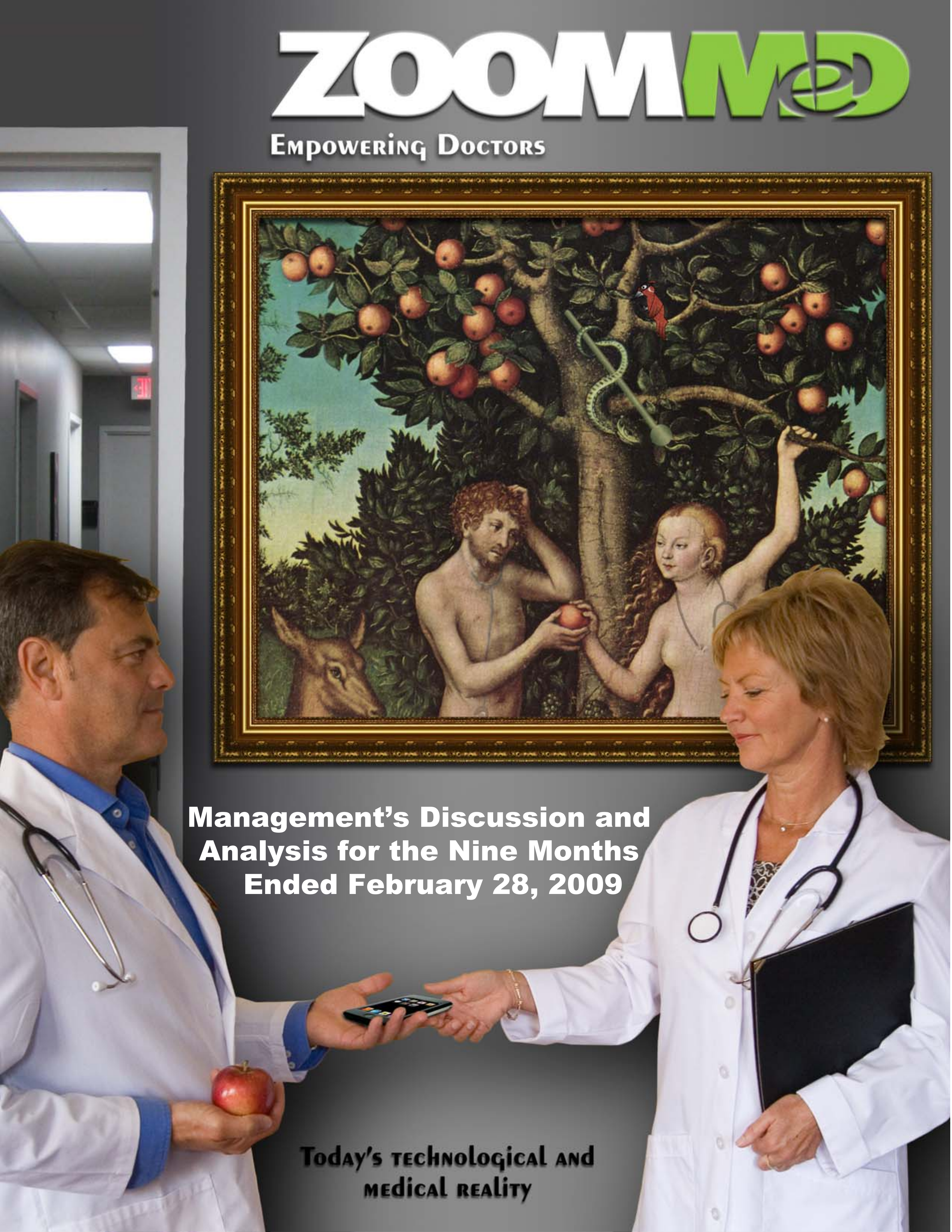
ZOOMMED

Empowering Doctors



Management's Discussion and Analysis for the Nine Months Ended February 28, 2009

Today's technological and medical reality

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis of results of operations, financial position and cash flows must be read in conjunction with ZoomMed inc. consolidated financial statements as at February 28, 2009 and 2008, and ZoomMed Inc. audited consolidated financial statements and accompanying notes as at May 31, 2008.

