Certive Solutions Inc.

Condensed Consolidated Interim Financial Statements
(Expressed in U.S. Dollars)

As at and for the six-month period ended November 30, 2021

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No Auditor Review of the Condensed Consolidated Interim Financial Statements

The accompanying unaudited condensed consolidated interim financial statements of Certive Solutions Inc. (the "Company") as at and for the six-month period ended November 30, 2021 have been prepared by management and have not been the subject of a review by the Company's external independent auditors.

Certive Solutions Inc.

Vancouver, British Columbia
January 31, 2022

Certive Solutions Inc.

Condensed consolidated interim statements of financial position as at:

(Unaudited - Expressed in U.S. Dollars)

	Notes		November 30, 2021		May 31, 2021
ASSETS					
Current assets					
Cash		**$**	**4,936**	$	1,935
Marketable securities	4		**17,412**		36,785
Receivables	5		**353,816**		404,091
Prepayments and other			**57,964**		40,532
Total current assets			**434,128**		483,343
Non-current assets					
Receivable from sale of KCA	6		**91,052**		95,801
Software development	7		**91,709**		130,848
Total assets		**$**	**616,889**	$	709,992
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	8	**$**	**2,941,854**	$	2,618,380
Convertible debt	11		**4,914,156**		4,237,090
Short term loans	10		**709,856**		915,891
Note payable – current portion	11		**300,000**		300,000
Derivative liability	13		**0**		230,574
Total current liabilities			**8,865,866**		8,301,935
Non-current liabilities					
Note payable – long term portion	11		**150,000**		150,000
Total liabilities			**9,015,866**		8,451,935
Shareholders' deficit					
Share capital	12		**24,311,081**		24,311,081
Reserve – Transaction costs			**(655,877)**		(655,877)
Reserve – Share options			**1,885,357**		1,880,841
Reserve – Share warrants			**728,387**		728,387
Contributed surplus			**766,829**		766,829
Equity portion of convertible debt			**880,728**		618,876
Deficit			**(36,315,482)**		(35,392,080)
Total shareholders' deficit			**(8,398,977)**		(7,741,943)
Total shareholders' deficit and liabilities		**$**	**616,889**	$	709,992

Nature of operations and going concern (Note 1)
Subsequent events (Note 19)

Certive Solutions Inc.

Condensed consolidated interim statements of loss and comprehensive loss for three and six-months ended:
(Unaudited - Expressed in U.S. Dollars)

	Notes	**Three-months ended November 30, 2021**	Three-months ended November 30, 2020	**Six-months ended November 30, 2021**	Six-months ended November 30, 2020
REVENUE					
Lost charge recovery revenue		$ **356,353**	$ 419,005	$ **620,189**	$ 841,902
OPERATING COSTS					
Commissions		**6,578**	5,670	**16,336**	13,285
Contractors and consulting fees		**12,000**	13,000	**24,450**	25,580
Direct payroll and employee benefits		**355,918**	360,459	**718,631**	670,565
License fees		**-**	-	**70**	150
Total operating costs		**(374,496)**	(379,129)	**759,487**	(709,580)
GROSS PROFIT		**(18,143)**	39,876	**(139,298)**	132,322
EXPENSES – SG&A					
Amortization	7	**19,569**	27,081	**39,139**	39,138
Depreciation		**-**	-	**-**	5,452
Bad debt expense	5	**8,490**	65,483	**33,723**	22,710
Bank charges and interest		**219,623**	197,595	**419,295**	383,706
Consulting fees		**34,000**	22,500	**34,000**	45,000
Foreign exchange		**(50,515)**	30,219	**(188,760)**	146,528
General and administrative		**60,863**	47,726	**121,847**	97,096
Professional fees		**2,466**	2,200	**19,992**	3,070
Rent		**7,902**	7,499	**15,804**	11,249
Salaries and wages	14	**225,841**	236,053	**446,907**	478,686
Sales and marketing		**3,109**	8,224	**12,794**	16,189
Share-based compensation	12	**2,788**	2,259	**4,516**	4,519
Transfer agent and filing fees		**17,935**	10,779	**37,413**	17,789
Travel and promotion		**629**	1,117	**629**	1,863
Total expenses – SG&A		**(552,700)**	(658,735)	**(997,297)**	(1,272,995)
Loss from operations		**(570,843)**	(618,859)	**(1,136,595)**	(1,140,673)
Derivative (expense) recovery	13	**184,619**	(478)	**230,574**	(20,180)
Unrealized gain (loss) on marketable securities	4	**(13,557)**	(859)	**(21,829)**	(1,167)
PPP loan forgiveness		**-**	370,702	**-**	373,910
Recovery of accounts payable		**-**	11,835	**4,448**	18,335
Recovery of rent expense		**-**	-	**-**	1,552
Other income, net		**171,062**	381,200	**213,193**	372,450
Net loss and comprehensive loss for the period		$ **(399,781)**	$ (237,659)	$ **(923,402)**	$ (768,223)
Basic and diluted loss per common share		$ **(0.00)**	$ (0.00)	$ **(0.01)**	$ (0.01)
Weighted average number of common shares outstanding		**144,404,692**	139,552,114	**144,404,692**	139,167,422

The accompanying notes are an integral part of these condensed consolidated interim financial statement.

