

### Overview of the Structure of the MD&A

The following management's discussion and analysis ("MD&A") for Redishred Capital Corp. (the "Company" or "Redishred") has been prepared by management and focuses on key statistics from the consolidated financial report and pertains to known risks and uncertainties. To ensure that the reader is obtaining the best overall perspective, this MD&A should be read in conjunction with material contained in the Company's unaudited interim consolidated financial report for the three and nine months ended September 30, 2011 and 2010. Additional information on Redishred, including these documents and the Company's 2010 annual report are available on SEDAR at [www.sedar.com](http://www.sedar.com). The discussions in this MD&A are based on information available as at November 18, 2011.

### Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Often, but not always, forward-looking reports can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking reports involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In particular, certain reports in this document discuss Redishred's anticipated outlook of future events. These reports include, but are not limited to:

- (i) the Company's ability to achieve certain levels of cash flow, which may be impacted by:
  - a. the number of new franchises awarded,
  - b. the size of the franchise territories awarded,
  - c. the growth of the system sales achieved by existing and new locations,
  - d. the economic circumstances in certain regions of the United States,
  - e. the growth of sales achieved in corporate locations,
  - f. the level of corporate overhead,
  - g. the outcome of current litigation.
- (ii) franchise development or the awarding of franchises, which is subject to the identification and recruitment of candidates with the financial capacity and managerial capability to own and operate a Proshred franchise;
- (iii) the line of credit facility may be used to fund acquisitions in select markets in the United States, which is subject to the identification of appropriate assets and agreement of suitable terms;
- (iv) anticipated system sales and royalty revenue which may be impacted by industry growth levels which to date have been driven by favourable legislation and favourable media coverage on the impacts of identity theft;
- (v) recycling revenues may be impacted by commodity paper prices which will vary with market conditions, and
- (vi) the commencement of new franchise operations which may be delayed by the inability of the franchisee to comply with the franchise agreement terms and conditions post execution.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

---

These forward-looking reports should not be relied upon as representing the Company's views as of any date subsequent to the date of this document. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking reports will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Company.

### Non-GAAP Measures

There are measures included in this MD&A that do not have a standardized meaning under Generally Accepted Accounting Policies ("GAAP") and therefore may not be comparable to similarly titled measures presented by other publicly traded companies. The Company includes these measures as a means of measuring financial performance.

- System sales are revenues generated by franchisees and corporately operated locations. The system sales generated by franchisees drive the Company's royalty and information technology fee revenues. The system sales generated by corporate locations are included in the Company's revenues.
- Same store system sales results are indicators of performance of franchisees and corporately operated locations that have been in the system for equivalent periods in 2011 and 2010.
- Operating income (loss) is defined as revenues less operating costs, interest expense, depreciation and amortization related to the tangible assets. Depreciation and amortization for intangible assets has not been included in this calculation.

### Basis of Presentation

On January 1, 2011, under Canadian GAAP, all public reporting companies in Canada were required to adopt International Financial Reporting Standards ("IFRS") as GAAP. All financial information reported in this MD&A is presented under IFRS (including all comparative 2010 information). Please refer to the section called International Financial Reporting Standards on page 4 of this MD&A for a description of the impact of adopting IFRS on the Company.

### Overview of Redishred Capital Corp.

Redishred Capital Corp., based in Mississauga, Ontario, Canada owns and operates the Proshred brand and system in the United States and Internationally. As of September 30, 2011 there were 19 Proshred locations in the United States (see below) comprised of 75 territories, and one international license to operate in the Middle East<sup>1</sup>. A territory is defined as a geographic area with 7,000 businesses having 10 or more employees. A franchise is defined as the right, granted by the Company, to operate a Proshred business in a certain geographic area(s). Subsequent to the third quarter, the Company announced the addition of the Atlanta, GA, Phoenix, AZ and Dallas, TX franchises to the system. These franchises comprise 6.3, 4.2 and 6.3 territories respectively, and operations are expected to commence in the first quarter of 2012. The Company operates the Syracuse, Albany and Milwaukee locations directly and their results are included in the Company's 2011 operating results. In addition, the Middle East licensee currently has one truck in operation in Doha, Qatar.

The Company operates the Proshred franchising business (defined as the business of granting and managing franchises in the United States and by way of license arrangement in the Middle East) as well as corporate shredding businesses directly. The Company's plan is to grow its business by way of both franchising and the acquisition and operation of document destruction businesses that generate stable and recurring cash flow through a scheduled client base, continuous paper recycling, and concurrent unscheduled shredding service.

<sup>1</sup> Middle East license includes Gulf Cooperation Council countries of Saudi Arabia, Kuwait, Bahrain, Qatar, The United Arab Emirates, the Sultanate of Oman and the Republic of Yemen, in addition to, the Eastern Mediterranean Levant Countries of Turkey, Syria, Lebanon, Palestine, Jordan, Iraq, and Egypt including the islands of Crete, Cyprus, Rhodes, Chios and Lesbos.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's location list is as follows:

<b>No.</b>	<b>Franchise locations</b>	<b>Operating since</b>	<b>Territories</b>
1.	SPRINGFIELD, MA	June 2003	2.3
2.	TAMPA BAY, FL	March 2004	2.1
3.	DENVER, CO	August 2004	3.8
4.	CHARLOTTE, NC	April 2006	3.3
5.	PHILADELPHIA, PA	September 2006	5.0
6.	KANSAS CITY, MO	December 2006	4.0
7.	NEW HAVEN, CT	April 2007	3.6
8.	CHICAGO, IL	April 2007	3.8
9.	RALEIGH, NC	June 2007	4.7
10.	BALTIMORE, MD (includes Washington, DC)	November 2007	6.7
11.	NEW YORK CITY, NY (includes Long Island, NY)	January 2008	11.3
12.	MIAMI, FL	June 2008	5.7
13.	N. VIRGINIA, VA	July 2008	3.8
14.	ORANGE COUNTY, CA	September 2009	3.0
15.	SAN DIEGO, CA	October 2010	2.9
16.	INDIANAPOLIS, IN	June 2011	2.6
<i>Franchises in operation</i>			<b>68.6</b>
<b>No.</b>	<b>Corporate locations</b>	<b>Operating since</b>	<b>Territories</b>
17.	SYRACUSE, NY	March, 2004*	2.5
18.	ALBANY, NY	April, 2003*	1.2
19.	MILWAUKEE, WI	August 2003*	2.7
<i>Subtotal</i>			<b>6.4</b>
<b>Grand Total</b>			<b>75.0</b>
<b>No.</b>	<b>Pending locations</b>	<b>Expected Operation</b>	<b>Territories</b>
20.	ATLANTA, GA	1 <sup>st</sup> quarter of 2012	6.3
21.	PHOENIX, AZ	1 <sup>st</sup> quarter of 2012	4.2
22.	DALLAS, TX	1 <sup>st</sup> quarter of 2012	6.3
<i>Pending</i>			<b>16.8</b>
<b>No.</b>	<b>International locations</b>	<b>Operating since</b>	<b>Territories</b>
1	DOHA, QATAR	September 2011	-

\* Syracuse has been corporately operated since May 1, 2010; Albany has been corporately operated since July 1, 2010; Milwaukee has been corporately operated since January 1, 2011.

