



Management Discussion and Analysis (MD&A) of Financial
Condition and Results of Operations

For the Three and Nine Months Ended September 30, 2011 and 2010

For further information, please contact:

Al Hildebrandt, President & CEO Phone: (250) 979-1701; E-Mail: ahildebrandt@QHRtechnologies.com

John Gillberry, CFO Phone: (250) 979-1722; E-Mail: jgillberry@QHRtechnologies.com

Contents

1.0 INTRODUCTION.....	3
2.0 BUSINESS OVERVIEW	4
2.1 Overview of the Business.....	4
2.2 Company Products and Services	4
2.3 Business Model	6
3.0 2011 QUARTERLY REVIEW.....	7
3.1 Selected Financial Information.....	7
3.2 Third Quarter Highlights.....	8
3.3 Results of Operations.....	8
3.4 Summary of Quarterly Results	10
3.5 Liquidity and Capital Resources.....	11
4.0 FINANCIAL INSTRUMENTS AND RISK EXPOSURES	12
5.0 CONVERSION TO IFRS	13
6.0 CRITICAL ACCOUNTING ESTIMATES	20
7.0 BUSINESS RISKS AND UNCERTAINCIES	24
8.0 RISKS ASSOCIATED WITH BUSINESS AND OPERATIONS	25
9.0 RISKS ASSOCIATED WITH THE VALUE OF SHARES	25

1.0 INTRODUCTION

The following Management Discussion and Analysis of QHR Technologies Inc. (“QHR” or “the Company”) as of November 16, 2011 should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three-month period ended September 30, 2011, and related notes included therein, which has been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts following are expressed in Canadian Dollars.

Additional information relating to the Company including the Company’s most recent Annual Financial Statements can be found at www.sedar.com.

The Company's disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management on a timely basis, so that appropriate decisions can be made regarding public disclosure. Management determines whether or not information is material based on whether it believes a reasonable investor's decision to buy, sell, or hold securities in the Company would likely be influenced or changed if the information were omitted or misstated. The MD&A and the condensed unaudited interim consolidated financial statements were reviewed by QHR's Audit Committee and approved by QHR's Board of Directors.

Forward Looking Statements

The following discussion and analysis of the financial conditions and results of operations contains forward-looking statements concerning anticipated developments in the Company’s operations in future periods, the adequacy of the Company’s financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as “expects,” “anticipates,” “believes,” “intends,” “estimates,” “predicts,” “potential,” “targeted,” “plans,” “possible” and similar expressions, or statements that events, conditions or results “will,” “may,” “could” or “should” occur or be achieved. These forward-looking statements include, without limitation, statements about the Company’s market opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company’s available cash resources and other statements about future events or results. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties. The Company’s forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made. Consequently, all forward-looking statements made in this discussion and analysis of the financial conditions and results of operations or the documents incorporated by reference are qualified by this cautionary statement and there can be no assurance that actual results or developments anticipated by the Company will be realized. Some of these risks, uncertainties and other factors are described herein under the heading “Risks and Uncertainties. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

2.0 BUSINESS OVERVIEW

2.1 Overview of the Business

QHR is a leading provider of software solutions targeted for the healthcare industry in Canada, federal and provincial funded entities which provide healthcare, wellness, social services, public safety and other related government funded agencies. QHR's solutions are segmented into three operations to take advantage of distinct market opportunities, namely the *Enterprise Management Software* ("EMS") applications, marketed under the Quadrant™ brand, *Electronic Medical Records* ("EMR") software, marketed under the Accuro® EMR brand and the *Hosting* division which carries on business as Cloudwerx.

The *Enterprise Management Software* ("EMS") applications, marketed under the Quadrant™ brand is comprised of two product offerings, namely *Workforce Management Software* and *Financial Management Software*. The Workforce Management Software consists of integrated applications, including payroll, staff scheduling, human resources. Quadrant™ provides human resource management solutions for complex healthcare and social services environments. The Financial Management Software provides customized financial software built on Microsoft's Dynamics GP (formerly Great Plains) platform. Together, these products enable QHR to offer comprehensive enterprise management software solutions to the healthcare and social services market.

The *Electronic Medical Records* ("EMR") software, is marketed primarily under the Accuro® EMR brand. This comprehensive suite of medical software modules is designed to improve the quality of the operational work environment of family physicians, medical specialists and surgeons. Accuro delivers productivity gains and cost savings through computerized medical records and conforms to the stringent requirements of EMR protocols that have been established by Federal and Provincial governments. The EMR division also supports and maintains legacy-based EMR systems from acquired companies. The Company provides customers on these legacy systems with a cost-effective upgrade path to the newer and more advanced Accuro system.

The *Hosting* division provides integrated data hosting services to both its EMS and EMR customers who prefer to access the software solution through an Application Service Provider ("ASP") environment. Some provincial programs give preference to, and/or mandate a hosted environment to meet the provincial EMR subsidy program requirements for physicians. Accordingly, the Company has found it necessary to build out its own data center infrastructure in conjunction with third party co-location centers to accommodate the client needs on both their software application and technical infrastructure. Cloud computing is a growing business and for our clients it is necessary to make this upfront investment to offer a complete offering of managed services.

2.2 Company Products and Services

Enterprise Management Software division (EMS)

The EMS division provides software to organizations in the healthcare and social services sectors, targeting medium to large organizations. This is a growing market based on the demographics of an ageing population.

Quadrant™ products are differentiated from competitors' products in ways that are meaningful to Canadian healthcare and public safety industry customers. The Workforce Management Software has unique capabilities to meet the employee scheduling, HR, and payroll needs of complex work environments and the Financial Management Software is the only Microsoft Dynamics GP financial software that is customized to the Canadian healthcare market. The Company is also recognized for its outstanding product support to customers.

The Company's strategy for this division is to:

1. Leverage its leadership position in the public sector, a position that has been strengthened with the acquisition of the financial software division ("Financials Division") of Momentum Healthware, and target private healthcare and social services organizations;

2. Cross-sell Workforce Management Software to Financial Management Software customers, and vice-versa, and expand sales within the entire customer base as the growth of these customers requires further application of the Company's products; and
3. Develop best of breed, stand-alone modules of its current products that can interface with other companies' products, thus broadening market reach.

Electronic Medical Records division (EMR)

The EMR division operates in a rapidly changing marketplace, with increased adoption of EMR systems in Canadian physician offices promoted and funded by the Federal and Provincial governments. The Federal Government's objective, through Canada Health Infoway, plans to have Electronic Health Records in place for most Canadians by 2016. The division's flagship product, Accuro® EMR, is developed using the latest technology and offers industry-leading functionality, workflow and conforms to federal and provincial standards. The product is built on a flexible platform which allows ongoing product development to respond to the evolving requirements of the EMR marketplace. The division also provides support and maintenance of legacy EMR products and practice management systems from acquired companies for physicians who have not yet upgraded to Accuro.

Currently there are approximately 69,000 physicians' practicing in Canada of which 51% are specialist and 49% are general practitioners'. Of the total market, only about 25% of all physicians in Canada currently utilize an EMR product representing good market growth for the Company.