Management prepared this report, taking into account all available information as at April 14, 2009.

All financial information and financial statements presented in this analysis have been prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP). Unless otherwise indicated, all amounts are in Canadian dollars.

This management report may contain information and statements on the future performance of ZoomMed, which are forward-looking in nature. These statements reflect Management's expectations regarding future events, based on assumptions and uncertainties subject to risk factors, which we have identified in the Risks and Uncertainties section. Readers are hereby cautioned that actual results may differ materially from our expectations.

This report was submitted to our Audit Committee and approved by the Board of Directors of ZoomMed Inc.

BUSINESS DESCRIPTION

The Company was incorporated under the Canada business Corporations Act on February 24, 2005.

Until July 27, 2005, the Company carried on business as a "Capital Pool Company", as this term is defined in the policies of the TSX Venture Exchange. On July 27, 2005, with the acquisition of all of the outstanding Class A shares of "9103-8240 Quebec Inc.", now being called ZoomMed Medical Inc., the Company completed its qualifying transaction pursuant to the rules of the Exchange. According to Canadian generally accepted accounting principles, these consolidated financial statements are recognized as being the continuity of ZoomMed Medical Inc. The Company is now the reporting issuer resulting from the reverse takeover.

ZoomMed is committed to two business missions:

1) The development and the marketing of the *ZRx Prescriber*, an innovative product for physicians; and

2) Sales of paramedical equipment to the public in general and Healthcare agencies, throughout a franchise network which operates under the name **ZoomCité**.

OPERATING RESULTS

SELECTED INFORMATION
THREE-MONTH PERIOD

OPERATING RESULTS		ZoomMed Inc. As at February 28, 2009 (3 months)		ZoomMed Inc. As at February 29, 2008 (3 months)
Revenues	$	276,897	$	300,892
Cost of goods sold		71,572		97,685
Administrative expenses		341,554		243,787
Administrative expenses (Stock-based compensation)		-		14,500
Operating expenses		440,834		247,003
Selling expenses		519,628		425,330
EBITDA		(1,096,691)		(727,213)
Financial expenses		7,107		6,015
Amortization		347,252		269,016
Net loss	$	(1,451,050)	$	(1,004,194)
Basic and diluted earnings per share	$	(0.015)	$	(0.014)
Weighted average number of outstanding common shares		98,215,785		71,698,709

SELECTED INFORMATION
NINE-MONTH PERIOD

OPERATING RESULTS		ZoomMed Inc. As at February 28, 2009 (9 months)		ZoomMed Inc. As at February 29, 2008 (9 months)
Revenues	$	821,867	$	913,944
Cost of goods sold		203,054		218,341
Administrative expenses		904,879		751,437
Administrative expenses (Stock-based compensation)		276,829		43,750
Operating expenses		1,186,641		592,908
Selling expenses		1,519,387		1,145,478
EBITDA		(3,268,923)		(1,837,970)
Financial expenses		15,650		19,844
Amortization		986,940		734,080
Net loss	$	(4,273,263)	$	(2,597,144)
Basic and diluted earnings per share	$	(0.045)	$	(0.036)
Weighted average number of outstanding common shares		94,629,194		71,496,268

The recorded revenues for the nine-month period ended February 28, 2009 were slightly lower due to a decrease in interest revenues over the two periods. It is important to note that Pharmaceutical contract revenues are recognized on a straight-line basis over the duration of the related agreements. At the end of each quarter, a portion of these revenue contracts is recognized in the period and the balance is included in the current deferred revenues. As at February 28, 2009, deferred revenues were $434,375 compared to $71,970 as at May 31, 2008. This increase in deferred revenues indicates a notable increase in Pharmaceutical contract revenues. There is no cost of goods sold associated with the ZRx Prescriber revenues and franchise revenues are presented net of cost of sales. The gross margin on goods sold is constant since the 2007 fiscal year.