## **International Financial Reporting Standards**

### **Impact of Adoption of IFRS**

Redishred has adopted IFRS effective January 1, 2010 (the transition date) and has prepared its opening balance sheet as at that date. Prior to the adoption of IFRS the Company prepared its financial report in accordance with previous Canadian GAAP. The Company's consolidated financial report for the year ended December 31, 2011 will be the first annual financial report that comply with IFRS. Redishred's 2011 interim financial reports have been prepared in accordance with IFRS.

IFRS is premised on a conceptual framework similar to previous Canadian GAAP, however, there are significant differences in certain matters of recognition, measurement, presentation and disclosures. While the adoption of IFRS did not have an impact on Redishred's reported net cash flows, it did have a material impact on the Company's consolidated balance sheets and statements of income.

Redishred's MD&A and financial reports for the first quarter ended March 31, 2011 describes in detail the impact to the Company's financial reports of adopting IFRS. Management encourages readers to review Redishred's interim financial reports for the three months ended March 31, 2011 and the accompanying MD&A.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Performance Compared to 2011 Goals and Objectives

In the Company's 2010 Annual Report, management stated its 2011 goals and objectives. A review of the Company's performance in meeting these goals and objectives is included below:

2011 Goals and Objectives	Performance to September 30, 2011	Comments
Grow system sales from existing locations by 15% to \$14.8M USD compared to 2010.	Redishred's system sales from all locations grew by 18% over the third quarter of 2010. Same store system sales grew by 19% for the same period. For the nine months ended September 30, 2011, Redishred's system sales from all locations grew by 18% over the same period last year and by 19% for same stores.	Redishred continues to be on target to attain this goal.
Establish two new franchise locations.	On May 16, 2011, Redishred awarded the Indianapolis, IN franchise. Subsequent to the 3 <sup>rd</sup> quarter, Redishred awarded the Atlanta, GA, Phoenix, AZ and Dallas, TX franchises.	Redishred has exceeded the annual targeted goal.
Establish two new corporate locations by way of acquisition or by way of starting new locations.	Redishred has not conducted any acquisitions during the nine months ended September 30, 2011.	The Company continues to monitor the industry for acquisition opportunities.
Achieve a minimum of \$450,000 in EBITDA from existing Corporate locations (Syracuse, Albany and Milwaukee).	Redishred earned \$225,229 in EBITDA (and \$122,400 in operating income) from its Corporate locations in the third quarter of 2011.  For the nine months ended September 30, 2011, Redishred earned \$615,241 in EBITDA (and \$310,301 in operating income).	The Company is ahead of its targeted goal.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Overall Performance

#### Selected Financial Data and Results of Operations

The following table shows selected financial data for the three and nine months ended September 30, 2011 and 2010.

(in CDN except where noted)	3 months ended September 30			9 months ended September 30		
	2011	2010	% Change	2011	2010	% Change
	\$	\$		\$	\$	
<b>Franchise and licensing revenue data:</b>						
System sales (USD)	<b>3,978,639</b>	3,371,135	18%	<b>11,460,367</b>	9,681,839	18%
Franchise and license fees	-	109,164	(100)%	<b>62,015</b>	109,164	(43)%
Royalty and service fees	<b>243,535</b>	236,639	3%	<b>705,159</b>	713,744	(1)%
<b>Total franchise and license related revenue</b>	<b>243,535</b>	345,803	(30)%	<b>767,174</b>	822,908	(7)%
<b>Corporate location data:</b>						
Corporate location revenue	<b>513,780</b>	324,892	58%	<b>1,528,612</b>	425,576	259 %
Corporate location costs <sup>(1)</sup>	<b>(391,380)</b>	(244,770)	(60)%	<b>(1,218,311)</b>	(337,751)	(271)%
<b>Corporate operating income</b>	<b>122,400</b>	80,122	24%	<b>310,301</b>	87,825	218%
<b>Operating cost data:</b>						
On-going operating costs	<b>(395,236)</b>	(400,117)	1%	<b>(1,169,505)</b>	(1,161,174)	(2)%
One-time costs <sup>(2)</sup>	<b>(315,541)</b>	-	(100)%	<b>(447,830)</b>	-	(100)%
Broker fees	-	(25,675)	100%	<b>(23,415)</b>	(25,675)	9%
Bad debt expense	<b>(14,672)</b>	(15,548)	6%	<b>(43,979)</b>	(15,548)	(183)%
Depreciation and Amortization- equipment	-	(229)	100%	<b>(5,553)</b>	(11,858)	53%
<b>Total operating costs</b>	<b>(725,449)</b>	(441,569)	(64)%	<b>(1,690,282)</b>	(1,214,255)	(39)%
<b>Operating income (loss)</b>	<b>(359,514)</b>	(15,644)	(2198)%	<b>(612,807)</b>	(303,522)	(109)%
<b>Net income (loss)</b>	<b>(309,946)</b>	(60,006)	(418)%	<b>(880,435)</b>	(487,226)	(81)%
<b>Loss per share</b>	<b>(0.01)</b>	(0.00)	(418)%	<b>(0.03)</b>	(0.02)	(81)%

(1) Corporate location costs include operating costs, interest expense for the use of the Company's line of credit and depreciation and amortization on tangible assets.

(2) One-time costs are primarily legal fees related to the defence of the current litigation against the Company and accounting costs related to the adoption of IFRS.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company operates the Proshred system, and derives revenues from franchise and other fees as well as royalty and service related fees. In addition to operating the Proshred franchise system, the Company operates three corporate locations in Syracuse, Albany, and Milwaukee. These corporate locations generate shredding service revenue and recycling revenue as well as incur costs related to the marketing to and servicing of customers. The Company also incurs costs related to managing the Proshred system, including salaries and administration.

### Total Revenues

#### Franchising and licensing:

	3 months ended September 30			9 months ended September 30		
	2011	2010	% Ch	2011	2010	%Ch
	\$	\$		\$	\$	
Franchise and license fees <sup>1</sup>	-	109,164	(100)%	62,015	109,164	(43)%
Royalty and service fees	243,535	236,639	3%	705,159	713,744	(1)%
Total franchise and license related revenue	243,535	345,803	(30)%	767,174	822,908	(7)%

<sup>1</sup> The Company will recognize the franchise fees related to awarding the Atlanta, Phoenix and Dallas franchises in the 4th quarter of 2011.

The Company derives all franchise and license related revenues in US dollars which are translated at the average exchange rate for the period. Royalties and service fees are charged for use of the trademarks and system, franchise and license fee revenue is generated when a franchise or license is awarded. For the three months ended September 30, 2011, royalty and fee revenues, denominated in US dollars were \$248,972 USD. For the nine months ended September 30, 2011, royalty and fee revenues, denominated in US dollars were \$784,993 USD. The reduction in total franchise and license related revenue for the nine months ended September 30, 2011 was driven by the conversion of three franchise locations to corporate locations, which was partially offset by the increase in system sales. The reduction in royalty revenue was also driven by the nine month average depreciation of the Canadian dollar versus the US Dollar.