The Company's strategy has been to selectively acquire legacy-based EMR and practice management systems, which adds to the Company's recurring revenue and increases its customer base. Customers benefit as the Company's support structure and resources are more substantial than the acquired software companies had as standalone businesses. Over time, the Company's strategy is to selectively implement unique functionality from the acquired systems to the Accuro® product, and to develop data conversion tools to allow customers to upgrade to the Accuro system without losing their historic patient data. This provides customers with an upgrade path to newer technology that is cost-effective for both our customers and QHR, and it helps ensure that customers remain on QHR systems over the long term.

The EMR division's goal is to be the leading provider of EMR systems across Canada. It has established a strong market position in B.C., Alberta, Saskatchewan, Manitoba, and Ontario with the recent acquisition of the EMR assets of Healthscreen Solutions Inc., formerly a leading vendor of EMR software in Ontario.

OntarioMD is evaluating 21 EMR products and the respective vendors for compliance with Specification 4.0 which sets a new standard for vendors to be eligible for funding. This new technical standard may be a barrier to entry for new competitors entering the market and may eliminate current competitors from participating in the future program.

QHR has been approved as one of the vendors that meet Specification 4.0 requirements for the province of Ontario.

Overall, the Company's strategy for this division is to:

1. Gain market share through both organic growth and acquisitions
2. Leverage its national presence to maximize revenue
3. Become the leading national provider of EMR products

Hosting division

In addition to providing industry leading EMS and EMR software and services solutions, the Company has enhanced its competitive position through the formation of its hosting division. The hosting division simplifies the management of enterprise applications through a fully configurable set of application hosting services and customer support. With state-of-the-art capabilities in hosting small to large scale enterprise application deployments, specifically focused on the Electronic Medical Record and Enterprise Management Solution markets, Cloudwerx helps clients increase their ROI by reducing the amount of up-front cost required on new enterprise software purchases, while helping to improve deployment timelines.

2.3 Business Model

Recurring Revenue

The Company's business model is to provide technologically advanced business software solutions and build long-term relationships with customers. The revenue model is based upon providing professional services to customers to implement those business solutions and thereafter the Company enjoys ongoing recurring revenues from support and maintenance contracts as well as licensing fees as long as customers continue to use the Company's products. As at September 30, 2011, recurring revenues have reached approximately \$12.8 million on an annualized basis compared to \$12.0 million for the same period last year.

Enterprise Management Solutions division

Quadrant™ contracts are typically in the range of \$100,000 to \$1,000,000 and consist of three elements, namely an upfront purchase of software licenses, professional services fees to implement the software at a client's site over a 3-12 month period and annual, recurring support and maintenance fees.

Once installed, customers continue using the Company's software for many years because of the high cost of changing vendors. This, added to the Company's reputation for strong customer service, has provided the EMS division with a customer retention and annual renewal rate exceeding 95%.

Revenue from software licensing is recognized after completion of the initial warranty period. Professional fees to implement the software are recognized as services are rendered and annual maintenance and support revenue is paid in advance and recognized on a straight-line basis throughout the year. Annual maintenance and support payments received in advance are recorded as deferred revenue on the balance sheet, until earned.

Electronic Medical Records division

Accuro® EMR systems are sold based on a monthly license and services agreement with monthly recurring revenues dependent on the number of physicians and other health professionals using the software at the customer site. The monthly fee is a blended payment for the use of the software, on-going enhancements and technical support. Revenue is recognized on a monthly basis. Revenue from fees to cover the cost of training and implementation is recognized when the services are provided and completed. Customers continue paying the monthly license and service fee for as long as they use the software. Once installed, customers are reluctant to change systems due to the quality of the Accuro® system, plus the costs associated with the investment in staff training and challenges associated with converting historic patient data to new systems.

The Company's reputation for strong customer service has provided the EMR division with a customer retention rate also exceeding 95%. The division's sales and marketing efforts are focused on selling Accuro to new customers and converting acquired customers who are on a competitive product which will not be supported indefinitely. Existing customers of acquired EMR and patient management systems, such as Clinicare and Healthscreen, are charged recurring monthly or annual fees for software maintenance and support. From time to time annual maintenance and support payments are paid in advance and are recorded as deferred revenue on the balance sheet until they are recognized as revenue.

Hosting division

The Hosting division is dedicated to enhancing our EMR solution by providing data hosting, data storage services and application hosting solutions to the healthcare and other social services sectors. QHR brings together the most experienced ASP hosting and servicing teams and facilities to provide best-in class service to our clients across Canada. We work closely with our customers to tune their environments for optimum performance across their application needs, and provide a managed storage services environment through state-of-the-art facilities instead of local installs.

The division provides hosting services to EMR customers, including application hosting, technical support, off-site data storage and business continuation services. Customers are charged an initial fee for implementation and set-up followed by a monthly recurring subscription fee for maintenance and support of the hosting solution. In addition, the division may resell hardware in conjunction with the software implementation to facilitate optimal system performance. Revenue from these services and the associated hardware is recognized as they are delivered.

3.0 2011 QUARTERLY REVIEW

In February 2008, the Canadian Accounting Standards Board announced the adoption of IFRS for publicly accountable enterprises in Canada effective January 1, 2011. The unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2011 are prepared under IFRS. Section 5 includes the significant accounting policies that we adopted under and in accordance with the transition rules; we have retroactively applied IFRS to our comparative data.

3.1 Selected Financial Information

	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
		(Section 5)		(Section 5)
REVENUE	\$ 5,496,797	\$ 4,645,807	\$ 17,209,203	\$ 14,400,215
OPERATING EXPENSES				
Cost of goods sold	431,051	504,790	1,322,463	1,532,713
Service costs	2,536,935	1,625,874	7,401,511	5,895,796
Selling and administrative expenses	1,851,535	1,998,365	5,771,245	5,278,631
	4,819,521	4,129,029	14,495,219	12,707,140
EBITDA⁽¹⁾	677,276	516,778	2,713,984	1,693,075
Stock-based compensation expense	7,809	34,798	83,537	89,445
Amortization of property and equipment	146,651	182,071	404,698	500,470
Amortization of intangible assets	354,266	278,821	938,862	840,438
Interest expense	16,926	100,569	74,201	377,435
Fair market value investment gain	(107,408)	-	(107,408)	-
Loss on foreign exchange	1,555	(28)	6,887	7,315
	422,799	596,231	1,400,777	1,815,103
Earnings (loss) before income taxes	254,477	(79,453)	1,313,207	(122,028)
Income taxes				
Current (recovery)	84,153	-	(172,911)	-
Deferred	21,000	-	247,000	-
	105,153	-	74,089	-
Net earnings (loss) and comprehensive income	\$ 149,324	\$ (79,453)	\$ 1,239,118	\$ (122,028)
Basic earnings (loss) per share	\$ 0.00	\$ 0.00	\$ 0.03	\$ 0.00
Diluted earnings (loss) per share	\$ 0.00	\$ 0.00	\$ 0.03	\$ 0.00
Basic weighted average number of shares outstanding	42,809,914	30,259,774	42,780,059	29,576,899
Diluted weighted average number of shares outstanding	43,287,195	30,987,648	43,322,553	30,458,986

(1) EBITDA (earnings before interest, depreciation, taxes, amortization, stock-based compensation and foreign exchange) is a non-IFRS measure. We believe that EBITDA is a useful complementary measure of pre-tax profitability and is commonly used by the financial and investment community for valuation purposes. QHR's method of calculating EBITDA may differ from the methods used by other entities and, accordingly, our EBITDA may not be comparable to similarly titled measures used by other entities.

