

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

September 6, 2012

Item 3 News Release

A news release dated September 6, 2012, delivered to Marketwire and Stockwatch.

Item 4 Summary of Material Change

Shareholders Approve Plan of Arrangement with QHR Technologies Inc.

Item 5 Full Description of Material Change

See attached news release dated September 6, 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 6th day of September, 2012.

Signed:

“Martyn Armstrong”

Martyn Armstrong, President & CEO



For Immediate Release: September 6, 2012
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CONTACT: Martyn A. Armstrong, President & CEO

Open EC Technologies, Inc. Shareholders Approve Plan of Arrangement with QHR Technologies Inc.

North Vancouver, BC, September 6, 2012 – Open EC Technologies Inc. (TSX.V: OCE) (“Open EC”) is pleased to announce that the shareholders of Open EC have approved the proposed plan of arrangement (the “Arrangement”) with QHR Technologies Inc. (“QHR”), whereby QHR proposes to acquire all of the issued and outstanding common shares, options, and warrants of Open EC. At the Open EC shareholders’ meeting, the Arrangement was approved by 99.9% of the common shareholders of Open EC that were present in person or by proxy.

The Arrangement continues to be subject to the receipt of regulatory approvals, including the approval of the TSX Venture Exchange and the Supreme Court of British Columbia. The hearing in respect of the final order (the “Final Order”) to approve the Arrangement is currently anticipated to take place on September 7, 2012 at 10:00 a.m. (Vancouver Time). If the Final Order is obtained on September 7, 2012, and all other conditions to completion of the Arrangement are satisfied or waived, it is expected that the Arrangement will be completed in early October, but no later than October 31, 2012.

For further details regarding the Arrangement, please refer to the management information circular dated July 25, 2012, a copy of which is available under the corporate profile of Open EC on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Martyn Armstrong, CEO States, “We are pleased to see the strong support from our shareholders for the Plan of Arrangement with QHR. Open EC is looking forward to becoming a part of QHR and to aggressively execute our joint business plan in the US HealthCare market. Our company’s products, services and sales marketing is expected to strengthen with the added support and improved balance sheet as we are consolidated with the QHR”

About Open EC Technologies, Inc.

Open EC 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. Open EC has software development and data center hosting operations in Maine, with Sales and Executive Management staff in Atlanta Georgia. Open EC’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.openec.com.

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 is available on the web at www.QHRtechnologies.com. QHR’s common shares trade on the TSX Venture Exchange under the symbol: “QHR”

ON BEHALF OF THE BOARD

“Martyn A. Armstrong”

Martyn A. Armstrong
President and CEO

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Legal Notice Regarding Forward Looking Statements

This news release may contain “forward looking statements” within the meaning of applicable Canadian securities legislation. These statements are subject to risks that may cause the actual results to be materially different in future periods from those expressed or implied by such forward looking statements. Forward looking statements in this news release may include those concerning the anticipated court date. Risks that may prevent, delay or frustrate our objectives expressed in any of these forward looking statements include the risks inherent in transactions of this nature, including the risks that the British Columbia Supreme Court does not approve the Arrangement when asked to do so and the risk that the transaction does not complete for other reasons, including failure of a condition, lack of capital and similar risks. It is our policy not to update forward looking statements except to the extent required under applicable securities laws. Further information on Open EC is available at www.sedar.com or at its website, www.openec.com.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information regarding this News Release please contact:

Martyn Armstrong, CEO at Tel:1-604-983-8083 email: marmstrong@openec.com