REDKNEE

REDKNEE SOLUTIONS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2010

DATED: December 1, 2010

SCOPE OF ANALYSIS

This Management's Discussion and Analysis (MD&A) covers the results of operations, financial condition and cash flows of Redknee Solutions Inc. (the "Company" or "Redknee") for the fourth quarter and year-ended September 30, 2010. This document is intended to assist the reader in better understanding operations and key financial results as they are, in our opinion, at the date of this report.

The MD&A has been prepared in accordance with National Instrument 51-102, Continuous Disclosure Requirements, and should be read in conjunction with the audited consolidated financial statements and accompanying notes for the fiscal year ended September 30, 2010. The consolidated financial statements are presented in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP). The consolidated financial statements and the MD&A have been reviewed by Redknee's Audit Committee and approved by its Board of Directors. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company for fiscal 2010, fiscal 2009 and the related notes.

In this document, "we", "us", "our", "Company" and "Redknee" all refer to Redknee Solutions Inc. collectively with its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Company including our most recently completed Annual Information Form ("AIF") is available on SEDAR at ***www.sedar.com*** and on the Company's web-site at ***www.redknee.com***.

FORWARD-LOOKING STATEMENTS

Certain statements in this document may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this document, such statements use such words as "may", "will", "expect", "continue", "believe", "plan", "intend", "would", "could", "should", "anticipate" and other similar terminology. These statements reflect current assumptions and expectations regarding future events and operating performance and speak only as of the date of this document. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under the "Risk Factors" section of the Company's most recently filed AIF. Although the forward-looking statements contained in this document are based upon what we believe are reasonable assumptions, we cannot assure investors that our actual results will be consistent with these forward-looking statements. We assume no obligation to update or revise these forward-looking statements to reflect new events or circumstances, except as required by securities law.

OVERVIEW

Redknee Solutions Inc. commenced operations on March 29, 1999. Redknee is a leading provider of revenue generating software products, solutions and services to some of the largest network operators throughout the world, including wireless, wireline, broadband and satellite. Redknee delivers solutions in the areas of converged billing, interconnect billing, customer care, real-time rating, charging and policy management for voice, messaging and next generation data services to over 90 network operators in over 50 countries. The Company's software products allow its wireless telecommunications network operator customers to extend and enhance their capabilities and service offerings, enabling them to introduce new revenue through the introduction of network-based services, including call and subscriber management, multimedia messaging information services and location aware services. In addition, the Company's software products also manage and analyze, in real time, complex and critical network operations, such as service provisioning, network management and customer care, as well as provide real-time rating, charging and billing.

Redknee solutions enable operators to monetize the value of each transaction while personalizing the subscriber experience to meet mainstream and individual market segmentation requirements. The Company segments its operations in three main geographic areas namely:

1. APAC – Asia Pacific
2. Americas – North America, South America and Caribbean
3. EMEA – Europe, the Middle East and Africa.

Redknee's solutions help to create a better, more personal user experience for telecommunications subscribers all around the globe. Redknee provides software solutions that enable network operators to charge, price, deliver, and bill for all of the newest, cutting-edge communications services. Redknee's software products are packaged into the following solutions:

Turnkey Converged Billing (TCB)	A solution designed to deliver real-time rating, charging, billing and customer care to operators around the globe. The solution handles various types of network services and customer segments: wireless, wireline, satellite, WiMax, broadband, pre-paid, post-paid, data, voice, SMS and content. Enhanced with a comprehensive modular suite of real-time value transfer capabilities that focus on serving the financial and commerce requirements of mobile subscribers
Next Generation Rating and Charging with Policy Manager	NGRC is designed to provide operators with the means to charge for, and flexibly price and deliver, new data services such as mobile advertising, mobile TV, mobile music and mobile broadband. It also helps operators to reduce CAPEX and better control their network resources, while personalizing the subscriber experience.
Customer Care	A solution that provides an intuitive view of subscriber status and context – enabling customer care representatives to resolve problems quickly and efficiently.
InBill	A wholesale billing and content management solution.

