QHR Technologies Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THIRD QUARTER ENDED SEPTEMBER 30, 2010

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MANAGEMENT'S DISCUSSION AND ANALYSIS

For the quarter ended September 30, 2010

INTRODUCTION

This management discussion and analysis ("MD&A"), dated November 25, 2010 of QHR Technologies Inc. (the "Company" or "QHR") provides an analysis of the financial condition of the Company and the results of operations for the third quarter ended September 30, 2010. The information contained herein should be read in conjunction with the audited financial statements of the Company for the year ended December 31, 2009 and the related notes therein.

The audited financial statements referred to in this MD&A have been prepared in accordance with Canadian generally accepted accounting principles and are consistent with those used in prior year-end audited financial statements. All figures herein are expressed in Canadian dollars unless otherwise noted.

Additional information regarding the Company is available on SEDAR at www.sedar.com and on the Company's website at www.QHRtechnologies.com.

THE COMPANY'S OBJECTIVES AND STRATEGIES

QHR's objectives are to:

- Establish both of its operating divisions as market leaders in the healthcare and social services segments in which they compete;
- Continue to strengthen its competitive advantages; and
- Provide superior returns to its shareholders.

The Company's strategies to achieve these objectives are to:

- Achieve strong growth through expansion into new markets and through acquisitions;
- Offer superior products and customer service; and
- Promote a culture that rewards initiative and innovation.

COMPANY OVERVIEW

QHR was listed as a public company (TSX-V: QHR) on June 28, 2000 and is incorporated under the laws of the Province of British Columbia, Canada. QHR Technologies Inc. is the parent company for operating subsidiaries including QHR Software Inc. ("QHR Software"), Optimed Software Corporation ("Optimed"), Cloudwerx Data Solutions Inc. ("Cloudwerx") and Clinicare Corporation ("Clinicare").

These operating companies operate in two distinct markets and for internal management the operations of QHR are treated as two divisions of the Company. The Enterprise Management Solutions ("EMS") division specializes in Workforce Management Software and Financial Management Software targeted at medium to large healthcare, social services and public safety organizations. The Electronic Medical Records ("EMR") division provides applications for use in physician's medical offices through traditional software licensing and through hosted services as an Application Service Provider ("ASP").

The Company's proprietary EMS applications are marketed under the Quadrant™ brand and comprise two product offerings. The Workforce Management Software consists of integrated applications, including payroll, staff scheduling, human resources and employee self service, that provide 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 to the healthcare and social services market.

The Company's flagship EMR application is marketed under the Accuro® EMR brand. It provides a suite of medical software modules 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 it 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 including Clinicare and National Medical Solutions, Inc. Over time, the Company provides customers on these legacy systems with a cost-effective upgrade path to the newer and more advanced Accuro® system.

Through its Cloudwerx hosting environment, the EMR division provides integrated data hosting services to those customers that prefer hosted software delivery through an Application Service Provider (ASP).

BUSINESS STRATEGY

Enterprise Management Solutions division

The EMS division provides software to medium to large organizations in the healthcare and social services sectors. 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 industry customers. The Workforce Management Software has unique capabilities to meet the employee scheduling and payroll needs of complex work environments. The Financial Management Software is the only Microsoft Dynamics GP based 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:

- 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;

- 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

- 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

The EMR division operates in a rapidly changing marketplace, with adoption of EMR systems in Canadian physician offices being promoted and funded by the Federal and most Provincial governments. The Federal Government's objective, through Canada Health Infoway, is to have Electronic Health Records in place for all Canadians by 2016.

The division's flagship product, Accuro® EMR, is developed using the latest Java-based technology and offers industry-leading functionality, workflow and conformance to Federal and Provincial EMR and EHR interoperability 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 and practice management systems from acquired companies for physicians who have not yet upgraded to Accuro®.

With the acquisition of Clinicare, a pioneer Canadian EMR company founded in 1984, the EMR division added the most established EMR solution in Canada to its family of products and it has substantially increased its customer base. 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.

In addition to providing industry leading EMR software, the division has enhanced its competitive position through the formation of Cloudwerx, which provides a one-stop solution for clients seeking a hosted EMR solution.

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 and Manitoba, and it has recently expanded into Ontario, strengthened by its Clinicare acquisition.

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

- Gain market share through both organic growth and acquisitions; and
- Leverage its position in existing and expansion markets and, at the appropriate time, further expand into the USA.

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 Company's revenue model is based, initially, on providing professional services to customers to implement business solutions. Thereafter the Company enjoys ongoing recurring revenues as long as customers continue to use the Company's products. After the third quarter of the 2010 fiscal year, recurring revenues have reached approximately $12 million on an annualized basis compared to $7 million at the same time 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: an upfront purchase of software licenses, professional fees to implement the software at a client's site over the implementation period, and annual, recurring support and maintenance fees. Once installed, customers are expected to 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%.

