MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
AS AT AND FOR THE NINE MONTHS ENDED FEBRUARY 29, 2020

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") as at and for the nine months ended February 29, 2020. The MD&A should be read in conjunction with the condensed consolidated interim financial statements of the Company as at and for the nine months ended February 29, 2020 and the audited consolidated financial statements and related notes thereto of the Company as at and for the years ended May 31, 2019 and 2018. This MD&A has been prepared effective April 29, 2020.

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 solution focused on hospital 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 at February 29, 2020, 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. ("CHI" which was formerly known as "Certive Technologies Arizona, Inc.") each operating as independent subsidiaries of the Company. Effective as of May 31, 2019, CHI sold its subsidiary Knowledge Capital Alliance Inc. ("KCA") and has one remaining operational subsidiary Omega Technologies Solutions Inc. ("Omega").

OVERALL PERFORMANCE

During the nine months ended February 29, 2020 and the subsequent period up to and including the date of this MD&A, there were no significant or material events that occurred other than as reported herein. All amounts expressed herein are in U.S. dollars. As reported in this MD&A for the nine months ended February 29, 2020, the Company, its primary operational subsidiary CHI and its subsidiary Omega continue to operate below breakeven sales with negative cash flows; however, given the recent sales contracts and sales prospects that have been identified in the past several months, management believes that CHI may reach breakeven sales volumes early in the fiscal year ending May 31, 2021.

As more thoroughly described below in Material Events That Occurred Subsequent to February 29, 2020, on April 22, 2020, CHI received loan proceeds of $368,600 based on its application under the recently enacted Small Business Administration (SBA) Paycheck Protection Program under Division A, Title I of the CARES Act, which is intended to be spent on qualifying employee payroll, benefits and occupancy costs. Upon application by CHI, the SBA may forgive repayment of the loan upon receipt of proper documentation that loan proceeds were spent on qualifying costs. It is also projected that over the following three months after the date of this MD&A, the Company will require a minimum cash infusion of $200,000 to cover routine operating costs and its other short-term obligations. The Company is currently raising $1,200,000 of funds from its current Offering of 12% four-year promissory notes convertible into shares of the Company at $0.14/share. In addition, the Company has committed to use 1/3 of its receipts collected from its recent 6-hospital client located in the Northeastern United States. As at February 29, 2020, the Company has $2,231,109 principal amount of past due debt and is developing a plan to extend and/or refinance such debt and its accrued interest.

Although the Company is monitoring the effects of a widespread outbreak of a contagious respiratory illness caused by a novel coronavirus believed to have originated from Wuhan, China (COVID-19), the Company cannot predict whether, for how long, or the extent to which the outbreak may disrupt cash flow, operations, and sales. A prolonged outbreak could negatively impact the Company's hospital clients, employees and vendors causing interruptions to the Company's operations, including a restriction of employees' ability to travel to client sites, the Company's ability to sell new business and to timely onboard new clients. In addition, hospital clients and non-clients alike are generally experiencing financial challenges due to various state mandates requiring the cancellation of elective procedures in order to conserve resources to treat and care for patients afflicted by COVID-19. More generally, a prolonged outbreak could adversely affect the health of the American economy, resulting in an economic slump that could reduce the Company's ability to raise working capital, reduce hospital clients' billings diminishing the Company's revenue base for lost charge recovery services.

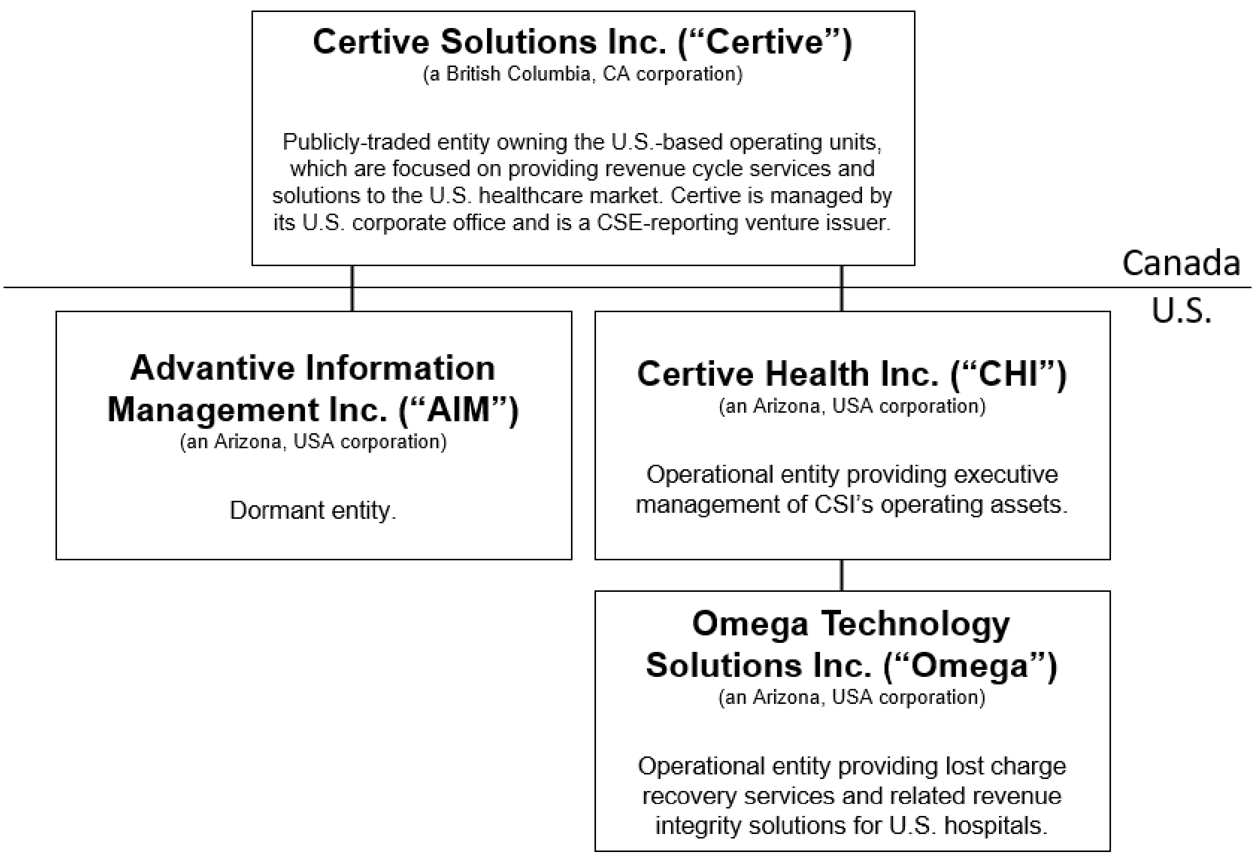
Since the last week of March 2020, pursuant to an order by the Mayor of Ft. Lauderdale, Florida, the Company's staff in Florida are all working remotely from home to ensure safety and to comply with the Mayor's mandate to "shelter-in-place". At the current time, this remote operating model has not affected the operational efficiencies negatively; in fact, it has resulted in a reduction of rent and associated occupancy expenses. While it is reasonably possible that these operational and economic challenges could create a materially adverse impact on the business and financial outlook of the Company, the Company believes that the long-term needs of hospitals to secure every possible revenue source will lead to new business opportunities for the Company.