On August 12, 2010, the Company acquired 100% of the common shares of Nimbus Systems SL in Spain and NMB Lda in Portugal (collectively "Nimbus"). Established in 2001, Nimbus has been engaged in analysis, control and management solutions, with a particular focus on customer relationship management systems and billing, rating and partner relationship management. Nimbus currently supports group operators and non-telecommunications clients engaged in one of the world's leading transaction credit and loyalty card infrastructure companies. The total purchase price, net of cash acquired, of $12,895,730 consists of cash paid on closing of $8,053,600, 3,628,044 common shares issued, including 1,814,022 common shares placed in escrow, valued at $4,473,378 and acquisition costs of $642,652.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets out selected consolidated financial information of Redknee for the periods indicated. Each investor should read the following information in conjunction with those financial statements and related notes. The selected financial information for the three months ended September 30, 2010 and 2009 and the years ended September 30, 2010, 2009 and 2008 have been prepared in accordance with Canadian GAAP. The operating results for any past period are not necessarily indicative of results for any future period. The selected financial information set out below as at, and for the three months ended September 30, 2010 and 2009 and the years ended September 30, 2010, 2009 and 2008 respectively, has been derived from the consolidated financial statements.

Consolidated Statement of Earnings - unaudited	Three Months Ended		Twelve Months Ended		
Thousands except per share	September 30,		September 30,		
	2010	2009	2010	2009	2008
Revenue					
Software and services and other	7,917	5,901	29,814	32,097	35,482
Support and Subscription	5,075	4,902	19,056	21,154	15,219
	12,992	**10,803**	**48,870**	**53,250**	**50,701**
Cost of revenue	3,541	2,667	13,107	11,968	14,973
Gross profit	**9,451**	**8,136**	**35,763**	**41,282**	**35,728**
Operating expenses					
Selling and marketing	3,065	2,568	12,548	14,609	16,567
General and administrative	1,866	1,532	7,638	8,983	10,769
Research and development	1,765	2,338	9,950	11,930	13,464
Amortization of property, equipment and intangible assets	291	195	777	677	409
Foreign exchange loss (gain)	444	1,781	1,680	872	(1,584)
	7,431	**8,414**	**32,594**	**37,071**	**39,625**
Income from operations	**2,020**	**(278)**	**3,170**	**4,212**	**(3,897)**
Interest income	43	52	73	98	451
Interest expense	(64)	(5)	(86)	(20)	(28)
Income before income taxes	**1,999**	**(231)**	**3,156**	**4,290**	**(3,474)**
Income taxes	1,640	16	2,062	962	938
Net income for the period	**359**	**(247)**	**1,094**	**3,327**	**(4,412)**
Income per common share					
Basic	0.01	0.00	0.02	0.06	(0.08)
Diluted	0.01	0.00	0.02	0.06	(0.08)
Weighted average number of common shares					
Basic (thousands)	62,309	57,761	60,138	57,761	56,329
Diluted (thousands)	64,608	57,761	62,018	59,832	56,329

Balance Sheet Data - unaudited **Thousands**	**As at September 30, 2010**	**As at September 30, 2009**	**$ Change**	**% Change**
Cash and Cash Equivalents Restricted Cash, and Short-term Investments	19,573	26,093	(6,520)	-25%
Goodwill and Intangible Assets	13,529	1,488	12,041	809%
Total Assets	58,837	41,355	17,482	42%
Accounts Payable and Accrued Liabilities	6,327	6,808	(481)	-7%
Long-Term Debt and Other obligations	7,595	-	7,595	
Shareholders' Equity	31,791	24,023	7,768	32%

CURRENT PERIOD OPERATING RESULTS

Revenue

The following tables set forth the Company's revenues by type and as a percentage of total revenue for the periods indicated:

Revenues –unaudited **Thousands**	**Three Months Ended September 30,**		**Twelve Months Ended September 30,**	
	2010	**2009**	**2010**	**2009**
Software and Services	7,650	5,171	27,361	29,946
Support and Subscription	5,075	4,902	19,056	21,154
Third Party Software and Hardware	267	730	2,453	2,151
Total	**12,992**	**10,803**	**48,870**	**53,250**

Percentage of Total Revenue	**Three Months Ended September 30,**		**Twelve Months Ended September 30,**	
	2010	**2009**	**2010**	**2009**
Software and Services	59%	48%	56%	56%
Support and Subscription	39%	45%	39%	40%
Third Party Software and Hardware	2%	7%	5%	4%
Total	**100%**	**100%**	**100%**	**100%**