Certive Solutions Inc.

Condensed consolidated interim statements of cash flows for the six-months ended:
(Unaudited - Expressed in U.S. Dollars)

		November 30, 2021		November 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	$	**(923,402)**	$	(768,223)
Amortization and depreciation expense		**39,139**		44,590
Share-based compensation expense		**4,516**		4,519
Accrued interest and accretion		**139,768**		275,720
Derivative (recovery) expense		**(230,574)**		21,180
Foreign exchange loss (gain)		**1,992**		(32,224)
Other expense (income)		**-**		(3,208)
Payment of security deposit		**-**		(2,500)
Gain from write-off of debt		**(4,448)**		(18,335)
Unrealized loss on marketable securities		**21,829**		859
Recovery of rent expense		**-**		(1,552)
Non-cash working capital item changes:				
Receivables		**50,275**		(102,483)
Prepaid and other assets		**(17,432)**		75,743
Accounts payable and accrued liabilities		**183,706**		184,712
Net cash used in operating activities		**(734,631)**		(322,202)
CASH FLOWS FROM INVESTING ACTIVITIES				
Cash received from KCA		**4,749**		6,849
Net cash from investing activities		**4,749**		6,849
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from short term loan		**-**		156,000
Proceeds from convertible debt, net		**938,918**		183,000
Repayment of short-term loan, net		**(206,035)**		
Lease payments made		**-**		(4,137)
Repayment of convertible debt (principal portion)		**-**		(6,652)
Net cash from financing activities		**732,883**		328,211
Net increase in cash during the period		**3,001**		12,858
Cash, beginning of the period		**1,935**		29,295
Cash, end of the period	$	**4,936**	$	42,153
Cash paid for				
Interest	$	**56,758**	$	66,833
Taxes	$	**-**	$	-

Non-cash transactions affecting cash flows from financing and investing activities for the six-months ended November 30, 2020:

- The Company issued $50,000 of convertible debt in exchange for consulting services, of which $25,000 is recorded as prepaid expense as at November 30, 2020.
- The Company issued 1,667,000 shares through converting $61,212 of convertible debt, which included principal and accrued interest (Note 13).
- The Company's SBA PPP loan principal of $368,000 was forgiven by the SBA and recorded as a non-operating gain (Note 7).

There were no non-cash transactions affecting cash flows from financing and investing activities for the six-months ended November 30, 2021:

Certive Solutions Inc.

Condensed consolidated interim statements of changes in shareholders' deficit for the six-months ended November 30, 2021 and the year ended May 31, 2021:
(Unaudited - Expressed in U.S. Dollars)

	Capital Stock											
	Number of Shares	Amount	Shares to be Issued	Reserve – Transaction Costs	Reserve – Share Options	Reserve – Warrants	Contributed Surplus	Other Equity Instruments	Shares to be Returned to Treasury	Equity Portion of Convertible Debt	Deficit	Total Deficit
Balance as at May 31, 2020	**137,885,114**	**$ 23,923,918**	**$ -**	**$ (655,877)**	**$ 1,871,803**	**$ 728,387**	**$ 766,829**	**$ -**	**$ -**	**$ 599,651**	**$ (33,348,704)**	**$ (6,113,993)**
Convertible debt issued	-	-	-	-	-	-	-	-	-	70,525	-	70,525
Equity portion of shares issued for conversion of debt	-	51,300	-	-	-	-	-	-	-	(51,300)	-	-
Shares issued for the conversion of convertible debt	6,519,578	335,863	-	-	-	-	-	-	-	-	-	335,863
Share-based compensation	-	-	-	-	9,038	-	-	-	-	-	-	9,038
Loss and comprehensive loss	-	-	-	-	-	-	-	-	-	-	(2,043,376)	(2,043,376)
Balance as at May 31, 2021	**144,404,692**	**$ 24,311,081**	**$ -**	**$ (655,877)**	**$ 1,880,841**	**$ 728,387**	**$ 766,829**	**$ -**	**$ -**	**$ 618,876**	**$ (35,392,080)**	**$ (7,741,943)**
Balance as at May 31, 2021	**144,404,692**	**$ 24,311,081**	**$ -**	**$ (655,877)**	**$ 1,880,841**	**$ 728,387**	**$ 766,829**	**$ -**	**$ -**	**$ 618,876**	**$ (35,392,080)**	**$ (7,741,943)**
Convertible debt issued	-	-	-	-	-	-	-	-	-	261,852	-	261,852
Shares issued for the conversion of convertible debt	-	-	-	-	-	-	-	-	-	-	-	-
Share-based compensation	-	-	-	-	4,516	-	-	-	-	-	-	4,516
Loss and comprehensive loss	-	-	-	-	-	-	-	-	-	-	**(923,402)**	**(923,402)**
Balance as at November 30, 2021	**144,404,692**	**$ 24,311,081**	**$ -**	**$ (655,877)**	**$ 1,885,357**	**$ 728,387**	**$ 766,829**	**$ -**	**$ -**	**$ 880,728**	**$ (36,315,482)**	**$ (8,398,977)**