	September 30, 2011	September 30, 2010	Change	Percent
Current assets	\$ 11,029,775	\$ 4,031,161	\$ 6,998,614	174%
Long-term assets	14,069,322	12,861,834	1,207,488	9%
Current liabilities	4,248,698	4,755,021	(506,323)	(11%)
Long-term liabilities	3,557,116	4,767,662	(1,210,546)	(3%)
Shareholders' equity	17,293,283	7,370,312	9,922,971	135%

3.2 Third Quarter Highlights

The following are third quarter highlights:

- On July 25th the Company (through a wholly owned subsidiary) became the secured creditor of Healthscreen Solutions Inc., when it acquired two debentures for a total of \$5.1 million
- On September 1st the Company received Conditional Approval from OntarioMD as having passed the requirements in order to be an eligible vendor under the new Specification 4.0 program
- From September 15th to 17th the Company hosted its annual User Conference which took place in Kelowna and saw more than 270 users attend from across Canada
- All operating divisions for the quarter reported revenue increases over the prior period quarter
- On September 2nd a Receiver was appointed to manage the process of selling the assets of Healthscreen Solutions Inc., which was indebted to QHR (through a wholly owned subsidiary)

3.3 Results of Operations

The Company has three reportable segments. The Enterprise Management Software (“EMS”) division specializes in Workforce Management Software and Financial Management Software targeted at medium to large healthcare and social services organizations, the Electronic Medical Records (“EMR”) division which provides applications for use in physicians’ medical offices, and the Hosting division which provides ASP hosting, data backup services and other technology products and services to EMR and other clients. The accounting policies of the segments are the same as those described in the summary of significant accounting policies and are consistent with previous periods. Since the year ended December 31, 2010, there have not been any changes in the basis of segmentation or basis of measurement of segment profit or loss. Furthermore, there have not been any significant changes in the total assets attributable to each segment.

3 months ending September 30, 2011	EMS	EMR	Hosting	Corporate	Total
Revenues	\$ 2,798,460	\$ 2,276,816	\$ 419,458	\$ 2,063	\$ 5,496,797
Operating expenses	1,823,077	1,714,558	554,237	727,649	4,819,521
Earnings before the undernoted	975,383	562,258	(134,779)	(725,586)	677,276
Stock-based compensation	545	6,370	894	-	7,809
Amortization of property and equipment	31,783	40,168	74,700	-	146,651
Amortization of intangible assets	104,965	247,101	2,200	-	354,266
Interest expense	4,479	12,321	3,126	-	19,926
Gain on investment	-	(107,408)	-	-	(107,408)
Loss (gain) on foreign exchange	2,272	(685)	(32)	-	1,555
Earnings (loss) before income taxes	831,339	364,391	(215,667)	(725,586)	254,477
Income taxes					105,153
Net earnings					\$ 149,324

3 months ending September 30, 2010	EMS	EMR	Hosting	Corporate	Total
Revenues	\$ 2,367,884	\$ 1,962,040	\$ 315,883	\$ -	\$ 4,645,807
Operating expenses	1,706,106	1,225,483	529,558	667,882	4,129,029
Earnings before the undernoted	661,778	736,557	(213,675)	(667,882)	516,778
Stock-based compensation	29,618	3,021	2,159	-	34,798
Amortization of property and equipment	39,473	69,937	72,661	-	182,071
Amortization of intangible assets	97,307	176,107	5,407	-	278,821
Interest expense	40,215	37,202	23,152	-	100,569
Loss (gain) on foreign exchange	1,057	(1,085)	-	-	(28)
Earnings (loss) before income taxes	454,108	451,375	(317,054)	(667,882)	(79,453)
Income taxes					
Net loss					\$ (79,453)

QHR TECHNOLOGIES INC.
MANAGEMENT DISCUSSION & ANALYSIS

9 months ending September 30, 2011	EMS	EMR	Hosting	Corporate	Total
Revenues	\$ 9,437,249	\$ 6,249,647	\$ 1,519,254	\$ 3,053	\$ 17,209,203
Operating expenses	5,561,563	4,591,552	1,680,644	2,661,460	14,495,219
Earnings before the undernoted	3,875,686	1,658,095	(161,390)	(2,658,407)	2,713,984
Stock-based compensation	43,748	33,640	6,149	-	83,537
Amortization of property and equipment	109,462	96,796	198,440	-	404,698
Amortization of intangible assets	314,894	617,368	6,600	-	938,862
Interest expense	23,690	39,948	10,563	-	74,201
Gain on investment	-	(107,408)	-	-	(107,408)
Loss (gain) on foreign exchange	7,513	(591)	(35)	-	6,887
Earnings (loss) before income taxes	3,376,379	978,342	(383,107)	(2,658,407)	1,313,207
Income tax, net					74,089
Net earnings					\$ 1,239,118

9 months ending September 30, 2010	EMS	EMR	Hosting	Corporate	Total
Revenues	\$ 7,410,990	\$ 5,819,157	\$ 1,170,068	\$ -	\$ 14,400,215
Operating expenses	5,314,610	3,830,918	1,540,854	2,020,758	12,707,140
Earnings before the undernoted	2,096,380	1,988,239	(370,786)	(2,020,758)	1,693,075
Stock-based compensation	72,450	9,180	7,815	-	89,445
Amortization of property and equipment	149,971	181,529	168,970	-	500,470
Amortization of intangible assets	307,236	523,396	9,806	-	840,438
Interest expense	105,513	240,317	31,605	-	377,435
Loss on foreign exchange	719	6,162	434	-	7,315
Earnings (loss) before income taxes	1,460,491	1,027,655	(589,416)	(2,020,758)	(122,028)
Income tax, net					-
Net loss					\$ (122,028)

Revenues

The Company recorded \$5,496,797 in revenue for the three months ending September 30, 2011 [which includes \$185,385 in interest income earned on the Healthscreen debentures] compared to \$4,645,807 for the three months ending September 30, 2010 an increase of 18% and \$17,209,203 for the nine month period ending September 30, 2011 compared to \$14,400,215 for the period ending September 30, 2010 an increase of 20%.

The EMS division revenue for the third quarter was \$2,798,460 compared to \$2,367,884 for the same period last year an increase of 18%. This increase is consistent with the financial budget for the period and supported by a large percent of recurring revenue. Licensing revenue for the EMS division was \$500,000 for the quarter which demonstrates continued growth for the division and the benefit of future support and maintenance revenues as well as ongoing training for the software.

