MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE YEAR ENDED MAY 31, 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 year ended May 31, 2019. The MD&A should be read in conjunction with the audited annual financial statements of the Company as of and for the year ended May 31, 2019. The MD&A has been prepared effective as of September 27, 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 provider focused on revenue cycle management in the U.S. healthcare industry. The Company's mailing office is located at 1185 West Georgia Street, Suite 1140, Vancouver, B.C., V6E 4E6. The Company's operational headquarters 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 May 31, 2019, and as of the date of this MD&A, the Company has two wholly owned subsidiaries: Advantive Information Systems Inc. (which is dormant) and Certive Health Inc. (formerly "Certive Technologies Arizona, Inc.") each operating as independent subsidiaries. Effective as of May 31, 2019, Certive Health Inc. sold its subsidiary Knowledge Capital Alliance Inc. and has one remaining operational subsidiary Omega Technologies Solutions Inc.

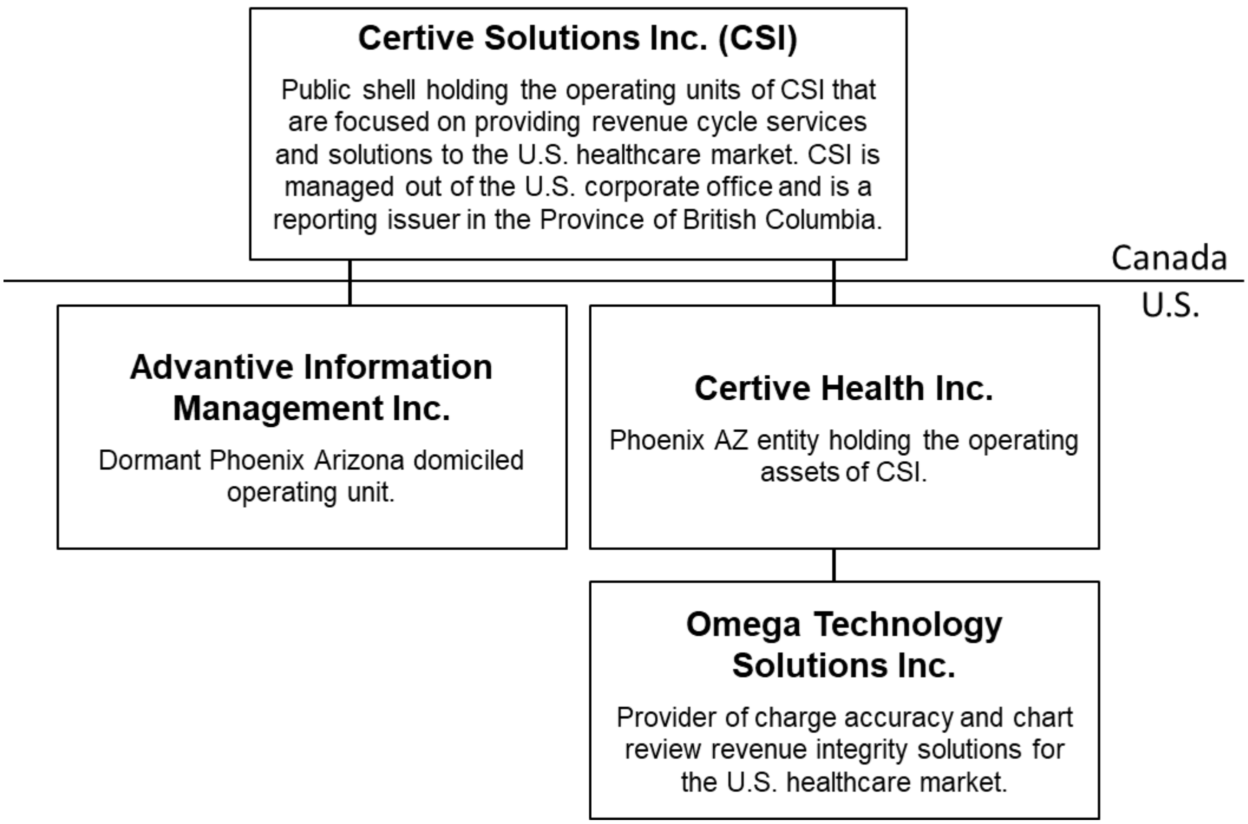
OVERALL PERFORMANCE

During the year ended May 31, 2019 and continuing up to the date of this MD&A, there were no significant or material events that occurred other than as reported herein. As reported in this MD&A for the quarter and year ended May 31, 2019, the Company's primary operational subsidiary Certive Health Inc. ("CH") and its subsidiary Omega Technology Solutions Inc. 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 before December 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 $300,000 to cover operating costs and its short-term obligations. **Accordingly, readers should be aware of the going concern qualification by referring to Note 1 of the Company's audited financial statements as of and for the year ended May 31, 2019**.

SELECTED ANNUAL INFORMATION

As of May 31, 2019, and continuing to the date of this MD&A, the Company's primary operational subsidiary, CH, consists of its primary operating division Omega Technology Solutions Inc. ("Omega"), which is a wholly owned subsidiary of CH. Effective as of May 31, 2019, CH sold its subsidiary Knowledge Capital Alliance Inc. and discontinued KCA's operations. As of May 31, 2017, 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's operations.

