QHR Technologies Inc.

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

For the Three and Six Months Ended June 30, 2012 and 2011

For further information, please contact:
Al Hildebrandt, President & CEO Phone: (250) 979-1701; E-Mail: ahildebrandt@QHRtechnologies.com
Jerry Diener, CFO Phone: (250) 979-1722; E-Mail: jdiener@QHRtechnologies.com

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1.0 INTRODUCTION

The following Management Discussion and Analysis of QHR Technologies Inc. ("QHR" or "the Company") as of August 23, 2012 should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months period ended June 30, 2012, and related notes included therein. These unaudited condensed interim consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and in accordance with International Accounting Standard 34 – Interim Financial Reporting. All amounts are expressed in Canadian Dollars. Management is responsible for establishing appropriate information systems, procedures and controls to ensure that all financial information disclosed externally, including this MD&A, and used internally by us, is complete and reliable. The MD&A and unaudited condensed interim consolidated financial statements were reviewed by the Company's Audit Committee and approved by the Company's Board of Directors.

Additional information relating to the Company including the Company's most recent Annual Financial Statements is available on our website at http://www.qhrtechnologies.com and through the SEDAR website at http://www.sedar.com.

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.

Caution Regarding Forward Looking Statements

Many factors could cause the actual results of the Company to differ materially from the results, performance, achievements or developments expressed or implied by such forward-looking statements, including, without limitation, each of the following factors, and those factors which are further discussed in the Company's 2011 Annual Information Form ("AIF"), a copy of which is available on SEDAR at http://www.sedar.com.

The Company's revenues may fluctuate from quarter to quarter and year to year depending upon sales cycles, customer demand and the timing of customer purchase decisions;

The Company's gross margins may fluctuate from period to period depending upon a variety of factors including product mix, related cost of sales, competitive pricing pressures and the level of sales generated in the quarter;

The Company faces intense competition in markets where there are typically several different competing technologies and rapid technological changes. The Company faces the risk of emergence of new technologies that may be either competitive to those of the Company or that change the requirements of the Company's customers for solutions such as those offered by the Company.

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 and public safety. QHR's solutions are segmented into two operating divisions to take advantage of distinct market opportunities, namely the ***Electronic Medical Records*** ("EMR") software, marketed under the Accuro® EMR brand and ***Enterprise Management Software*** ("EMS") applications, marketed under the Quadrant™ brand.

The 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. To service market demands, the EMR division also provides integrated data hosting services to its EMR customers who prefer to access the software solution through a hosted 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 data centers to accommodate the client needs on both their software application and technical infrastructure. Cloud computing is a growing business and it is necessary for the Company to make an upfront investment to complete our offering of managed services.

The EMS applications, marketed under the Quadrant™ brand are 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 and human resources management solutions for complex healthcare, social service and public safety 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.

2.2 Company Products and Services

EMR division

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 and workflow which 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 72,000 physicians practicing in Canada of which 51% are specialists and 49% are general practitioners. Of this total market, only about 30% of all physicians in Canada currently utilize an EMR product provided by approximately 30 vendors. The Company now has over 9,000 physician clients making it the largest Canadian EMR vendor as measured by the number of physician clients.

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 into 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, cost effective technology and helps ensure they will remain on our systems over the long term.

The Company has succeeded in establishing a strong market position in B.C., Alberta, Saskatchewan, Manitoba and Ontario. In Ontario, Canada's largest EMR market with over 24,000 physicians, 8,000 of which are funded thru OntarioMD. The Company now has approximately 20% of the 24,000 physicians.

During 2011, OntarioMD (the agency that distributes funding for Physicians in Ontario) evaluated 21 EMR products and the respective EMR vendors for compliance with Specification 4.0 which sets a new standard for vendors' products to be funding eligible. This technical standard may be a barrier to entry for new competitors entering the market and may eliminate current competitors from participating in future funding programs.

As at June 30, 2012, the Company had been approved as one of 12 vendors that have met all the requirements to be Specification 4.1 certified and funding eligible.