1. NATURE OF OPERATIONS AND GOING CONCERN

Certive Solutions Inc. (the "Company") was incorporated under the Laws of British Columbia and is traded on the Canadian Security Exchange ("CSE") and is quoted on the OTCQB in the United States. The Company provides Revenue Cycle Management Services to U.S. hospitals, delivered collaboratively, utilizing proprietary workflow document management and analytics tools tailored to health care business processes. The Company currently provides services to hospital clients enhancing the efficiency and effectiveness of lost charge recovery services, in revenue sharing relationships that improve hospital clients' net operating results.

The Company's mailing address is 1185 West Georgia Street, Suite 1140, Vancouver, BC V6E 4E6. The Company's operational headquarters is located at 8149 N. 87th Place, Scottsdale, Arizona 85258.

These condensed consolidated interim financial statements of the Company are presented in U.S. dollars, unless otherwise indicated, which is the functional currency of the Company.

These condensed consolidated interim financial statements have been prepared using International Financial Reporting Standards ("IFRS") on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain financing and generate positive cash flows from its operations. After experiencing a net loss of ($923,402) for the six-months ended November 30, 2021, the Company has a working capital deficit of ($8,431,738) and an accumulated deficit of ($8,398,977) as at November 30, 2021.

Management of the Company does not expect that cash flows for the Company's operations will be enough to cover its operating requirements, financial commitments, and business development priorities during the next twelve months. The Company will need to obtain further financing in the form of debt, equity, or a combination thereof for the next twelve months to fund operations. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. There is also uncertainty as the likely effects of the novel coronavirus ("COVID-19") outbreak which may, among other things, impact the Company's operations and ability to raise further financing (see Note 18). If adequate funds are not available, the Company may be required to delay or reduce the scope of its operations. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classification that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

2. BASIS OF PRESENTATION

a) Statement of compliance to International Financial Reporting Standards

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of condensed consolidated interim financial statements, including IAS 34, Interim Financial Reporting and using the same accounting policies and methods of computation as the Company's audited consolidated financial statements for the year ended May 31, 2021. These condensed consolidated interim financial statements do not include all the information required for full annual consolidated financial statements. These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended May 31, 2021.

The accounting policies followed by the Company are as set out in the audited consolidated financial statements for the year ended May 31, 2021 and have been consistently followed in the preparation of these condensed consolidated financial statements.

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments classified as fair value through profit and loss, and available for sale, which are stated at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these condensed consolidated interim financial statements are in accordance with IFRS.

These condensed consolidated interim financial statements were reviewed and approved and authorized for issue by the Board of Directors of the Company on January 31, 2022.

b) Significant accounting judgments and estimates

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

<u>Critical judgments</u>

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

<u>Key sources of estimation uncertainty</u>

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with 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:

2. BASIS OF PRESENTATION (cont'd…)

b) Significant accounting judgments and estimates (cont'd…)

i) 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.

ii) 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.

iii) 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.

iv) 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 judgments 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.

(Unaudited - Expressed in U.S. Dollars)

2. BASIS OF PRESENTATION (cont'd…)

b) Significant accounting judgments and estimates (cont'd…)

v) 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.

vi) 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.

vii) Right-of-use assets

On adoption of IFRS 16, the Company recognized the lease liabilities which were previously classified as operating leases under IAS 17. The liabilities were measured at the present value of the remaining lease payments and using discount rate of 15%. The Company previously had two office leases that were classified as finance leases effective as at June 1, 2019.

c) 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, and its subsidiaries is the U.S. dollar.

d) Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its subsidiaries. Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing these condensed consolidated interim financial statements. Details of the Company's subsidiaries are as follows:

Name	Place of Incorporation	Nov. 30, 2021 Interest %	May 31, 2021 Interest %	Principal activity
Certive Solutions Inc. (the parent company)	British Columbia, Canada	100%	100%	Management solutions
Certive Health Inc. ("CHI")	Arizona, United States	100%	100%	Management solutions
Certive Health Revenue Solutions Inc. ("CHRS") (formerly "Omega Technology Solutions Inc.")	Arizona, United States	100%	100%	Healthcare revenue cycle management solutions
Certive Health Compliance Solutions Inc. ("CHCS")	Arizona, United States	100%	N/A	Cyber-security defense solutions for healthcare companies
Advantive Information Systems Inc. ("AIS")	Arizona, United States	100%	100%	Dormant

3. NEW AND FUTURE ACCOUNTING POLICIES

a) New standards adopted

IFRS 16 – Leases. The scope of IFRS 16 includes leases of all assets, with certain exceptions. The Company adopted this standard effective June 1, 2019. IFRS 16 requires lessees to account for all leases under a single on-balance sheet model in a similar way to finance leases under IAS 17. The standard includes two recognition exemptions for lessees – leases of "low-value" assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less).

At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will be required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Right-of-use assets will be measured at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments. Lessor accounting is substantially unchanged from today's accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases.

On transition, the Company elected to apply the practical expedient to grandfather the determination of which contract is or contains a lease and will apply IFRS 16 to those contracts that were previously identified as leases. The Company elected to apply the effect of changes retrospectively with the cumulative effect of initially applying the standards recognized to retained earnings at the date of initial application which is June 1, 2019 (Note 18). The right-of-use assets are measured on adoption at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to the lease recognized in the statement of financial position at adoption.

The following is the Company's accounting policy for leases under IFRS 16:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Company's incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate. The change in the Company's estimate depends on the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension, or termination option.

(Unaudited - Expressed in U.S. Dollars)

3. NEW AND FUTURE ACCOUNTING POLICIES (cont'd…)

b) Future accounting pronouncements

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 these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

4. MARKETABLE SECURITIES

Cost		
At May 31, 2019, 2020, 2021 and November 30, 2021	$	7,474
Adjustment to fair value		
At May 31, 2019		17,982
Unrealized loss		(22,377)
At May 31, 2020		(4,395)
Unrealized gain		33,743
At May 31, 2021		29,348
Unrealized gain (loss)		(28,956)
At November 30, 2021		392
Monetary exchange		
At May 31, 2019		(1,581)
At May 31, 2020		1,250
At May 31, 2021		(37)
At November 30, 2021		9,546
Net Book Value		
At May 31, 2020	$	4,329
At May 31, 2021	$	36,785
At November 30, 2021	$	17,412

5. RECEIVABLES

		November 30, 2021		May 31, 2021
GST input tax credits	$	**13,160**	$	12,941
Trade receivables		**145,457**		23,360
Work in progress ("WIP")		**404,192**		545,417
Allowance for uncollectible WIP		**(208,993)**		(177,627)
	$	**353,816**	$	404,091

The average credit period on rendering of services is between 30 to 45 days. No interest is charged on outstanding trade receivables.

(Unaudited - Expressed in U.S. Dollars)

6. DISCONTINUED OPERATIONS

During the year ended May 31, 2019, the Company entered into a Sale Agreement (the "Sale Agreement") to sell the stock of Knowledge Capital Alliance Inc. ("KCA") to KCA's president (the "Purchaser") effective as of May 31, 2019. The terms of the Sale Agreement are as follows:

The Company sold the original 100 shares received in the acquisition of KCA to the Purchaser for $1,200,000 (the "Purchase Price"). As such, all assets, liabilities, and business of KCA were transferred to the Purchaser by the Company effective as of May 31, 2019 and relinquished any rights or interest in the operating results of KCA that are earned on or after June 1, 2019. The 100 shares of stock in Knowledge Capital Alliance Inc. will remain in safekeeping with Trustee until the terms of the Sale Agreement are fulfilled.

The Purchase Price was made up as follows:

- The Purchaser transferred 900,000 shares of the Company back to the Company, at a value of $270,000; and

- Cash in the amount of $930,000 to be paid in monthly installments of net revenues as follows:

Annualize net revenue	Monthly percentage payment
Less than $400,000	3.0%
$400,000 - $499,999	5.0%
$500,000 - $750,000	7.5%
$750 001 - $1,000,000	10.0%
$1,000,001 - $2,000,000	12.5%
Greater than $2,000,000	15.0%

Following the final and full payment of $930,000, an on-going royalty of 5.0% of the net revenues shall be paid to the Purchaser of the Company on a quarterly basis for a period of 36-months.

In the event that KCA is sold by the Purchaser prior to the payment of $930,000, the remainder of the payment will be due to the Company, in addition to 15% of the excess purchase price over $930,000.