The software license revenues are recognized after completion of the initial support and maintenance period. Professional fees to implement the software are recognized as services are rendered. 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 dependant on the number of physicians and other health professionals using the software at the customer site. The company also charges an upfront fee to cover the cost of training and implementation and this revenue is recognized when the services are provided. The monthly fee is a blended payment for the use of the software, as well as on-going enhancements and technical support. Revenue is recognized on a monthly basis. Customers continue paying the monthly 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 deterrents of the investment in staff training and challenges associated with converting historic patient data to new systems. This, added to 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 and acquired customers. Existing customers of its other EMR and patient management systems, such as Clinicare, 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 recognized monthly on a straight-line basis throughout the year.

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 and, in some cases, the division resells hardware in conjunction with the implementation. Revenue from these services and the associated hardware is recognized as they are delivered. After the systems are implemented, revenue is recognized on a monthly basis.

ACQUISITIONS

In executing its business strategy the Company made three strategic acquisitions during 2009. Further information regarding these acquisitions can be found in the Financial Statements under the heading of "Business Combinations" and in Business Acquisition Reports filed on April 13, 2009 and February 19, 2010.

Financial software division of Momentum Healthware, Inc.

On January 19, 2009, QHR announced the acquisition of the Financials Division of Momentum Healthware, Inc., a privately held Manitoba based company. The acquisition was effective January 15, 2009 and the purchase completed on January 27, 2009. Management considers that this acquisition gives QHR the opportunity to become a market leader in providing a comprehensive enterprise management software solution to the healthcare and social services markets.

The Financials Division provides customized financial software that is tailored for the Canadian healthcare industry and built on Microsoft's proven Dynamics GP software platform. The primary market for its software is healthcare and long term care facilities, which is the same market segment that QHR targets with its Workforce Management Software. Management estimates that there was approximately a 30% overlap between customers of the Financials Division and the Company's Workforce Management System customer base. This provides an opportunity for the Company to cross sell Financial Management Software to Workforce Management Software customers, and vice versa. Over time, the Company expects to provide better integration between the Workforce and Financial Management Systems which will provide its customers with improved capabilities to better manage their organizations.

Subsequent to the acquisition, the Financials Division was merged with QHR's HR division to form the Enterprise Management Solutions ("EMS") division of QHR.

Cloudwerx Data Solutions Inc.

On September 1, 2008 QHR acquired 100% of the shares of Clinicvault Inc. ("Clinicvault"), a privately held Calgary-based company. Clinicvault had a track record of successfully hosting multiple EMR systems and client patient data. On June 22, 2009, the Company announced it was entering into a joint venture agreement with SEBO Systems Inc. ("SEBO"), a privately held Calgary-based data hosting company, to create a new entity dedicated to providing data hosting and data storage services and solutions to the healthcare sector. The new company, Cloudwerx Data Solutions Inc. ("Cloudwerx"), would combine Clinicvault with the data hosting and storage business of SEBO. Cloudwerx was initially to be owned 51% by QHR and 49% by SEBO and headquartered in Calgary, Alberta.

Subsequent to the joint venture agreement, a new agreement was reached whereby effective July 1, 2009, Cloudwerx would operate both the Clinicvault and SEBO data hosting and data storage businesses. In accordance with the terms of the new agreement, the computer equipment of SEBO's Calgary data centre was acquired by the Company and incorporated into Cloudwerx, and Cloudwerx became 100% owned by QHR.

Clinicare Corporation

On November 8, 2009, the Company announced that it had made an offer to acquire 100 percent of the outstanding common shares of Clinicare Corporation ("Clinicare"), a privately held company incorporated in Alberta. As at March 31, 2010, the Company had acquired 100% of both Clinicare Class A and Class B common shares.

With the acquisition of Clinicare, QHR's EMR division became one of Canada's largest EMR providers. QHR's EMR division now supports over 3,500 physicians across Canada, with customers in almost every province. Over 2,250 of the division's customers utilize full EMR functionality, as opposed to only practice management and administrative functions. Management believes that more Canadian physicians use its EMR solutions than any other EMR vendor and that these physician clients have the most extensive EMR database of patient information in Canada.

ECONOMIC OUTLOOK AND COMPANY STRATEGY

Operations

While there have been many recent signs of economic recovery in Canada, management believes that the next year will continue to present challenges to most Canadian businesses. It is not yet clear how long the economic recovery will take, nor is it clear how the pace of the recovery will affect buying decisions of potential customers.