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. Continue to grow as the leading national provider to EMR clients
4. Continue to convert the acquired systems clients to our core Accuro product line

Additionally, the Company has enhanced its competitive position through the formation of its hosting operations. Hosting 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, clients increase their ROI by reducing the amount of up-front cost required on new enterprise software purchases, while helping to improve deployment timelines.

EMS division

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 aging 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 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:

- 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.

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. Our run rate going forward for recurring revenues has reached approximately $17.2 million on an annualized basis.

EMR 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 other systems.

The Company's reputation for strong customer service has provided the EMR division with a customer retention rate exceeding 95% once switching to the Company's core Accuro® EMR product. The division's sales and marketing efforts are focused on selling Accuro® to customers who are on a competitor's product. 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 earned.

To enhance the EMR solution to the customer, the Company provides data hosting, data storage services and 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 EMR 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.

EMS 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 to12 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.

3.0 2012 FINANCIAL REVIEW

The following financial information are non-IFRS measurements. Accordingly, investors are cautioned not to place undue reliance on them and are also urged to read all IFRS accounting disclosures presented in the unaudited condensed interim consolidated financial statements and accompanying notes for the three and six months ended June 30, 2012.

3.1 Selected Consolidated Financial Information

Three months ended	**June 30, 2012**	June 30, 2011	Change	Percent
REVENUE	$ 6,936,101	$ 5,230,505	1,705,596	33%
OPERATING EXPENSES				
Cost of goods sold	662,055	422,396	239,659	57%
Service costs	4,450,309	2,435,606	2,014,703	83%
Selling and administrative expenses	1,469,972	1,761,960	(291,988)	(17%)
	6,582,336	4,619,962	1,962,374	42%
EBITDA[(1)]	353,765	610,543	(256,778)	(42%)
Stock-based compensation	71,854	37,622	34,232	91%
Amortization of property and equipment	137,359	124,178	13,181	11%
Amortization of intangible assets	502,497	293,603	208,894	71%
Interest expense	48,512	24,044	24,468	>102%
Gain on assets	(37,807)	-	(37,807)	100%
Loss on foreign exchange	3,413	483	2,930	>100%
	725,828	479,930	245,898	51%
Earnings (Loss) before income taxes	(372,063)	130,613	(502,676)	>100%
Income taxes				
Current (recovery)	13,737	(50,373)	64,110	>100%
Deferred	(281,202)	68,000	(349,202)	>100%
	(267,465)	17,627	(285,092)	>100%
Net earnings (loss) and comprehensive income	$ (104,598)	$ 112,986	(217,584)	>100%

	June 30, 2012	June 30, 2011	Change	Percent
Current assets	$ 7,192,625	$ 11,439,887	(4,247,262)	(37%)
Long-term assets	21,675,296	14,026,344	7,648,952	55%
Current liabilities	4,367,048	3,712,604	654,444	18%
Deferred revenue	6,054,340	4,048,914	2,005,426	50%
Long-term liabilities	595,563	598,564	(3,001)	(1%)
Equity	17,850,970	17,106,149	744,821	4%

(1) EBITDA (earnings before interest, depreciation, taxes, amortization, stock-based compensation and foreign exchange) is a non-IFRS measure. Management believes that, in addition to net earnings, EBITDA is a useful complementary measure of pre-tax profitability and is commonly used by the financial and investment community for valuation purposes. However, EBITDA does not have a standardized meaning prescribed by IFRS. Investors are cautioned that EBITDA should not be construed as an alternative to net earnings determined in accordance with IFRS as an indicator of performance or to cash flows from operating, investing and financing activities as a measure of liquidity and cash flows. 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.

3.2 Second Quarter Highlights

The following are Q2 2012 highlights:

- The Company on a consolidated basis recorded revenue of $6,936,101 an increase of $1,705,596 over the $5,230,505 in revenue recorded in the second quarter of 2011.
- The EMR division recorded quarterly revenue of $4,200,566 an increase of $1,604,120 over the $2,596,446 in revenue recorded in the second quarter of 2011. This is a new record for the EMR division.
- The EMS division recorded revenue in the quarter of $2,735,535 an increase of $101,476 over the $2,634,059 in revenue recorded in the second quarter of 2011.
- New clients during the quarter and year to date, has increased our annualized recurring revenue to $17.2 million up from $16.0 million as at December 31, 2011.
- Backlog of contracted EMR conversion services to AccuroEMR as at June 30, 2012 is approximately $1.2 million, the majority of which is expected to be realized during the remainder of the year.