Administrative expenses, totaled $1,181,708 during the nine-month period ended February 28, 2009, compared to $795,187 for the corresponding 2008 period. This increase is mainly related to non-recurrent compensation-base expenses of $276,829 following the issue of stock options. The increase is also related, in part, to year end expenses which were quarterly accounted for during fiscal year 2009. During previous fiscal year, those expenses were accounted for at the end of year.

Actually, the operating and selling expenses increase is basically linked to the new Ontario business office operations. As a matter of fact, since the beginning of fiscal year 2008, ZoomMed experienced a significant growth which is still progressing in 2009. The Markham Ontario business office started its operations in August 2007 and *ZRx Prescriber* marketing sales representatives were hired. In order to meet the increasing Ontario physicians demand, ZoomMed hired, throughout the year, additional sales representatives and operation personnel. As of November 2008, the Markham business office was just about fully up and running. During the same period we have established, at the head office in Quebec, a Canadian client support department. Furthermore, we added additional personnel to our pharmaceutical marketing team.

For the third quarter ended February 28, 2009, operating expenses amounted to $440,834 compared to $247,003 for the three-month period ended February 29, 2008. For the nine-month period ended February 28, 2009, the operating expenses increase was $593,733. This increase is mainly related to development expenses, since only the development costs related to new functionalities are capitalized. Development expenses, for the nine-month period ended February 28, 2009, amount to $458,629 compared to $175,701 for the same 2008 period. Furthermore, the increase is also attributable to personnel hiring for the *ZRx Prescriber* deployment in Ontario, and in Quebec, we hired personnel for the *ZRx Prescriber* client support team which now provides services throughout Canada.

The overall increase in selling expenses was $373,909 for the nine-month period ended February 28, 2009. The increase is mainly related to personnel hiring in Ontario and Quebec. In Ontario, we hired new sales representatives throughout the year and in Quebec, communication and marketing personnel were hired to meet the needs of the pharmaceutical market. ur Quebec personnel traveled regularly to Ontario in order to set up good foundations and provide the same quality services.

The amortization increase is associated to the acquisition of $514,079 in additional deployment equipment for the *ZRx Prescriber* in Quebec and Ontario and to the set up and leasehold improvement of the Ontario office.

ZoomMed shows an EBITDA (earnings (loss) before interest, taxes, depreciation and amortization) of ($3,268,923) for the nine months ending February 28, 2009 compare to ($1,837,970) for the same period in 2008.

ZoomMed recorded a net operating loss of $1,451,050 for the three months ended February 28, 2009 compared to $1,004,194 for the three months ended February 29, 2008. The cumulative loss as at February 28, 2009 is $4,273,263 and $2,597,144 for the February 28, 2008. The increase in expenditure over the period ended November 30, 2008 is essentially attributable to the development expenses that are no longer capitalise in totality, the marketing and the deployment related to the *ZRx Prescriber* activities.

ZoomMed registered a $0.015 net loss per share for the three months ended February 29, 2009 and $0,014 for the three months ended February 29, 2008. ZoomMed registered a $0.045 net loss per share for the nine-month period ended February 28, 2009, and $0.036 for the nine-month period ended February 29, 2008.

FINANCIAL SITUATION

BALANCE SHEETS	**ZoomMed Inc. As at February 28, 2009**		**ZoomMed Inc. As at May 31, 2008**	
Cash	$	1,111,779	$	952,943
Working capital		377,735		220,730
Guaranteed Investment Certificates		3,043,354		25,000
Fixed assets		1,272,297		1,074,201
Intangible assets		3,125,125		3,590,563
Total assets		9,039,300		6,042,254
Long-term debt including current portion		146,290		168,132
Shareholders equity		7,735,078		4,814,891
Share capital	$	20,783,214	$	14,570,915

In the first quarter ended August 31, 2008, the Company completed a public offering for gross proceeds of $7,671,514 through the issuance of 26,453,495 units at a price of $0.29 per unit. During the second quarter, $3,000,000 was invested in a guaranteed investment certificates.

For the nine-month period ended February 28, 2009, fixed assets increased due to the acquisition of $514,079 in computer equipment used for the deployment of the *ZRx Prescriber* less amortization, which is $302,184.