#### Corporate Operations:

	3 months ended September 30			9 months ended September 30		
	2011	2010 <sup>1</sup>	%Ch	2011	2010 <sup>1</sup>	%Ch
	\$	\$		\$	\$	
Shredding services	342,179	246,777	39%	1,069,779	325,972	228%
Recycling	171,601	78,115	120%	458,833	99,604	361%
Total shredding related revenue	513,780	324,892	58%	1,528,612	425,576	259%

<sup>1</sup> The results for the three and nine months ended September 30, 2010 include the corporate operations of Syracuse, which began May 1, 2010. Albany has been corporately operated since July 1, 2010; Milwaukee has been corporately operated since January 1, 2011.

Shredding service and recycling revenue is generated by our corporate locations in Albany, Syracuse and Milwaukee. These revenues are generated in US dollars which are translated at the average exchange rate for the period. For the three months ended September 30, 2011, shredding service and recycling revenues, denominated in US dollars were \$525,288 USD. For the nine months ended September 30, 2011, shredding service and recycling revenues, denominated in US dollars were \$1,564,117 USD.

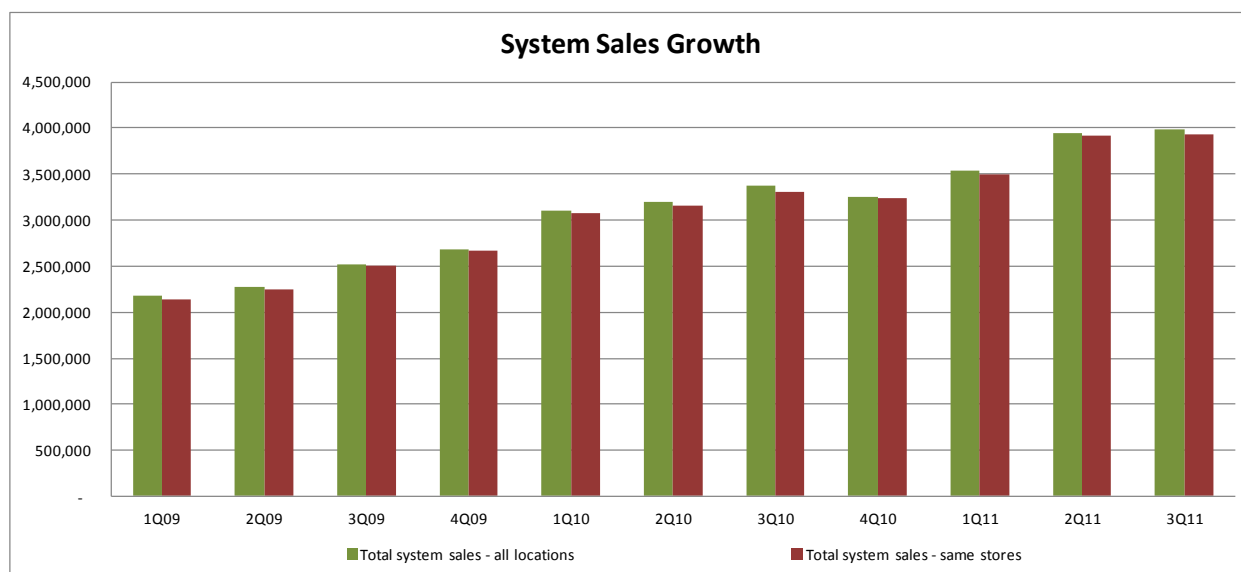
## MANAGEMENT'S DISCUSSION AND ANALYSIS

### System Sales

Franchisees and corporate locations derive revenue by providing shredding services to their customers, and by selling recycled paper and other recyclable by-products. These sales are commonly referred to as "system sales," and are the key driver of royalty and service fee revenue. System sales are denominated and reported in US dollars during the reported periods as follows:

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
Total operating locations at period end	19	17	12%	19	17	12%
Territories	75	69.5	8%	75	69.5	8%
Total system sales (USD)	\$ 3,978,639	\$ 3,371,715	18%	\$ 11,460,367	\$ 9,681,839	18%
Total system sales (CDN)	\$ 3,888,324	\$ 3,494,350	11%	\$ 11,200,217	\$ 10,035,710	12%

The following chart illustrates system sales growth by quarter since 2009. Redishred set a new quarterly record for system sales in the third quarter of 2011.

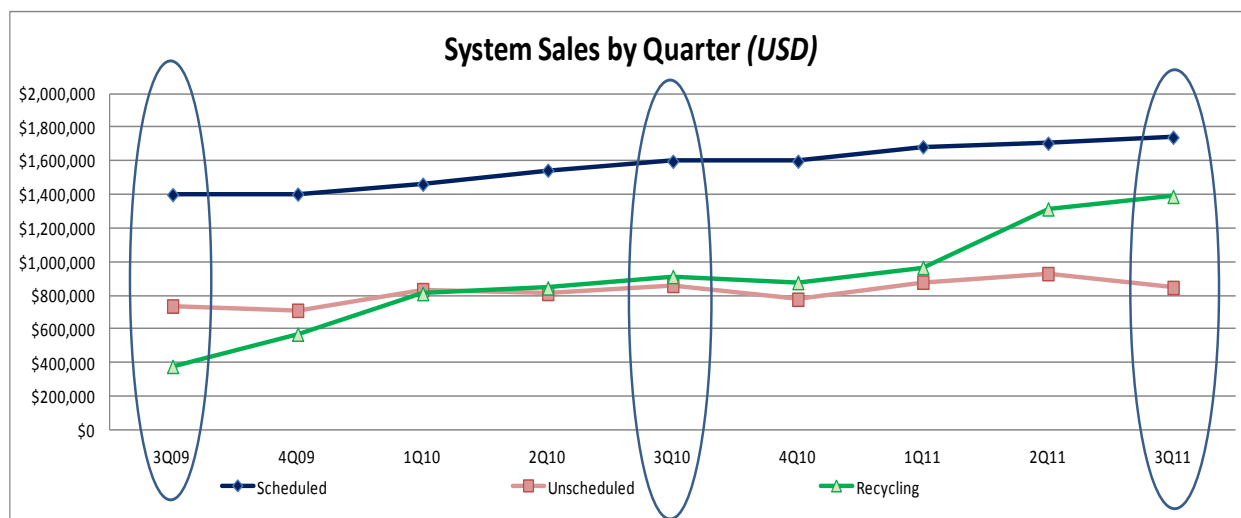




## MANAGEMENT'S DISCUSSION AND ANALYSIS

### System Sales Quarter Over Quarter:

System sales are broken into three categories, scheduled service sales, unscheduled service sales and recycling.



Service related system sales, scheduled and unscheduled, were \$2,589,107 for the third quarter of 2011, growing by \$130,624 over the third quarter of 2010. Same store sales for the analysis above has not been broken out as only one new location was opened in each of 2010 and 2011. Their sales did not have a material impact.