3.3 Results of Operations

The Company has two operating segments that are components of the Company that engage in business activities from which it may earn revenues and incur expenses. These operating segments are monitored by the Company's chief operating decision makers and strategic decisions are made on the basis of the segment's operating results. The EMR division provides Electronic Medical Records applications, ASP hosting and data backup services and other technology products and services for use in physicians' medical offices. The Company allocates corporate costs proportionately to the staff count in each division. The EMS division specializes in Workforce Management Software and Financial Management Software targeted at medium to large healthcare, public safety and social services organizations.

Three months ended June 30, 2012	EMR	EMS	Total
Revenues	$ 4,200,566	$ 2,735,535	$ 6,936,101
Operating expenses	4,077,201	2,505,135	6,582,336
Operating profit	123,365	230,400	353,765
Stock-based compensation	42,071	29,783	71,854
Amortization of property and equipment	55,002	82,357	137,359
Amortization of intangible assets	403,204	99,293	502,497
Interest expense	10,037	38,475	48,512
Gain on assets	(37,807)	-	(37,807)
Loss on foreign exchange	2,511	902	3,413
Earnings (loss) before income taxes	(351,653)	(20,410)	(372,063)
Income tax (recovery)	(189,633)	(77,832)	(267,465)
Net earnings (loss)	$ (162,020)	$ 57,422	$ (104,598)

Three months ended June 30, 2011	EMR	EMS	Total
Revenues	$ 2,596,446	$ 2,634,059	$ 5,230,505
Operating expenses	2,475,507	2,144,455	4,619,962
Operating profit	120,939	489,604	610,543
Stock-based compensation	17,843	19,779	37,622
Amortization of property and equipment	86,850	37,328	124,178
Amortization of intangible assets	189,534	104,069	293,603
Interest expense	15,433	8,611	24,044
Loss (Gain) on foreign exchange	(43)	526	483
Earnings (loss) before income taxes	(188,678)	319,291	130,613
Income tax (recovery)	25,662	(8,035)	17,627
Net earnings (loss)	$ (214,340)	$ 327,326	$ 112,986

Revenues

The Company recorded $6,936,101 in revenue for the three months ending June 30, 2012 compared to $5,230,505 for the three months ending June 30, 2011 an increase of 33%.

The EMR division revenue for the second quarter was $4,200,566 compared to $2,596,446 for the same period last year an increase of 62%. This increase is attributable to continued organic growth in recurring revenue in addition to added revenue through the October 11, 2011 acquisition of Healthscreen.

The EMS division revenue for the second quarter was $2,735,535 compared to $2,634,059 for the same period last year an increase of 4%.

Operating Expenses

Operating expenses including cost of goods for the three months ended June 30, 2012 were $6,582,336 compared to $4,619,962 for the same period in 2011, an increase of 42%. The increase in operating expenses is attributable to the increased headcount of Healthscreen, addition of Toronto office expenses and data center expansion.

Other Expenses

Other expenses including stock-based compensation, amortization, interest and foreign exchange were $725,828 for the three months ending June 30, 2012 compared to $479,930 for the same period in 2011. The difference is mainly due to increased amortization relating to intangible assets from acquisitions.

Earnings

EBITDA(1) for the three months ended June 30, 2012 was $353,765 compared to $610,543 for the same period in 2011. The net loss for the period ended June 30, 2012 was $104,598 compared to net earnings of $112,986 in 2011, a decrease of $217,584. This decrease in EBITDA and earnings in the quarter is largely attributable to the increase in operating expenses as highlighted above.