The intangible assets book value decreased by $465,438 since fiscal year ended May 31, 2008. For the nine-month period ended February 28, 2009, total development cost amounted to $677,947; however, only $219,318 was capitalized. The intangible assets decrease is primarily due to the $684,756 amortization recorded for the nine-month period.

The Company total assets increased from $6,042,254, as at May 31, 2008, to $9,039,300 as at February 28, 2009. This increase is reflected by a $3,000,000 Guaranteed Investment Certificate, following a public offering completed on July 8, 2008.

Long-term debt as at May 31, 2008 was $168,132 compared to $146,290 as at February 28, 2009. The Company did not contract any additional debt.

The Company shareholders equity increased by $2,920,187 and is also explained by the public offering completed on July 8, 2008.

CASH FLOW SITUATION

CASH FLOWS SITUATION (Three-month period)		ZoomMed Inc. As at February 28, 2009 (3 months)		ZoomMed Inc. As at February 29, 2008 (3 months)
Cash flows used in operating activities	$	(939,464)	$	(646,418)
Cash flows related to financing activities		(18,447)		24,333
Cash flows related to investment activities		(250,402)		596,649
Net change in cash and cash equivalents		(1,208,313)		(25,436)
Cash and cash equivalents, end of year	$	1,111,779	$	636,732

CASH FLOWS SITUATION (Nine-month period)		ZoomMed Inc. As at February 28, 2009 (9 months)		ZoomMed Inc. As at February 29, 2008 (9 months)
Cash flows used in operating activities	$	(2,789,028)	$	(2,073,630)
Cash flows from financing activities		6,663,320		70,663
Cash flows used in investment activities		(3,715,456)		(2,447,357)
Net change in cash and cash equivalents		158,836		(4,450,324)
Cash and cash equivalents, end of year	$	1,111,779	$	636,732

Cash flows used in operating activities totaled $2,789,028 for the nine-month period ended February 28, 2009, compared to $2,073,630 for the February 29, 2008 nine-month period. The increase comes essentially from the deficit, which is attributable to the increase in development expenses which are no longer fully capitalized and the hiring of marketing and deployment personnel for the *ZRx Prescriber*.

For the nine-month period ended February 28, 2009, financing activities amounted to $6,663,320 as a result of a $7,671,514 public offering, of which $1,797,515 was recorded to the contributed surplus. Financing activities for the February 29, 2008 period represent $70,663.

Investment activities for the nine-month period ended February 28, 2009 amounted to $3,715,456 and include the acquisition of a $3,000,000 Guaranteed Investment Certificates and $715,456 of fixed assets. For the nine-month period, ended February 29, 2008, investment activities totaled $2,447,357 and included Guaranteed Investment Certificates acquisition and disposition for a net value of $1,362,148, and acquisition of fixed assets totaling $1,085,209.

The net cash increase (decrease) from the three types of activities amounts to $158,836 for the period ended February 28, 2009 and $(4,450,324) for the same 2008 period.

Taking into account the cash on hand with the guaranteed investment certificates, redeemable at any time, the available cash adds up to $4,136,779, of which $1,111,779 is in cash and a $3,025,000 in investment certificates.

CASH FLOWS AND LOANS

According to the Management, in addition to the $4,136,779 available, the cash flows required to finance our operating activities will come from revenues generated through agreements with pharmaceutical firms, as well as transactional revenues from pharmacists using the prescription information produced by the *ZRx Prescriber*.

BELOW-THE-LINE ARRANGEMENTS

There were no below-the-line arrangements or arrangements likely to have an impact on our operating results or our financial situation.

RELATED PARTY TRANSACTIONS

During the nine-month period, the Company paid professional fees totaling $63,000 to one company owned by shareholders and officers. As at February 28, 2009, accounts payable include an amount of $7,000 in regards to these transactions.

These transactions were carried out in the normal course of business and are measured at the exchange value, which is the value of the consideration established and agreed upon by the related parties.