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. With the divestiture of the KCA and Titan divisions, all capital resources allocated to CH will be directed towards Omega's operational improvements.



Summary Results of Operations for the year ended May 31, 2019 by Division

	Omega	Certive	Total
Revenues	$1,109,687	$ 0	$1,109,687
Operating Costs	1,097,067	0	1,097,067
Gross Margin	12,620	0	12,620
Expenses	(1,029,562)	(48,806)	(1,078,368)
Net Loss from Continuing Operations	($1,016,942)	($48,806)	($1,065,748)

The Company has utilized fiscal year 2019 to accomplish several milestones which are not 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. The Company implemented specific cost containment measures both at the operational level and corporate level.

Summary Three Year Consolidated Financial Comparison

	Year ended:		
	May 31, 2019	May 31, 2018	May 31, 2017
Revenue	$1,109,687	$1,144,725	$1,716,666
Expenses	$2,175,435	$6,308,653	$5,457,781
Net loss	($1,065,748)	($5,163,928)	($3,741,115)
Total assets	$939,374	$1,014,722	$2,939,918
Current liabilities	$6,425,331	$5,440,011	$3,096,409
Non-current liabilities	$590,259	$739,170	$268,707
Shareholders' deficit	($6,076,216)	($5,164,459)	($425,198)
Net loss per common share (basic and diluted)	($0.01)	($0.07)	($0.05)

As noted elsewhere in this MD&A, the results of operations for the KCA Division have been reported in the Statements of Comprehensive Loss in aggregate as Discontinued Operations. The impact on revenue in the above schedule was $651,176 and $291,510 of KCA revenue for the years ended May 31, 2018 and 2019, respectively, was reflected in Discontinued Operations.

SUMMARY OF QUARTERLY RESULTS

	Three months ended:			
	May 31, 2019	Feb 28, 2019	Nov 30, 2018	Aug 31, 2018
Revenue	$355,337	$175,331	$382,403	$196,616
Total expenses	$1,231,420	$1,130,152	$882,387	$809,130
Income (loss) from continuing	($876,083)	($954,821)	($499,984)	($612,514)
Non-recurring gain	$1,519,351	$236,000	$58,532	$19,985
Income (loss) from discontinued operations	$47,028	$13,785	$3,933	($20,960)
Net income (loss)	$690,296	($705,036)	($437,519)	($613,489)
Net income (loss) per common share (basic and diluted)	$0.01	($0.01)	($0.01)	($0.01)

	Three months ended:			
	May 31, 2018	Feb 28, 2018	Nov 30, 2017	Aug 31, 2017
Revenue	$195,868	$256,386	$355,170	$337,301
Total expenses	$1,270,204	$852,084	$1,246,376	$1,197,217
Income (loss) from continuing	($1,074,336)	($595,698)	($891,206)	($859,916)
Non-recurring gain (loss)	($1,614,014)	$48,309	$183,468	($198,084)
Income (loss) from discontinued operations	($124,602)	$754	($22,031)	($16,572)
Net income (loss)	($2,812,952)	($546,635)	($729,769)	($1,074,572)
Net income (loss) per common share (basic and diluted)	($0.04)	($0.01)	($0.01)	($0.01)

IMPORTANT ACTIONS BY MANAGEMENT AND THE BOARD

Material Events That Occurred During the Year Ended May 31, 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 previously issued 1,333,334 shares of the Company's stock to the former owner of Omega's assets and agreed to issue 11,300,000 additional shares of the Company's stock, which were issued during the year ended May 31, 2019. In addition, the Company agreed to pay the former owner of Omega's assets:

- $250,000 on or before October 31, 2018 (subsequently, amended to be $50,000 paid currently in March 2019 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 (subsequently, 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 improving the Company's working capital. This program was successfully carried out in May 2019 with $1,081,281 of such liabilities being settled for 7,850,720 shares of the Company's stock at a deemed value of $0.14/share. Plus, additional liabilities of $207,434 were settled for one-time discounted cash payments. As an adjunct to such program, the Board approved settlement in May 2019 of a CDN$400,000 five-year convertible promissory note along with its accrued interest of $90,000 five monthly payments of $15,000 beginning on July 1, 2019. In addition, the Board approved management's recommendation to engage a new Canadian corporate securities counsel.

4. On January 29, 2019, following the Annual General Meeting ("AGM") 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. In addition, the Board approved a recommendation from the Board's Governance, Compensation and Nominations Committee for an executive compensation program including, among other incentives, awarding 4,400,000 10-year stock options exercisable at CDN$0.05 per share under the Company's Stock Option Plan with vesting requirements as follows: The Company awarded 4,200,000 stock options to executives that vest if within two years the Company's share price achieves $0.30 per share by January 29, 2021 for a 45-day period on a volume weighted basis; and, the Company awarded 100,000 stock options to both independent directors Saltich and Wareham, which vest at the date of the Company's next AGM.

5. Effective May 31, 2019, the CH Board approved the sale of Knowledge Capital Alliance Inc. for $1,200,000 and reflects the results of its operations in Discontinued Operations for the years ended May 31, 2018 and 2019.

Material Events That Occurred Subsequent to the Year Ended May 31, 2019

1. The Company made a $50,000 payment on June 13, 2019 to the former owner of Omega's assets pursuant to the restructured payment terms of the amended Asset Purchase Agreement.