The Company recognizes revenue from the sale of software licenses including initial licenses, capacity increases and/or upgrades; professional services; third party hardware and software components and customer support contracts. The majority of the Company's revenue is denominated in U.S. dollars and, as a result, revenues might be impacted by exchange rate fluctuations. For the three-month period ended September 30, 2010, the Company's revenue increased by 20% from $10.8M for the same period in fiscal 2009 to $13.0M in fiscal 2010. For the year ended September 30, 2010 revenue decreased by 8% from $53.3M in fiscal 2009 to $48.9M in fiscal 2010.

The increase in revenue for the quarter noted above relates primarily to the expansion of existing license agreements and the contribution in revenue from the acquisition of Nimbus on August 12, 2010.

The decrease in revenue for the year can be attributed to weak general economic conditions, during which operators deferred project implementations and lowered license expansions in response to declining average revenue per subscriber, slower subscriber additions and foreign exchange fluctuations in their respective operating regions. On a comparative constant dollar basis, the Company's revenue for the three-month period would have been $14.2M and for the year ended September 30, 2010 would have been $54.6 million.

Software and Services Revenue

Software and services revenue consists of fees earned from the licensing and deployment of software products to our customers, as well as the revenues resulting from consulting and training services contracts related to the software products.

Software and services revenue for the fourth quarter of 2010 increased by 48% to $7.7M, or 59% of total revenue, as compared to $5.2M, or 48% of total revenue, for the same period last year. The increase is primarily due to an increase in revenue from initial deployments.

For the twelve-month period ended September 30, 2010, software and service revenue decreased by 9% to $27.4M, or 56% of total revenue, compared to $29.9M and 56% of total revenue, last year. For the twelve-month period, the decline in software and services revenue can be attributed to foreign exchange currency fluctuation, longer sales cycles and extended decision making processes in telecom customers as a result of general economic uncertainty. On a comparative constant dollar basis, the Company's software and services revenue for the three-month period would have been $8.3M and for the year ended September 30, 2010 would have been $31.2 million.

Third Party Software and Hardware Revenue

Third party software and hardware revenue consists of revenue from the sale of other vendor's hardware and software components as part of Redknee's solutions, including server platforms, database software and other ancillary components.

Third party software and hardware revenue for the fourth quarter of 2010 decreased by 63% to $0.3M, or 2% of total revenue, compared to $0.7M, or 7% of total revenue, for the same period last year.

For the twelve-month period ended September 30, 2010, third party software and hardware revenue increased slightly to $2.5M, or 5% of total revenue, compared to $2.2M, or 4% of total revenue, last year. On a comparative constant dollar basis, the Company's third party software and hardware revenue for the three-month period would have been $0.3M and for the year ended September 30, 2010 would have been $2.7 million.

Support and Subscription Revenue

Support and subscription revenue consists of revenue from our customer support, subscription and maintenance contracts. These recurring revenue agreements allow customers to receive technical support and upgrades in the case of subscription agreements. Support revenue is generated from such agreements relative to current year sales and the renewal of existing agreements for software licenses sold in prior periods. Typically, support contracts commence for a period of one or more years upon completion of acceptance testing and then renew annually thereafter.

Support and subscription revenue for the fourth quarter of 2010 grew by 4% to $5.1M, or 39% of total revenue, compared to $4.9M, or 45% of total revenue, for the same period last year.

For the twelve-month period ended September 30, 2010, support revenue decreased by 10% to $19.1M, or 39% of total revenue, compared to $21.2M, or 40% of total revenue, last year. The decline relates to the appreciation of the Canadian Dollar against USD, Euro, and British Pound. On a comparative constant dollar basis, the Company's support and subscription revenue for the three-month period would have been $5.6 M and for the year ended September 30, 2010 would have been $20.7 million. In addition, during fiscal 2009, revenue from Inbill contracts included services provided in previous periods.