OUTSTANDING SHARES, OPTIONS AND WARRANTS AS AT APRIL 14, 2009

Common shares	98,215,785
Warrants to agent and investors	34,571,220
Stock options in accordance with the stock option plan	9,736,500

ACCOUNTING ESTIMATES AND PRINCIPLES

Preparation of these financial statements in accordance with Canadian Generally Accepted Accounting Principles requires that Management formulate estimates and assumptions affecting the amounts recorded in our financial statements and related notes. These estimates are based on Management's best knowledge of current events, as well as actions, which the Company may take in the future. While actual results may differ from the estimates provided.

Financial statement items that require such estimates include future benefits from development costs, intellectual property, future income tax assets and goodwill, income tax provision, the recoverable amount of research and development tax credits, the assumptions used in the determination of the stock-based compensation charge and fair value of financial instruments. The notes 2, 14 and 15 of the financial statements describe the assumptions used.

The Company initiated a stock option plan. In accordance with the section 3870 of the Canadian Institute of Chartered Accountants (CICA) Handbook, "Stock-based compensation and other stock-based payments", the Company uses the fair value based method of accounting for all stock options granted. According to this method, the compensation expense in regard of the stock options is measured at the grant date's estimated fair value, using an option-pricing model (Black & Scholes), and is recognized during the grant date period, the counterpart being recognized as contributed surplus.

CHANGES IN ACCOUNTING POLICIES

a) Implemented during fiscal year 2009

On June 1, 2008, the Company adopted the new accounting standards related to: Section 1535 -"Capital Disclosures", Section 3862 - "Financial Instruments - Disclosures", Section 3863 - "Financial Instruments – Presentation" and Section 3031 - "Inventories". Figures for periods prior to June 1, 2008 were not amended.

Capital Disclosures (Section 1535)

This section establishes disclosure requirements concerning capital such as: qualitative information about an entity's objectives, policies and processes for managing capital; quantitative data about what it regards as capital; whether the entity has complied with any externally imposed capital requirements and, if not, the consequences of such non-compliance.

Financial instruments (Sections 3862 and 3863)

These new standards replace Section 3861 - "Financial Instruments – Disclosure and Presentation", revising and enhancing its disclosure requirements and carrying forward unchanged its presentation requirements.

Inventories (Section 3031)

In March 2007, the CICA published Section 3031 - "Inventories", which aligns accounting for inventories under Canadian GAAP with International Financial Reporting Standards ("IFRS"). This new standard provides more guidance on the measurement and disclosure requirements for inventories. It requires the measurement of inventories at the lower of cost and net realizable value and includes guidance on the determination of cost, including allocation of overheads and other costs incurred in bringing the inventories to their present location and condition. The standard also requires the use of either first in, first out ("FIFO") or weighted average cost formula to measure the cost of inventories.

Besides the disclosure requirements under the terms of the Sections described above, the adoption of these new standards had no material impact on the Company's consolidated financial statement.

b) Implemented during fiscal year 2008

On June 1 2007, the Company adopted the new accounting standards related to: Section 1530 - "Comprehensive Income", Section 3855 - "Financial Instruments – Recognition and Measurement" and Section 3865 - "Hedges". Figures for periods prior to June 1, 2007 were not amended.

Financial instruments – Recognition and measurement

Under this new standard, all financial assets will be classified in one of the following four categories: 1) held to maturity, 2) loans and receivables, 3) held for trading and 4) available for sale. Financial liabilities will have to be classified as "held for trading" or "other liabilities". Financial assets and liabilities held for trading will be valued at their fair value, and gains and losses will be recorded in net results. Held-to-maturity financial assets, loans and receivables, and financial liabilities classified as "other liabilities" will be recognized at amortized cost using the effective interest rate method. Available-for-sale financial assets will be valued at fair value, and all the unrealized gains and losses will be recorded in other comprehensive income. The new standard will enable entities to designate all financial instruments as held for trading when they are initially recognized or when this standard is adopted, even if this financial instrument does not fall within the definition of a financial instrument held for trading. Financial instruments held for trading under the fair value option must have a reliable fair value.