The EMR division revenue for the third quarter was \$2,276,816 compared to \$1,962,040 for the same period last year an increase of 16%, however, net of the interest income booked on the Healthscreen debentures, operating revenue was \$2,091,431, which represents an increase over the same period in 2010 of 7%

The Hosting division revenue for the third quarter was \$419,458 compared to \$315,883 for the same period last year, an increase of 33%. The Hosting division continues to grow deliver services to EMR clients and is an important piece of the mix in becoming a national EMR vendor.

Operating Expenses

Operating expenses including cost of goods sold were \$4,819,521 for the three months ending September 30, 2011 compared to \$4,129,029 for the same period in 2010, an increase of 17%. Included in the operating expenses for this period, is \$110,188 directly related to the legal and other associated expenses associated with realizing on the Healthscreen debentures and \$75,335 related to the non-recoverable cost of the EMR User Conference.

Other Expenses

Other expenses including stock-based compensation, amortization, interest and foreign exchange were \$422,799 for the three months ending September 30, 2011 compared to \$596,231 for the same period in 2010, however this is largely attributed to booking an unrealized gain on the debenture associated with the recovery of legal costs incurred during the process of realizing value of the debentures associated with the Healthscreen asset acquisition.

Earnings

The net earnings for the period ended were \$149,324 compared to a loss of \$79,453 in 2010, an increase of \$228,777 or 288%. EBITDA⁽¹⁾ for the three months ended September 30, 2011 were \$677,276 compared to \$516,778 for the same period in 2010. EBITDA⁽¹⁾ for the nine months ended September 30, 2011 were \$2,713,984 compared to \$1,693,075 for the same period last year an increase of \$1,020,909 or 60%.

3.4 Summary of Quarterly Results

- Revenue for the quarter ending September 30, 2011, totaled \$5,496,797, 18% higher than the \$4,645,807 reported in the same period for 2010.
- Operating expenses were \$4,819,521 in the third quarter compared to \$4,129,029 for the same period in 2010. The increase in operating expenses is largely attributed to staffing increases in both the EMS and EMR divisions. The EMR division as entered the Ontario market and is building both a sales and support organization to take advantage of growth opportunities in this new market.
- EBITDA⁽¹⁾ was \$677,276 in the third quarter compared to \$516,778 compared to the same period in 2010.
- Net earnings and comprehensive income was \$149,324 in the third quarter compared to a loss of \$79,453 in the same period in 2010.
- As at September 30, 2011 earnings per share (basic & diluted) were \$0.00 compared to \$0.00 for the same period in 2010.
- As at September 30, 2011 the Company had positive working capital⁽²⁾ totaling \$6,781,077 compared to a negative working capital of \$723,860 as at September 30, 2010. The working capital increase is due to increased earnings and proceeds from share issuances completed December 2010.

(2) The Company uses working capital changes as a supplemental non-IFRS financial measure in its evaluation of liquidity. Management believes monitoring working capital items assists in assessing the efficiency of allocation of short term financial resources. Working Capital is calculated by subtracting current liabilities from current assets excluding deferred revenue.

Quarterly Financial Data	Three months ended			
	Mar 31	Jun 30	Sept 30	Dec 31
2011				
Revenue	\$ 6,481,901	\$ 5,230,505	\$ 5,496,797	
Net earnings and comprehensive income	976,808	112,986	149,324	
Net earnings per share – basic	0.02	0.00	0.00	
Net earnings per share – diluted	0.02	0.00	0.00	
Weighted average common shares outstanding				
Basic	42,903,510	42,790,621	42,809,914	
Diluted	43,780,767	43,146,750	43,287,195	
2010				
Revenue	\$ 4,661,946	\$ 5,092,462	\$ 4,645,807	\$ 4,670,685
Net (loss) earnings and comprehensive income	(324,978)	282,403	(104,253)	1,128,984 ⁽³⁾
Net earnings per share – basic	(0.01)	0.01	0.00	0.00
Net earnings per share – diluted	(0.01)	0.01	0.00	0.00
Weighted average common shares outstanding				
Basic	28,235,953	29,886,965	30,259,774	30,109,936
Diluted	29,123,833	30,621,330	30,987,648	30,682,360
2009				
Revenue	\$ 2,670,714	\$ 3,749,243	\$ 4,189,271	\$ 3,213,766
Net (loss) earnings and comprehensive income	(206,983)	655,812	329,887	575,521
Net earnings per share – basic	(0.01)	0.03	0.01	0.02
Net earnings per share – diluted	(0.01)	0.03	0.01	0.02
Weighted average common shares outstanding				
Basic	22,662,984	26,106,259	24,512,973	24,512,973
Diluted	22,662,984	26,103,259	25,267,940	25,267,940

(3) Amount reflects an income tax recovery recognized in the 4th quarter of 2010 in the amount of \$1,257,000. We have restated our 2010 comparative data in accordance with IFRS. We are not required to apply IFRS to periods prior to 2010. Our 2009 comparative data was prepared in accordance with Canadian GAAP.

Economic Outlook and Company Strategy

Management believes that 2011 will continue to present challenges to most Canadian businesses. Notwithstanding these challenges, healthcare is a steady and growing market and recent new contracts already announced in 2011 indicates continued growth opportunities for the Company.

- Total spending in healthcare in Canada was expected to reach \$192 billion in 2010. The Healthcare sector continues to grow based on demographic changes in Canada, and represented approximately 11.7% of Canadian GDP,
- The Company's customers, being regional health districts, hospitals, long-term care facilities, social support agencies, public safety and physicians' offices are not usually impacted by the business cycle;
- The Company's products, such as accounting and payroll, are mission critical to the running of those enterprises, and
- Federal and Provincial Governments are accelerating investment in information technology infrastructure creating more demand for the Company's products.

Management remains focused on implementing a business model which will serve to (i) add a recurring revenue stream by offering a range of services, (ii) broaden the Company's portfolio of products and services, (iii) actively recruit and cultivate reseller channel partners, and (iv) diversify the base of customers.

QHR expects to achieve continued growth over the next year based on the Company's recent acquisitions, strong organic growth and potential expansion into new markets. The Company enjoys strong cash flow due to its recurring revenue model, and will continue to invest in product development as well as continually evaluate strategic acquisitions. The Company also has raised equity capital to support operational growth and partially fund acquisitions, and expects to continue to do so in the future provided that market conditions remain favorable.

3.5 Liquidity and Capital Resources

	September 30, 2011	September 30, 2010
Cash on hand	\$ 687,054	\$ 252,536
Working capital surplus (deficiency)	6,781,077	(723,860)
Shareholders' equity	17,293,283	7,370,312

The Company ended the period with cash on hand of \$687,054 compared to \$252,536 to the same period in 2010. The Company had a positive working capital of \$6,781,077 at September 30, 2011. This surplus is a \$7,504,937 improvement over the negative working capital of \$723,860 at September 30, 2010.

Operating Activities

For the three month period ended September 30, 2011, operating activities resulted in net cash outflow of \$5,871,854 compared to net cash inflows of \$249,459 in 2010. The nine month period ended September 30, 2011, operating activities resulted in net cash outflows of \$3,480,864 compared to net cash inflows of \$1,704,364 in 2010. The decrease is primarily due to the acquisition of the Healthscreen debentures.