2. Please see the section titled Subsequent Events for further disclosures.

Plan of Rehabilitation ("POR")

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 paraphrased as follows along with current updates as to the progress of the corrective actions:

1. The Company's operating subsidiaries are not profitable and have negative cash flows. Subsequently, the Company has disposed of its Titan and KCA divisions and has focused on the growth of its Omega division. As mentioned elsewhere in this MD&A, with the expansion of its sales pipeline, the Company believes that the Omega division can become profitable before December 31, 2019.

2. The Company's overhead was considered high in relation to the size and scope of the Company. Compared to the year ended May 31, 2017 and 2018, the Company has implemented many actions the effect of which has been to significantly reduce its corporate overhead for the year ended May 31, 2019.

3. The Company incurred approximately $600,000 of expenses over a few years on behalf of a related party company and the receivable for their reimbursement was deemed uncollectible and fully reserved as of May 31, 2017. In February 2018, the Company settled with the related party for a one-time cash payment of $240,000 and 160,000 shares of stock in the successor company. As of the date of this MD&A, the Company believes that full consideration for this settlement transaction has not been delivered to the Company. The Company is now actively seeking restitution from those parties that the Company believes are responsible for this loss.

4. The Company failed to submit more than $300,000 of payroll withholdings to the Internal Revenue Service ("IRS") due to the shortfall in working capital during portions of the years ended May 31, 2017 and 2018. Including penalties and interest, the Company currently owes the IRS approximately $450,000. The Company recently entered into a payment plan with the IRS requiring the Company to pay the IRS $25,000 monthly beginning June 28, 2019 of which the initial payment has been made as of the date of this MD&A. The

Company is in the process of attempting to recover the IRS penalties and interest from a former Officer of the Company believed to have been responsible for failing to submit the payroll withholdings to the IRS.

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. During the period from March 2018 to the date of this MD&A, the Company has raised approximately $2M for working capital using 8% two-year promissory notes convertible to common stock at the greater of US$0.06/share or a 25% discount off of the market price on the day of conversion (which discount declines as the stock price increases above CDN$0.50/share consistent with the regulatory rules). The Company believes these notes along with accrued interest will be converted to common stock prior to their maturity.

6. For many reasons, the Board must be re-positioned to improve its governance of management's actions and the Company. As reported elsewhere in this MD&A, many Board and executive management changes occurred during the summer and fall of 2018. The Board formed an Audit Committee and a Governance, Compensation & Nominations Committee that are both chaired by independent directors. The incumbent directors (with the exception of the former-CFO) were re-elected at the AGM held on January 29, 2019.

Since December 2017, management and the Board have been actively implementing many of these action items and continues to believe in their relevance and importance for the turnaround of the Company. Elsewhere in this MD&A are more thorough descriptions of the 2019-2020 Strategic Plan of the Company. In addition, please read the other MD&A sections 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. In connection with the POA, the Company may spin out several corporations that could become reporting issuers in Canada and may seek to list their shares on the Canadian Securities Exchange (the "Exchange").

One of the spinout companies could acquire the Company's current wholly owned subsidiary CH, enabling CH to attract additional capital from within the United States.

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

1. To divest via spinout, CH, a wholly owned subsidiary.

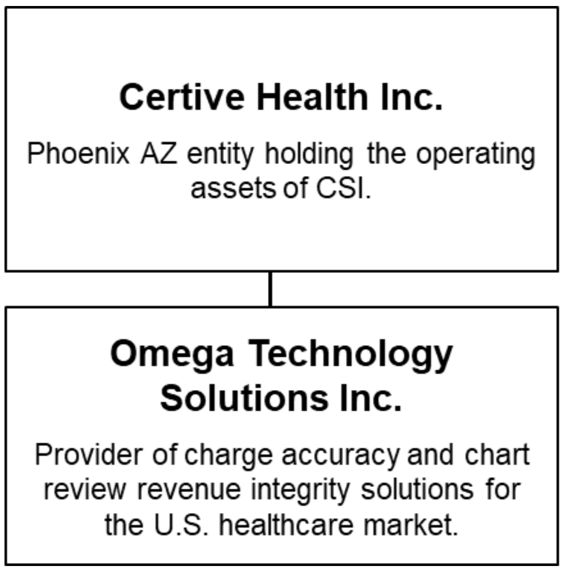
2. To settle all convertible debt currently in the Company.

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 of the spun-out companies at no additional cost to the shareholders. Obviously, due to the divestiture of KCA as at May 31, 2019, it would not be included in this potential transaction.

The POA implementation remains in a preliminary status at 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. In fact, as noted above, on July 19, 2018, the Company's Board formed an ad hoc committee to study the effects of the POA and to make a recommendation to the Company's Board regarding its future. The ad hoc committee is chaired by Director Wareham and includes Directors Thomas and Hyland.



THE BUSINESS OF CERTIVE HEALTH INC.

Certive through CH principally provides charge accuracy services that support revenue cycle management in the central business offices of U.S. hospitals by targeting revenue categories where reimbursement recoveries can be secured through a combination of highly skilled clinical staff and proven workflow tools.