Based on the above factors and others, readers should be aware of the auditors' going concern qualification by referring to Note 1 of the Company's audited financial statements as at and for the year ended May 31, 2019 and management's continuing concern expressed in Note 1 of the Company's condensed consolidated interim financial statements as at and for the nine months ended February 29, 2020.

ORGANIZATIONAL STRUCTURE – OPERATING DIVISIONS

As at February 29, 2020 and continuing to the date of this MD&A, the Company's primary operations are provided by its subsidiary, CHI, which includes its wholly owned subsidiary Omega. Effective as at May 31, 2019, CHI sold its subsidiary KCA and discontinued KCA's operations which are reflected as discontinued operations as at and for the years ended May 31, 2019 and 2018. 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 Titan's operations, which are reflected as discontinued operations as at and for the year ended May 31, 2017.

CHI and its subsidiary Omega are well positioned in the hospital revenue cycle market providing charge accuracy and chart review revenue integrity solutions primarily for hospitals in the U.S. healthcare industry. 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 by the Company to CHI will be directed towards Omega's sales growth and operational improvements.



Summary Results of Operations for the nine months ended February 29, 2020 by Division

	Omega	Certive	Total
Revenues	$1,082,661	-	$1,082,661
Operating Costs	$861,121	-	$861,121
Gross Margin	$221,540	-	$221,540
Expenses - Other	$704,745	$722,067	$1,426,812
Interest	-	$776,769	$776,769
Net Loss	($483,205)	($1,498,836)	($1,982,041)

The Company has utilized the nine months ended February 29, 2020 and up to the date of this MD&A to accomplish several milestones, which are not yet reflected in the financial performance of the Company at the date of this MD&A. These initiatives are associated with completing a market, product and operational analysis, completing a product plan and inbound market strategy, leveraging the Company's competitive advantages and strong market presence, enhancing its onboarding procedures for new business – all to drive sales growth. In addition, the Company implemented specific cost containment measures both at the operational and corporate level.

SELECTED ANNUAL INFORMATION

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

		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 and the Titan Division have been reported in the Statements of Comprehensive Loss in aggregate as Discontinued Operations. The impact on Titan Division revenue in the above schedule for the year ended May 31, 2017 is $3,787,947, which has been reflected in Discontinued Operations. The impact on KCA Division revenue in the above schedule for the years ended May 31, 2018 and 2019 are $291,511 and $651,716, respectively.

SELECTED QUARTERLY INFORMATION

The following tables summarize the results of operations for the four-quarters ended February 29, 2020 and February 28, 2019:

	Three months ended:			
	Feb 29, 2020	Nov 30, 2019	Aug 31, 2019	May 31, 2019
Revenue	$418,439	$334,436	$329,786	$355,337
Total expenses	$1,158,224	$978,994	$1,066,204	$1,231,420
Loss from continuing operations	($739,785)	($644,558)	($736,418)	($876,083)
Non-recurring gain (1oss)	$234,301	($45,787)	($49,894)	$1,519,351
Income from discontinued operations	-	-	-	$47,028
Net income (loss)	($505,484)	($690,345)	($786,312)	$690,296
Net income (loss) per common share (basic and diluted)	($0.00)	($0.01)	($0.01)	$0.01

	Three months ended:			
	Feb 28, 2019	Nov 30, 2018	Aug 31, 2018	May 31, 2018
Revenue	$175,331	$382,403	$196,616	$195,868
Total expenses	$1,130,152	$882,387	$809,130	$1,270,204
Loss from continuing operations	($954,821)	($499,984)	($612,514)	($1,074,336)
Non-recurring gain (loss)	$236,000	$58,532	$19,985	($1,614,014)
Income (loss) from discontinued operations	$13,785	$3,933	($20,960)	($124,602)
Net loss	($705,036)	($437,519)	($613,489)	($2,812,952)
Net loss per common share (basic and diluted)	($0.01)	($0.01)	($0.01)	($0.04)

IMPORTANT ACTIONS BY MANAGEMENT AND THE COMPANY'S BOARD

Material Events That Occurred During the Nine Months Ended February 29, 2020

- The Company raised funds for working capital during the nine months ended February 29, 2020 as follows:

    - The Company issued $608,815 of 8% two-year convertible promissory notes, including $180,000 from two advisory council members, $120,000 in exchange for consulting services by an advisory council member and $120,000 from an officer and director of the Company.

    - The Company received $200,000 from two officers and directors of the Company and $50,000 from an advisory council member in short-term demand loans bearing simple interest of 12% per annum.

    - The Company received $51,000 from management personnel and $50,000 from a lender in noninterest bearing advances.

    - On August 8, 2019, the Company received $50,000 from an officer and director of the Company upon exercise of 1,000,000 warrants at $0.05/share.

    - On August 22, 2019, the Company received $45,000 from two debt holders of the Company upon exercise of 750,000 warrants at $0.06/share.

    - On October 21, 2019, the Company received $50,000 from a debt holder of the Company upon exercise of 1,000,000 warrants at $0.05/share.

    - The Company issued $636,007 of 12% four-year convertible promissory notes to those participating in the Company's current offering, which the Board approved on October 29, 2019.