#### Scheduled sales:

Scheduled sales are defined as the revenue generated from customers with regular service that may occur on a weekly, bi-weekly, or monthly basis. Proshred sales and marketing strategies have been and continue to be focused on this particular sales category, as this provides our franchisees and corporate locations with stable and recurring cash flows. This resulted in continued growth in this category in the third quarter of 2011 versus the same quarter in 2010.

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
Scheduled service sales (USD)	<b>\$1,741,144</b>	\$1,605,598	8%	<b>\$ 5,131,170</b>	\$ 4,611,589	11%

#### Unscheduled sales:

Unscheduled sales are defined as the revenue generated from customers who have one-time or seasonal requirements for document destruction. An example of unscheduled sales is when an accounting firm is required to destroy an abundance of confidential working papers and documents after their tax season.

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
Unscheduled service sales (USD)	<b>\$ 847,963</b>	\$ 852,305	(1)%	<b>\$ 2,657,925</b>	\$ 2,499,896	6%

## MANAGEMENT'S DISCUSSION AND ANALYSIS

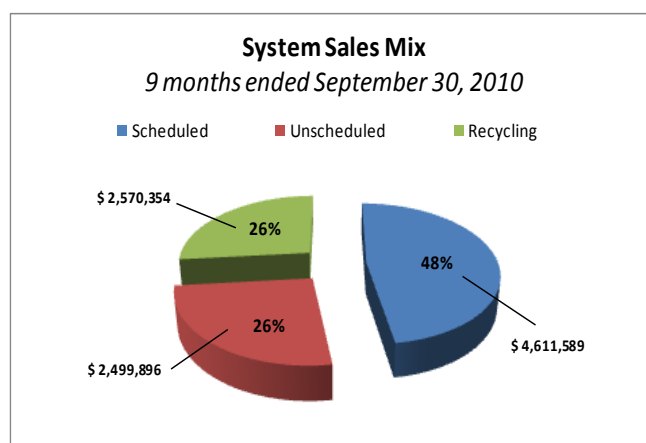
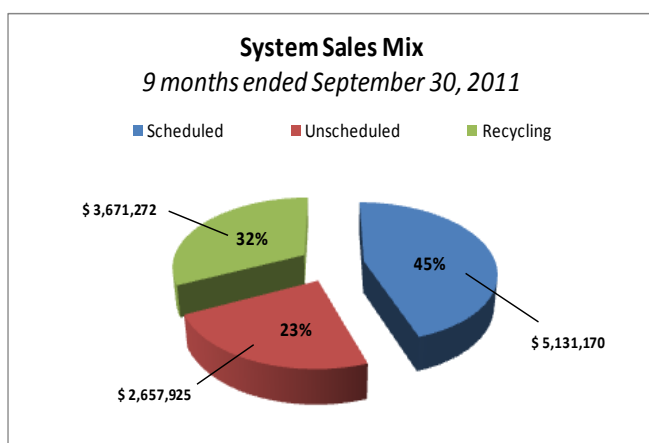
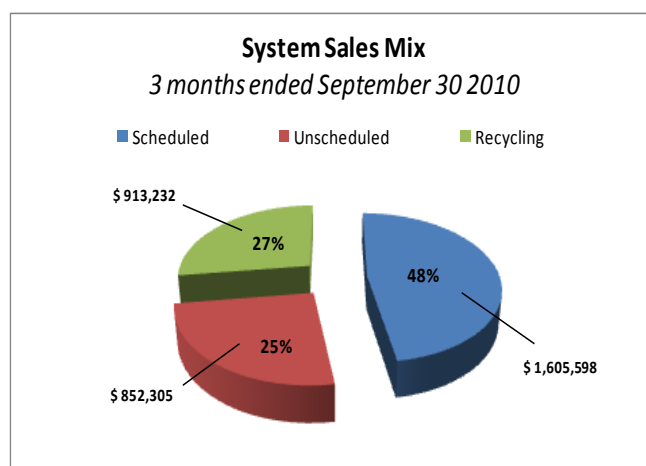
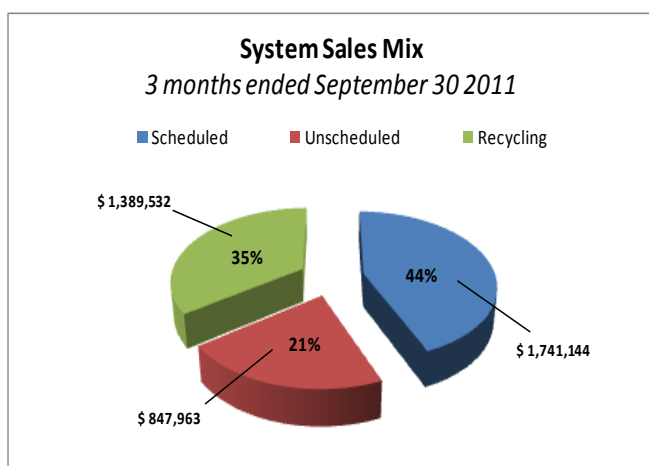
### Recycling sales:

Recycling sales are defined as the revenue generated from the shredded paper and other material that is sold to various recycling companies. This sales category is driven by global supply and demand for shredded paper. During the last quarter of 2009 and during fiscal 2010 and so far in 2011, prices for recycled paper products have grown to near record highs.

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
Recycling sales (USD)	\$ 1,389,532	\$ 913,232	52%	\$ 3,671,272	\$ 2,570,354	43%