3.4 Summary of Second Quarter Results

- Revenue for the quarter ending June 30, 2012, totaled $6,936,101, 33% higher than the $5,230,505 reported in the same period for 2011.
- Operating expenses were $6,582,336 in the second quarter compared to $4,619,962 for the same period in 2011. The increase in operating expenses is attributable to the increased headcount of Healthscreen and the Ontario growth initiatives, addition of Toronto office expenses, data center capacity expansion and acquisition expenses.
- EBITDA(1) was $353,765 or 5% of revenue in the second quarter compared to $610,543 or 12% in the same period in 2011.
- Net loss and comprehensive income was $104,598 in the second quarter compared to net earnings of $112,986 for the same period in 2011. The change in earnings was largely a result of increased headcount due to the Healthscreen acquisition and the Ontario growth initiatives, addition of Toronto office expenses, data center capacity expansion and acquisition expenses. Earnings per share (basic & diluted) was $0.00 for the quarter compared to $0.00 for the same period in 2011.
- As at June 30, 2012 the Company had positive working capital(2) totaling $2,825,577 compared to $7,727,283 as at June 30, 2011. The working capital(2) decrease is a result of the use of cash (which was raised in December 2010 and on the balance sheet in the second quarter of 2011) for acquisitions during the second half of 2011 and due to a large government funded contract in the amount of $1.6 million that was over 90 days old but was paid on July 17th 2012.

(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
2012				
Revenue	$ 7,393,244	$ 6,936,101		
Net earnings (loss) and comprehensive income	264,454	(104,598)		
Net earnings per share – basic	0.01	0.00		
Net earnings per share – diluted	0.01	0.00		
Weighted average common shares outstanding				
Basic	42,910,621	42,910,621		
Diluted	43,364,239	43,139,022		
2011				
Revenue	$ 6,481,901	$ 5,230,505	$ 5,496,797	$ 6,647,944
Net earnings and comprehensive income	976,808	112,986	149,324	230,834
Net earnings per share – basic	0.02	0.00	0.00	0.01
Net earnings per share – diluted	0.02	0.00	0.00	0.01
Weighted average common shares outstanding				
Basic	42,903,510	42,790,621	42,809,914	42,813,470
Diluted	43,780,767	43,146,750	43,287,195	43,335,266
2010				
Revenue	$ 4,661,946	$ 5,092,462	$ 4,645,807	$ 4,670,685
Net (loss) earnings and comprehensive income	(324,798)	282,403	(122,028)	1,171,379
Net earnings per share – basic	(0.01)	0.01	0.00	0.04
Net earnings per share – diluted	(0.01)	0.01	0.00	0.04
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

Quarterly results from the two divisions fluctuate from quarter to quarter due to seasonal influences on sales volumes. The EMR division's quarterly results have historically been less volatile as recurring revenues provide a consistent revenue stream. The timing of license sales within the EMS division can create significant fluctuations in the quarterly results as some large contracts represent a significant share of sales for a given quarter. The timing of these license sales and corresponding cost of goods is unpredictable.

Economic Outlook and Company Strategy

Management believes that 2012 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 2012 indicate continued growth opportunities for the Company.

- Total Canadian healthcare spending is expected to reach approximately $195 billion in 2012. The healthcare sector continues to grow based on demographic changes in Canada and represents approximately 11.7% of Canadian GDP;
- The Company's customers being health agencies, 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 our customers' enterprises;
- Federal and Provincial Governments are accelerating investment in information technology infrastructure creating more demand for the Company's products, and
- There has been no evidence of the provinces retracting funding programs for physicians who are migrating to EMR 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, and (iii) 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 has in the past 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 Financial Condition

	June 30, 2012	June 30, 2011
Cash on hand	$ 422,006	$ 6,504,269
Working capital(2)	2,825,577	7,727,283
Shareholders' equity	17,850,970	17,106,149

- The Company ended the second quarter with cash on hand of $422,006 compared to $6,504,269 for the same period in 2011. This decrease in cash is due to the Healthscreen acquisition during the second half of 2011 and also due to a large government funded contract in the amount of $1.6 million that was over 90 days old and unpaid as at June 30th, 2012 but was paid on July 17, 2012. The Company had positive working capital(2) of $2,825,577at June 30, 2012, a decrease of $4,901,706 from June 30, 2011, due primarily to the Healthscreen related asset purchase during the third and fourth quarter of 2011.