CH is an integrated health care consulting and revenue cycle management company focused on providing revenue cycle management technologies and services to U.S. health care providers that minimize the financial risks associated with the delivery of health care all within a disruptive environment.

CH owns and operates a charge accuracy and chart review business located in Ft. Lauderdale, Florida, Omega. Utilizing proprietary analytics, workflow and combined with skilled nurse auditors, Omega retrospectively audits hospital bills that have been previously submitted to payers and identifies and validates charges that should have been on the original bill but were not. These charges are then resubmitted to the payers on behalf of the hospital, and when paid, Omega invoices the hospital a percentage of the total paid.

DISCUSSION OF THE OPERATIONS OF CERTIVE HEALTH INC.

Certive Health Inc. Corporate Management and Governance

The Company is in the process of implementing several plans that will align CH's operational direction to customer demand. Included in these plans are an investment of resources needed to increase sales enabling CH to support existing customers and to have the capacity to bring new customers onboard as contracts are obtained and 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 be reduced.

Factors impacting the growth of Certive Health Inc.

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 throughput are scalable functions that Omega currently possesses. A significant investment in product marketing, market marketing, and sales is currently 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 to create new offerings by combining intrinsic resources.

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

4. The ability to cross-sell different services between and among the CH's customers resulting from selected acquisitions.

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

6. 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.

7. CH must be mindful of a downward move by upper market tier participants who recognize the opportunities in the tier 3 highly fragmented market space.

8. 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.

9. 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.

10. 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.

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

General History of the Certive Health Inc.

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. On July 15, 2015, the Company's operating subsidiary, Omega Technology Solutions Inc. ("Omega"), acquired the assets of Omega Technology Solutions LLC. Based on a recent amendment to the original purchase agreement, in summary, Omega's assets were acquired for $700,000 of which $400,000 remains payable (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. 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 a 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 consultant 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 provides 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 is a healthcare professional and revenue cycle expert having led the clearinghouse business for Per Se that was sold to McKesson for $1.8B in 2006.
10. Joey Petelle is a Brand Strategy Consultant with InteliHealth, a healthcare industry consulting firm. With expertise across a wide spectrum of healthcare channels, InteliHealth provides future knowledge and insight, market intelligence and brand strategy to existing and emerging industry leaders. As an INC 500 alumnus and Senior Brand Strategy Advisor for Top Five and InteliHealth, Mr. Petelle establishes high profile companies nationally and globally to align them with their market, maximize profits, & future-proof their products & business.

Members of the Advisory Council have all invested in Certive and are committed to assisting in charting its course through growth by acquisition and organically.

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

Description of Omega's Business

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.

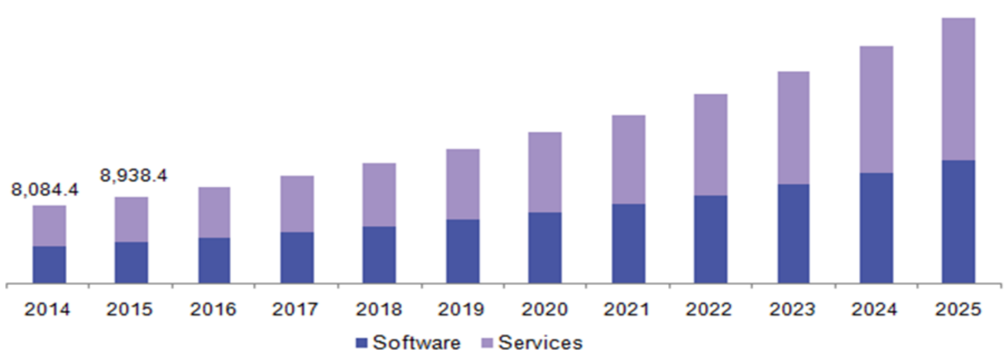
3. Commercial payers' scrutiny of claims has significantly increased. Hospitals are losing an average of five percentage points of their margins to underpayments, denials, and contract negotiations. Payers have the advantage in terms of data and insight as their client base is so much broader.

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.

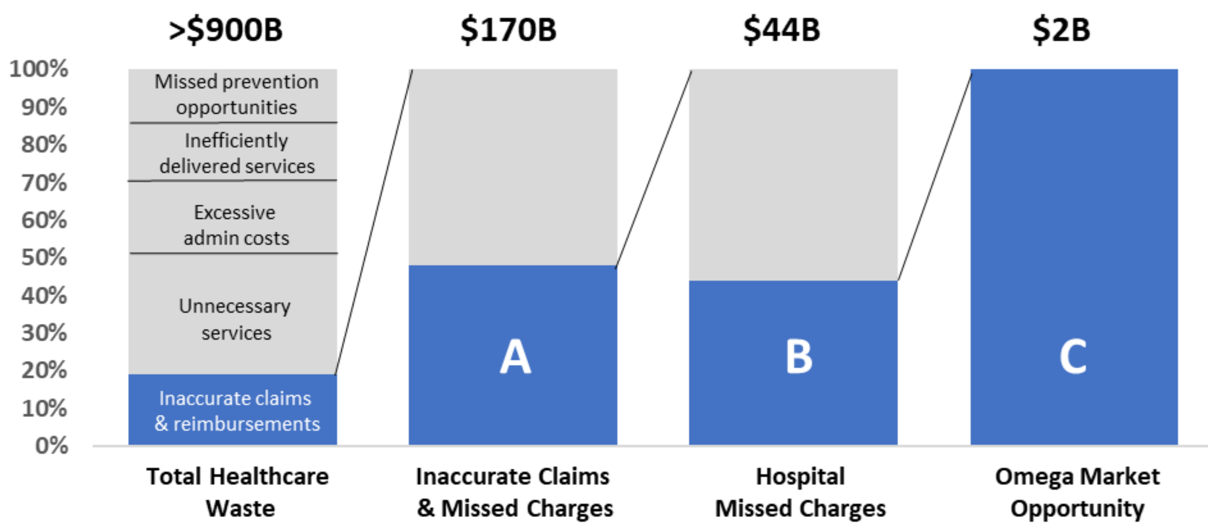
Under continuing healthcare reform, reimbursement models will continue to change from traditional fee-for-service (FFS) models to Outcome based. The first model has proven to be complex from a vendor point of view and the second is even more complex from a vendor technology point of view which will have 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).

