

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Open EC Technologies, Inc.
3rd Floor – 120 Lonsdale Street
North Vancouver, B.C.
V7M 2E8

Item 2 Date of Material Change

July 16, 2012

Item 3 News Release

A news release dated June 16, 2012, delivered to Marketwire and Stockwatch.

Item 4 Summary of Material Change

Open EC Technologies, Inc. signs Arrangement Agreement with QHR Technologies Inc. for Business Combination.

Item 5 Full Description of Material Change

See attached news release dated June 16, 2012.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Martyn Armstrong, President & CEO, Telephone: (604) 983-8083

Item 9 Date of Report

Dated at North Vancouver, British Columbia this 16th day of July, 2012.

Signed:

“Martyn Armstrong”

Martyn Armstrong, President & CE



For Immediate Release: July 16, 2012

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CONTACT: Martyn A. Armstrong, President & CEO

**Open EC Technologies, Inc.
Signs Arrangement Agreement with QHR Technologies Inc. for Business Combination**

North Vancouver, BC, July 16, 2012 – Open EC Technologies Inc. (TSX.V: OCE) ("Open EC") and QHR Technologies, Inc. (TSX.V:QHR) ("QHR") are pleased to announce that, in accordance with the letter agreement previously announced on June 11, 2012, they have entered into a definitive arrangement agreement whereby QHR will acquire all the issued and outstanding securities of Open EC.

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

Holders of Open EC 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 Open EC Shares will be subject to a resale restriction for twelve months after the completion date, while QHR Shares issued in exchange for Open EC 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 conditions, receipt of TSX Venture Exchange approval, the approval of the Open EC shareholders at a shareholders' meeting to be scheduled for early September 2012, and court approval.

QHR has received voting agreements from certain Open EC shareholders in which each of those shareholders have agreed to vote their Open EC shares in favour of the transaction at the special meeting of shareholders which will be called to approve it. In the aggregate, those shareholders hold 10,970,173 Open EC shares, representing approximately 18% of the issued and outstanding Open EC shares.

Evans & Evans, Inc. has rendered a fairness opinion to the Board of Directors of Open EC dated July 11, 2012 that the consideration to be received by the Open EC security holders pursuant to the transaction is fair, from a financial point of view, to such security holders.

Martyn Armstrong, Open EC's President and a Director, stated, "We are pleased to have formalized an arrangement agreement between Open EC and QHR. We believe that Open EC shareholders will benefit from this transaction with the choice of cash liquidity or by owning shares of QHR, a well capitalized company with excellent growth potential and increased liquidity. This transaction has full support of the Open EC Board of Directors and Management. The next item of business is to provide our shareholders with an information circular in preparation for our Special Shareholder meeting scheduled for September 6th, 2012."

The definitive agreement includes a commitment by Open EC not to solicit alternative transactions, and Open EC has agreed to pay a termination fee of between \$200,000 and \$400,000 to QHR under certain circumstances. In addition, QHR has the right to match any unsolicited competing offer which may be made. A full copy of the definitive agreement will be filed by each of QHR and Open EC with the Canadian securities regulatory authorities and will be available at www.sedar.com. In addition, a detailed description of the agreement will be included in the management information circular which will be mailed to Open EC shareholders in advance of the proposed special meeting of shareholders.

In accordance with the letter agreement previously announced, on June 18th Open EC received from QHR a one year \$250,000 Secured Promissory Note at a rate of 8% per annum to be used for working capital and debt reduction.

About QHR Technologies Inc.

QHR operates two business units in distinct markets:

The Electronic Medical Records (“EMR”) division offers a suite of medical software modules that provides computer-based medical records for family physicians, medical specialists, and surgeons, as well as administrative modules for billing and patient scheduling, that is a key component of the move throughout Canada to provide electronic healthcare records for all Canadians. The EMR division also provides on-site and off-site (ASP) hosting capabilities.

The Enterprise Management Software (“EMS”) division specializes in workforce management software, which consists of integrated payroll, staff scheduling and human resource software, and in customized financial management software built on the Microsoft Dynamics GP platform. These products are targeted at complex healthcare, social services and public safety environments

Additional product and solution information for QHR Technologies is available on the web at www.QHRtechnologies.com. The QHR Technologies’ common shares trade on the TSX Venture Exchange under the symbol: “**QHR**”

About Open EC Technologies, Inc.

Open EC Technologies is an e-Business Information Technology company with our corporate head office, marketing and development in Vancouver, BC, main HealthCare IT Solutions Operations office in San Antonio, Texas and Medical Practise Billing Operations office in Spring Hill, Florida. The company has software development and data center hosting operations in Maine, with Sales and Executive Management staff in Atlanta Georgia. The Company’s focus is to provide software solutions and transaction processing services to assist Physicians, Hospitals, Health Plans, Insurance Brokers and State Governments to exchange information for HIPAA EDI Health Plan Enrolment, Health Insurance Eligibility, Health Insurance Claims, Claim Payments and HealthCare Provider Collaboration of supporting patient referral and industry compliance/reporting documentation.

Additional product and solution information is available on the web at www.SoftCareHealthcare.com, www.iPlexus.net and www.softcare.com and additional public company information is available on the web at www.openec.com. The Company’s common shares trade on the TSX Venture Exchange under the symbol: **OCE**.

ON BEHALF OF THE BOARD

“Martyn A. Armstrong”

Martyn A. Armstrong
President and CEO

Further information about the Open EC can be found on SEDAR (www.sedar.com) or by contacting Mr. Martyn Armstrong, President & CEO of Open EC. (Tel:1-604-983-8083 email: marmstrong@openec.com)

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The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release. This news release may contain forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.