However, Management believes that QHR is well positioned, for continued growth given the following:

- The Healthcare sector continues to grow due, in part to demographic changes in Canada and is expected to represent approximately 11.7% of Canadian GDP in 2010;
- The Company's customers, being regional health districts, hospitals, long-term care facilities, social support agencies and physicians' offices are not impacted by the business cycle to the same extent as many sectors of the economy;
- 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.

Furthermore, QHR expects to achieve continued growth over the next year based on the Company's recent acquisitions and based on strong organic growth and expansion into new markets. The Company enjoys reliable and consistent monthly cash inflows due to its recurring revenue model, and will continue to invest in product development as well as considering further strategic acquisitions. The Company also continues to raise 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 favourable.

SELECTED FINANCIAL INFORMATION

The following financial data is selected information regarding the Company's operating results for the three and nine month periods ended September 30, 2010 and 2009:

September 30 ending periods	2010 3 months	2009 3 months	2010 9 months	2009 9 months
Total revenue	$ 4,645,807	$ 3,749,243	$ 14,400,215	$ 9,633,723
Operating Expenses	4,129,029	2,756,905	12,707,140	7,538,145
Earnings before other items	516,778	992,338	1,693,075	2,095,578
Other Items	608,631	336,526	1,811,495	1,071,228
Net earnings (loss)	(91,853)	655,812	(118,420)	1,024,350
Basic and diluted earn. (loss) per share	(0.00)	0.03	(0.00)	0.04
Total assets	16,892,995	10,350,599	16,892,995	10,350,599
Long term obligations	1,827,958	1,102,225	1,827,958	1,102,225
Cash dividends declared per share	none	none	none	none

RESULTS OF OPERATIONS FOR THE QUARTER ENDED SEPTEMBER 30, 2010

Results from operations in any given period are not necessarily indicative of results to be expected in future periods. QHR is a technology business where investment, various trends and factors in the marketplace and product enhancements must be carefully managed to achieve long-term revenue growth and profitability.

Revenue

The Company recorded revenue of $4,645,807 for the three months ended September 30, 2010 compared to $3,749,243 for the corresponding period in 2009, an increase of 24%. Year-to-date revenues were $14,400,215 compared to $9,633,723 for the same period last year, an increase of 50%. Revenues by division for the three and nine month periods in the past two years ending September 30 are shown in the following table:

Revenue	2010 3 months	2009 3 months	% increase	2010 9 months	2009 9 months	% increase
EMS division	$ 2,367,885	$ 2,841,370	(17%)	$ 7,410,991	$ 7,151,988	4%
EMR division	2,277,922	907,873	151%	6,980,224	2,481,735	182%
Total	$ 4,645,807	$ 3,749,243	24%	$ 14,400,215	$ 9,633,723	50%

The EMS division achieved revenue in the quarter of $2,367,885, representing a 17% decrease over the amount the previous year of $2,841,370. Year-to-date revenue was $7,410,991 compared to $7,151,988 for a 4% increase.

Revenue for the EMR division in the third quarter was $2,277,922 compared to $907,873 in 2009 representing a 151% increase. The $4.5 million year-to-date increase in revenue to $6,989,224 from $2,481,735 represents a 182% increase. $1.9 million represents organic growth and $2.6 million was as a result of the acquisition of Clinicare in December, 2009.

Operating expenses

Operating expenses, excluding cost of goods sold, for the three months ended September 30, 2010 were $3,624,239 compared to $2,498,822 for the corresponding period in 2009, an increase of 45%. The nine-month year-to-date expenses increased 60% to $11,174,427 in 2010 compared to $6,963,896 in 2009.

The following table shows a breakdown of operating expenses for the three and nine month periods ending September 30 for 2010 and 2009.

Operating Expenses	2010 3 months	2009 3 months	% increase	2010 9 months	2009 9 months	% Increase
Service costs	$ 1,625,874	$ 1,599,355	2%	$ 5,895,796	$ 4,307,330	37%
Selling/admin	1,998,365	899,467	122%	5,278,631	2,656,566	99%
Total	$ 3,624,239	$ 2,498,822	45%	$ 11,174,427	$ 6,963,896	60%

Service costs for the third quarter were $1,625,874 compared to $1,599,355 last year, an increase of $26,519 or 2%. Year-to-date expenses were up 37% over the same time period in 2009, from $4,307,330to $5,895,796. These include a full nine months of expenses related to the Clinicare acquisition with the corresponding period in 2009. There was also a ramp up in the EMR division to increase implementation capacity, which is key to faster growth in multiple markets.