- The Company made payments of $50,000 in June 2019 and $100,000 in January 2020 to the former owner of Omega's assets pursuant to the restructured payment terms of the amended Asset Purchase Agreement (Note 7 of the financial statements).

- On August 14, 2019, the Company returned to treasury 900,000 shares of its common stock received from the sale of KCA. (Note 11 of the financial statements).

- On October 29, 2019, the Board approved the October 31, 2019 offering closing of the approximately $2.4M raised through two-year 8% convertible promissory notes convertible at the greater of $0.06/share or a 15%-25% discount dependent on the share price on the day of conversion.

- On October 29, 2019, the Board approved the current offering to raise $1,200,000 through 12% four-year convertible promissory notes convertible into 8.5M shares at $0.14/share. Repayment of such interest and principal is secured by a 1/3 interest in the payments received from a 6-hospital system client in the Northeastern United States.

- Lenders elected to convert promissory notes with principal and interest totaling $1,098,568 into 18,309,459 shares on December 30, 2019 at $0.06 per share conversion rate. Of the 18,309,459 shares, conversion of $267,435 into 4,457,249 shares was elected by a current advisory council member of the Company, $28,409 into 473,848 shares was elected by a current independent director of the Company; and $685,536 into 11,425,598 was elected by a current director and officer of the Company.

- Lenders elected to convert promissory notes with principal and interest totaling $144,830 into 2,413,823 shares at $0.06 per share conversion rate and $110,109 into 2,202,182 shares a $0.05 per share on January 16, 2020 for a total of $254,939 into 4,616,005 shares. Of the 2,202,182 shares, conversion of $50,000 at $0.05 per share into 1,000,000 shares was elected by a current director and officer of the Company.

- Lenders elected to convert promissory notes with principal and interest totaling $430,799 into 7,179,986 shares on February 28, 2020 at $0.06 per share conversion rate.

<u>Material Events That Occurred Subsequent to February 29, 2020</u>

- The Company raised funds to provide working capital subsequent to February 29, 2019 as follows:

    - The Company received $50,000 from a lender of the Company in exchange for a short-term demand note, which bears 12% interest.

    - The Company received $60,000 from a lender in connection with the Company's Offering of 12% four-year convertible promissory notes, which the Board approved on October 29, 2019.

    - The Company issued a $50,000 convertible promissory note to a current advisory council member of the Company in exchange for consulting services, which is in connection with the Company's Offering of 12% four-year convertible promissory notes.

- On March 20, 2020, the Company issued 1,000,000 common shares as directed by a vendor pursuant to prior settlement agreement at a deemed value of $0.06/share.

- On March 31, 2020, the Board granted 100,000 10-year stock options to each of the two independent Directors of the Company, which are exercisable at CDN$0.05 following vesting on March 31, 2021.

- On March 31, 2020, the Board granted 200,000 10-year stock options to a current advisory council member, which are exercisable at CDN$0.05 if vested. The stock options vest if the Company's share price achieves $0.30/share on a volume weighted basis for a 45-day period by January 29, 2021.

- On April 3, 2020, CHI applied for a $368,600 loan pursuant to the U.S. Small Business Administration ("SBA") Paycheck Protection Program under the CARES Act, which was enacted March 27, 2020 (the "PPP Loan"). The PPP Loan proceeds were received by CHI on April 22, 2020 and CHI intends to use them to pay for qualifying expenses, such as payroll and occupancy costs over the next 60-days. The PPP Loan terms include: (i) a maturity date in two years; (ii) interest at 1.00% per annum; (iii) no early prepayment penalties; and (iv) amounts used by CHI for qualifying U.S. employee payroll costs during a 60-day period prior to June 30, 2020, may be forgiven by the SBA upon their approval of a CHI application for forgiveness and proper documentation.

THE BUSINESS OF CERTIVE HEALTH INC. ("CHI")

Certive through CHI 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.

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

CHI 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 received by the hospital.

DISCUSSION OF THE OPERATIONS OF CHI

CHI Corporate Management and Governance

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

1. CHI's near-term organic growth strategy is based upon its ability to aggressively expand its sales and marketing functions and deliver a simple compelling message to the key decision makers in revenue cycle functions at targeted hospitals. New client onboarding and volume throughput are scalable functions that Omega currently possess. A significant investment in product marketing, inbound marketing, and selling is currently underway.

2. The identification of selected acquisition targets that complement the core business is a key factor that may impact growth. The Company and CHI have identified targeted opportunities in the U.S. healthcare industry that complement current service offerings.

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

4. The ability to cross-sell different services to CHI's customers.

5. CHI profitability and the Company's consolidated profitability as well.

6. There are expectations regarding the ability to raise capital to fund increasing working capital requirements and achieve sustainable near and long-term growth. Acquisitions may lead to substantial dilution if the majority of the acquisitions are stock based.

7. CHI 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. CHI 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. CHI must be mindful and reactive to disruption in the U.S. healthcare markets to achieve maximum rates of return.

10. As CHI 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 CHI and its Board if and until any divesture and transition is completed.

General History of the CHI

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., an Arizona corporation, ("Omega") was formed to acquire the assets of Omega Technology Solutions LLC, a Florida limited liability company. Based on a recent amendment to the original purchase agreement, in summary, Omega's assets were acquired for $700,000 of which $300,000 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 lost charge recovery services on a retrospective and prospective basis. There is a total of 1,500 targeted hospitals 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 in the American Hospital Directory. 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 recovery of unidentified charges not captured and billed 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 patient's medical record by 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.

CHI'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 affect 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 provide 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 serve to support investor relations. Mr. Benton is a former Governor of the New York Stock Exchange and has served on several New York Stock Exchange committees.
6. Don Gilbert has an extensive background in healthcare 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 international experience 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, maximizing profits to future-proof their products and businesses.
11. Dr. "J.J." Linder is a graduate of the Washington University School of Medicine in St. Louis, Missouri (1996). He completed his residency at Maricopa Medical Center, Phoenix, AZ (1996-2000) and is Board Certified in Emergency Medicine. Most recently, Dr. Linder is Chairman of Emergency Medicine at Chandler Regional Medical Center (2012-Present); Medical Staff President (2018-Present); and Past-Member Ethics Committee.
12. Scott Donaldson is a retired Certified Public Accountant for a "Big Four" Firm with 37 years as a partner and US Leader for Ernst Young's National Exempt Organization Tax Services. He oversaw more than 115 tax professionals.
13. Sheila Schweitzer is a five-time healthcare entrepreneur with 30+ years of experience in the healthcare industry. She has in-depth success as a C-level executive, investor, and advisor.