Overall Revenue Integrity Market Size



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.

Market Opportunity Missed Charges



A - Total waste and inefficiencies in revenue cycle.

B - Avg 350 bed hospital misses $22M in charges X 2K hospitals = $44B market.

C - Omega serviceable market of 5% = $2B market opportunity.

Source: U.S. National Academy of Sciences' Institute of Medicine and CMS , Healthcare Finance News

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 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 PLATFORM

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.

2019- 2020 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 low time to market and competitive advantage for these services and therefore the opportunity for near term margins vs. other revenue cycle services, that combined with a ripe market situation as a result of many factors leads management to believe that we have an opportunity to significant 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 model follows professional services.

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 politician, some are former executives from within the industry, but all have demonstrated the ability to connect with the client.

2. 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. Omega has C-Level contacts in hospitals and systems (i.e. Advisory Council & Regional Reps).

5. Channel partners (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 workflow 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

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

Legal

The Company is reviewing actions of prior officers and directors related to the settlement of loan obligations to the Company directly and to its subsidiary, Certive Health Inc. Demands have been made for certain payments and reimbursement of funds paid that the Company believes were not properly approved by the Board of Directors in prior periods.

FINANCIAL COMPARISON TO PRIOR YEAR

Financial Position as of May 31, 2019 compared to May 31, 2018

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

Current Assets

As at May 31, 2019, the Company's current assets were as follows: cash balance of $64,150 compared to $19,980 at the prior year-end; marketable securities of $23,875 compared to $7,474 at the prior year-end; accounts receivable of $399,968 compared to $292,239 at the prior year-end; prepayments of $43,873 compared to $Nil at the prior year-end and total current assets of $531,866 compared to $319,693 at the prior year-end. The increase in total current assets of $212,173 or 66% was primarily due to an increase in accounts receivable due to an increase in the estimated work in progress compared to the prior year-end.

Non-current Assets

As at May 31, 2019, the Company's non-current assets were $407,508 compared to $695,029 at the prior year-end, a decrease of $287,521 or 41% from the prior year-end due primarily to the sale of Knowledge Capital Alliance Inc. ("KCA") and the transfer of the discontinued to its Purchaser.

Discontinued Operations

During the year ended May 31, 2019, the Company entered into a Sale Agreement (the "Sale Agreement") to sell the stock of KCA to its President (the "Purchaser") as of May 31, 2019 and reflect its net assets from discontinued operations as at May 31, 2018. The terms of the Sale Agreement are detailed elsewhere within this MD&A. As at May 31, 2019, the Company valued the $930,000 receivable due from the KCA Purchaser per the Sale Agreement at $112,851.

Current Liabilities

As of May 31, 2019, the Company's current liabilities were $6,425,331 compared to $5,440,011 at the prior year-end. The increase of $985,320 or 18% is due primarily to the issuance of more convertible notes during the year and the accrued interest associated with the convertible notes.

As of May 31, 2019, the Company's accounts payable and accrued liabilities were $1,752,088 compared to $2,629,869. The decrease of $877,781 or 33% is due primarily to the debt settlement program carried out during the quarter ended May 31, 2019. Approximately $1.1M of accounts payable due certain current and former officers, directors, employees and consultants of the Company was settled with shares of the Company's common stock valued at $0.14 per share, which is partially offset by increasing accrued interest associated with the convertible notes.

As of May 31, 2019, the current portion of the Company's convertible debt of $4,080,243 compared to $2,527,142 at the prior year-end, an increase of $1,553,101 or 62% due primarily to the issuance of more convertible debt during the year ended May 31, 2019 to cover working capital needs of the Company. The amount of convertible debt issued is adjusted for IFRS requirements to segregate the gross amount of the debt between equity and liabilities of the Company. Generally, debt convertible into common shares of the Company are first adjusted to reflect the present value of the debt and the difference between the present value of such debt and the face of the debt becomes the segregated allocation between equity and liabilities of the Company. Warrants issued in connection with the convertible debt, if any, are treated for the purpose of the allocation as a transaction cost and allocated between equity and debt on the same basis. Please see the table disclosure in Note 13 of the Company's annual audited financial statements for further information.