Selling and administration expenses for the third quarter were $1,998,365 compared to $899,467 for the same period last year, an increase of $1,098,365. On a year-to-date basis, selling and administrative expenses were $5,278,631 compared to $2,656,566 for the same time period last year for an increase of 99%. The increase in administrative costs for the first nine months of the year includes higher than normal audit and professional fees, acquisition related severance costs and growth in the sales & marketing departments. In addition, the Company incurred approximately $100,000 in costs related to the termination of the Clinicare office lease in Calgary's Research Park. These costs included a lease payment penalty, non-cash write downs of the remaining leaseholds, and amortization write downs of capital assets. The company has also invested in building its sales capabilities to allow it to secure additional physician contracts in the EMR division.

Other expenses

Stock-based compensation was $47,198 for the three months ending September 30, 2010, representing a $27,879 increase over the same time frame in 2009. The nine-month expenses were $85,837, a $12,909 increase over the same time frame in 2009. Amortization of property and equipment for the quarter ended September 30, 2010 was $182,071 compared to $82,410 in the same quarter of 2009, an increase of $99,661. The nine-month year-to-date amortization of property and equipment expense was up 120% from $227,668 to $500,470 including approximately $60,000 for the Calgary office lease termination. Amortization of intangible assets for the third quarter totaled $278,821 compared to $185,320 in the previous year, an increase of $93,501. The nine month year-to date intangible assets amortization was up 58% from $532,377 to $840,438 from 2009 to 2010. This increase is entirely due to amortization of intangible assets relating to the Clinicare acquisition completed in December 2009. Interest expense increased from $48,740 in the third quarter of 2009 to $100,569 in 2010 representing a $51,529 increase. The year-to-date interest expense increased from $239,879 in 2009 to $377,435 in 2010, an increase of $137,556, representing the excess of additional interest related to the Clinicare purchase over reduced interest costs from paying off loans related to the Momentum purchase.

Net earnings (loss)

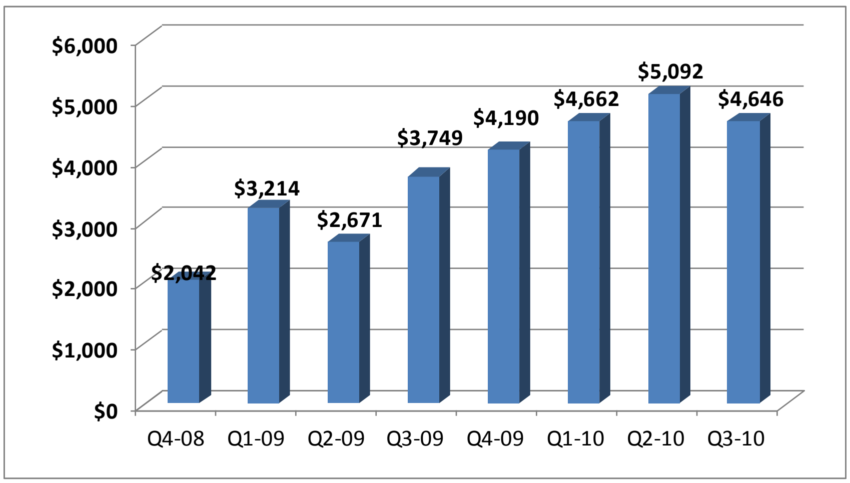
The Net Loss for the quarter ended September 30, 2010 was $91,853 compared to a $655,812 gain for the same quarter in 2009 representing a drop in earnings of $747,665. This drop is due in part to enhanced operating profits in 2009 as several significant software license sales were closed by the company, as well as incremental one-time corporate costs in the quarter related to consulting work associated to process improvements within the internal financial administration, as well as financing initiatives in Q3 which have negatively impacted earnings.

SUMMARY OF QUARTERLY RESULTS

The Company's financial results for its eight most recently completed quarters are as follows:

(000's)	Q4-08	Q1-09	Q2-09	Q3-09	Q4-09	Q1-10	Q2-10	Q3-10
Revenue								
EMS	$1,399	$2,489	$1,822	$2,841	$3,065	$2,447	$2,596	$2,368
EMR	643	725	849	908	1,125	2,215	2,496	2,278
Total Revenue	**2,042**	**3,214**	**2,671**	**3,749**	**4,190**	**4,662**	**5,092**	**4,646**
Net earnings (loss)	$331	$575	($206)	$656	$330	($335)	$308	($92)
Basic earnings (loss) per share	$0.01	$0.03	($0.01)	$0.03	$0.01	($0.01)	$0.01	($0.00)

A graphical view of the increase in revenue over the past eight quarters is as follows;