The Company determined, based on the net revenues of KCA, that the probability of collecting the full $930,000 from on-going royalty payments is remote. As a result, the Company calculated that the amount receivable was $112,851 as at May 31, 2019, based on a 5-year cash flow projection, using a discounted rate of 20%, and 5-year projected net revenues of KCA. The Company's receivable from KCA is $91,052 as at November 30, 2021 and $95,801 as at May 31, 2021.

(Unaudited - Expressed in U.S. Dollars)

7. SOFTWARE DEVELOPMENT

		Software Development
Cost		
Balance at May 31, 2019, 2020, 2021 and November 30, 2021	$	573,316
Accumulated Amortization		
Balance at May 31, 2019	$	278,659
Amortization		85,533
Balance at May 31, 2020		364,192
Amortization		78,276
Balance at May 31, 2021		442,468
Amortization		39,139
Balance at November 30, 2021	$	481,607
Net Book Value		
At May 31, 2020	$	209,124
At May 31, 2021	$	130,848
At November 30, 2021	$	91,709

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		November 30, 2021		May 31,2021
Accounts payable	$	**354,437**	$	347,875
Accrued liabilities		**1,843,444**		1,730,468
Payroll and payroll tax liabilities		**743,973**		540,037
	$	**2,941,854**	$	2,618,380

(Unaudited - Expressed in U.S. Dollars)

9. CONVERTIBLE DEBT

As at May 31, 2021 and November 30, 2021, the Company had the following convertible debt:

Description		Face value	Total liability Nov.30, 2021	Total liability May 31, 2021
Past due convertible note, convertible at CDN$0.25 per share, accruing interest at 5% per annum – debt settled during the period	CDN$	30,000	$ -	$ 24,852
Past due convertible note, convertible at CDN$0.50 per unit, with each unit consisting of one common share, and one common share purchase warrant, exercisable at CDN$0.55 for one year, accruing interest at 8% per annum.	CDN$	423,000	**330,659**	350,413
Past due convertible note, convertible at CDN$0.10 per share, accruing interest at 12% per annum.	CDN$	10,000	**7,817**	8,284
Past due convertible note, convertible at CDN$0.25 per share, accruing interest at 10% per annum and at 18% per annum after maturity	CDN$	400,000	**312,680**	331,360
Past due convertible note, convertible at CDN$0.15 per share, accruing interest at 18% per annum.	CDN$	700,000	**547,190**	578,967
Past due convertible note, convertible at $0.03 per share, accruing interest of 15% per annum	$	50,000	**50,000**	50,000
Past due convertible note, convertible at $0.06 per share, accruing interest of 18% per annum	$	50,000	**50,000**	50,000
Past due convertible note, convertible at $0.04 per share, accruing interest of 10% per annum	$	90,000	**90,000**	90,000
Past due convertible note, convertible at CDN$0.04 per share, accruing interest of 10% per annum until the maturity date, and 18% per annum thereafter	CDN$	375,000	**293,137**	310,650
Past due convertible note, convertible at CDN$0.06 per share, accruing interest of 10% per annum until the maturity date, and 18% per annum thereafter	CDN$	400,000	**312,680**	331,360
Past due convertible note, convertible at $0.15 per share, accruing interest of 10% per annum until the maturity date, and 18% per annum thereafter (Note 14)	$	250,000	**175,000**	250,000
Past due convertible note, convertible at $0.03 per share, accruing interest of 10% per annum	$	50,000	**50,000**	49,997
Mature on February 28, 2022, convertible at $0.03 per share, accruing interest of 10% per annum	$	253,561	**249,579**	240,897
Past due convertible notes, convertible at $0.06 per share, accruing interest of 8% per annum (Note 14)	$	819,093	**559,298**	536,793
Mature on February 29, 2024, convertible at $0.14 per share, accruing interest of 12% per annum (Note 14)	$	747,052	**656,059**	642,372
Mature on February 29, 2024, convertible at $0.14 per share, accruing interest of 12% per annum (Note 14)	$	452,609	**397,838**	391,144
Mature on October 15, 2025, convertible at $0.14 per share, accruing interest of 10% per annum (Note 14)	$	1,144,447	**832,219**	-
			$ **4,914,156**	$ 4,237,090

As at May 31, 2021 and November 30, 2021, the Company has the following convertible notes outstanding:

	Nov. 30, 2021	**May 31, 2021**
Convertible notes past due	$ **2,778,461**	$ 2,375,886
Convertible notes due within 12 months of period end	**249,579**	827,687
Convertible notes due after 12 months from period end	**1,886,116**	1,033,517
	$ **4,914,156**	$ 4,237,090

(Unaudited - Expressed in U.S. Dollars)

9. CONVERTIBLE DEBT (cont'd…)

On October 15, 2021, the Company closed its Offering of 10% 48-month Convertible Promissory Notes convertible at $0.14/share. The notes are to be repaid from, among other sources, the lenders' pro rata share of 25% of the net cash collections from three recent new clients along with its next new client. The Company raised a total of $852,050 of cash and debt-settled past due principal amounts of $159,249 into the Offering. Along with discounts and accrued, unpaid interest related to these amounts, at closing, the Company issued 10% 48-month Convertible Promissory Notes totaling $1,144,447.