Investing Activities

For the three month period ended September 30, 2011, the Company made net investments of \$576,983 compared to \$147,192 in 2010. The nine month period ended September 30, 2011, the Company made net investments of \$852,919 compared to \$672,310 in 2010. Investments were primarily related to increased capital and intangible asset acquisitions.

Financing Activities

For the three month period ended September 30, 2011, the Company generated cash from financing activities of \$631,622, compared to the use of cash of \$194,544 during the same period in 2010. The nine month period ended September 30, 2011 the Company generated cash from financing activities of \$399,027 compared to the use of cash of \$1,817,127 in 2010. The decrease in cash used for financing activities was the result of the retirement of the debt associated with acquisitions made during 2009, proceeds from share issuances and operating loan.

4.0 FINANCIAL INSTRUMENTS AND RISK EXPOSURES

The Company's financial assets include cash and cash equivalents, short term investments, and trade and other receivables. The carrying value of the Company's financial assets is considered to be a reasonable approximation of fair value due to their immediate or short term maturity, or their ability for liquidation at comparable amounts.

Credit Risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its obligations under a contract. This risk primarily arises from the Company's receivables from customers.

The Company's exposure to credit risk is dependent upon the characteristics of each customer. Each customer is assessed for credit worthiness, using third party credit scores and through direct monitoring of their financial well-being on a continual basis. In some cases, where customers fail to meet the Company's credit worthiness benchmark, the Company may choose to transact with the customer on a prepayment basis.

The Company does not have credit insurance or other financial instruments to mitigate its credit risk as management has determined that the exposure is minimal due to the composition of its customer base.

The Company maintains an allowance for doubtful accounts for estimated losses that may arise if any of its customers are unable to make required payments. Management provides for bad debts by reviewing all specific customer accounts and trends and sets aside a specific amount towards the allowance account based on this analysis. The amount reserved is based on the Company's historical default experience direct knowledge of customer credit worthiness, and payment trends. Customer aging is reviewed monthly by management to ensure consistency with best practices. At any time throughout the year, if the Company determines that the financial condition of any of its customers has deteriorated; increases in the allowance may be made. Pursuant to their respective terms, net accounts receivable was aged as follows as at September 30, 2011 and December 31, 2011:

	September 30, 2011	December 31, 2010
Current	\$ 2,767,990	\$ 1,913,378
31-60 days	89,661	653,401
61-90 days	100,918	11,865
Greater than 90 days	806,026	382,626
Allowance for doubtful accounts	(170,641)	(127,073)
	\$ 3,593,954	\$ 2,834,197

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 has in place a planning and budgeting process which helps determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives.

As at September 30, 2011, the Company had cash of \$687,054 and accounts receivables of \$3,593,954 for a total of \$4,281,008 which may not completely cover its short-term financial obligations from its trade and other payables of \$3,095,511, operating loan of \$655,000, promissory note of \$83,495 and capital lease obligations of \$760,702, which total \$4,594,708. The liquidity and maturity timing of these assets are adequate for the settlement of the Company's short-term (less than 1 year) financial obligations.

Contractual obligations	Less than 1 year	1 to 3 years	4 to 5 years	Total
Capital lease obligations	\$ 414,692	\$ 346,010	\$ -	\$ 760,702
Promissory note payable	83,495	-	-	83,495
Trade and other payables	3,095,511	-	-	3,095,511
Operating loan	655,000	-	-	655,000
Total	\$ 4,248,698	\$ 346,010	\$ -	\$ 4,594,708

5.0 CONVERSION TO IFRS

Transition to IFRS

a) Business Combinations

IFRS 1 indicates that a first-time adopter may elect not to apply IFRS 3, *Business Combinations* retrospectively to business combinations before the date of transition to IFRS. The Company has elected to use this election and will apply IFRS 3 to business combinations that may occur on or after January 1, 2010.

b) Fair Value or Revaluation as Deemed Cost

IFRS 1 allows a first-time adopter to elect that the deemed cost of an item of property and equipment is the item's fair value as at January 1, 2010, or it is a revaluation amount under previous Generally Accepted Accounting Principles (GAAP) that is broadly comparable to fair value.

The Company has elected to adopt the optional election under IFRS 1 and therefore re-stated certain property and equipment as at January 1, 2010 to their fair value. Because of the adoption of this election, depreciation is now based on the deemed cost starting from January 1, 2010, the date from which the Company established the fair value measurement.

(c) Share-Based Payments

IFRS 1 encourages, but does not require, first time adopters to apply IFRS 2, *Share-Based Payment* to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the later of the date of transition to IFRS and January 1, 2005. The Company has elected to take advantage of the exemption and not apply IFRS 2 to awards that vested prior to January 1, 2010.

IFRS 1 also outlines specific guidance that a first-time adopter must adhere to under certain circumstances. The Company has applied the following guidelines to its opening statement of financial position dated January 1, 2010:

d) Estimates

According to IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under previous GAAP, unless there is objective evidence that those estimates were in error. This exemption is to prevent an entity from adjusting previously made accounting estimates for the benefit of hindsight. The Company's IFRS estimates as of January 1, 2010 are consistent with its Canadian GAAP estimates for the same date.

IFRS employs a conceptual framework that is similar to Canadian GAAP; however, significant differences exist in certain matters of recognition, measurement and disclosure. While adoption of IFRS has not changed the Company's actual cash flows, it has resulted in changes to the Company's reported financial position and results of operations and statement of cash flows. In order to allow the users of the financial statements to better understand these changes, the Company's Canadian GAAP Consolidated Balance Sheets, Consolidated Statement of Earnings, Deficit, and Comprehensive Income, and Consolidated Statements of Cash Flows as at and for the quarter ended September 30, 2011 and the period ended December 31, 2010 have been reconciled to IFRS, with the resulting differences explained in the following section:

(i) Property and equipment

Under IFRS:

- Each class of property and equipment may be carried either on the cost basis (costs less accumulated depreciation and any accumulated impairment losses), or at revalued amounts (fair value), less depreciation. The Company has chosen to account for property and equipment under the cost basis.
- Annual depreciation is based on an allocation of the cost of an asset less its residual value over the useful life of the asset, including any idle period.
- Estimated residual value is the amount the entity estimates that it would receive currently for the asset if it were already of the age and in the condition expected at the end of its useful life, and is therefore not increased for changes in prices.
- In assessing for potential impairment of assets, IFRS neither requires nor prescribes discounting. The impairment is the amount by which the carrying value exceeds the recoverable amount. The recoverable amount of an asset is defined in IAS 16, *Property, Plant and Equipment* as the higher of an asset's fair value less cost to sell and its value in use.

Under Canadian GAAP

- Canadian GAAP requires an entity to carry property and equipment on the cost basis subsequent to their initial recognition, and revaluation is prohibited.
- Annual depreciation is based on the greater of:
 - an allocation of the cost of an asset less its residual value over the useful life of the asset
 - an allocation of the cost less salvage value over the life of the asset
- Under Canadian GAAP residual value is defined, but does not contain guidance on the effect of changes in prices.
- Net recoverable amount is defined as the estimated future net cash flow from the use of the property or equipment, together with its residual value.