LIQUIDITY AND CAPITAL RESOURCES	Sept. 30, 2010	Dec. 31, 2009
Cash on hand	$ 252,536	$ 1,037,609
Working capital deficiency	(3,663,564)	(5,133,854)
Working capital (adjusted for deferred revenue)	(723,860)	(3,052,442)
Shareholders' equity	$ 7,370,312	$ 6,108,403

The Company ended the third quarter of 2010 with cash on hand of $252,536 compared to $1,037,609 at the end of 2009. The Company had a working capital deficiency of $3,663,564 at September 30, 2010. This is a $1.5 million improvement over the working capital deficiency at December 31, 2009. This deficiency includes $2,939,704 of deferred revenue that will be satisfied through the delivery of products and services in future periods.

Management calculates its adjusted working capital for internal operational purposes as current assets less current liabilities before deferred revenue. When the deferred revenue is removed from the calculation, the adjusted working capital deficiency becomes $723,860, a $2.3 million improvement over December 31, 2009.

Operating activities

For the quarter ended September 30, 2010, operating activities resulted in net cash inflows of $249,459 compared to net cash outflow of $855,788 in the same quarter of 2009. The year-to-date operating activities resulted in net cash inflows of $1,704,364. This compares to $2,926,309 for the same nine month period in 2009. Close to half of this $2.2 million change is attributable to an increase in accounts receivable as a result of significantly higher sales volumes in 2010, as well as delays from normal payment terms from a major EMS customer. Accounts payable activity accounts for most of the remaining reduction in cash from operations, reflecting the fact that 2009 included the positive impact of the Momentum payables providing additional financing, whereas 2010 showed cash outflows to satisfy the Clinicare payables acquired in December 2009.

Investing activities

For the quarter ended September 30, 2010 the Company made net investments of $147,192 in new product software development compared to $169,155 during the same quarter of 2009. For the nine months ended September 30, 2010 the Company had made net investments of $672,310 compared to $4,852,038 during the same period in 2009. This reflects the Momentum acquisition in early 2009.

Financing activities

The Company's net financing activities during the third quarter of 2010 resulted in a $194,544 outflow. This consisted primarily of the repayment of debt and promissory note obligations offset by increases in promissory notes of $500,000 and a small share issuance. This compares to a $122,514 decrease in financing activities in the third quarter of 2009. The first nine months of the 2010 fiscal year saw the Company pay down $2.9 million of the promissory note related to the Clinicare acquisition. This was partially offset by the issuance of $1,269,492 in new equity capital for a $1,817,127 decrease from financing activities. This compares to a $2,340,303 increase from financing activities in the first nine months of 2009; the result of the issuance of $1,571,403 in new equity capital and a net increase of $769,00 in long term debt. Both of these fundraising measures were related to the Momentum acquisition in 2009.

The following table summarizes the Company's financial liabilities and the remaining contractual maturities.

Contractual obligations	Total	Less than 1 year	1-3 years	4-5 years
Long-term debt	$ 1,669,372	$ 268,359	$ 1,401,013	$ -
Acc. payable and accrued liabilities	3,200,791	3,200,791	-	-
Promissory notes payable	865,474	865,474	-	-
Capital lease obligations	847,342	420,397	426,945	-
Operating leases for premises	2,151,916	759,518	1,274,961	117,437
Total contractual obligations	$ 8,582,029	$ 5,399,792	$ 3,064,800	$ 117,437

The ability of the Company to meet its financial obligations as they come due is largely dependent on its ability to generate profitable revenues as budgeted in its business plans, collect accounts receivable and attract new financing from the investment community to support Company activities including acquisitions. The Company continues to be engaged in seeking capital to support its continued growth.

TRANSACTIONS WITH RELATED PARTIES

On January 27, 2009 the Company received three-year term loans of $1,145,000, of which $850,000 was from related parties including certain directors and senior management and their immediate families. The loans bear interest at 12% per annum plus bonus interest of 200 common shares of the Company for each $1,000 of amount loaned. The balance of these loans outstanding as at September 30, 2010 was $728,249, of which $480,000 was the amount owed to the related parties. For the quarter ended September 30, 2010 total interest paid or accrued on the loans to these related parties was $14,518.

On August 16, 2010 the Company borrowed $200,000 from a director of the Company. The loan bears interest at 20% per annum and is payable before December 31, 2010. For the quarter ended September 30, 2010 interest accrued on this loan was $4,931.51.

On August 31, 2010 the Company borrowed $100,000 from a senior manager of the Company. The loan bears interest at 20% per annum and is payable on November 30, 2010. For the quarter ended September 30, 2010 interest accrued on this loan was $1,643.84.