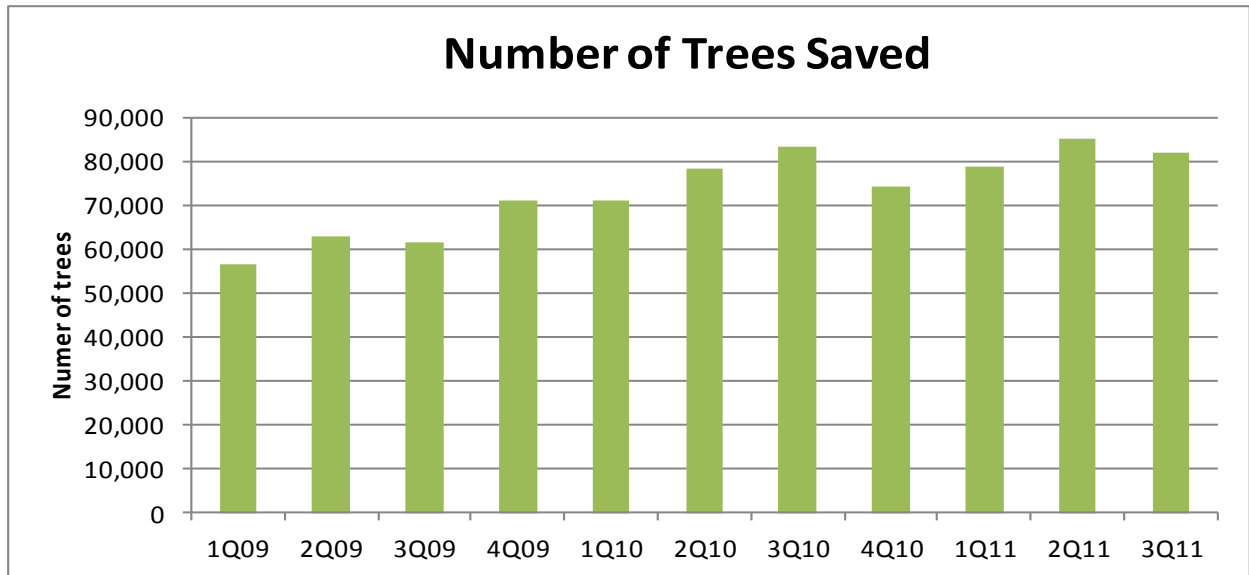
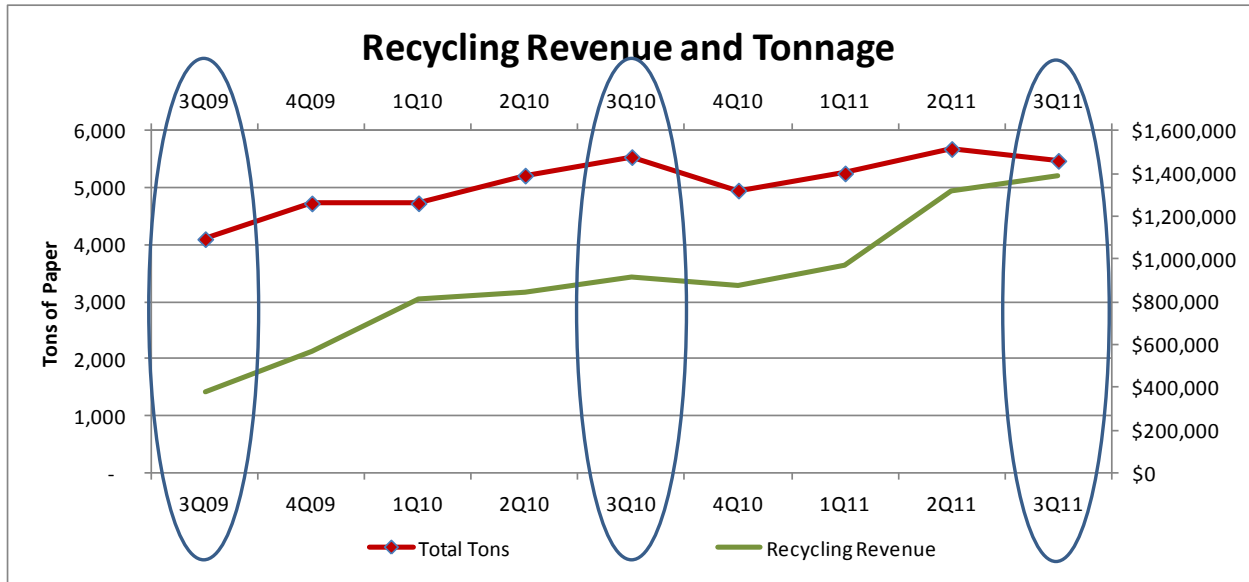
### Mix of business:

Scheduled sales account for 45% of total sales for the nine months ended September 30, 2011 and 44% of total sales for the 3<sup>rd</sup> quarter of 2011. Unscheduled sales account for 23% of total sales for the nine months ended September 30, 2011 and 21% of total sales for the 3<sup>rd</sup> quarter of 2011. Recycling sales account for 32% of total sales for the first three quarters of 2011 and 35% of total sales for the 3<sup>rd</sup> quarter of 2011.



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The system as a whole has continued to shred and recycle increased volumes of paper. During the nine months ended September 30, 2011, the system shredded and recycled 16,400 (15,480 – September 30, 2010) tonnes of paper, which equates to 246,000 (232,000 – September 30, 2010) trees being saved.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Operating Expenses

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
	\$	\$		\$	\$	
Salaries	200,887	215,016	7%	629,869	669,177	6%
General, administrative and marketing – on-going	209,021	200,649	(4)%	583,614	507,545	(15)%
General, administrative and marketing – one-time costs	315,541	-	(100)%	447,830	-	(100)%
Broker fees	-	25,675	100%	23,415	25,675	9%
Depreciation and amortization - equipment	-	229	100%	5,553	11,858	53%
<b>Total operating expenses</b>	<b>725,449</b>	<b>441,569</b>	<b>(64)%</b>	<b>1,690,281</b>	<b>1,214,255</b>	<b>(39)%</b>

Operating expenses for the nine months ended September 30, 2011 include expenses to support 19 Proshred locations in operation, training and initial support for pending locations, the costs to develop new markets by way of franchising, licensing and acquisition and the amortization of office equipment and furniture and fixtures. Also included in operating expenses are ongoing stock exchange listing and regulatory costs, professional services, occupancy costs and management salaries and benefits. The Company continues to closely monitor and control all operating expenses. General, administration and marketing costs have increased over 2010 on a quarterly and year to date basis, primarily as a result of increased accounting costs related to the adoption of IFRS and due to legal costs associated with the defence of the current litigation against the Company.

### Corporate Operations

On April 30, 2010, the Company purchased the Syracuse franchise, on June 30, 2010 the Company purchased the Albany franchise, and on December 31, 2010, the Company purchased the Milwaukee franchise. These locations represent the Company's corporately owned and operated locations.