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

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 (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. The 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. According to HealthCare Finance, average hospital revenue cycles are losing roughly $22 million due to improper capture of revenue.

Four primary market forces are driving these trends:

1. There are numerous hospitals that build centralized revenue cycle operations and neglect to continually improve their own internal unit. A strategy to integrate this should include a value-added shared services organization that provides a common business intelligence platform across entities and service lines system wide.

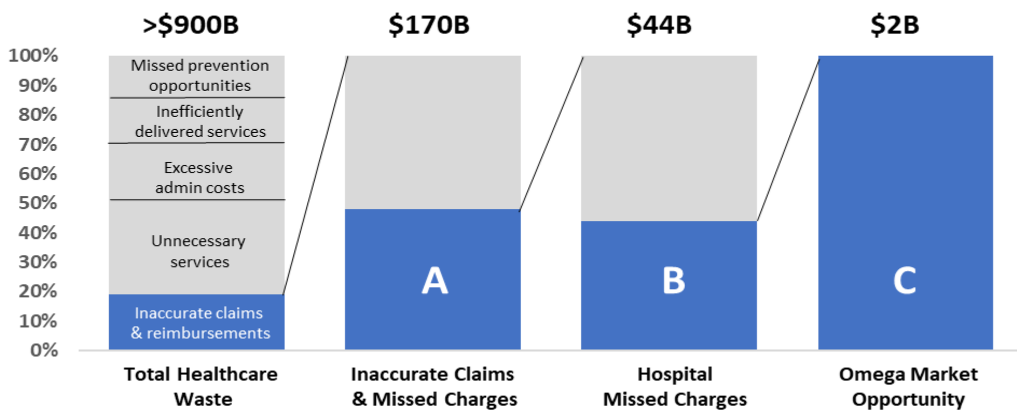
2. Increasing patient obligations for hospital bills resulting from commercial payers reducing their benefits leads to a growing amount of hospital bad debt.

3. Commercial payers' scrutiny of claims has significantly increased. Hospitals are losing an average of five percent of their margins to underpayments, denials, and contract negotiations. Payers often have the advantage in terms of data and insight in such negotiations.

4. While major surgeries and procedures are often charged automatically based upon time, less invasive surgeries are separately charged, and certain procedures are often missed. Examples of these missed charges are the improper billing of pharmaceutical administration, drug waste, interventional cardiology coding errors and charges for implantable devices being omitted.

Under continuing healthcare reform, reimbursement models will continue to evolve from traditional fee-for-service (FFS) models to outcome-based models. FFS models have proven to be complex from a vendor's point of view and the outcome-based model becomes more complex from a vendor's technology standpoint. This 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 year over year with predicted continued strong growth as healthcare systems and payers begin to take advantage of the interoperability put in place after years of investing in Health Information Management Systems (HIMS).

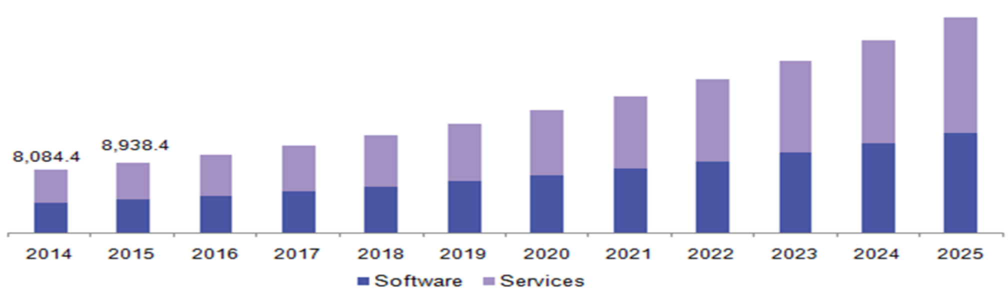
Market Opportunity Missed Charges



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

Overall Revenue Integrity Market Size



Significant investments are being made in healthcare, driven by the Center for Medicare and Medicaid Services (CMMS). These are 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 records and patient accounting systems is a huge disruptive undertaking. When completed, this will create an opportunity for 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 focused on, technology in terms of automation, workflow, analytics, predictive analytics, and artificial intelligence will be part of the future. For the present, Omega has 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 will provide resources to drive development. Organic growth vs. acquisitive growth higher return on investments (ROIs) but will likely use a combination to achieve the long-term objectives.

<u>**Competitive Landscape**</u>

There are three categories of competitors:

a) In-sourcing by Omega's target hospital clientele

b) Indirect competitors that offer technology solutions

c) Direct competitors that offer services such as continuous process improvement programs

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 not come to fruition. Most solutions will be technology based i.e. workflow, analytics, and CDM through NLP.

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. 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.

2. Indirect Technology Vendors: Several vendors such as MedAssets and Craneware provide technology solutions that attempt to solve the hospitals' problems. Hospitals are resistant to further reinvestment in more "systems" and need to have their problems solved. These solutions contribute to the problem by reducing claim value, allowing greater leakage to occur. Often, hospitals are frustrated with pure technology solutions and the absence of a strong service component, which fails to deliver on the promised value proposition. Several data analytics have aided healthcare solutions based on their platforms.

Large Health Information Management System (HIMS) providers such as Cerner and Epic are technology suppliers to the hospital industry, which is seeking to add a viable service component to their revenue models. In the absence of acquisition strategies, they are unlikely to adapt quickly to the changing landscape in such revenue model. They do, however, possess unique access to potential new Omega customers. And, Omega, on the other hand, is a service company that can quickly adapt to change and identify hospital solutions. CHI then becomes a very important piece of the puzzle to these large competitors who are ill-equipped to adapt quickly. CHI, therefore, treats these companies as a source of business for Omega, 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. They are subject to the same "big" inflexibility of larger corporations, are costly. This do not address the core leakage issue leaving white spaces and large revenue leaking problems unaddressed.