Related party transactions are measured at the exchange amount which is the amount agreed by the transacting parties.

FUTURE ACCOUNTING CHANGES

Convergence with International Financial Reporting Standards

The Accounting Standards Board of the CICA announced that Canadian GAAP for publicly accountable enterprises will be replaced with International Financial Reporting Standards (IFRS) for fiscal years beginning on or after January 1, 2011. Early conversion to IFRS for fiscal years beginning on or after January 1, 2009 will also be permitted.

When implemented, IFRS will have an impact on accounting, financial reporting and supporting IT systems and processes. It may also have an effect on taxes, contractual commitments involving GAAP based clauses, long-term employee compensation plans and performance metrics. The Company is currently developing an IFRS implementation plan. Part of the implementation plan is to review contracts and agreements, and to increase the level of awareness and knowledge amongst management, the Board of Directors and the Audit Committee.

As at December 31, 2009, a preliminary review of the Company's financial statements has been performed to determine potential impact of IFRS adoption. This review has identified the following primary areas that may be impacted by IFRS conversion: Revenue Recognition, Intangible Assets, Goodwill, Property and Equipment, and Leases. Accounting for Income Taxes and Stock Based Compensation is expected to be affected but the impact has not yet been analyzed.

In order to facilitate the Company’s successful transition to IFRS, it has contracted with a professional accounting firm with IFRS expertise to assist in the conversion assessment and process. The Company is also implementing a new accounting system, Microsoft Dynamics GP, which it expects will more easily accommodate the changes necessary for the IFRS conversion, Implementation of the system is expected to be substantially compete in 2Q 2011. The Company expects to provide its Board of Directors and Audit Committee with further IFRS training and detailed project updates through the second and third quarters of 2011.

Business Combinations

In January 2009, the CICA issued Section 1582, Business Combinations, replacing Section 1581 of the same name. The new section will apply prospectively to business combinations for which the acquisition date is on or after January 1, 2011. Section 1582, which provides the Canadian equivalent to International Financial Reporting Standard 3, Business Combinations (January 2008), establishes standards for the accounting for a business combination. Section 1582 requires business acquisitions (including non-controlling interests and contingent consideration) to be measured at fair value on the acquisition date, generally requires acquisition-related costs to be expensed, requires gains from bargain purchases to be recorded in net earnings, and expands the definition of a business. As Section 1582 will apply only to future business combinations, it will not have a significant effect on the Company’s consolidated financial statements prior to such acquisitions.

Consolidated Financial Statements and Non-controlling Interests

In January 2009, the CICA issued Section 1601, Consolidated Financial Statements, and Section 1602, Non-controlling Interests, which together replace the existing Section 1600, Consolidated Financial Statements, and provide the Canadian equivalent to International Accounting Standard 27, Consolidated and Separate Financial Statements (January 2008). The new sections will be applicable to the Company on January 1, 2011. Section 1601 establishes standards for the preparation of consolidated financial statements, and Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The Company is assessing the impact, if any, of the adoption of these new sections on its consolidated financial statements.

Arrangements with Multiple Deliverables

EIC-175, “Arrangements with Multiple Deliverables”, was issued in December 2009 and is an amendment to EIC-142, “Arrangements with Multiple Deliverables”. The revised guidance changes the determination of separate units of account and the allocation of the consideration to the deliverables. Additional disclosure requirements will be required not only for the transition adjustments but also thereafter for all significant multiple-element arrangements. The criteria for identifying all deliverables in a multiple-element arrangement that represent separate units of accounting have been simplified. Entities are no longer required to have objective and reliable evidence of fair value of the undelivered item for a deliverable to qualify as a separate unit of accounting. EIC-175 is effective for revenue arrangements with multiple deliverables entered into or materially modified in the first annual fiscal period beginning on or after January 1, 2011. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this section.

Financial Instruments – Recognition and Measurement

CICA Handbook Section 3855 "Financial Instruments-Recognition and Measurement" was amended April 2009. Paragraphs were added and amended regarding the application of the effective interest method to previously impaired financial assets and embedded prepayment options. The amendments are effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011 with early adoption permitted. The Company is currently evaluating the impact of the adoption of this section.

OTHER

Section 5.4 of National Instrument 51-102 - Disclosure of Outstanding Share Data:

Authorized Share Capital
Unlimited common shares without par value

Unlimited Class A Preference shares

Issued Common Shares	Number	Amount
Balance at September 30, 2010	30,352,921	$10,797,520

INVESTOR RELATIONS

The Company retains the services of Tangent Management Corp. to provide investor relations services.

