT EVENTS

- The Company entered into a convertible promissory note of $25,000 on March 14, 2019, maturing on March 14, 2021. The note bears simple interest at 8% per annum. The Company shall not be penalized for early repayment of any, or all the note. The note is convertible into common shares of the Company at a price the higher of $0.06 per share or a 25% discount to the price per share on the date of conversion, at the option of the lender.

- The Company entered into a convertible promissory note of $100,000 on March 12, 2019, maturing on March 12, 2021. The note bears simple interest at 8% per annum. The Company shall not be penalized for early repayment of any, or all the note. The note is convertible into common shares of the Company at a price the higher of $0.06 per share or a 25% discount to the price per share on the date of conversion, at the option of the lender.

- The Company entered into a convertible promissory note of $20,000 on March 27, 2019, maturing on March 27, 2021. The note bears simple interest at 8% per annum. The Company shall not be penalized for early repayment of any, or all the note. The note is convertible into common shares of the Company at a price the higher of $0.06 per share or a 25% discount to the price per share on the date of conversion, at the option of the lender.

- The Company entered into a convertible promissory note of $300,000 on March 26, 2019, maturing on March 26, 2021. The note bears simple interest at 8% per annum. The Company shall not be penalized for early repayment of any, or all the note. The note is convertible into common shares of the Company at a price the higher of $0.06 per share or a 25% discount to the price per share on the date of conversion, at the option of the lender.

- The Company entered into a convertible promissory note of $25,000 on March 14, 2019, maturing on March 14, 2021. The note bears simple interest at 8% per annum. The Company shall not be penalized for early repayment of any, or all the note. The note is convertible into common shares of the Company at a price the higher of $0.06 per share or a 25% discount to the price per share on the date of conversion, at the option of the lender.

- The Company entered into a convertible promissory note of $100,000 on April 8, 2019, maturing on April 8, 2021. The note bears simple interest at 8% per annum. The Company shall not be penalized for early repayment of any, or all the note. The note is convertible into common shares of the Company at a price the higher of $0.06 per share or a 25% discount to the price per share on the date of conversion, at the option of the lender.

- The Company and the former owner of the Omega assets amended the Asset Purchase Agreement related to the Company's acquisition of the Omega assets. The Company and the former owner of the Omega assets amended the Asset Purchase Agreement related to the Company's acquisition of the Omega assets. In accordance with the amendment, the Company made a $50,000 payment on March 14, 2019 to the former owner of the Omega assets and agreed to pay $50,000 on May 31, 2019, August 31, 2019, November 30, 2019 and February 29, 2020. With respect to the other $250,000 due, 25% of Omega's net income will be paid quarterly starting March 1, 2019 and ending on August 31, 2020, when any remaining balance is due.

- The Company previously initiated a claim against three former Directors to recover losses incurred by the Company in connection with services performed and expenses incurred for another Canadian publicly-traded entity, which were not fully reimbursed to the Company and previously written off by the Company. Subsequent to February 28, 2019, the Company settled its claim with one of the three former Directors for a recovery of accounts payable due the Director in the amount of $139,500.

CONTROLS AND PROCEDURES

The Chief Financial Officer ("CFO") is responsible for establishing and maintaining effective disclosure controls and procedures for the Company as defined in National Instrument 52-109 *Certification of Disclosure in Annual and Interim Filings.* Management has concluded that as of October 28, 2011, discussion of disclosure controls and procedures is preemptive; however, once operations begin, such controls will be effective enough to provide reasonable assurance that material information relating to the Company would be known, particularly during the period in which reports are being prepared.

Disclosure controls and procedures

The CFO is responsible for establishing and maintaining effective disclosure controls and procedures for the Company as defined in National Instrument 52-109 *Certification of Disclosure in Annual and Interim Filings.* Management has concluded that discussion of disclosure controls and procedures is preemptive; however, once operations begin, such controls will be effective enough to provide reasonable assurance that material information relating to the Company would be known, particularly during the period in which reports are being prepared.

Internal control over financial reporting

The CFO is responsible for establishing and maintaining effective internal control over financial reporting as defined in National Instrument 52-109. Because of its inherent limitations, internal control over financial reporting may have material weaknesses and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has concluded that internal control over financial reporting will be effective. The design and operation of internal control over financial reporting will provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable generally accepted accounting principles.

Internal control over financial reporting will include those policies and procedures that establish the following: maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of assets; reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable generally accepted accounting principles; receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors; and reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets.

Management will design internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

<u>Segregation of duties</u>

Currently duties have not been segregated due to the small number of individuals involved in this start-up. This lack of segregation of duties has not resulted in any material misstatement to the financial statements.