As a result, the Company has elected to use the election under IFRS 1 whereby on the transition to IFRS, the deemed cost of an item of property and equipment is the item's fair value as at January 1, 2010.

(ii) Share-based payment

Under IFRS:

- Each tranche of an award with different vesting dates is considered a separate grant for the calculation of fair value, and the resulting fair value is amortized over the vesting period of the respective tranches.
- Forfeiture estimates are recognized in the period they are estimated, and are revised for actual forfeitures in subsequent periods.

Under Canadian GAAP:

- The fair value of stock-based awards with graded vesting are calculated as one grant and the resulting fair value is recognized on a straight line basis over the vesting period.
- Forfeitures of awards are recognized as they occur.

Under Canadian GAAP, when share options are forfeited before vesting, all the previous period changes are to be reversed in the period that the options are cancelled using either the estimation or actual method. The Company has previously chosen to reverse such forfeited options using the actual method.

However, IFRS requires those forfeited options to be reversed using an estimation method based on estimated forfeitures.

(iii) Deferred tax asset/liability

Under IFRS:

- All deferred tax assets and liabilities are classified as non-current.

Under Canadian GAAP

- Deferred tax assets and liabilities are classified as current or non-current as appropriate.

As a result, the Company reclassified current deferred tax assets and liabilities to non-current assets and liabilities respectively.

The Canadian GAAP statement of financial position at December 31, 2010 has been reconciled to IFRS as follows:

	Previously reported under Canadian GAAP	Property and equipment	Share-based payment	Deferred tax asset/liability	Total effect of transition to IFRS	Restated under IFRS
		(i)	(ii)	(iii)		
ASSETS						
Current assets						
Cash	\$ 4,621,810					\$ 4,621,810
Accounts Receivable	2,834,197					2,834,197
Inventory	70,238					70,238
Prepaid expenses and deposits	617,660					617,660
Deferred taxes	587,000			(587,000)	(587,000)	-
	8,730,905			(587,000)	(587,000)	8,143,905
Property and equipment	1,613,675	(22,448)			(22,448)	1,591,227
Deferred taxes	957,000			596,000	596,000	1,553,000
Goodwill	2,956,625					2,956,625
Intangible assets	8,189,170					8,189,170
	\$ 22,447,375	\$ (22,448)	\$ -	\$ 9,000	\$ (13,448)	\$ 22,433,927
LIABILITIES						
Current liabilities						
Accounts payable and accrued liabilities	\$ 3,798,158					\$ 3,798,158
Promissory notes payable	84,016					84,016
Current portion of capital lease obligations	438,625					438,625
	4,320,799					4,320,799
Deferred revenue	1,667,081					1,667,081
	5,987,880					5,987,880
Deferred taxes	-			20,000	20,000	20,000
Capital lease obligations	517,919					517,919
	6,505,799	-	-	20,000	20,000	6,525,799
SHAREHOLDERS' EQUITY						
Share capital	17,669,668					17,669,668
Contributed surplus	248,796		77,893		77,893	326,689
Warrants	1,024,343					1,024,343
Deficit	(3,001,231)	(22,448)	(77,893)	(11,000)	(111,341)	(3,112,572)
	15,941,576	(22,448)	-	(11,000)	(33,448)	15,908,128
	\$ 22,447,375	\$ (22,448)	\$ -	\$ 9,000	\$ (13,448)	\$ 22,433,927

QHR TECHNOLOGIES INC.
MANAGEMENT DISCUSSION & ANALYSIS

The Canadian GAAP statement of financial position at September 30, 2010 has been reconciled to IFRS as follows:

	Previously reported under Canadian GAAP	Property and equipment (i)	Share-based payment (ii)	Total effect of transition to IFRS	Restated under IFRS
ASSETS					
Current assets					
Cash	\$ 252,536				\$ 252,536
Accounts Receivable	3,063,809				3,063,809
Inventory	55,683				55,683
Prepaid expenses and deposits	594,179				594,179
Investment tax credit receivable	89,301				89,301
	4,055,508				4,055,508
Property and equipment	1,515,691	(22,448)		(22,448)	1,493,243
Goodwill	2,961,192				2,961,192
Intangible assets	8,360,604				8,360,604
	\$ 16,892,995	\$ (22,448)		\$ (22,448)	\$ 16,870,547
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	\$ 3,200,791				\$ 3,200,791
Promissory notes payable	865,474				865,474
Current portion of long-term debt	268,359				268,359
Current portion of capital lease obligations	420,397				420,397
	4,755,021				4,755,021
Deferred revenue	2,939,704				2,939,704
	7,694,725				7,694,725
Long-term debt	1,401,013				1,401,013
Capital lease obligations	426,945				426,945
	9,522,683				9,522,683
SHAREHOLDERS' EQUITY					
Share capital	10,797,520				10,797,520
Contributed surplus	175,776		37,935	37,935	213,711
Warrants	578,189				578,189
Deficit	(4,181,173)	(22,448)	(37,395)	(60,383)	(4,241,556)
	7,370,312	(22,448)	-	(22,448)	7,347,864
	\$ 16,892,995	\$ (22,448)	\$ -	\$ (22,448)	\$ 16,870,547

QHR TECHNOLOGIES INC.
MANAGEMENT DISCUSSION & ANALYSIS

The Canadian GAAP statement of earnings and comprehensive income for the three months ended September 30, 2010 has been reconciled to IFRS as follows:

Three months ended September 30, 2010	Notes	Previously reported under Canadian GAAP	IFRS adjustments	Restated under IFRS
Revenue		\$ 4,645,807		\$ 4,645,807
Operating Expenses				
Cost of goods sold		504,790		504,790
Service costs		1,625,874		1,625,874
Selling and administrative expenses		1,998,365		1,998,365
		4,129,029		4,129,029
Earnings before the following items		516,778		516,778
Stock-based compensation expense	(ii)	47,198	(12,400)	34,798
Amortization of property and equipment		182,071		182,071
Amortization of intangible assets		278,821		278,821
Interest expense		100,569		100,569
Loss on foreign exchange		(28)		(28)
		608,631	(12,400)	596,231
Loss before income taxes		(91,853)	12,400	(79,453)
Recovery of income taxes				
Current		-		-
Deferred		-		-
		-		-
Net loss and comprehensive income		\$ (91,853)	12,400	\$ (79,453)

QHR TECHNOLOGIES INC.
MANAGEMENT DISCUSSION & ANALYSIS

The Canadian GAAP statement of loss and comprehensive income for the nine months ended September 30, 2010 has been reconciled to IFRS as follows:

Nine months ended September 30, 2010	Notes	Previously reported under Canadian GAAP	IFRS adjustments	Restated under IFRS
Revenue		\$ 14,400,215		\$ 14,400,215
Operating Expenses				
Cost of goods sold		1,532,713		1,532,713
Service costs		5,895,796		5,895,796
Selling and administrative expenses		5,278,631		5,278,631
		12,707,140		12,707,140
Earnings before the following items		1,693,075		1,693,075
Stock-based compensation expense	(ii)	85,837	3,608	89,445
Amortization of property and equipment		500,470		500,470
Amortization of intangible assets		840,438		840,438
Interest expense		377,435		377,435
Loss on foreign exchange		7,315		7,315
		1,811,495	3,608	1,815,103
Loss before income taxes		(118,420)	(3,608)	(122,028)
Recovery of income taxes				
Current		-		-
Deferred		-		-
		-		-
Net loss and comprehensive income		\$ (118,420)	\$ (3,608)	\$ (122,028)

QHR TECHNOLOGIES INC.
MANAGEMENT DISCUSSION & ANALYSIS

The Canadian GAAP statement of cash flows for the nine months ended September 30, 2010 has been reconciled to IFRS as follows:

Nine months ended September 30, 2010	Notes	Previously reported under Canadian GAAP	IFRS adjustments	Restated under IFRS
OPERATING ACTIVITIES				
Net loss		\$ (118,420)	\$ (3,608)	\$ (122,028)
Items not affecting cash				
Amortization of property and equipment		500,470		500,470
Loss on disposition of property and equipment		56,637		56,637
Amortization of intangible assets		840,438		840,438
Stock-based compensation	(ii)	85,837	3,608	89,445
Changes in non-cash operating assets and liabilities				
Accounts receivable		(774,084)		(774,084)
Inventory		(24,293)		(24,293)
Prepaid expenses and deposits		241,171		241,171
Investment tax credits receivable		489,791		489,791
Accounts payable and accrued liabilities		(451,475)		(451,475)
Deferred revenue		858,292		858,292
		1,704,364		1,704,364
INVESTING ACTIVITIES				
Purchase of property and equipment		(254,920)		(254,920)
Business acquisition net of cash acquired		(42,011)		(42,011)
Acquisition of intangible assets		(375,379)		(375,379)
		(672,310)		(672,310)
FINANCING ACTIVITIES				
Repayment of capital leases and long-term debt		(648,810)		(648,810)
Proceeds from promissory note		500,000		500,000
Repayment of promissory note		(2,937,809)		(2,937,809)
Proceeds from share issuances, less issue costs		1,269,492		1,269,492
		(1,817,127)		(1,817,127)
Decrease in cash		(785,073)		(785,073)
Cash - beginning of period		1,037,609		1,037,609
Cash - end of period		252,536		252,536

6.0 CRITICAL ACCOUNTING ESTIMATES

On January 1, 2011, with the adoption of IFRS, the Company prepared its consolidated financial statements in accordance with International Financial Reporting Standards, and made estimates and assumptions that affect its reported amounts of assets, liabilities, revenue and expenses, and the related disclosures of contingent liabilities. The Company based its estimates on historical experience and other assumptions that it believes are reasonable in the circumstances. Actual results may differ from these estimates.

Management has discussed the development and selection of the Company's critical accounting estimates with the Audit Committee of the Company's Board of Directors, and the Audit Committee has reviewed the following disclosures.

The following critical accounting policies reflect the Company's more significant estimates and assumptions used in preparing its consolidated financial statements:

Business Combinations and Goodwill

Business combinations that occurred prior to January 1, 2010 were not accounted for in accordance with IFRS 3, "Business Combinations" and IAS 27, "Consolidated and Separate Financial Statements" in accordance with the IFRS 1, "First-time Adoption of International Financial Reporting Standards" exemption discussed further in note 18.

Business combinations are accounted for using the acquisition method. The cost of the business combination is measured as the aggregate of the consideration transferred, measured at the acquisition date at fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the appropriate share of the acquirer's identifiable net assets. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3, "Business Combinations" are recognized at their fair values at the acquisition date. Acquisition costs incurred are expensed in the period in which they are incurred.

Goodwill is initially measured at cost being the excess of the consideration transferred over the Company's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized immediately in the Consolidated Statement of Earnings and Comprehensive Income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Use of Estimates

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make estimates and assumptions that affect amounts reported in the financial statements and notes thereto. Actual amounts may ultimately differ from these estimates.

Significant areas requiring the use of management estimates relate to the determination of the net recoverable value of assets, including inventory obsolescence provisions, allowance for doubtful accounts, impairment of non-financial assets, valuation of deferred tax assets, useful lives for depreciation and amortization, share-based payment, allocation of purchase price of acquisitions, selling prices, fair value of revenues, provisions for warranties and income taxes. Management reviews significant estimates on a periodic basis and, where necessary, makes adjustments prospectively.

Share-based Compensation

The Company grants stock options to buy common shares of the Company to directors, senior officers, employees and service providers pursuant to an incentive share option plan described in note 12. The Board of Directors grants such options for periods of up to 2-5 years, with vesting periods determined at its sole discretion and at prices equal to the closing market price on the day the options were granted.

Under this method, the Company recognizes compensation expense for stock options awarded based on the fair value of the options at the grant date using the Black-Scholes option pricing model. The fair value of the options is amortized over the vesting period and is included in selling, general and administrative expense with a corresponding increase in equity. The amount recognized as an expense is adjusted to reflect the number of share options expected to eventually vest.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts for estimated losses that may arise if any of its customers are unable to make required payments. Management provides for bad debts by reviewing all specific customer accounts and trends and sets aside a specific amount towards the allowance account based on this analysis. The amount reserved is based on the Company's historical default experience direct knowledge of customer credit worthiness, and payment trends. Customer aging is reviewed monthly by management to ensure consistency with best practices. At any time throughout the year, if the Company determines that the financial condition of any of its customers has deteriorated; increases in the allowance may be made.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the Consolidated Statement of Earnings and Comprehensive Income.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated Statement of Earnings and Comprehensive Income when the asset is derecognized.

The Company records amortization of intangible assets on a straight-line basis at the following annual rates, which approximate the useful lives of the assets:

Developed technology	5 years
Contracted development	3 years
Customer relationships	1 – 10 years
Acquired technology	3 – 7 years

Revenue Recognition

EMS division

The software license revenues are recognized after completion of the initial support and maintenance period. Professional fees to implement the software are recognized when the amount of revenue and cost can be measured reliably, and the stage of completion of the service can be measured reliably. Annual maintenance and support revenue is paid in advance and recognized on a straight-line basis throughout the year as this approximates the rate at which the service is delivered. Annual maintenance and support payments received in advance are recorded as deferred revenue on the balance sheet, until earned. The EMS division generates approximately 30% of its revenue through recurring revenue of existing customers.

EMR division

Accuro® EMR systems are sold based on a monthly license and services agreement with monthly recurring revenues dependant on the number of physicians and other health professionals using the software at the customer site. The monthly fee is a blended payment for the use of the software, on-going enhancements and technical support and is recognized as the service is delivered on a monthly basis. There are upfront fees to cover the cost of training and implementation and this revenue is recognized when the amount of revenue and expense can be measured reliably, and when the stage of completion of the service can be measured reliably. The EMR division generates approximately 70% of its revenue through recurring revenue of existing customers.