The Company has elected to classify investments held for trading. Consequently, any differences in the fair value of these assets will be recorded directly in net results.

Long-term debts are classified in “other liabilities” and accounted for at cost. Transaction costs related to “other liabilities” are capitalized and depreciated in accordance with the effective interest rate method and recorded in the net result.

Comprehensive Income

Following the adoption of these new accounting standards, the company must present a statement of other comprehensive income. Other comprehensive income includes the net result and the other elements of the comprehensive income. Considering that the company has classified the whole of its financial tools as financial tools “held for trading” and its long-term debts in the category “other liabilities”, no variation element was classified in the other elements of the comprehensive income, consequently, net loss corresponds to the total of the comprehensive income.

Impact of adopting these new standards

The adjustments related to the classification of investments as financial instruments held for trading were nil and therefore no adjustment was recorded in the deficit’s opening balance as at June 1, 2007. The adjustments due to the classification of the long-term debt in the category “other liabilities”, presented net from related transaction fees depreciated in accordance with the effective interest rate method, were recorded in the deficit’s opening balance as at June 1, 2007. The result of this adjustment at June 1, 2007 was a reduction in the deficit’s opening balance of $5,356.

FUTURES CHANGES IN ACCOUNTING POLICIES

Intangible assets

In November 2007, the CICA issued Section 3064 - “Goodwill and Intangible Assets”, replacing Section 3062 - “Goodwill and Other Intangible Assets”, and section 3450 - “Research and Development Costs”. Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new Section is applicable to financial statement relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company will adopt the new standards for its fiscal year beginning June 1, 2009. It establishes standards for the recognition and of intangible assets by profits-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The management is currently assessing the impact of the adoption of this new Section on its consolidated financial statements.

International Financial Reporting Standards

The Accounting Standards Board of Canada has announced that accounting standards in Canada, as used by public companies will be converged to IFRS. The changeover date from current Canadian GAAP to IFRS, for the Company, is for the fiscal year beginning on June 1, 2011. The Company will convert to these new standards according to the timetable set with these new rules. The management is currently assessing the future impact of these new standards on its consolidated financial statements.

CONTROLS AND PROCEDURES

The Company's president and chief executive officer and chief financial officer have reviewed the disclosure controls and procedures as required by Multilateral Instrument 52-109 of the Canadian Securities Administrators.

The Company's president and chief executive officer and chief financial officer have concluded that, to the best of their knowledge, there have been no changes to the Company's internal controls over financial reporting during the most recent quarter, which have materially affected, or could reasonably be likely to have an important incidence on the Company's internal controls over financial reporting. After examining the controls and procedures to the best of their knowledge, the President and Chief Executive Officer and the Chief Financial Officer consider that the controls and procedures are adequate.

RISKS AND UNCERTAINTIES

I. Ability to develop and maintain a market for its product

The future performance of ZoomMed and its Subsidiary hinges on the continued popularity of its existing products and its ability to develop and introduce products that gain acceptance and satisfy consumer preferences in target markets. The popularity of any of its products may decline over time as consumer preferences change or as new, competing products are introduced in target markets. Developing new systems and distributing them in target markets requires significant investments.

II. Ability to hire and retain key personnel

Recruiting and retaining qualified personnel is essential to the success of ZoomMed and its Subsidiary, which have been successful in recruiting a strong workforce to help meet their objectives. However, as their activities grow, additional key financial, administrative, development and marketing personnel may be required. Although ZoomMed and its Subsidiary believe that they will be successful in attracting qualified personnel, there are no guarantees in this regard.

III. Financial history

ZoomMed and its Subsidiary operate a developing business. As such, one cannot rely on their financial history to assess the likelihood of their meeting forecast revenues or other financial forecasts.

ADDITIONAL INFORMATION

ZoomMed's common shares are trading on the TSX Venture Exchange under the symbol "ZMD".

CONTINUOUS DISCLOSURE AND SUPPLEMENTARY INFORMATION

ZoomMed files its consolidated financial statements, its management's discussion and analysis, its press releases and other required filing documents on SEDAR's database at www.sedar.com.