   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 have customer access, and good principals, but are cash limited and have no long-term vision for how they fit into the market. This makes them perfect acquisition targets for Certive where they could acquire attractive clients and/or service niches, layer 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 audits and missed charge services. Omega uses a proprietary process that utilizes a unique combination of revenue integrity analytics and enables workflow technology. This ensures that every claim that has the potential to yield additional revenue is properly audited and that each claim is audited for accuracy and errors. This yields superior returns for our clients. Omega's unique Revenue Integrity Analytics platform captures more missed charges, underpayments and claim errors than any competitor in the market. This market is large and can drive significant revenue and margins for Omega.

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 contracts make it a difficult business to penetrate. Both service offerings will be looked at for future repositioning in the market. One example of a possible repositioning of OCE is the ability to consistently find 10 - 12% more claims errors on Medicare and Medicaid outpatient claims than competing solutions. If Omega 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. Both services are used internally as part of our Revenue Integrity Analytics service offering.

2019- 2020 OMEGA - STRATEGIC PLAN OVERVIEW

Focus

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” charges and underpaid charge segments based on our Revenue Integrity Analytics platform. This strategic decision was based on the fact, 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 there is an opportunity for significant revenue growth in a scalable business model that will yield strong margins and cash generation for the Company.

For the planning period, Omega will focus exclusively on the following services:

Charge Accuracy Audits
The charge accuracy audits include audits of patient charts against the medical records 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
The claim audit and recovery include 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, CHI will evaluate, plan, and implement client desired features to our Revenue Integrity Analytics platform. This makes it easier to use, integrating with their current process, and deliver BI dashboards basis in a “light” user interface model.

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 engagements at conferences and 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 most challenging obstacle in selling in the healthcare field.

The following is the professional services sales model:

1. Establish sales leadership within Omega through a Director of Business Development with an internal team of client service representatives to improve the sales process and ongoing client retention efforts.

2. Omega has a total of 13 Business Development Advisors. These advisors come from various backgrounds, share the ability to support Omega and target client-engagements. The Company’s advisors consist of former politicians and executives from within the industry, and that all have demonstrated the ability to connect with the client.

3. Know the technical details of the competitors and the client which include developing relationships with executives, understand financial statistics and payor mixes. This positions Certive to differentiate and win on a client by client basis.

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

5. CHI leadership, Certive Advisory Council members and the Business Development Advisors all have C-Level contacts in hospitals and systems.

6. Channel partners know the clients and their problems.

7. White label for other revenue cycle providers, Experian, TransUnion, etc., or Tier 2 partnerships.

Operations

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

2. Institutionalize client onboarding by building upon existing processing technology to support sales and post sales and bring the Business Development Advisors closer to the Company. Expanded field presence utilizes technology tools to improve the client experience.

3. With the help of workflow and current technology, Omega is able to onboard new clients while maintaining adequate staffing levels.

4. CHI is currently evaluating the benefits of using cloud services or maintaining servers on site.

5. Develop a comprehensive employment contract which includes a stock option plan and is approved through the compensation committee.

6. The Company is currently seeking a cost-efficient office location for operations.

Investor Relations

1. Establish CHI as a thought leader in the market. Build awareness in the investment community as an emerging growth company. This is completed through delivery of a steady stream of content concerning the Company's performance and specific industry knowledge.

2. Utilize contemporary digital tools in marketing automation and social media to deliver content and nurture relationships with investors.

3. Present regularly at relevant microcap conferences.

Legal

The Company is reviewing actions of prior officers and directors related to the unauthorized settlement of loan obligations to the Company and to its subsidiary, CHI. Demands have been made to recover certain payments and reimbursements of funds paid by the Company.

FINANCIAL COMPARISON TO PRIOR PERIODS

Financial Position as at February 29, 2020 compared to May 31, 2019

The following discussion of the Company's financial position is based on the Company's consolidated statements of financial position as at February 29, 2020 and May 31, 2019, which are reported on a comparative basis in all material respects.

Current Assets

As at February 29, 2020, the Company's current assets were as follows: cash balance of $183,850 compared to $64,150 at the prior year-end; marketable securities of $4,233 compared to $23,875 at the prior year-end; accounts receivable of $494,936 compared to $399,968 at the prior year-end; and prepayments of $5,000 compared to $43,873 at the prior year-end. As at February 29, 2020, the Company's total current assets of $688,019 compared to $531,866 at the prior year-end. The increase in total current assets of $156,153 or 29% was primarily due to the increase in cash and accounts receivable. The cash increase of $119,700 was due primarily to funds being received from lenders participating in the Company's offering of 12% four-year convertible promissory notes. The accounts receivable increase of $94,968 was primarily due to the increase in work performed by Omega in identifying lost charges for its increasing hospital client base. Estimated amounts are accrued as revenue for Omega's completed work, which is known as "work-in-progress." After the hospital processes Omega's identified lost charges and receives payment from the payer, an invoice is generated and sent to the hospital for the Company's contingency fee, which is generally collected approximately 90 days after the work was initially completed by Omega. Such estimated monthly amounts accrued as revenue are subject to adjustment.

Non-current Assets

As at February 29, 2020, the Company's non-current assets were $429,232 compared to $407,508 at the prior year-end, an increase of $21,724 or 5% from the prior year-end due primarily to the Company's adoption of IFRS 16 – Leases on June 1, 2019, which recognizes the right-of-use assets for the Company's offices leases of $87,222 as of February 29, 2020. Such increase was partially offset by the amortization of the software development asset during the period.

Current Liabilities

As at February 29, 2020, the Company's current liabilities were $6,888,899 compared to $6,425,331 at the prior year-end. The increase of $463,568 or 7% is due to several factors:

- As at February 29, 2020, the Company's accounts payable and accrued liabilities of $2,341,794 compared to $1,752,088 at prior year-end, an increase of $589,706 or 34% due primarily to accrued interest expense incurred during the period of approximately $636,000 related to convertible promissory notes and 12% short-term demand notes. Such increase was partially offset by the accrued interest conversions to shares of common stock during the three months ended February 29, 2020.