Operating Activities

For the three months ended June 30, 2012, operating activities resulted in net cash outflows of $180,988 compared to net cash inflows of $1,160,339 for the same period in 2011. The variance between the cash inflows is driven by a decrease in net earnings for the period and changes in its non-cash operating assets and liabilities which impacted the Company's operating cash activity.

Investing Activities

For the three months ended June 30, 2012, the Company made net investments of $511,709 compared to $120,396 in 2011. Investments were primarily related to increased capital and intangible asset purchases during the period.

Financing Activities

For the three months ended June 30, 2012, the Company paid down debt to a total of $739,995 compared to $127,803 in 2011.

3.6 Capital Resources

Our capital resources as at June 30, 2012 were in cash and cash equivalents in the amount of $422,006. The Company plans to continue funding cash requirements through operations. If required, the Company has credit facilities in place that can be drawn upon as follows:

Operating Line of Credit

The Company has a secured operating line of credit with Royal Bank (the "Bank") of up to $1,500,000 subject to and limited to standard borrowing base calculations and margining against trade account receivable. The interest rate is at the Bank's prime rate plus 2.00% per annum. At June 30, 2012, the effective rate on this loan was 5.00%. The operating line of credit is payable upon demand by the Bank. As at June 30, 2012, the company had not drawn down on its operating line.

Term Loan

The Company also secured a $2,000,000 non-revolving term loan from the Bank specifically for the Healthscreeen acquisition dated December 22, 2011 repayable in 24 monthly installments of $75,000 plus interest at prime plus 2% per annum. The loan is secured by a general security agreement. A mandatory annual repayment equaling 50% of the Company's free cash flow (defined as earnings before interest, taxes, depreciation and amortization excluding non-cash gains/losses, less taxes, unfunded capital assets and all principal payments) is payable within 120 days of the fiscal year end.

(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.

As at June 30, 2012, the Company is in compliance with all of its bank covenants. The Company paid $312,165 towards the non-revolving term loan on April 30, 2012 as per the covenant in (c) below.

As at June 30, 2012 the Company has the following externally imposed capital requirements under its operating line of credit and term loan agreements.

a) EBITDA (less cash income taxes and unfunded capital expenditures) to Fixed Charges (total interest expense, scheduled principal payments in respect to funded debt and corporate distributions) - the ratio is calculated on a rolling 4 quarters basis for the fiscal quarter then ended and the immediately preceding 3 fiscal quarters, of not less than 1.50:1.
b) Funded debt to EBITDA - calculated on a rolling 4 quarters basis for the fiscal quarter then ended and the immediately preceding 3 fiscal quarters, of not greater than 2.00:1.
c) On the non-revolving term loan only, a mandatory repayment equaling 50% of QHR's free cash flow (defined as earnings before interest, taxes, depreciation and amortization excluding non-cash gains/losses, less taxes, unfunded capital assets and all principal payments) is payable within 120 days of the fiscal year end.

EBITDA is defined as earnings before interest, taxes, depreciation and amortization and is a non-IFRS measure. Unfunded capital expenditures are defined as capital expenditures not financed by external sources. Funded debt includes the term loan and capital lease obligations. Fixed charges are comprised of total interest expense, scheduled principal payments in respect of funded debt, and corporate distributions.

3.7 Contractual Obligations

The Company's known contractual obligations at June 30, 2012, are quantified in the following table:

June 30, 2012	Less than 1 year	1 to 3 years	Total
Promissory note payable	$ 83,495	$ -	$ 83,495
Capital lease obligations (including interest)	315,027	724,066	1,039,093
Operating office leases	630,311	594,408	1,224,719
Current and long-term debt (including interest)	946,319	185,960	1,132,279
Total	$ 1,975,152	$ 1,504,434	$ 3,479,586

4.0 OFF BALANCE SHEET ARRANGEMENTS

As at June 30, 2012 and August 23, 2012, the Company did not have any off balance sheet arrangements.