On October 29, 2021, the Company's Board of Directors approved a new non-brokered $1M Private Placement. The funds received from this Offering shall primarily be utilized for the purpose of establishing and funding (seeding) its newly created subsidiary CHCS. The Offering will be ten US$100,000 "Units" and each Unit shall include the following:

- $50,000 for 500,000 shares of Certive at a deemed value of $0.10/share; and
- $50,000 for a 0.5% direct ownership of Certive's new operational subsidiary CHCS, which has a deemed value of $10M.

10. SHORT-TERM LOANS

Loans are made of the following:

		November 30, 2021		May 31, 2021
Loans from related parties (Note 14) (1)	$	**472,217**	$	554,512
Loans from other entities (2)		**237,639**		361,379
	$	**709,856**	$	915,891

(1) As at November 30, 2021, of these short-term loans from related parties, $358,217 are non-interest-bearing advances to the Company, due on demand. Of the remaining $472,217, $114,000 have an interest rate of 12% and are due on demand. As at May 31, 2021, of these short-term loans from related parties, $299,250 are non-interest-bearing advances to the Company, due on demand. Of the remaining $255,262, $113,000 have an interest rate of 12% and $142,262 have an interest rate of 10% and all are due on demand.

(2) As at August 31, 2021, of these short-term loans from other parties, $108,000 are noninterest bearing advances to the Company, due on demand. Of the remaining $674,787, $125,000 have an interest rate of 12% and are due on demand. The remaining $4,566 is a line of credit owing to a financial institution that bears interest at 4% per annum. As at May 31, 2021, of these short-term loans from other parties, $100,000 are noninterest bearing advances to the Company, due on demand. Of the remaining $261,379, $125,000 have an interest rate of 12% and $131,525 have an interest rate of 10% and all are due on demand. The remaining $4,854 is a line of credit owing to a financial institution that bears interest at 4% per annum.

11. NOTES PAYABLE

Short-term notes

During the year ended May 31, 2016, the Company completed the acquisition of the assets of CHRS. In connection with the acquisition, the Company issued a convertible promissory note of $600,000 to the former owner of the assets of CHRS. This promissory note was then converted into 10,000,000 shares of the Company's common stock, which were issued during the year ended May 31, 2019. In addition, the Company issued 1,300,000 additional common shares of the Company (with a deemed value of $240,000) as directed by the former owner of the assets of CHRS during the year ended May 31, 2019.

11. NOTE PAYABLE (cont'd…)

Short-term notes (cont'd…)

During the year ended May 31, 2018, the Company and the former owner of CHRS negotiated a further amount to be paid in connection with the acquisition of CHRS. This amount was renegotiated further during the year ended May 31, 2019.

The Company agreed to make payments totaling $500,000, which when paid, will be full settlement of any amounts owed between the Company and the former owner of CHRS's assets as follows:

- $50,000 to be paid during the year ended May 31, 2019 (paid);
- $50,000 to be paid on May 31, 2019 (paid);
- $50,000 to be paid on August 31, 2019 (paid in January 2020);
- $50,000 to be paid on November 30, 2019 (paid in January 2020); and
- $50,000 to be paid on February 29, 2020 (past due).
- With respect to the remaining $250,000, 25% of CHRS's net income will be paid quarterly through August 31, 2020, when any remaining balance is due.

As at November 30, 2021, the remaining unpaid balance of $300,000 is included in Short-Term Notes Payable.

Long-term note payable

On July 26, 2020, the Company was awarded a $150,000 SBA EIDL with an interest rate of 3.75%, repayments deferred for one year and then monthly payments based on a 30-year term loan. As at May 31, 2021, the long-term principal portion carrying value is $150,000. During the month of April 2021, the SBA announced that it is extending the first payment due date for the EIDL for two years from the loan date. Under these updated terms, the Company would not be expected to make the first EIDL payment until after August 2022.

12. SHARE CAPITAL

a) Common stock

Authorized

Unlimited common shares without par value.

Issued and outstanding

During the six-months ended November 30, 2021, the Company had no share transactions. As at May 31, 2021 and November 30, 2021, the Company had 144,404,692 common shares outstanding.

During the six-months ended November 30, 2020, the Company issued 1,667,000 shares through converting $61,212 of convertible debt, which included principal and accrued interest.