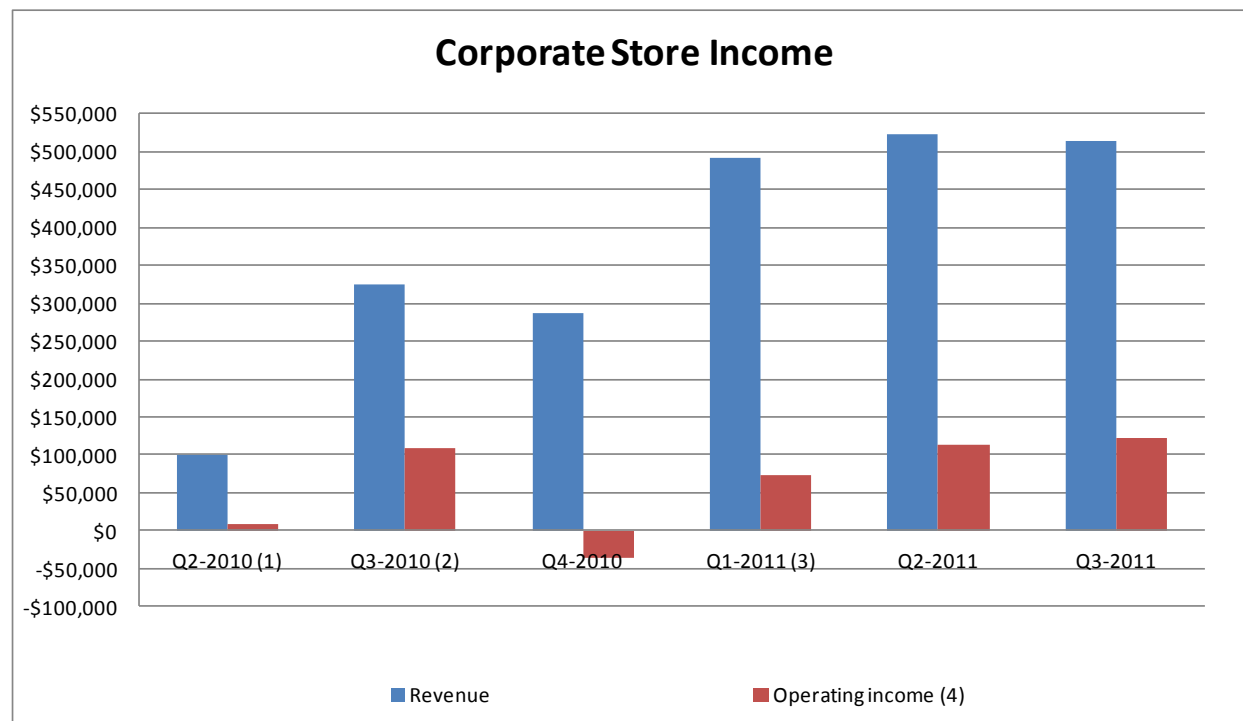
	3 months ended September 30				9 months ended September 30			
	2011 \$	% of revenue	2010 <sup>1</sup> \$	% of revenue	2011 \$	% of revenue	2010 <sup>1</sup> \$	% of revenue
Revenue:								
Shredding service	342,179	67%	246,777	76%	1,069,779	70%	325,972	77%
Recycling	171,601	33%	78,115	24%	458,833	30%	99,604	23%
Total revenue	<u>513,780</u>	100%	<u>324,892</u>	100%	<u>1,528,612</u>	100%	<u>425,576</u>	100%
Operating costs	<u>288,551</u>	56%	<u>185,977</u>	57%	<u>913,371</u>	60%	<u>260,094</u>	61%
EBITDA	<u>225,229</u>	44%	<u>138,915</u>	43%	<u>615,241</u>	40%	<u>165,482</u>	39%
Depreciation <sup>2</sup>	32,507	6%	27,432	8%	96,265	6%	37,098	6%
Interest expense	<u>70,322</u>	14%	<u>31,361</u>	10%	<u>208,675</u>	14%	<u>40,559</u>	10%
Corporate operating income	<u>122,400</u>	24%	<u>80,122</u>	25%	<u>310,301</u>	20%	<u>87,825</u>	23%

<sup>1</sup> The results for the three and nine months ended September 30, 2010 include the corporate operations of Syracuse, which began May 1, 2010 and of Albany, which began July 1, 2010.

<sup>2</sup> Includes depreciation expense taken on tangible assets, including shredding vehicles, computer equipment, bins and shredding containers, recycling equipment and furniture.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following chart illustrates the last 6 quarters of results from the corporate locations:



(1) Syracuse, NY was purchased on April 30, 2010.

(2) Albany, NY was purchased on June 30, 2010, operations did not commence until July 1, 2010.

(3) Milwaukee, WI was purchased on December 31, 2010, operations did not commence until January 1, 2011.

(4) Operating income is defined as revenue less operating costs, less depreciation associated with shredding trucks and other tangible assets utilized by the operation and interest expense.

### Operating income (loss)

The Company posted an operating loss of \$359,514 for the three months ended September 30, 2011. The operating loss was driven by increased professional fees offset by the continued growth of the Company's corporate locations in Syracuse, Albany and Milwaukee, which have been accretive to Redishred's cash flows. In addition to the cash generated from the corporate locations, the Company generates additional revenues from on-going royalty and licence fees.

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
	\$	\$		\$	\$	
Operating income (loss)	<b>(359,514)</b>	(15,644)	(2198)%	<b>(612,807)</b>	(303,522)	(102)%
Operating income (loss) – excluding one-time costs	<b>(43,973)</b>	(15,644)	(181)%	<b>(164,976)</b>	(303,522)	46%

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Foreign exchange

Foreign exchange (gain) loss was as follows:

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
	\$	\$		\$	\$	
Foreign exchange (gain) loss	<b>(100,097)</b>	(40,658)	146%	<b>64,417</b>	(42,864)	(250)%

All of Redishred's revenues are denominated in US Dollars; this dependency on US dollar revenues causes foreign exchange gains when the Canadian Dollar depreciates versus the US Dollar or when the Company incurs significant U.S. dollar costs.

### Interest income and expense

Interest income is derived from cash savings accounts held by the Company and by way of finance income related to the financing of franchise fees. Interest expense is attributed to the use of the Company's line of credit facility, which bears interest at 10% per annum. All interest costs have been attributed to the acquisition of corporate locations to date.

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
	\$	\$		\$	\$	
Interest income	<b>866</b>	1,044	(17)%	<b>2,359</b>	3,588	(34)%
Interest expense	<b>(70,322)</b>	(31,361)	(124)%	<b>(208,675)</b>	(40,559)	(414)%

### Depreciation and Amortization

Depreciation and amortization for the nine months ended September 30, 2011 can be broken into two main classes, (1) related to the purchase of PSC and the Proshred franchise business in 2008 and (2) the assets purchased in relation to the Syracuse, Albany and Milwaukee corporate locations. Depreciation and amortization are as follows:

	3 months ended September 30			9 months ended September 30		
	2011	2010	%Ch	2011	2010	%Ch
	\$	\$		\$	\$	
<b>Franchise and license operations</b>						
Depreciation and amortization – equipment	-	229	100%	<b>5,553</b>	11,858	53%
Depreciation and amortization – intangibles	<b>14,821</b>	78,678	81%	<b>96,698</b>	230,192	58%
Depreciation and amortization	<b>14,821</b>	78,907	81%	<b>102,251</b>	242,050	58%
<b>Corporate operations</b>						
Depreciation and amortization – equipment	<b>32,507</b>	27,432	(19)%	<b>96,265</b>	37,098	(159)%
Depreciation and amortization – intangibles	<b>39,241</b>	28,739	(37)%	<b>117,532</b>	33,322	(253)%
Depreciation and amortization	<b>71,748</b>	56,171	(28)%	<b>213,797</b>	70,420	(204)%
<b>Total</b>	<b>86,569</b>	135,078	36%	<b>316,048</b>	312,470	(1)%

## MANAGEMENT'S DISCUSSION AND ANALYSIS

---

### *Income Tax*

On March 17, 2008 the Company booked a future tax liability relating to the purchase of PSC and PFC. During the nine months ended September 30, 2011, the Company booked a tax recovery of \$8,659. The recovery is primarily due to the reversal of timing differences related to the future tax liability that was recorded upon the acquisition of PSC.