BUSINESS RISKS AND UNCERTAINTIES

QHR is exposed to a variety of business risks, some of which are inherent to all competitive commercial enterprises and others that are specific to the software and technology related industries. Management endeavors to limit the affects of risk factors through its planning and management processes.

Government regulation and funding

Both of the Company's divisions operate in market sectors influenced by government regulations and funding policies. In the case of the Enterprise Management Software division, it deals with large healthcare organizations and this can result in extended sales cycles and unpredictable decisions from potential customers. In the case of the Electronic Medical Records division, the speed of adoption of EMR technology is heavily dependent on the continuation of funding provided to physicians by provincial governments. In addition, provincial government regulations can significantly impact the sales of software in each province. The Company ensures that its products are compliant with government regulations and continually monitors the situation in each province.

Software industry and competition

There are inherent risks in the software applications industry. The Company faces competition from companies selling similar solutions that will impact QHR's ability to grow or maintain its revenue base. Competition may also affect the software functionality that the Company must develop and the selling strategies it must adopt. New competitors may also appear as new technologies, products and services are developed. Competition could affect the Company's pricing strategies and lower revenue and net earnings. It could also affect the ability to retain existing customers and attract new ones.

Operating results

QHR has ambitious plans to achieve growth in revenue and earnings. If the Company fails to successfully carry out these plans there could be a material adverse effect on the Company's results of operations. The Company has incurred losses in the past and revenue depends on signing new contracts some of which are subject to a long and complex sales cycle.

Acquisitions

The Company's growth strategy includes making strategic acquisitions. There is no assurance that the Company will find suitable companies to acquire or that the Company will have sufficient resources to complete any acquisition.

Key employees

Future success of the Company largely depends on the continued efforts and performance of its executive team and key employees. Failure to attract and retain key employees with necessary 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 through debt financing. There is no assurance that the Company will be able to secure such financing in the future.

OUTLOOK

The Company continues to execute its business model based on recurring revenues. Recurring revenues had reached approximately $12 million on an annualized basis at September 30, 2010 as compared to $7 million as at September 30, 2009.

Management expects to achieve continued growth in revenues and earnings during 2010. Revenues are forecasted to exceed $20,000,000 based on the acquisitions discussed above, the strong base of recurring revenue in place, and on an acceleration of activity in both of the Company's divisions. The EMS division has a strengthening pipeline of opportunities for both Workforce Management Systems and Financial Management Systems. The EMR division became the first approved EMR vendor in Saskatchewan and in Manitoba, both in the second half of 2009, while Clinicare is an approved EMR vendor in Manitoba and Ontario. On June 22, 2010, QHR was awarded by the Winnipeg Regional Health Authority (WRHA) a three year contract for the use of Optimed's Accuro® EMR software and related services for more than 250 physicians and more than 1,000 clinical users within the WRHA's 30 regionally operated clinics.

Successful provincial approvals result in qualification for subsidies payable to physicians in certain provinces that are intended to encourage physicians to implement EMR systems. Management expects that approval of the Company's products for these subsidies will further enhance revenue growth in 2010.

The Company has extensive experience in healthcare and social services software applications and technology development. QHR has proven to be an innovator in the design and delivery of powerful, integrated software systems for complex healthcare environments. More recently it has demonstrated its ability to create new products for the emerging EMR market. The Company recognizes the importance of continually improving the software that it provides to its customer and, as such, it maintains an ongoing program of software maintenance and development and has in-house software development teams in each of its EMR and EMS divisions.

Enterprise Management Solutions division

In the Enterprise Management Solutions market many large healthcare organizations continue with the use of old payroll technologies. Complex union contracts strain the capabilities of many HR departments and complicated contract rules have overridden the functional power of existing systems. This provides an opportunity for the Company's Workforce products.

In addition, the acquisition of the Financials Division from Momentum Healthware provides the Company with a financial software offering that is customized for the Canadian healthcare market and is built on the proven Microsoft Dynamics GP platform. The combination of Workforce Management Software and Financial Management Software provides the Company's customers with an advanced suite of products that can be used to more effectively manage their organization's resources – both human and financial. Management believes that increasing health care costs and budget pressures will result in Canadian healthcare organizations needing to continue to focus on resource efficiencies and cost management, and that the Company's EMS products are well positioned to satisfy these needs.

While the timing of new business is extremely difficult for QHR to predict, there are many healthcare facilities in Canada currently seeking to upgrade their out-dated systems. They are interested in proven, reliable and powerful state-of-the-art products. The Company's proprietary products meet the requirements of many prospective customers.

Once chosen by the customer, these new Enterprise Management systems will typically remain in use for more than a decade providing annual recurring revenue to the Company. This movement to upgrade, plus the inherent long-term revenue streams associated with software use, continues to provide opportunities for QHR to prosper.

