

Undertaking

Cognitiv, Inc., formerly **University Health Industries, Inc.**, a business, maintaining an office at **1485 International Parkway, Heathrow, Florida, USA**, undertakes to the **New Brunswick Securities Commission** that it will:

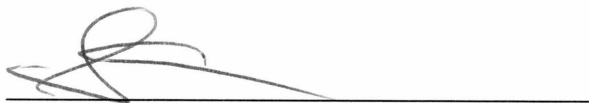
Not trade in securities, solicit the sale of securities, or render advice with respect to the sale or purchase of securities, in New Brunswick, Canada or with persons resident in New Brunswick, Canada, without having first sought and obtained proper registration authorizing such activities, pursuant to section 45 of the New Brunswick *Securities Act*, S.N.B. 2004, S-5.5 (the "*Securities Act*").

Cognitiv, Inc. acknowledges that any failure to comply with this undertaking constitutes an offence pursuant to section 179(2)(e) of the *Securities Act*.

Cognitiv, Inc. acknowledges that this undertaking, once executed, is a public document which may be published and publicly disclosed by the New Brunswick Securities Commission on its website or by other means.

Dated this 15th day of July 2013.

Cognitive, Inc.



Per: **Stephen D. Hove**

Title: Chief Executive Officer and Director