The EMR division sales and marketing efforts are focused on selling Accuro® to new and acquired customers. Existing customers of its other acquired EMR and patient management systems are charged recurring monthly or annual fees for software maintenance and support. Annual maintenance and support payments are paid in advance and are recorded as deferred revenue on the balance sheet until they are recognized as revenue.

Hosting division

The Hosting division provides hosting services to EMR customers, including application hosting, technical support, off-site data storage and business continuation services. Customers are charged an initial fee for implementation and ongoing recurring charge for the maintenance of their application and data services. In some cases, the division sells hardware in conjunction with the implementation. Revenue from implementation and setup is recognized once the service is delivered and completed and the on-going revenue for data management and hosting services is recognized on a monthly basis. To the extent hardware is sold, the revenue is recognized once the systems are set up and delivered. The hosting division generates approximately 50% of its revenue number for this division to trend upwards as the division matures.

Income Taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the Consolidated Statement of Earnings and Comprehensive Income.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred taxes are recorded using the statement of financial position liability method. Under the statement of financial position liability method, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability is settled.

The effect on future tax assets and liabilities of a change in tax rates is recognized in earnings in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities, when they relate to income taxes levied by the same taxation authority, and when the Company intends to settle its current tax assets and liabilities on a net basis.

The Company account for income tax credits is in accordance with IAS 12, “*Income Taxes*”.

Contingencies

In the normal course of business, from time to time, the Company may become involved in litigation. As at September 30, 2011, the Company is a defendant in one third party claim relating to a dispute arising from the Company’s acquisition of Clinicare Corporation. Management believes the claim is without merit and has responded with a statement of defense. The foundation of the dispute centers on a hold back that the Company made on disbursements of proceeds based on specific commercial attributes not being evident upon closing which were represented by the vendor. Accordingly, the Company is confident that there will be no material impact arising from this litigation.

On October 18, 2011 the Company and two of its recently hired employees, received a statement of claim filed in the Ontario Supreme Court of Justice, relating the hiring to the two employees that formerly were employed by an Ontario-based EMR Company (the “Claimant”). The Claimant has requested (amongst other things) that the court grant in excess of \$10,000,000 in damages against QHR and its two employees. QHR contends that there is no merit to the claims made by the Claimant and will aggressively and vigorously defend itself in this action.

Subsequent Event

On October 11, 2011, 2293035 Ontario Limited, (the “Purchaser”), a wholly owned subsidiary of the Company concluded the acquisition of the Software and Electronic Medical Record assets of Healthscreen Solutions Inc., (“Healthscreen”). The Ontario Superior Court of Justice, approved the agreement of the purchase and sale between the Purchaser and Deloitte & Touche (the “Receiver”) of the assets of Healthscreen, and provided for the vesting in the Purchaser rights and title to the purchased assets.

The purchase price was approximately \$6,000,000, subject to final closing adjustments by the Receiver.

The Purchaser as the secure creditor of Healthscreen held two debentures with combined principal value of approximately \$5,100,000, plus approximately \$200,000 of accrued interest. Additionally, the Purchaser was entitled to recover costs associated with the enforcement and settlement of the dentures which was approximately \$100,000. The Purchaser credit bid the value of the debentures, accrued interest and costs with respect to the purchase and sale with the balance of approximately \$600,000 financed from the Company’s cash.

The final purchase price allocation will be completed after the assets valuations are finalized and will include management’s consideration of a final valuation prepared after consultation with an independent valuation specialist. The final valuation will be based on the actual net tangible and intangible assets of Healthscreen that existed on October 11, 2011. The Company has not completed its final allocation of excess purchase price to identifiable intangible assets and goodwill.

7.0 BUSINESS RISKS AND UNCERTAINTIES

Risks Associated with Business and Operations

The Company is exposed to a variety of business risks, some of which are inherent to all commercial enterprises and others specific to the software applications industry. Management endeavors to limit the effects of risk factors through its planning and management processes.

Government Regulation and Funding

The Company operates in market sectors influenced by government regulations and funding policies. The EMS division sells to large healthcare organizations which can result in extended sales cycles and unpredictable timing on license revenue. The adoption rate of EMR software is heavily dependent on the continuation of funding to physicians by provincial governments. Additionally, provincial regulations can significantly impact sales of software in each province. The Company ensures that its products are compliant with government regulations and continually monitors changes in provincial regulations.

Software Industry & Competition

There are risks associated with the software industry. The Company faces competition from companies selling similar solutions which will impact QHR's ability to grow, maintain market share and revenue. Competition may also affect the software functionality that the Company will need to develop and selling strategies it needs to adopt, furthermore the Company cannot be sure it will be able to identify emerging technology and market trends, enhance its existing technologies or develop new technologies in order to effectively compete in its markets. New competitors may also appear as new technologies, products and services are developed. Competition could also affect the Company's pricing strategies and lower revenue and net earnings. Additionally, competition could also affect the Company's ability to recruit and retain key staff as well as retain existing customers.

Operating Results

The Company has incurred losses in the past and revenue in part depends on signing new contracts some of which are subject to long and complex sales cycles. Failure to continue to close these transactions would have a material adverse effect on the Company's operating performance and results.

Acquisitions

A strategic initiative of the Company is to continue to grow through acquisitions. There is no assurance that the Company will find suitable companies to acquire or that the Company will have the necessary resources to make these acquisitions.

Key Employees

Success of the Company largely depends upon the continued efforts and performance of its key employees and executive team. Failure to attract and retain key employees with the requisite skills could have an adverse material impact upon the Company's operating results and financial condition.

Liquidity

The Company's growth strategy anticipates being able to finance the Company's operations and its continued expansion through additional equity investments and debt financing. There is no assurance that the Company will be able to secure such financing in the future.

8.0 RISKS ASSOCIATED WITH BUSINESS AND OPERATIONS

The Company's exposure to business and operation risks includes but is not limited to the following:

- The Company recognizes the threats posed by the current credit crisis and global recession, but cannot guarantee that it will be able to successfully navigate through the current downturn.
- The Company cannot be sure it will be able to identify emerging technology and market trends, enhance its existing technologies or develop new technologies in order to effectively compete in its markets
- The Company cannot be sure that it will be able to compete effectively with the current competitors. The Company's markets are intensely competitive. Some competitors have technologies and products that may be more advantageous and compete directly with the Company. Some of these competitors are large, established companies which have significantly greater resources than those of the Company.
- The Company has limited intellectual property protection. The Company's success and ability to compete are dependent, in part, upon its proprietary technology, brand and reputation in the marketplace, and customer relationships.
- If the Company experiences rapid growth and does not manage it effectively, profitability may be affected.
- The Company's operations may be disrupted by natural disasters and extreme weather conditions.
- Mergers or other strategic transactions by our competitors could weaken our competitive position or reduce our revenue.

9.0 RISKS ASSOCIATED WITH THE VALUE OF SHARES

The current financial market volatility can result in wide fluctuations in the market price of the Company's stock. Despite the previously mentioned profitable results, the uncertainty and volatility in current financial markets can result in wide fluctuations in the market price of the Company's stock. The Company's operating results have varied on a quarterly basis in the past and may fluctuate significantly in the future.