5.0 RELATED PARTY TRANSACTIONS

For the three month period ended June 30, 2012 and 2011 the Company paid compensation to key management personnel and the amounts are recognized as an expense during the reporting period.

6.0 PROPOSED TRANSACTIONS

As at August 23, 2012, the Company was in the process of completing a Plan of Arrangement signed on July 13, 2012, whereby QHR will acquire all of the issued and outstanding securities of Open EC Technologies, Inc. ("OEC") (TSX-V: OCE).

Under the terms of the transaction, which is structured as a Plan of Arrangement pursuant to the Business Corporations Act (British Columbia), holders of OEC common shares ("OEC Shares") can elect to exchange their OEC Shares for common shares of QHR ("QHR Shares") at a ratio of twelve (12) OEC Shares for each QHR Share, or sell their OEC Shares for cash at a price of $0.04 per OEC Share. Where no affirmative election is made, the OEC shareholder will be deemed to have made the election to receive cash.

Holders of OEC share purchase warrants and options will exchange their securities for QHR Shares at various rates depending on the class or series (some warrants will be exchanged at a ratio of 3.75 to 1, others at a ratio of 9.0 to 1, and options will be exchanged at a ratio of 10 to 1). QHR Shares issued in exchange for OEC Shares will be subject to a resale restriction of twelve months after the completion date, while QHR Shares issued in exchange for OEC warrants and options will be subject to an eighteen month resale restriction.

The transaction is expected to close during the month of September and is subject to a number of conditions, including receipt of TSX Venture Exchange approval, the approval of the OEC shareholders at a shareholders' meeting scheduled on September 6, 2012, and court approval.

QHR has received shareholder voting agreements from five OEC directors and officers in which each of those shareholders have agreed to vote their OEC Shares in favour of the transaction at the special meeting of shareholders called to approve the transaction. In the aggregate, those five shareholders hold 10,970,173 OEC Shares, representing approximately 18% of the issued and outstanding OEC Shares.

QHR has advanced a secured bridge loan to OEC in the amount of $250,000, which must be repaid if the transaction does not close as per the Arrangement Agreement.

7.0 FINANCIAL INSTRUMENTS AND RISK EXPOSURES

Fair Value Measurement

The Company's current financial assets include cash and receivables. The Company's financial liabilities include accounts payable and accrued liabilities, promissory notes payable and long- term debt.

The Company has classified its cash, and receivables as loans and receivables, measured at amortized cost using the effective interest rate method. Accounts payable and accrued liabilities, promissory notes payable and long term debt are classified as other financial liabilities, measured at amortized cost using the effective interest rate method.

The carrying value of the Company's financial assets and liabilities 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 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 regularly reviews the collectability of its accounts receivable and establishes an allowance for doubtful accounts based on its best estimate of any potentially uncollectible accounts. Included in the over 90 day balance was a large government funded contract in the amount of $1.6 million that was paid on July 17th 2012. It is not unusual that these contracts can take longer than 90 days to receive payment and they do affect the cash balances from time to time. Pursuant to their respective terms, net accounts receivable was aged as follows:

	June 30, 2012	June 30, 2011
Current	$ 2,265,887	$ 2,319,055
31-60 days	68,931	417,580
61-90 days	1,030,966	337,006
Greater than 90 days(1)	2,280,783	1,182,336
Allowance for doubtful accounts	(95,127)	(102,296)
	$ 5,551,440	$ 4,153,681

(1) $1.6 million of this amount was related to a large government funded contract and was paid on July 17, 2012

Allowance for doubtful accounts	June 30, 2012	June 30, 2011
Opening	$ (101,639)	$ (117,105)
Allowance	-	(10,154)
Recovery	6,512	24,962
Total	$ (95,127)	$ (102,297)

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 June 30, 2012, the Company had cash of $422,006 and accounts receivables of $5,551,440 for a total of $5,973,446. The Company had short-term financial obligations from its accounts payable and accrued liabilities of $2,839,028, promissory note of $83,495, current capital lease obligations of $543,269 and current long-term debt of $901,256 which total $4,367,048. 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.