(Unaudited - Expressed in U.S. Dollars)

12. SHARE CAPITAL (cont'd…)

b) Purchase warrants

As at May 31, 2021 and November 30, 2021, the Company had no outstanding share purchase warrants.

c) Stock options

The Company recognizes compensation expense for all stock options granted using the fair value-based method of accounting.

During the year ended May 31, 2021, the Company granted no stock options.

During the six-months ended November 30, 2021, the Company granted 7,300,000 stock options.

The Company's Stock Option Plan is a 20% rolling plan that allows a maximum 20% of the issued shares to be reserved for issuance under the plan. Options granted under the plan may not have a term exceeding 10 years and vesting provisions are at the discretion of the Board of Directors.

The following summarizes the continuity of stock options:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding, May 31, 2020	10,658,708	$0.12
Expired (1)(2)	(8,458,708)	$0.12
Outstanding, May 31, 2021	2,200,000	$0.12
Expired (3)	(1,050,000)	$0.22
Granted (4)	7,300,000	$0.10
Outstanding, November 30, 2021	8,450,000	$0.09

(1) On December 31, 2020, 4,058,708 stock options expired. The expired stock options consisted of 508,708 stock options pertaining to the Company's former CEO and of 3,550,000 stock options pertaining primarily to current and former members of the Company's Advisory Council. Such expired stock options were exercisable at CDN$0.25.

(2) On January 29, 2021, 4,400,000 of stock options granted to executive management expired because the vesting provision was not met. The stock options were granted by the Company's Board of Directors contingent upon the Company achieving a share price sustained at or above $0.30/share for a 45-consecutive day period on a volume weighted basis prior to January 29, 2021. When the Company initially granted these options, it was determined that the probability of achieving the required share price was nil and as a result did not record any share-based compensation in connection with these options.

(3) On September 13, 2021, 1,050,000 stock options expired pertaining to the Company's former CEO. Such expired stock options were exercisable at $0.22.

(4) On October 29, 2021, the Company granted the following stock options:

a. 7,000,000 stock options were granted primarily to the Company's executive management team and to the members of the Company's Advisory Council exercisable at $0.10/share and expire in 10-years.
b. 200,000 stock options were granted to the Company's independent Directors, which vest in 1-year, are exercisable at CDN$0.05/share and expire in 10-years.
c. 100,000 stock options were granted to the Company's Investor Relations firm exercisable at $0.06/shre and expire in 10-years.

(Unaudited - Expressed in U.S. Dollars)

13. DERIVATIVE LIABILTY

The derivative financial liability consists of the fair value of non-compensatory share purchase warrants and convertible notes that have an exercise price or a conversion price that is variable. Details of the derivative liability as at November 30, 2021 and May 31, 2021 are as follows:

As at November 30, 2021:

Expiration Date	Exercise price	Number of securities exercisable/convertible	Fair value as at November 30, 2021
October 31, 2021	$0.06	0	$0

The conversion feature of this offering of promissory notes, with a variable exercise price, terminated on the October 31, 2021 maturity date of the promissory notes. The derivative liability related to those promissory notes was treated as a non-operating gain during the six-months ended November 30, 2021.

As at May 31, 2021:

Expiration Date	Exercise price	Number of securities exercisable/convertible	Fair value as at May 31, 2021
October 31, 2021	$0.06	13,301,720	$230,574

These securities issued and outstanding as at May 31, 2021 were valued using the Black Scholes option pricing model with a weighted average expected volatility of 253.12%, discounted rate of 0.28%, expected life of 1.5 years, and a dividend rate of 0%.

(Unaudited - Expressed in U.S. Dollars)

14. RELATED PARTY TRANSACTIONS

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

Name	Position and nature of relationship
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	Former independent director
Scott Thomas	Director and VP of investor relations
Mike Miller	Corporate secretary and chief legal officer
Susan Miller	Spouse of the corporate secretary
Fredrick Erickson	Former key management personnel
Brian Cameron	Former key management personnel
Ann Fierro	Key management personnel
Jeff Benton	Advisory council member
Arthur Pelberg, M.D.	Advisory council member
Jack Chapman	Advisory council member
Steve Schramm	Advisory council member
Don Gilbert	Advisory council member
J.J. Linder, M.D.	Advisory council member
Scott Donaldson	Advisory council member
Sheila Schweitzer	Independent director and former advisory council member
Tim Bricker	Advisory council member

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

	Nature of relationship		Nov. 30, 2021		May 31, 2021
Accounts payable and accrued liab. (Note 8)	Directors, key management personnel, and companies controlled by these parties,	$	**92,944**	$	260,492
Convertible loans – face value (Note 9)	Directors	$	**306,317**	$	230,575
Convertible loans – face value (Note 9)	Advisory board member	$	**460,979**	$	646,564
Notes payable (Note 11)	Key management personnel	$	**300,000**	$	300,000
Short-term loans payable (Note 10)	Directors and key management	$	**472,217**	$	476,713

