



FOR IMMEDIATE RELEASE

March 15, 2017

## **Certive Solutions Inc. Announces Issuance of 35,000,000 Class A Preferred Shares**

**Scottsdale, Arizona** - Certive Solutions Inc. (OTCQB: CTVEF CSE: CBP) - (“Certive” or the “Company”) is pleased to announce that it has issued a total of 35,000,000 voting, non-redeemable, non-participating Class A Preferred Shares to directors, officers, and consultants of the Company.

By special resolution of the shareholders of the Company at its most recent Annual General and Special Meeting held on September 19, 2016, the Company was authorized to create a new class of shares, the Class A Preferred Shares, through the filing of a Notice of Alteration and Amended and Restated Articles of Incorporation that became effective on December 6, 2016. Thirty-five million Class A Preferred Shares were authorized and approved for issuance at a meeting of the directors on February 27, 2017. Accordingly, all thirty-five million shares have now been issued to a total of 10 individuals comprising directors, officers, and consultants of the Company.

The Class A Preferred Shares are each entitled to one vote at any meeting of shareholders. The shares do not participate in dividends or liquidation of the assets of the Company on a preferential basis and are only redeemable subject to certain conditions. All recipients have entered into an agreement (the “Recipient Agreement”) regarding the issuance of such shares, the intention of which is to protect the rights of Common Shareholders and to prevent any potential dilution to the financial interests of the Common Shareholders without the prior approval of the Common Shareholders.

Each recipient of Class A Preferred Shares has agreed to accept these shares under the terms of the Recipient Agreement, which provides for the following:

1. The Recipient will not be paid any dividends under the terms of the grant of the Preferred Shares and acknowledges that the grant does not provide for any claim to such dividends.
2. The Recipient will vote the Preferred Shares together with the Common Shareholders on an equal basis.
3. The Recipient acknowledges that the terms of the Class A Preferred Shares provide for a Right to Convert the Preferred Shares to Common Shares.
4. The Right to Convert is triggered by a Liquidation Event as defined by the terms of the Class A Preferred Shares.
5. The Board of Directors has the right to redeem these Class A Preferred Shares under the “Right of Redemption” terms of the Class A Preferred Shares.

6. It is the intention of the Board of Directors to exercise this Right of Redemption prior to any Liquidation Event as defined in the terms of the Class A Preferred Shares.
7. Recipient hereby acknowledges this expressed intention by the Board of Directors and agrees that such exercise will prevent the ability of the Recipient to exercise any Right to Convert if the Right of Redemption is exercised.
8. If the Board of Directors exercises such Right of Redemption, Recipient hereby agrees to accept the Redemption Price provided for in the terms of the Class A Preferred Shares and will immediately return these Preferred Shares to the Company for cancellation.
9. Recipient agrees that the Preferred Shares will not be transferred to any other person or entity other than back to the Company unless such transfer is approved by a majority vote of the Common Shareholders. Recipient acknowledges and agrees that his Preferred Shares will not be voted in that situation.
10. In the event Recipient attempts to transfer Preferred Shares without proper approval, the Preferred Shares will be immediately redeemed and cancelled by the Company.
11. In the event of a proposed transaction that involves partial compensation to the Recipient for the transfer of all or a portion of these Preferred Shares to a buyer other than the Company, Common Shareholders must approve such transaction. Recipient acknowledges and agrees that his Common Shares as well as his Preferred Shares will not be voted in that situation.

The Board believes that the Recipient Agreement ensures that the interests of all Common Shareholders are fully protected. Moreover, the Recipient Agreement enables the Company and its directors to secure contractual arrangements with potential financiers or acquirers that will place significant enterprise value upon the Company. Insofar as Common Shareholders must approve any transaction involving compensation to the holders of the Class A Preferred Shares, the Company has provided that the interests of the Common Shareholders are protected.

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

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

Certive Solutions Inc. (Scottsdale, Arizona) provides revenue cycle management solutions to the U.S. healthcare market. Certive's claim audit and recovery services, billing services, and software solutions help providers work with payers to efficiently manage the reimbursement process and improve financial performance. Certive's highly skilled and experienced management team, combined with proprietary workflow and analytics, audit and identify, and bill and collect, underpayments in accordance with contractual obligations between the public or commercial insurance carrier and the designated provider. The healthcare market is changing. Certive works with clients to provide efficient and effective solutions aligned with reform initiatives to improve healthcare and reduce costs.

## FORWARD-LOOKING AND OTHER STATEMENTS

This press release contains forward-looking statements. These statements relate to future events or future performance and reflect our expectations and assumptions regarding our growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect our current beliefs and are based on information currently available to us. In some cases, forward-looking statements can be identified by terminology such as “may”, “would”, “could”, “will”, “should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue” or the negative of these terms or other similar expressions concerning matters that are not historical facts.

A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward looking statements.

Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- to ability of the Company to secure contractual arrangements with potential financiers or acquirers that will place significant enterprise value upon the Company;
- the effect of continuing operating losses on our ability to obtain, on satisfactory terms, or at all, the capital required to remain a going concern;
- the ability to obtain sufficient and suitable financing to support operations, development and commercialization of our services;
- the risks associated with the development of our technology;
- the risks associated with the increase in operating costs from additional development costs and increased staff;
- the timing and nature of feedback from customers; and
- our ability to successfully compete in our targeted markets.

Although the forward-looking statements contained in this press release are based on what we consider to be reasonable assumptions based on information currently available to us, there can be no assurance that actual events, performance or results will be consistent with these forward-looking statements, and our assumptions may prove to be incorrect. These forward-looking statements are made as of the date of this press release. Forward-looking statements made in this press release are made as of the date of the original document and have not been updated by us except as expressly provided for in this press release. As required by securities legislation applicable to reporting issuers, it is our policy to update, from time to time, forward-looking information in our periodic management discussions and analyses and provide updates on our activities to the public through the filing and dissemination of news releases and material change reports.