As the Company incurs future growth, management plans to expand the number of individuals involved in the accounting and finance functions. At the present time, the Chief Executive Officer and Chief Financial Officer oversee all material transactions and related accounting records. In addition, the Audit Committee of the Company review on a quarterly basis the interim financial statements and key risks and will query management about significant transactions.

<u>Complex and non-routine transactions</u>

The Company may be required to record complex and non-routine transactions. These sometimes will be extremely technical in nature and require an in-depth understanding of IFRS. Finance staff will consult with their third-party expert advisors as needed in connection with the recording and reporting of complex and non-routine transactions. In addition, an annual audit will be completed and presented to the Audit Committee for its review and approval.

<u>Use of estimates and judgements</u>

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements. Actual results could differ from these estimates.

<u>Critical Judgements</u>

The preparation of these consolidated financial statements requires management to make judgements regarding the going concern of the Company, as previously discussed in Note 1, as well as determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates and has been determined for each entity within the Company. The functional currency for the Company and its subsidiaries has been determined to be the U.S. dollar.

<u>Key Sources of Estimation Uncertainty</u>

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity of IFRS requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates and such differences could be material. Significant estimates made by management affecting the consolidated financial statements include:

1. Share-based payments

   Estimating the fair value for granted stock options and compensatory warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate model including the expected life of the option or warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

2. Useful lives of property and equipment and intangible assets

   Estimates of the useful lives of property and equipment and intangible assets are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factor and circumstances.

3. Recovery of deferred tax assets

   Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from un-utilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future years, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future years.

4. Carrying values of tangible and intangible assets

The Company assesses the carrying value of its tangible and intangible assets annually or more frequently if warranted by a change in circumstances. If it is determined that carrying values of assets cannot be recovered, the unrecoverable amounts are charged against current earnings. Recoverability is dependent upon assumption and judgements regarding market conditions, costs of operations and sustaining capital requirements. Other assumptions used in the calculation of recoverable amounts are discount rates, and future cash flows. A material change in the assumptions may significantly impact the potential impairment of these assets.

5. Discount rates used in convertible debentures

   The Company calculates the liability portion of convertible debentures by calculating the present value of the loan and related interest, using a discount rate equal to the market rate that would be given for similar debt, without a conversion feature. Management determines this rate by assessing what rate the Company could borrow funds at from an unrelated party.

6. Contingencies

   By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

<u>Determination of functional currency</u>

The functional currency is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency for the Company is the U.S. dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

<u>FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS</u>

<u>Financial assets and liabilities</u>

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss (“FVTPL”), (2) loans and receivables, (3) financial assets available-for-sale (“AFS”), (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities at FVTPL are subsequently measured at fair value with changes in those fair values recognized in net earnings. Financial assets AFS are subsequently measured at fair value with changes in fair value recognized in other comprehensive income (loss), net of tax.

Financial assets "held-to-maturity", "loans and receivables", and "other financial liabilities" are subsequently measured at amortized cost using the effective interest method. The Company's financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	FVTPL	Fair value
Marketable securities	AFS	Fair value
Receivables	Loans and receivables	Amortized cost
Accounts payable	Other liabilities	Held to maturity
Convertible debt	Other liabilities	Amortized cost
Short term loans	Other liabilities	Amortized cost
Note payable	Other liabilities	Amortized cost
Derivative liability	FVTPL	Fair value

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities are measured at fair value using Level 1 inputs. The derivative liability has been measured at fair value using level 3 inputs.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. The Company's other receivable balance may consist of amounts outstanding on Harmonized Sales Tax Credits from Canada Revenue Agency. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. Please refer to the section titled LIQUIDITY above in this MD&A for more details related to the Company's liquidity risk.

Interest Risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Certain cash and convertible notes of the Company are denominated in Canadian currency and exposes the Company to certain currency risks.

Shares Authorized

Unlimited common shares without par value

Issued and Outstanding

Number Outstanding as at:	April 23, 2019	February 28, 2019
Common shares	83,508,260	83,508,260
Stock options	10,752,453	10,752,493
Warrants	23,166,734	23,166,734

BASIS OF PRESENTATION

Please refer to Note 2 of the Company's condensed consolidated interim financial statements of the Company as of and for the period ended February 28, 2019.

SIGNIFICANT ACCOUNTING POLICIES

Please refer to Note 3 of the Company's condensed consolidated interim financial statements of the Company as of and for the period ended February 28, 2019.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

A number of new standards, amendments to standards and interpretations are not yet effective as at the date of issuing these statements and have not been applied in preparing these financial statements. The Company has not early adopted any of the new standards and is currently evaluating the impact, if any, that such standards might have on the Company's financial statements. Please refer to Note 3 of the Company's condensed interim consolidated financial statements as of and for the year ended February 28, 2019.