(Unaudited - Expressed in U.S. Dollars)

14. RELATED PARTY TRANSACTIONS (cont'd…)

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-months and six-months ended November 30, 2021 and 2020, except as follows:

	Six-months ended November 30, 2021	Six-months ended November 30, 2020	Three-months ended November 30, 2021	Three-months ended November 30, 2020
Salaries to key management personnel, included in operating costs and expenses	$ **127,500**	$ 206,603	$ **63,750**	$ 101,064
Total	$ **127,500**	$ 206,603	$ **63,750**	$ 101,064

15. MANAGEMENT OF CAPITAL

The Company considers its common shares, stock options and share purchase warrants as capital. Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing efforts, the Company does not pay out dividends. The Company's Investment policy is to keep its cash treasury invested in demand certificates of deposit with major financial institutions.

There have been no changes to the Company's approach to capital management during the six-months ended November 30, 2021.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, marketable securities, receivables, accounts payable, convertible debt, short-term loans, notes payable derivative liability and lease liability.

The fair value of cash and marketable securities are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair value of the lease liability is measured on the statement of financial position using level 2 of the fair value hierarchy. The fair value of convertible debt and derivative liability is measured on the statement of financial position using level 3 of the fair value hierarchy. The fair values of receivables, accounts payable, and short-term loans and notes payable approximate their book values because of the short-term nature of these instruments. The fair value of the long-term portion of the note payable approximates its carrying value.

Financial instrument risk exposure

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, and market risk, which includes currency risk, interest rate risk and price risk.

a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company has no material counterparties to its financial instruments with the exception of the Financial institutions which hold its cash and receivables. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. In addition, the Company affords credit to customers with which it believes it will collect payment. The Company does not believe it has a material exposure to credit risk.

b) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through the management of its capital structure as described in Note 19. There is a risk that the Company may not be able to meet its financial obligation when they are due. All of the Company's accounts payable have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, interest rates, and commodity and equity prices.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

(i) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the United States dollar as the Company's main center of operations is in the United States. As at August 31, 2020, the Company has approximately CDN$2,600,000 of financial liabilities denominated in Canadian dollars. A 10% change in exchange rate would result in a change to loss and comprehensive loss of approximately $206,000.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of interest rate risk on its notes payable is minimal, as these have a short-term to maturity, and a fixed interest rate.

(iii) Price risk

The Company is not exposed to significant price risk as it does not hold significant investments in publicly traded securities. The Company's price risk is limited to the value of its marketable securities.

17. LEGAL MATTER

The Company filed litigation against the Company's former CFO in an attempt to recover losses sustained by the Company, which includes a claim that the Company contends was the result of a transaction improperly Board-approved due to conflicts of interest amongst the former CFO and certain other Board members that approved the transaction. In addition, penalties and interest costs have resulted from the former CFO's failure to submit payroll withholding taxes to the Internal Revenue Service ("IRS") for an approximate 18-month period during 2017-2018. As the result of a settlement conference conducted by a judge in August 2021, the Company and its former CFO have agreed in principle on a settlement.

Included in accrued liabilities is a payroll tax liability of $379,712 as of May 31, 2021. The Company had been making payments under a negotiated payment plan with the IRS for satisfaction of the existing liabilities, which required a $25,000 monthly payment. On March 26, 2020, the IRS granted approval of a deferral of the payment plan. On September 28, 2020, the Company submitted an Offer-in-Compromise to the IRS regarding this matter. The IRS initially denied the Company's request and the Company filed an appeal, which was recently denied by the IRS Independent Office of Appeals.

18. CONTINGENCY

Since early 2020, the outbreak of the novel strain of coronavirus ("COVID-19") has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, including the implementation of travel bans, imposed quarantine periods and social distancing, have caused material disruption to businesses globally. Governments and central banks have reacted at times with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 and most recently its variants remain unknown. At this time, additional fiscal stimulus in the United States is being considered by Congress. In addition, States are in various stages of distributing vaccines from a number of manufacturers. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

19. SUBSEQUENT EVENTS

- The Company raised funds to provide working capital subsequent to November 30, 2021 as follows:
    - Two Officers and Directors of the Company provided funds and/or directly paid expenses of the Company totaling $143,300; and
    - The Company received $50,000 from a lender and issued the lender a 10% Demand Note, which matures in 120-days from receipt of the funds.

- On January 24, 2022, the Company received confirmation from the IRS that, following its appeal, the Company's Offer-in-Compromise was denied by the IRS Independent Office of Appeals as not being in the best interest of the U.S. Government.