June 30, 2012	Less than 1 year	1 to 3 years	Total
Accounts payables and accrued liabilities	$ 2,839,028	-	$ 2,839,028
Promissory note payable	83,495	-	83,495
Capital lease obligations (including interest)	315,027	724,066	1,039,093
Current and long-term debt (including interest)	946,319	185,960	1,132,279
Total	$ 4,183,869	$ 910,026	$ 5,093,895

Foreign currency risk

Foreign currency risk is the risk that the future cash flows or fair value of the Company's financial instruments will fluctuate due to changes in foreign exchange rates. As at June 30, 2012, approximately 1% (June 30, 2011 - 2%) of revenue is transacted in US dollars and the Company is exposed to foreign exchange risk thereon. The impact of future rate fluctuations cannot be predicted with certainty; however, the Company's exposure to fluctuations in the United States dollar is small since the Company has minimal financial assets or liabilities denominated in currencies other than the Canadian dollar.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. The Company's is exposed to changes in market interest rates through bank borrowings at variable interest rates.

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1%. These changes are considered to be reasonably possible based on observation of current market conditions. The calculates are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

Interest rate sensitivity	Profit and equity for the year	
	-1%	+1%
June 30, 2012	$ 10,784	$ (10,784)
June 30, 2011	$ -	$ -

8.0 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.

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. 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 the excess of the fair value of consideration transferred and amount of non-controlling interest in the acquiree over the acquisition fair value of the net identifiable assets acquired and liabilities assumed. If this amount 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.

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. 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.

The assets with indefinite useful lives are not amortized, but are tested for impairment annually 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 with finite lives on a straight-line basis at the following annual rates, which approximate the useful lives of the assets:

Assets	Period
Developed technology	3 - 5 years
Contract development	3 years
Customer relationships	1- 10 years
Acquired technology	3 - 7 years
Software	3 years

Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

The recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the Consolidated Statement of Earnings and Comprehensive Income.

An impairment loss is reversed if there is an indication that an impairment loss recognized in prior periods may no longer exist. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized previously. Such reversal is recognized in the Consolidated Statement of Earnings and Comprehensive Income. An impairment loss with respect to goodwill is never reversed.

The following criteria are also applied in assessing impairment of specific assets:

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash generating unit is less than its carrying amount an impairment loss is recognized to the extent the carrying amount exceeds the recoverable amount. Impairment losses relating to goodwill are not reversed in future periods.

Intangible assets with indefinite lives are tested for impairment annually either individually or at the cash generating unit level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Revenue Recognition

EMR division

EMR systems are sold based on monthly and annual subscription agreements with 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 provides hosting services to 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.

The EMR division sales and marketing efforts are focused on selling Accuro® (the Company's flagship EMR product) 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. 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.

EMS division

Software license revenues are recognized after delivery and acceptance by clients in accordance with the terms of each contract. For multiple element arrangements, the contract value is allocated and recognized separately for each element. 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.

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.

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 accounts for income tax credits in accordance with IAS 12, *Income Taxes* where credits are recorded as a credit to income tax expense on the statement of earnings and comprehensive income.

9.0 CONTINGINCIES

In the normal course of business, from time to time, the Company may become involved in litigation. As at December 31, 2011, the Company is a defendant in a 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 and a counter claim for damages. The foundation of the dispute relates to 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 to the hiring of 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. The Company will aggressively and vigorously defend itself in this action and believes that there will be no material impact arising from this litigation.

10.0 BUSINESS RISKS AND UNCERTAINTIES

There have been no significant changes or updates to our risk and risk management approach and discussion as outlined in Section 14 – "Business Risks and Uncertainties" of our annual 2011 MD&A and AIF found at www.sedar.com.

Investors should carefully consider the risks and uncertainties described in its annual 2011 MD&A before making an investment decision. If any of the risks actually occur, our business, financial condition or operating results could be materially harmed. This could cause the trading price of our common shares to decline, and you may lose all or part of your investment.