### *Net Income (Loss)*

	<i>3 months ended September 30</i>			<i>9 months ended September 30</i>		
	<b>2011</b>	2010	%Ch	<b>2011</b>	2010	%Ch
	\$	\$		\$	\$	
Net income (loss)	<b>(309,946)</b>	(60,006)	(417)%	<b>(880,435)</b>	(487,226)	(81)%
Net income (loss) – excluding one-time costs	<b>5,595</b>	(60,006)	109%	<b>(432,605)</b>	(487,226)	11%

The increase in net loss in the third quarter of 2011 versus the third quarter of 2010 was driven by increased professional fees. For the nine months ended September 30, 2011, the increase in net loss was also due to the nine month average depreciation of the US dollar.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Selected Quarterly Results

(in CDN except where noted)	2011			2010				2009 <sup>1</sup>
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
	\$	\$	\$	\$	\$	\$	\$	\$
<b>System sales (USD)</b>	<b>3,978,639</b>	<b>3,951,035</b>	<b>3,530,693</b>	<b>3,253,687</b>	<b>3,371,135</b>	<b>3,202,222</b>	<b>3,108,481</b>	<b>2,685,433</b>
<b>Total revenue</b>	<b>757,315</b>	<b>827,278</b>	<b>711,192</b>	<b>755,279</b>	<b>670,695</b>	<b>335,777</b>	<b>242,013</b>	<b>212,767</b>
Franchise and license fees	-	61,989	-	246,249	109,164	-	-	-
Royalty and service fees	243,535	242,222	219,428	220,895	236,639	235,092	242,013	212,767
<b>Total revenue from franchising and licensing</b>	<b>243,535</b>	<b>304,211</b>	<b>219,428</b>	<b>467,144</b>	<b>345,803</b>	<b>235,092</b>	<b>242,013</b>	<b>212,767</b>
On-going operating costs	(409,908)	(391,075)	(415,641)	(420,363)	(415,894)	(412,077)	(360,609)	(523,382)
One-time costs	(315,541)	(87,680)	(44,609)	-	-	-	-	-
Broker fees	-	(23,406)	-	-	(25,675)	-	-	-
Total operating expenses	(725,449)	(502,161)	(460,250)	(420,363)	(441,569)	(412,077)	(360,609)	(523,382)
<b>Total operating income – franchising and licensing</b>	<b>(481,914)</b>	<b>(197,949)</b>	<b>(240,822)</b>	<b>46,781</b>	<b>(95,766)</b>	<b>(176,985)</b>	<b>(118,596)</b>	<b>(310,615)</b>
Corporate locations revenue	513,780	523,068	491,764	288,135	324,892	100,685	-	-
Corporate locations costs	(321,058)	(339,315)	(349,262)	(291,883)	(213,409)	(83,678)	-	-
Interest expense	(70,322)	(69,559)	(68,795)	(32,523)	(31,361)	(9,198)	-	-
<b>Total operating income - corporate</b>	<b>122,400</b>	<b>114,194</b>	<b>73,707</b>	<b>(36,271)</b>	<b>80,122</b>	<b>7,809</b>	<b>-</b>	<b>-</b>
Income (loss) before taxes	(312,605)	(245,583)	(330,908)	(387,278)	(81,362)	(222,006)	(217,110)	(651,497)
Profit (loss) attributable to owners of the parent	(309,946)	(244,583)	(325,908)	(393,000)	(60,006)	(216,006)	(211,110)	(537,686)
Profit (loss) excluding one-time costs	5,595	(156,903)	(281,297)	(393,000)	(60,006)	(216,006)	(211,110)	(537,686)
Basic and diluted net income (loss) per share	(.01)	(.01)	(.01)	(.01)	(.00)	(.01)	(.01)	(.02)

<sup>1</sup> The three months ended December 31, 2009 are not reported under International Financial Reporting Standards.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

---

2011

System sales continue to experience double digit growth into the third quarter of 2011. System sales have been driven by growth in scheduled sales and by revenues generated from the recycling of the paper by-product. The reduction in royalty revenue for the nine months ended September 30, 2011 was driven by the conversion of three franchise locations to corporate locations, partially offset by the increase in system sales. The reduction in royalty revenue was also driven by the nine month average depreciation of the USD versus the CAD dollar.

2010

System sales have seen upward momentum since the second quarter of 2009, due to continued growth in service related system sales, and due to very strong growth in recycling related system sales. The Company also operated two corporate locations, resulting in increased income from this business segment. The Company in 2010 has continued to minimize operating overheads, resulting in a 22% reduction in costs versus fiscal 2009.

For the majority of 2010, the Canadian dollar continued to strengthen versus the US dollar, resulting in tempered growth in royalty revenues reported versus 2009.

### **Balance Sheet**

	<u>September 30, 2011</u>	<u>December 31, 2010</u>
Working capital	\$ 377,440	\$ 840,092
Total assets	4,623,767	5,330,239
Total liabilities	3,574,371	3,526,442

The Company has a line of credit facility of \$4 million, of which \$2.79 million has been used to date. The line of credit was entered into on November 27, 2009 for a maximum amount of \$4 million, repayable on November 27, 2014, bearing interest at a fixed rate of 10% per annum, and secured by a general security agreement over the Company's assets. On October 31, 2011, the line of credit was increased to \$5.3 million repayable on November 27, 2014; all other terms of the agreement remained unchanged.

The Company issued no dividends during the year.

### **Financial Condition / Capital Resources**

As of September 30, 2011, the Company has working capital of \$377,433 (December 31, 2010 - \$840,092).

The Company monitors its cash balances and cash flows generated from operations to meet its requirements. Based on overall cash generation capacity and overall financial position, while there can be no assurance, management believes the Company will be able to meet financial obligations as they come due over the next twelve months. The Company has used \$2.79 million of its \$4 million line of credit facility; these funds were used to acquire the Syracuse, Albany and Milwaukee franchises, two shredding trucks and initial working capital for the acquired businesses. On October 31, 2011, the line of credit was increased to \$5.3 million repayable on November 27, 2014 with interest payments due semi-annually, all other terms of the agreement remained unchanged. The accounts payable and accrued liabilities of \$723,266 at September 30, 2011 (December 31, 2010 - \$513,559) are due to be settled within one year from the balance sheet date.

It is management's plan to continue its core business strategy of (1) conducting accretive acquisitions, and (2) continuing to franchise in the United States. The Company estimates that it will be necessary to conduct between two and four acquisitions and to award between two and four new franchise locations over the next 24 months in order to achieve a breakeven level of cash-flows. The Company intends to use its remaining \$2.51 million line of credit facility to finance acquisitions and for general purposes. One-time franchise fees from new franchises have historically generated between \$35,000 and \$100,000 per franchise location. Additionally, new franchise locations add to recurring royalty and fee revenues.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

---

### Capital Assets

<i>As at,</i>	<u>September 30, 2011</u>	<u>December 31, 2010</u>	<u>% Ch</u>
	\$	\$	
Net book value	611,517	661,311	(8)%

Capital assets (not including intangible assets) decreased to \$611,517 as a result of additional depreciation expense that was offset by additional bins and shredding containers purchased during the year.