RISK FACTORS AND UNCERTAINTIES

Strategic and Operational Risks

Strategic and operational risks are risks that arise if the Company fails to develop sufficiently develop its strategic plans. These strategic opportunities or threats arise from a range of factors which might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Other Risk Factors

In evaluating an investment in the Company’s shares, in addition to the other information contained or incorporated by reference herein, investors should consider the following risk factors. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

General and Industry Risks

The Company’s business objectives in the next 12 months are to establish, by May 31, 2019, (i) an expanded profitable operating business that can be sustained on an ongoing basis, (ii) a strong market position that will permit the company to rapidly and profitably expand the market for its products, and (iii) significant competitive advantages that will permit the Company to sustain its market shares and profit margins.

Securities and Dilution

The only source of funds presently available to the Company is through the sale of equity capital or the assumption of debt. There is no assurance that such sources of financing will be available on acceptable terms, if at all. If the Company seeks additional equity financing, the issuance of additional shares will dilute the interests of their current shareholders. Failure to obtain such additional financings could result in delay or indefinite postponement of the Company’s strategic goals.

Competition

The Company’s industries of focus are intensely competitive in all of its phases, and the Company will compete with many companies possessing greater financial resources and technical facilities than the Company.

Conflicts of Interest

Certain of the Company’s directors and senior officers are directors or hold positions in other companies. If any disputes arise between these organizations and the Company, or if certain of these organizations undertake transactions with the Company’s competitors, there exists the possibility for such persons to be in a position of conflict. Any decision or recommendation made by these persons involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other organizations. In addition, as applicable, such directors and officers will abstain from voting on any matter in which they have a conflict of interest.

No History of Earnings or Dividends

As a Venture Issuer, the Company has no history of earnings, and there is no assurance that the Company will generate earnings, operate profitably or provide a return on investment in the future. The Company has no plans to pay dividends for the foreseeable future.

Potential Profitability Depends Upon Factors Beyond the Control of the Company

The potential profitability of the Company is dependent upon many factors beyond the Company's control. Profitability also depends on the costs of operations, including costs of labor and occupancy costs, regulatory compliance and other professional fees. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, events that cause worldwide economic uncertainty may make raising of funds difficult. These changes and events may materially affect the financial performance of the Company.

Dependency on a Small Number of Management Personnel

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on the Company and its business operations.

Failure to perform contracts

Contracts for the Company's services may include penalties and/or incentives related to performance, which could materially affect operating results. Management provides for any anticipated penalties against contract value.

Project performance

Any inability of the Company to execute customer projects in accordance with requirements, including adherence to timetables, could have a material adverse effect on the Company's business, operations and prospects.

Intangible asset impairment

The Company has recognized the value of its contracts and customer list as an intangible asset. The Company assesses these assets periodically to evaluate if value recognized as an asset has become impaired. If the Company were to determine that the applicable expected future cash flows do not support the intangible asset book values, impairment would need to be recognized that could have an adverse impact on the financial results of the Company such as occurred as at May 31, 2018.

Future capital requirements

The Company's future capital requirements will depend on many factors, including inorganic growth initiatives, securing new contracts, the rate of expansion and the status of competitive products. Depending on these factors, the Company may require additional financing which may or may not be available on acceptable terms. If additional funds are raised by issuing equity securities, dilution to the existing shareholders may result. If adequate funds are not available, the Company may not be able to achieve its growth objectives and operational targets, which could have a material adverse effect on the Company's business.

FORWARD LOOKING FINANCIAL STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are reasonable, but any of which could prove to be inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements.

In this MD&A, the Company has specifically noted the forward-looking nature of comments where applicable. Generally, readers should be aware that forward-looking statements included or incorporated by reference in this document are related to its operating subsidiary CH. As the Company seeks approval to transition to an investment company and identifies appropriate investments, these forward-looking comments will become less relevant to its business. All of the disclosures in the balance of this MD&A relate to the historical business of the Company which may change if, as and when the Company completes a POA. At the date of this MD&A however these comments on forward looking matters are relevant and should be considered by readers.

CONTACT INFORMATION

Officers and Directors

Tim Hyland	Director, CFO and Treasurer
Tom Marreel	Chairman of the Board and Acting CEO
Jeffrey Wareham	Director
Scott Thomas	Director
Jack Saltich	Director
Michael Miller	Corporate Secretary

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