As of May 31, 2019, the Company's short-term loans payable of $393,000 compared to $33,000 at the prior year-end, an increase of $360,000 or 109% due primarily to certain new short-term demand loans accruing interest at 12%.

As of May 31, 2019, the Company's note payable – current portion of $200,000 compared to $250,000 at prior year-end is due to a renegotiation of the acquisition of Omega's assets. In accordance with the amendment, the Company made a $50,000 payment on March 14, 2019 and another one on June 13, 2019 to the former owner of the Omega assets and agreed to pay $50,000 on August 31, 2019, November 30, 2019 and February 29, 2020. With respect to the $250,000 long-term portion of the note payable, 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.

Non-current Liabilities

As of May 31, 2019, the Company's derivative liability of $340,259 compared to $489,170 at prior year-end, a decrease of $148,911 or 30% due primarily to and 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, 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 214%, discount rate of 1.65%, expected life of 0.75 years, and a dividend rate of 0%.

As of May 31, 2019, the Company's note payable – long term portion of $250,000 compared to $250,000 at prior year-end is due to a renegotiation of the acquisition of Omega's assets as more fully described above under Current Liabilities.

Shareholders' Equity (Deficit)

As of May 31, 2019, the Company's shareholders' deficit of ($6,076,216) compared to ($5,164,459) at prior year end is an increased deficit of $911,757 due primarily to the Company's $1,065,748 loss and comprehensive loss for the year ended May 31, 2019.

Working Capital Deficiency

As of May 31, 2019, the Company's working capital deficiency of $5,893,465 (which is the amount the Company's current liabilities of $6,425,331 exceed the Company's current assets of $531,866) compared to a working capital deficiency of $5,120,318 at prior year-end is an increased working capital deficiency of $773,147 or 15% resulting from ongoing operating losses of Omega and corporate overhead, the increasing liability due to the IRS for unpaid payroll withholdings; and, the increasing short-term convertible debt and notes payable. 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 a portion of accounts payable and accrued liabilities will be negotiated debt settlements with some conversions to common stock, too, similar to the program carried out in the quarter ended May 31, 2019 (See adjusted working capital schedule).

Financial Results for the year ended May 31, 2019 compared to the prior period

The following discussion of the Company's results of operations is based on the Company's consolidated financial statements for the years ended May 31, 2019 and May 31, 2018, which are reported on a comparative basis in all material respects. The following review of operating results of the Company is based upon the fact that both KCA and Omega were reporting divisions of the Company for the full year ended May 31, 2019. The audited financial statements only show the net income (loss) from discontinued operations for the KCA Division. This MD&A and the Notes to the financial statements disclose the detailed information as opposed to the summary disclosures in the body of the Consolidated Statement of Comprehensive Loss. It is on that basis that management makes the comparisons related to performance over the previous fiscal year. Please see Note 11 DISCONTINUED OPERATIONS on the notes of the Company's annual audited financial statements. It should also be noted that effective June 1, 2017, the Company divested itself of the Titan Division.

Revenue

For the year ended May 31, 2019, the Company's revenues of $1,109,687 as compared to $1,144,725 for the prior period, a decrease of $35,038 or 3% is negligible.

Operating Expenses

Total Operating Expenses: In summary, for the year ended May 31, 2019, the Company's operating costs of $1,097,067 (representing 99% of the Company's total revenues) compared to $892,895 in the prior period (representing 78% of the Company's total revenues in the prior period) primarily due to the increase in nurse auditors required to on-board projected new hospital clients.

Contractor and consultant fees: For the year ended May 31, 2019, the Company's contractors and consulting fees of $146,110 compared to $63,897 in the prior period, an increase of $82,213 or 129% due primarily to an increase in contractor and consulting fees related to Omega's use of independent contractors.

Direct Payroll Costs: For the year ended May 31, 2019, the Company's direct payroll costs of $949,630 compared to $823,518 in the prior period, an increase of $126,112 or 15% due primarily to hiring additional nurse auditors.

Expenses (General Overhead)

General Overhead Expenses: For the year ended May 31, 2019, the Company's general overhead expenses of $2,956,022 compared to $3,672,986 for the prior period, a decrease of $716,964 or 20% due primarily to the following:

Advisory Board Fees: For the year ended May 31, 2019, the Company's advisory board fees of $12,000 as compared to $40,000 for the prior period, a decrease of $28,000 or 70% due primarily to lower payment to these advisors as a cost savings measure.

Interest and Bank Charges: For the year ended May 31, 2019, the Company's interest and bank charges of $758,107 compared to $440,899 for the prior period, an increase of $317,208 or 72% due primarily to certain new debt issuances being used to pay-off certain higher interest debt and to some convertible debt conversions during the year.

Consulting Fees: For the year ended May 31, 2019, the Company's consulting fees of $241,231 compared to $445,443 for the prior period, a decrease of $204,212 or 46% due primarily to an effort to reduce such costs as cost savings efforts.

Corporate Finance Fees: For the year ended May 31, 2019, the Company's corporate finance fees were $16,000 compared to $80,300 for the prior period, a decrease of $64,300 or 80% due primarily to fewer introductions to the Company by such finders.

Director's Fees: For the year ended May 31, 2019, the Company's director's fees were $10,000 compared to $187,200 for the prior period, a decrease of $177,200 or 95% due primarily to the cessation of director's fees.