- As of February 29, 2020, the current portion of the Company's convertible debt of $3,836,766 compared to $4,080,243 at the prior year-end, a decrease of $243,477 or 6% due primarily to the conversion of convertible debt during the nine months ended February 29, 2020. During the three months ended February 29, 2020, lenders elected to convert promissory notes with principal and interest totaling $1,784,305 into 30,105,449 shares of common stock at conversion rates ranging from $0.05 - $0.06 per share. Such decrease was partially offset by funds received from lenders participating in the Company's offerings of convertible promissory notes during the nine months ended February 29, 2020.

- As at February 29, 2020, the Company's short-term loans payable of $363,000 compared to $393,000 at the prior year-end, a decrease of $30,000 or 8% to repayment of $30,000 to a lender controlled by an officer and director of the Company, which re-loaned it back to the Company in return for a 12% four-year convertible promissory note.

- As at February 29, 2020, the Company's note payable – current portion of $300,000 compared to $200,000 at the prior year-end, an increase of $100,000 or 50% due to two changes since the prior year end as follows: (i) the Company made $150,000 of payments to the former owner of Omega's assets pursuant to the revised Asset Purchase Agreement; and (ii) the $250,000 of the note payable due in full by August 31, 2020, was re-classified during the nine months ended February 29, 2020 from a long term liability to a current liability because the due date now falls within the next 12-months.

- As at February 29, 2020, the Company's lease liability – current portion of $47,339 compared to $Nil at the prior year-end due to the June 1, 2019 implementation of IFRS 16 – Leases for the Company's office leases.

<u>Non-current Liabilities</u>

As at February 29, 2020, the Company's derivative liability of $Nil compared to $340,259 at prior year-end, due to warrants fully expiring prior to February 29, 2020.

As at February 29, 2020, the Company's note payable – long term portion is $Nil compared to prior year-end of $250,000 due to its reclassification to a current liability because the due date now falls within the next 12 months (more fully described above).

As at February 29, 2020, the Company's lease liability – long term portion of $46,578 compared to $Nil at the prior-year end due to the June 1, 2019 implementation of IFRS 16 – Leases for the Company's office leases.

<u>Shareholders' Deficit</u>

As at February 29, 2020, the Company's shareholders' deficit of ($5,818,226) compared to ($6,076,216) at prior year-end, a decrease of $257,990 or 4% due primarily to the $310,602 equity component of the convertible debt issuances and the $1,784,305 of common stock issuances resulting from lenders' elections to convert their convertible debt, which were partially offset by the loss and comprehensive loss of ($1,982,041) for the nine months ended February 29, 2020.

Working Capital Deficiency

As at February 29, 2020, the Company's working capital deficiency of $6,200,880 (which is the amount the Company's current liabilities of $6,888,899 exceeds the Company's current assets of $688,019) compared to a working capital deficiency of $5,893,465 at prior year-end, an increase of $307,415 or 5% resulting primarily from interest accruing on the Company's debt. 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 improving its working capital deficiency (see adjusted working capital schedule).

Financial Results for the nine months ended February 29, 2020 compared to the nine months ended February 28, 2019:

The following discussion of the Company's results of operations is based on the Company's consolidated financial statements for the nine months ended February 29, 2020 and February 28, 2019, which are reported on a comparative basis in all material respects.

Revenue

For the nine months ended February 29, 2020, the Company's revenues of $1,082,661 as compared to $754,350 for the prior period, an increase of $328,311 or 44% primarily due to the lost charge recovery services provided by the Omega Division successfully onboarding new clients.

Operating Costs

For the nine months ended February 29, 2020, the Company's total operating costs of $861,121 (representing 80% of the Company's total revenues) compared to $1,068,953 in the prior period (representing 142% of the Company's total revenues in the prior period). The net decrease in operating costs of $207,832 is due primarily to the following:

Direct Payroll Costs: For the nine months ended February 29, 2020, the Company's direct payroll costs of $715,391 compared to $962,316 in the prior period, a decrease of $246,925 or 26% due primarily to properly allocating direct payroll cost to general overhead salaries and wages unlike in the prior period (please see Salaries and Wages below along with its table).

Contractor and consultant fees: For the nine months ended February 29, 2020, the Company's contractors and consulting fees of $126,726 compared to $105,310 in the prior period, an increase of $21,416 or 20% due primarily to an increase in contractor and consulting fees related to Omega's increased use of independent contractors.

Expenses (General Overhead)

For the nine months ended February 29, 2020, the Company's total general overhead expenses of $2,344,063 compared to $1,752,688 for the prior period, an increase of $591,375 or 34% due primarily to the following:

Amortization and Depreciation: For the nine months ended February 29, 2020, the Company's amortization and depreciation of $221,403 compared to $58,707 for the prior period due to implementation of IFRS 16 – leases on June 1, 2019.

Interest and Bank Charges: For the nine months ended February 29, 2020, the Company's interest and bank charges of $776,769 compared to $669,158 for the prior period, an increase of $107,611 or 16% due primarily to interest expense related to increasing amounts of debt issuances for working capital.

General and Administrative Costs: For the nine months ended February 29, 2020, the Company's general administrative expenses of $231,196 compared to $122,380 for the prior period, an increase of $108,816 or 89% due primarily to costs associated with the Company's increased regulatory filing fees, audit and insurance expense and telecommunication costs.

Salaries and Wages: For the nine months ended February 29, 2020, the Company's salaries and wages of $608,126 compared to $234,436 for the prior period, an increase of $373,690 or 160% due primarily to an increase support staff in the Omega division as well as the proper allocation of such expenses with direct payroll costs unlike in prior period (see Direct Payroll Costs above and the table below).

	Three months ended February 28, 2019	% increase	Three months ended February 29, 2020	Nine months ended February 28, 2019	% increase	Nine months ended February 29, 2020
Direct Payroll Costs	$ 393,435		$ 282,104	$ 962,316		$ 715,391
General Overhead Salaries and Wages	28,633		192,183	234,436		608,126
Total	$ 422,068	12.4%	$ 474,287	$ 1,196,752	10.6%	$ 1,323,517

Because of the allocation error between Salaries and Wages and Direct Payroll Costs in the prior year, this table presents an increase in the combination of such accounts of 12.4% and 10.6% of the three and nine months ended February 29, 2020 and February 28, 2019. The combined increases are consistent with an increase in personnel and wages.