Electronic Medical Records division

QHR also has encouraging prospects in the EMR market. Both Federal and Provincial governments have made the creation of the electronic health record for all Canadians a strategic priority. Canada Health Infoway, a non-profit agency funded by the Federal Government, has reported that in 2005 it was estimated that 17% of primary care physicians and specialists were using EMR systems in Canada. This was far behind most western world countries and was in last place among the twenty countries that were studied. The United States was in second-to-last place at 18% and all other countries exceeded 40%. The United Kingdom, Norway, Finland, the Netherlands, New Zealand, Denmark and Sweden all had EMR penetration rates of between 93% and 97%. The Federal Government, through Canada Health Infoway, has the objective of having Electronic Health Records for 100% of Canadians by 2016 and, as of the end of 2009, had approved funding of $1.6 billion towards this objective.

The Company's flagship Accuro® EMR product is built on modern Java-based technology and is gaining acceptance by family physicians and specialists across Western Canada. With the acquisition of Clinicare, QHR has acquired one of the most established EMR software suppliers in Canada and has substantially increased the number of physicians in its customer base. The Clinicare EMR product has traditionally been a strong solution for larger physician offices and clinics, and it has an established base in Ontario. In line with its strategy, the Company is implementing some of the unique Clinicare functionality into the Accuro® product, and has developed a data conversion process that allows Clinicare customers to upgrade to Accuro® while retaining their historic patient data. The Clinicare acquisition, combined with the advanced technology of Accuro® EMR, has positioned QHR as a market leader in the EMR market in Canada.

The EMR business serves a market of over 60,000 physicians in Canada. Market-wide this represents a revenue opportunity of over $200 million per year for the EMR vendors that will eventually service the Canadian market. Management expects the EMR division to make a strong contribution to earnings in 2010.

Industry Outlook

According to the Canadian Institute for Health Information ("CIHI"), healthcare spending in Canada was expected to reach $182.1 billion in 2009 and 191.6 billion in 2010, an estimated annual increase of 6.0% and 5.2%, respectively. Total healthcare spending per capita was estimated at $5,397 in 2009 and is projected to grow to $5,614 in 2010. Estimated healthcare spending as a percent of Gross Domestic Product increased from 10.8% in 2008 to 11.9% in 2009 and 11.7% in 2010. Seventy percent of these expenditures were made by the public sector, while the remainder was split between private insurance and out-of-pocket spending by individuals.

The segments of the healthcare industry that the Company deals with include hospitals, other healthcare institutions such as long term care facilities and physicians offices. It is projected that in 2010 collectively, these segments accounted for 52% or close to $100 billion of the total health care spending in Canada. Hospitals will spend an estimated $55.3 billion in 2010, other institutions close to $18.6 billion and physicians' offices will account for an estimates $26.3 billion in expenditures. Other segments in the industry, which the Company does not typically deal with, include services such as dental and vision care, drugs and pharmaceuticals, capital spending and health research.

The Information Technology Association of Canada reports that, on average, healthcare organizations spend less than 2% of their operating budgets on information technology, which is below the 4% rate seen in many other developed countries. The Association expects that Canadian expenditures will increase to 2.5% of operating budgets due to investments in Electronic Health Records being made by Canada Health Infoway and other agencies and provincial governments.

Management believes the industry that the Company participates in will continue to grow in coming years, driven by an aging population and ongoing demands for improved healthcare services. Management expects industry spending to be relatively unaffected by recession, and that the publicly-funded nature of the industry gives it stability.

Management also believes that there are two significant trends in the healthcare industry over the coming years. First is the conversion from manual and paper-based systems throughout the healthcare system to the implementation of robust and interoperable systems to manage patient information and healthcare procedures and records. The second is an increased focus on cost control and improved resource utilization to deal with the pressure of ever-increasing healthcare costs. Management believes that the Company is well positioned to assist the healthcare industry in meeting its challenges and will benefit from these trends.

FORWARD LOOKING STATEMENTS

This MD&A contains "forward-looking statements" within the meaning of applicable Canadian securities legislation that reflect the Company's current expectations, forecasts and assumptions. Generally, forward looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words or phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Such forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results expressed or implied by such forward looking statements. These include but are not limited to the speculative nature of the healthcare software industry which is affected by numerous factors beyond the Company's control including slow and complicated sales cycles, the existence of present and possible government regulation, competition, uncertainty of profitable revenue levels, general market circumstances and the need to continue to access capital from internal or external sources.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. Readers are advised to consider such forward-looking statements in light of the risks set forth below. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.