General and Administrative Costs: For the year ended May 31, 2019, the Company's general administrative expenses of $183,343 compared to $193,700 for the prior period, a decrease of $10,357 or 5% due primarily to normal fluctuations in such costs.

Investor Relations Fees: For the year ended May 31, 2019, the Company's investor relations fees of $67,500 compared to $7,500 for the prior period, an increase of $60,000 or 800% due primarily to the Company's prior management not accurately accruing investor relations salaries.

Management Fees: For the year ended May 31, 2019, the Company's management fees of $173,000 compared to $570,000 for the prior period, a decrease of $397,000 or 70% due primarily to a reduction of compensation for certain senior management executives.

Professional Fees: For the year ended May 31, 2019, the Company's professional fees of $345,984 compared to $323,028 for the prior year, an increase of $22,956 or 7% due primarily to fee concessions made in the prior fiscal year.

Rent: For the year ended May 31, 2019, the Company's rent and occupancy costs of $248,364 as compared to $251,074 for prior period, a decrease of $2,710 was negligible.

Salaries and Wages: For the year ended May 31, 2019, the Company's salaries and wages of $827,744 compared to $788,598 for the prior period, an increase of $39,146 which was negligible.

Sales and Marketing: For the year ended May 31, 2019, the Company's sales & marketing costs of $1,204 compared to $943 for the prior period, an increase of $261 which was negligible.

Travel and Promotion: For the year ended May 31, 2019, the Company's travel and promotion of $68,185 compared to $143,748 for the prior period, a decrease of $75,563 or 53% due primarily to utilizing more in-office resources to connect with key personnel and potential customers.

Loss from Operations

During the year ended May 31, 2019, the Company reported a loss from operations of ($2,943,402) compared to a loss of ($3,421,156) for the prior period, a decreased loss from operations of $477,754 or 14% due primarily to cost savings initiatives at the corporate level.

Loss and comprehensive loss for the year

During the year ended May 31, 2019, the Company reported a net loss of ($1,065,748) or ($0.01) per basic and diluted income per share based on 82,826,398 weighted average number of common shares compared to a net loss of ($5,163,928) or ($0.07) per basic and diluted income per share based on 78,957,065 weighted average number of common shares for the prior period. The decrease loss and comprehensive loss of ($4,098,180) or 79% over the prior period was due primarily to reducing corporate overhead expenses and the fact that the non-recurring transactions caused significant losses in the year ended May 31, 2018 and significant gains in the year ended May 31, 2019.

FOURTH QUARTER RESULTS OF OPERATIONS – Three Months Ended May 31, 2019:

For the three months ended May 31, 2019, the Company recorded revenues of $355,337. The Company recorded operating expenses of $357,580 for the three months ended May 31, 2019, representing an operating loss of $2,243 Overhead expenses totaled $873,840 for the three months ended May 31, 2019. Primarily due to the debt settlement program, there was a non-recurring net gain of $1,519,351 for the quarter ended May 31, 2019. Income from Discontinued Operations was $47,028 for the three-months ended May 31, 2019. As a result of the above, there was a Comprehensive Net Income of $690,296 for the three months ended May 31, 2019.

ADJUSTED WORKING CAPITAL TABLE as of May 31, 2019

As of May 31, 2019, the Company had a working capital deficiency of ($5,893,465). 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 ($1,813,222) as follows:

Certive Solutions, Inc
Adjusted Working Capital Calculation
May 31, 2019

	Covertible Debt	Short Term Loans	Accounts Payable & Accrued Liabilities	Note Payable Current Portion	Deferred Gain	Total Adjusted Current Liabilities
Total Current Assets:					$	531,866
Current Liabilities:	4,080,243	393,000	1,752,088	200,000	-	6,425,331
Amounts to be converted:						-
Convertible Unsecured	(4,080,243)					(4,080,243)
Amounts paid subsequent to year end						-
Convertible amounts owing to Directors & Advisory Board Members			-			-
Other Convertible Loans		-				-
Total Adjusted Current Liabilities	-	393,000	1,752,088	200,000	-	2,345,088
Net Working Capital					$	(1,813,222)

LIQUIDITY

1. As at the date of this MD&A, the Company does not have sufficient 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. The Company is also contemplating a re-organization plan that may lead to additional sources of financing. In order for the Omega to fully support its operating costs, it must generate a minimum of $165,000 per month in revenue. Presently, the Omega generates approximately $70,000 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 as long as the 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 May 31, 2019, the Company had a cash balance of $64,150 and total current liabilities of $6,425,331, of which $4,080,243 may be settled for common stock as more fully described in the Adjusted Working Capital Table.