Loss from Operations

During the nine months ended February 29, 2020, the Company reported a loss from operations of ($1,982,041) compared to a loss of ($1,752,802) for the prior period, an increased loss of $229,239 or 13% was due primarily to an increase of interest expense related to increasing amounts of debt issuances for working capital and increasing salary and wages at the Omega division related to staff needed for the increasing number of clients.

Other Income and (Expense)

During the nine months ended February 29, 2020, the Company's foreign derivative recovery was $340,259 compared to $201,952 for the nine months ended February 28, 2019, an increase of $138,307 or 68.5% due primarily to the expiration of all remaining warrants.

During the nine months ended February 29, 2020, the Company's loss on the conversion of convertible debt was $210,204 compared to $Nil for the nine months ended February 28, 2019 due primarily to lenders electing to convert promissory notes with principal and interest totaling $1,784,305 into 30,105,449 shares of common stock at conversion rates ranging from $0.05 - $0.06 per share.

Loss and comprehensive loss

During the nine months ended February 29, 2020, the Company reported a net loss of ($1,982,041) or ($0.02) per basic and diluted income per share based on 104,992,828weighted average number of common shares compared to a net loss of ($1,756,044) or ($0.02) per basic and diluted income per share based on 81,441,529 weighted average number of common shares for the prior period. The increased loss and comprehensive loss of $225,997 or 13% over the prior period was due primarily to an increase of interest expense related to increasing amounts of debt and increasing salary and wages at the Omega division related to staff needed for the increasing number of clients.

Financial results for the three months ended February 29, 2020 compared to the three months ended February 28, 2019:

During the three months ended February 29, 2020, the Company reported a net loss and comprehensive loss of ($505,484) or $0.00 per basic and diluted loss per share based on 117,682,640 weighted average number of common shares compared to a net loss of ($705,036) or $0.01 per basic and diluted income per share based on 83,701,740 weighted average number of common shares for the three months ended February 28, 2019. The decrease in net loss and comprehensive loss of $199,552 or 28% over the prior period was due primarily to the Company's non-recurring items such as derivative recovery offset by loss on conversion of convertible debt.

During the three months ended February 29, 2020, the Company's revenue of $418,439 compared to $175,331 for the three months ended February 28, 2019, an increase of $243,108 or 139% due primarily to onboarding of new clients.

During the three months ended February 29, 2020, the Company's overhead expenses were $819,099 compared to $699,238 for the three months ended February 28, 2019, an increase of $119,861 or 17% due primarily to the following:

Bank charges & interest: a decrease of $65,694
Management fees: a decrease of $47,000
Salaries & wages: an increase of $163,550
Deprecation: an increase of $54,232

During the three months ended February 29, 2020, the Company's foreign derivative recovery was $423,077 compared to $140,576 for the three months ended February 28, 2019, an increase of $282,501 or 201% due primarily to the expiration of all remaining warrants.

During the three months ended February 29, 2020, the Company's loss on the conversion of convertible debt was $210,204 compared to $Nil for the three months ended February 28, 2019 due primarily to lenders electing to convert promissory notes with principal and interest totaling $1,784,305 into 30,105,449 shares of common stock at conversion rates ranging from $0.05 - $0.06 per share.

ADJUSTED WORKING CAPITAL TABLE as of February 29, 2020

Certive Solutions, Inc
Adjusted Working Capital Calculation
February 29, 2020

	Covertible Debt	Short Term Loans	Accounts Payable & Accrued Liabilities	Note Payable Current Portion	Deferred Gain	Total Adjusted Current Liabilities
Total Current Assets:						**$ 688,019**
Current Liabilities:	3,836,767	363,000	2,341,796	300,000	-	6,841,562
Amounts to be converted:						-
Convertible Unsecured	(3,836,767)					(3,836,767)
Amounts paid subsequent to year end						-
Convertible amounts owing to Directors & Advisory Board Members			-			-
Other Convertible Loans		-				-
Total Adjusted Current Liabilities	-	363,000	2,341,796	300,000	-	3,004,796
Net Working Capital						**$ (2,316,778)**

As at February 29, 2020, the Company had a working capital deficiency of ($6,200,880). However, there are certain current liabilities that may be converted to equity. Assuming conversion of convertible debt into common stock of the Company, the Company's adjusted working capital deficiency would improve to be a working capital deficiency of ($2,316,778) as follows:

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. In order for the Company to fully support its operating costs, it must generate approximately $300,000 per month in revenue. Presently, the Omega division generates approximately $130,000+ in monthly revenues. With many new revenue categories being identified by management, the near-term working capital problem is correctable. Fluctuations in liquidity will continue as long as the Omega division operates at a loss. Reduction in staffing levels and /or modified work schedules are internal means by which the Company will control these variances.

2. The Company has liquidity risk associated with past due and maturing financial instruments. As at February 29, 2020, the Company had a cash balance of $183,850 and total current liabilities of $6,888,899 of which $3,836,766 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 reduced if all convertible debt discussed in the MD&A is exercised. The current working capital deficiency is ($6,200,880) and as adjusted ($2,316,778). 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 ($6,200,880) and adjusted working capital deficiency of ($2,316,778) 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 several 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 liabilities in arrears related to lease payments, interest and principal payments on debt, debt covenants, redemption or retraction or sinking fund payments, other than certain convertible notes in the aggregate amount of $2,231,109 and certain accounts payable and accrued liabilities that are in arrears of $881,754.
6. The Company has accrued but not paid interest on all of its convertible debt. The terms of the agreements with the company's note holders are that, in most cases, accrued interest expense may be convertible at the noteholders option into shares at defined prices during 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 conversions 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 February 29, 2020 the Company had no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company does not have any other proposed transactions to discuss at this time.