### Off-Balance Sheet Financing Arrangements

The Company has no off-balance sheet financing arrangements.

### Significant Accounting Policies and Changes in Accounting Policies

Please refer to the March 31, 2011 Financial Reports for a listing of all accounting policies in accordance with IFRS.

### Transactions with Related Parties

A Director of the Company is the owner of the Tampa, Florida Proshred franchise. Included in accounts and notes receivable at September 30, 2011, is \$3,199 (September 30, 2010 - \$9,542) due from the Director's franchise. During the nine months ended September 30, 2011, the Company earned royalty and service fee amounts of \$63,892 (September 30, 2010 - \$57,248) from the Director's franchise.

Included in general, administrative and marketing expense for the nine months ended September 30, 2011 are insurance premium amounts of \$12,450 (September 30, 2010 - \$12,000) paid to an insurance brokerage firm owned by a Director of the Company.

All related party transactions have been recorded at their exchange amounts.

### Risks and Uncertainties

Please refer to the 2010 Management Discussion and Analysis for a listing of all risks and uncertainties. There have been no material changes relating to the Companies risks and uncertainties since December 31, 2010, the Company's fiscal year end.

### Use of estimates and judgements

The preparation of the financial report in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from those estimates and assumptions. These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. Subjects that involve critical assumptions and estimates and that have a significant influence on the amounts recognized in the unaudited interim consolidated financial report are further described as follows:

#### *i) Business combinations*

In a business combination, all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant estimates relates to the determination of the fair value of these assets and liabilities. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent valuation expert may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

---

These evaluations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

### *ii) Impairment tests of assets*

The Company tests at least annually whether goodwill has suffered any impairment, in accordance with its accounting policies. The determination of the recoverable amount of a cash-generating unit, ("CGU") or group of CGUs, to which goodwill is allocated involves the use of estimates by management. The Company generally uses discounted cash flow based methods to determine these values. These discounted cash flow calculations typically use five-year projections that are based on the operative plans approved by management. Cash flow projections take into account past experience and represent management's best estimate of future developments.

Cash flows after the planning period are extrapolated using estimated growth rates. Key assumptions on which management has based its determination of fair value less costs to sell and value-in-use include estimated growth rates, weighted average cost of capital and tax rates. These estimates, including the methodology used, can have a material impact on the respective values and ultimately the amount of any goodwill impairment. Likewise, whenever long lived assets are tested for impairment, the determination of the assets' recoverable amount involves the use of estimates by management and can have a material impact on the respective values and ultimately the amount of any impairment.

### *iii) Income taxes*

The Company operates and earns income in multiple countries and is subject to changing tax laws in multiple jurisdictions within these countries. Significant judgements are necessary in determining income tax liabilities. Although management believes that it has made reasonable estimates about the final outcome of tax uncertainties, no assurance can be given that the final outcome of these tax matters will be consistent with what is reflected in the historical income tax provisions. Such differences could have an effect on the income tax liabilities and deferred tax liabilities in the period in which such determinations are made. At each balance sheet date, the Company assesses whether the realization of future tax benefits is sufficiently probable to recognize deferred tax assets and liabilities. This assessment requires the exercise of judgement on the part of management with respect to, among other things, benefits that could be realized from available tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax liabilities could be materially affected if changes in current tax regulations are enacted.

### *iv) Legal contingencies*

One of the Company's subsidiaries is party to litigation with three franchisees. The outcome of this matter may have a material effect on the Company's consolidated financial position, results of operations or cash flows. Management regularly analyzes current information about this matter and provides on-going provisions for the estimate of legal expenses to resolve the matters. External lawyers are used for these assessments. In making the decision regarding the need for provisions, management considers the degree of probability of an unfavourable outcome and the ability to make a sufficiently reliable estimate of the amount of loss. The filing of a suit or formal assertion of a claim or disclosure of any such suit or assertion does not automatically indicate that a provision may be appropriate.

### *v) Useful lives of equipment and intangible assets*

Management estimates the useful lives of equipment and definite life intangible assets based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for amortization of these assets for any period are affected by these estimated useful lives. On an annual basis, the Company assesses the useful lives of its equipment and intangible assets with definite lives and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's equipment and definite life intangible assets in the future.

### Investor Relations Activities

The Company does not have any investor relations arrangements.

### Share Data

The Company's authorized share capital is unlimited common shares without par value. As at September 30, 2011, there were 28,884,658 issued and outstanding common shares. As at September 30, 2011 there were 1,837,500 options to acquire common shares and 4,000,000 warrants to acquire common shares. There have been 145,000 options granted during the nine months ended September 30, 2011 (September 30, 2010 – 350,000). As of November 18, 2011 there are 28,884,658 issued and outstanding common shares, 1,837,500 options to acquire common shares and 4,000,000 warrants to acquire common shares.

### Contingencies

On June 18, 2010, three franchisees filed a complaint with the United States District Court, Southern District of New York, which management of the Company believes is without merit. The Complaint has listed the following causes of action, (1) breach of contract and breach of the implied covenant of good faith and fair dealing by the Proshred Franchising Corp. ("PFC"), (2) fraudulent misrepresentation by PFC, (3) negligent misrepresentation by PFC, and (4) violation of various state laws by PFC. These franchisees are located in Florida, North Carolina and Wisconsin. On July 13, 2010, one additional franchisee located in New York State joined the aforementioned complaint. On December 31, 2010, in conjunction with the purchase of the Proshred Wisconsin business by the Company, the Wisconsin franchisee permanently withdrew from the legal complaint.

The Company intends to vigorously defend against this claim. The Company is strongly of the view that it (1) has not breached any contracts or agreements with its franchisees and has acted in good faith with all franchisees, (2) has not made any fraudulent misrepresentations to any franchisees, (3) has not made negligent misrepresentation to any franchisees, and (4) has complied with all state laws as well as Federal Trade Commission rules and regulations regarding franchising. As of November 18, 2011, the Company has completed depositions, mandatory mediation and is preparing for the summary judgement phase, which is anticipated to take place in the last quarter of 2011.

The final outcome with respect to this claim cannot be predicted nor can the costs to defend this claim be quantified with certainty and therefore there can be no assurance that its resolution will not have an adverse effect on the Company's consolidated financial position. No amounts, other than legal costs, have been accrued in this consolidated financial report relating to this claim.

### Subsequent Events

On October 5, 2011, the Company announced that it had entered into agreements with two new franchisees to operate the Proshred shredding businesses in Phoenix, Arizona and Atlanta, Georgia. Accordingly, the franchise fee associated with these new franchises will be recognized in the fourth quarter of 2011. The Company expects its new franchisees to commence operations in early 2012.

On October 26, 2011, the Company announced that it had entered into an agreement with a new franchisee to operate a Proshred shredding business in Dallas, Texas. The franchise fee associated with this new franchise will be recognized in the fourth quarter of 2011. The Company expects its new franchise to commence operations in early 2012.

On October 31, 2011, the line of credit was increased to \$5.3 million repayable on November 27, 2014, all other terms of the agreement remained unchanged.

Dated: November 18, 2011