3. The Company’s working capital deficiency will be substantially reduced all conversion options and convertible debt and warrants discussed in the MD&A are affected or exercised. The current working capital deficiency is ($5,893,465) and adjusted working capital deficit is ($1,813,222). The Company had to issue more debt to cover the losses that were incurred. There are no balance sheet conditions or income or cash flow items that may materially affect the Company's liquidity other than the ability to generate revenue from existing customer contracts. Readers are directed to Note 1 in the Company’s audited annual financial statements for the year ended May 31, 2019 for additional information.
4. The working capital deficiency of ($5,893,465) and adjusted working capital deficiency of ($1,813,222) are both serious issues for the Company. Management of the Company does not expect that cash flows for the Company’s operations will be sufficient to cover its operating requirements, financial commitments and business development priorities during the next twelve months. The Company will need to obtain further financing in the form of debt, equity or a combination thereof for the next twelve months to fund operations. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. If adequate funds are not available, the Company may be required to delay or reduce the scope of its operations.
5. 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 $1,166,154 and certain accounts payable and accrued liabilities are in arrears.
6. 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 may 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 be 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 May 31, 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
SMA Group, LLC	Company controlled by key management personnel
Miller and Associates Environmental Consultants Inc.	Company controlled by the corporate secretary
Hyland Property Management Services LLC	Company controlled by key management personnel
InteliHelath	Company controlled by advisory council member
Tim Hyland	Director and officer, and former advisory board member
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
Van Potter	Former director and former officer
Jeff Benton	Advisory council member
Arthur Pelberg	Advisory council member
Bob Uxa	Advisory council member
Jack Chapman	Advisory council member
Steve Schramm	Advisory council member
Don Gilbert	Advisory council member
Joey Petelle	Advisory council member

The amounts due (to) or from the related parties as of May 31, 2019 are as follows:

	Nature of relationship		May 31, 2019		May 31, 2018
Account payable (Note 13)	Former directors, key management personnel	$	126,873	$	490,158
Accounts payable (Note 13)	Directors, key management personnel, and companies controlled by these parties,	$	45,900	$	548,445
Convertible loans – face value (Note 14)	Directors	$	606,372	$	207,500
Convertible loans – face value (Note 14)	Advisory board member	$	533,112	$	125,000
Convertible loans – face value (Note 14)	Former director and officer	$	55,000	$	-
Notes payable (Note 1)	Key management personnel	$	450,000	$	500,000
Short-term loans payable (Note 11)	Former key management personnel	$	Nil	$	106,326
Short-term loans payable (Note 15)	Former director and former officer	$	25,000	$	25,000
Short-term loans payable (Note 15) (1)	Directors and key management	$	70,000	$	-

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 years ended May 31, 2019 and 2018.

		May 31, 2019		May 31, 2018
Management fees	$	173,000	$	570,000
Salaries to key management personnel, included in operating costs and expenses		347,412		282,341
Salaries to key management personnel, included in discontinued operations		161,951		140,310
Commissions, included in discontinued operations		-		48,297
Contractors, included in operating costs		-		63,897
Consulting fees		176,054		174,945
Directors' fees		10,000		187,200
Investor relations fees		67,500		-
Professional fees		138,534		-
Advisory board fees to a former advisory board member, and current director.		12,000		40,000
Corporate finance fee to an advisory board member, and directors		16,000		80,300
Total	$	1,102,451	$	1,587,290

During the year ended of May 31, 2019, there was a recovery of accounts payable of $969,544 due to related parties as a result of debt settlement agreements.

During the year ended May 31, 2018, the Company reached a settlement agreement with LiteLink, whereby the Company was to receive $240,000 in cash (received), plus 160,000 shares from LiteLink valued at $7,474 as of May 31, 2018 in settlement of all amounts owed 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 (See Note 4 on the Company's audited annual financial statements).

SUBSEQUENT EVENTS

- The Company received $240,000 from the issuance of convertible promissory notes, including $80,000 of those being from two advisory council members, $50,000 in exchange for consulting services by an advisory council member and $60,000 from an officer of the Company.

- The Company made a $50,000 payment on June 13, 2019 to the former owner of Omega's assets pursuant to the restructured payment terms of the amended Asset Purchase Agreement.

- Subsequent to the year ended May 31, 2019 the Company received $177,000 in short term-demand loans from officers of the Company bearing simple interest of 12% per annum.

- The Company received a non-interest-bearing advance from management personnel in the amount of $51,000.

- On August 8, 2019, an officer of the Company exercised 1,000,000 warrants for $50,000.

- On August 14, 2019, the Company returned to treasury 900,000 shares of its common stock received from the sale of Knowledge Capital Alliance Inc.

- On August 22, 2019, two debt holders of the Company exercised 750,000 warrants for $45,000.

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.

Segregation of duties

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.

Complex and non-routine transactions

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.

Use of estimates and judgements

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.

Critical Judgements

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 of the financial statements, 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.

Key Sources of Estimation Uncertainty

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.

Determination of functional currency

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*.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial assets and liabilities

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:	September 27, 2019	May 31, 2019
Common shares	102,108,980	101,258,980
Stock options	9,108,708	10,008,708
Warrants	21,416,734	23,166,734

BASIS OF PRESENTATION

Please refer to Note 2 of the Company's audited annual financial statements as of and for the year ended May 31, 2019.

SIGNIFICANT ACCOUNTING POLICIES

Please refer to Note 3 of the Company's audited annual financial statements as of and for the year ended May 31, 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 audited annual financial statements as of and for the year ended May 31, 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, 2020, (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, 2019.

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

Tom Marreel	Chairman of the Board and CEO
Tim Hyland	Director, CFO and Treasurer
Scott Thomas	Director, VP of Investor Relations
Jeffrey Wareham	Independent Director
Jack Saltich	Independent Director
Michael Miller	Corporate Secretary and Chief Legal Officer

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