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 Officers & Directors, Key Management Personnel ("KMPs"), Advisory Council members and companies owned in whole or in part by them as follows**:**

Name	Position and nature of relationship
Bridge Business Development	Company controlled by former officer and director
InteliHealth	Company controlled by advisory council member
UTA Holdings, LLC	Company controlled by advisory council member
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 officer and director
Lena V. LaMantia Trust	Company controlled by officer and director
Tim Hyland	Director, officer and former advisory council member
Tom Marreel	Director, officer and former advisory council member
Jeff Wareham	Independent Director
Jack Saltich	Independent Director
Scott Thomas	Director and VP Investor Relations
Brian Cameron	Former officer and director
Mike Miller	Corporate secretary and chief legal officer
Susan Miller	Spouse of the corporate secretary
Fredrick Erickson	Former key management personnel
Ann Fierro	Key management personnel
Van Potter	Former officer and director
Jeff Benton	Advisory council member
Dr. 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
Dr. J.J. Linder	Advisory council member
Scott Donaldson	Advisory council member
Sheila Schweitzer	Advisory council member

The amounts due (to) or from the related parties are as follows:

	Nature of relationship		February 29, 2020		May 31, 2019
Account payable (Note 10)	Former directors, key management personnel	$	99,062	$	126,873
Accounts payable (Note 10)	Directors, key management personnel, and companies controlled by these parties,	$	89,900	$	45,900
Convertible loans – face value (Note 11)	Directors	$	130,000	$	606,372
Convertible loans – face value (Note 11)	Advisory board member	$	620,852	$	533,112
Convertible loans – face value (Note 11)	Former officer and director	$	55,000	$	55,000
Notes payable (Note 7)	Key management personnel	$	300,000	$	450,000
Short-term loans payable (Note 12)	Former officer and director	$	25,000	$	25,000
Short-term loans payable (Note 12)	Directors and key management	$	80,000	$	70,000

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 three and nine months ended February 29, 2020 and February 28, 2019 are as follows:

		Nine months ended February 29, 2020		Three months ended February 29, 2020		Nine months ended February 28, 2019		Three months ended February 28, 2019
Management fees	$	57,000	$	21,000	$	122,000	$	68,000
Salaries to key management personnel, included in operating costs and expenses		191,250		95,625		191,250		63,750
Salaries to key management personnel, included in discontinued operations		-		-		116,970		40,700
Consulting fees		119,000		25,000		164,223		64,251
Director's fees		-		-		10,000		-
Professional fees		244,734		83,851		192,947		53,335
Corporate finance fee to an advisory board member, and directors		-		-		12,000		-
Total	$	611,984	$	225,476	$	809,390	$	290,036

LEASES

The Company had two lease agreements for its leased office premises. For Certive and CHI, the Scottsdale, Arizona lease agreement expires on July 31, 2020. The Company intends to extend the lease for an additional two-year period. For Omega, the lease agreement expired on March 31, 2020 and Omega planned to relocate. However, those plans have been delayed. Due to the local Mayor's "shelter-in-place" order issued March 15, 2020, Omega moved out of its offices, stored its furnishings, relocated its servers to a secure vendor and its employees are all working remotely from their homes until further notice. Prior to June 1, 2019, leases of office premises were classified as operating leases. At June 1, 2019, the leases were recognized as a right-of-use asset and a corresponding liability was measured at the present value of the remaining lease payments using the Company's incremental borrowing rate of 15% and the lease terms of 3 years and 10 months respectively. The right-of-use asset is depreciated over the lease terms on a straight-line basis.

Right-of-use Assets

		Certive Solutions Inc.		Omega Technology Solutions Inc.		Total
Cost						
Balance at June 1, 2019 and February 29, 2020	$	95,738	$	154,180	$	249,918
Accumulated depreciation						
Balance at June 1, 2019	$	-	$	-	$	-
Depreciation		23,935		138,761		162,696
Balance at February 29, 2020	$	23,935	$	138,761	$	162,696
Net Book Value						
June 1, 2019	$	95,738	$	154,180	$	249,918
February 29, 2020	$	71,803	$	15,419	$	87,222

Lease Liability

		Certive Solutions Inc.		Omega Technology Solutions Inc.		Total
Balance at June 1, 2019	$	95,738	$	154,180	$	249,918
Interest		8,480		8,017		16,497
Payments		(26,351)		(146,147)		(172,498)
Balance at February 29, 2020	$	77,867	$	16,050	$	93,917

		February 29, 2020
Lease liability – current portion	$	47,339
Lease liability – non-current portion		46,578
Total	$	93,917

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 the date of this MD&A, 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 reviews interim financial statements and key risks on a quarterly basis and query’s management about any 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 factors 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 unutilized 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*.

SUBSEQUENT EVENTS

None other than those disclosed above in the section titled Material Events Subsequent to February 29, 2020.

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.

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:	February 29, 2019	April 29, 2020
Common shares	133,214,429	134,214,429
Stock options	10,258,708	10,658,708
Warrants	Nil	Nil

BASIS OF PRESENTATION

Please refer to Note 2 of the Company's condensed consolidated interim financial statements of the Company as at and for the nine months ended February 29, 2020.

SIGNIFICANT ACCOUNTING POLICIES

Please refer to Note 3 of the Company's condensed consolidated interim financial statements of the Company as at and for the nine months ended February 29, 2020.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

A number of new standards, amendments to standards and interpretations are not yet effective as at the date of issuing these statements and have not been applied in preparing these financial statements. The Company has not early adopted any of the new standards and is currently evaluating the impact, if any, that such standards might have on the Company's financial statements. Please refer to Note 3 of the Company's condensed interim consolidated financial statements as of and for the nine months ended February 29, 2020.

RISK FACTORS AND UNCERTAINTIES

Strategic and Operational Risks

Strategic and operational risks are risks that arise if the Company fails to develop its strategic plans. These strategic opportunities or threats evolve 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 August 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

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

No History of Earnings or Dividends

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

Potential Profitability Depends Upon Factors Beyond the Control of the Company

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

Dependency on a Small Number of Management Personnel

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

Failure to Perform Contracts

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

Project Performance

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

Intangible Asset Impairment

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

Future Capital Requirements

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

FORWARD LOOKING FINANCIAL STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words “may,” “will,” “projects,” “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 Risk Factors and Uncertainties 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 CHI. At the date of this MD&A 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
Jeffrey Wareham	Director, Chair - Audit Committee
Scott Thomas	Director, VP Investor Relations
Jack Saltich	Director, Chair - Governance, Compensation and Nominations Committee
Michael Miller	Corporate Secretary and Chief Legal Officer

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