Revenue by Geography

Revenue is attributed to geographic locations based on the location of the customer. The following tables set forth revenues by main geographic area and as a percentage of total revenue for the periods indicated:

Revenues –unaudited Thousands	**Three Months Ended September 30,**		**Twelve Months Ended September 30,**	
	2010	**2009**	**2010**	**2009**
APAC	2,245	2,619	11,257	10,342
Americas	4,818	4,354	16,125	22,008
EMEA	5,929	3,830	21,488	20,900
Total	**12,992**	**10,803**	**48,870**	**53,250**

Percentage of Total Revenue	Three Months Ended September 30,		Twelve Months Ended September 30,	
	2010	2009	2010	2009
APAC	17%	24%	23%	20%
Americas	37%	40%	33%	41%
EMEA	46%	36%	44%	39%
Total	**100%**	**100%**	**100%**	**100%**

For the three month period, revenue from the Americas region increased by $0.5M to $4.8M, which represents an 11% increase from last year. EMEA revenue in the fourth quarter of 2010 increased by $2.1M to $5.9M, which represents a 55% increase from the same period last year. Revenue from the APAC region decreased by $0.4M to $2.2M, which represents a 14% decrease from the same period last year. The increase in revenue relates to the addition of Nimbus customers in EMEA and increased revenue for initial deployments of new customers.

For the twelve-month period of fiscal 2010, revenue from the Americas region decreased by $5.9 M to $16.1M, which represents a 27% decrease from last year due primarily to fewer initial deployments, upgrades and license expansions as compared to fiscal 2009. EMEA revenue in fiscal 2010 increased by $0.6M to $21.5M, which represents a 3% increase from last year as a result of new licenses and license expansion in the region throughout fiscal 2010. Revenue from the APAC region increased by $0.9M to $11.3M, which represents a 9% increase from last year. The increase in the year relates to greater initial deployments licenses and third party components.

Cost of Sales and Gross Margin

Cost of sales consists of the expense of personnel providing professional services to implement and provide post sales technical support for our solutions, and the costs of third party hardware and software components sold as part of Redknee’s solution. In addition, it includes an allocation of certain direct and indirect costs attributable to these activities.

For the fourth quarter of 2010, cost of sales increased by $0.9M to $3.5M, which represents a 33% increase from $2.7M incurred for the same period in 2009. For the twelve-month period ended September 30, 2010, cost of sales increased by $1.1M to $13.1M, which represents a 10% increase from the $12.0M incurred in the same period last year. The increase in costs of sales is driven by higher personnel expenses for services and support along with the purchase of third party hardware and software components sold as part of Redknee’s solution.

The gross margin for the fourth quarter of fiscal 2010 was 73% as compared to 75% for the fourth quarter of fiscal 2009. For the twelve-month period ended September 30, 2010, the gross margin decreased to 73% in fiscal 2010 as compared to 78% for 2009. The decrease in gross margin can be attributed to the higher personnel expenses for services and support. A gross margin in the range of 72-75% is what Redknee’s management expects from the normal mix of business.

Operating Expenses

Total operating expenses in the fourth quarter of fiscal 2010 decreased by 13% to $7.3M from $8.4M in the fourth quarter of fiscal 2009. For the three-month period ended September 30, 2010, operating expenses excluding Amortization and Foreign Exchange loss (gain) declined to 52% of revenue as compared to 60% of revenue in fiscal 2009. The following tables set forth total operating expenses by function and as a percentage of total revenue for the periods indicated:

Operating Expenses – unaudited Thousands	**Three Months Ended September 30,**		**Twelve Months Ended September 30,**	
	2010	**2009**	**2010**	**2009**
Sales and Marketing	3,065	2,568	12,548	14,609
General and Administrative	1,866	1,532	7,638	8,983
Research and Development	1,765	2,338	9,950	11,930
Amortization	291	195	777	677
Foreign Exchange loss (gain)	444	1,781	1,680	872
Total Operating Expenses	**7,431**	**8,414**	**32,594**	**37,071**

Percentage of Total Revenue	**Three Months Ended September 30,**		**Twelve Months Ended September 30,**	
	2010	**2009**	**2010**	**2009**
Sales and Marketing	24%	24%	26%	27%
General and Administrative	14%	14%	16%	17%
Research and Development	14%	22%	20%	22%
Amortization	2%	2%	2%	1%
Foreign Exchange loss (gain)	3%	16%	3%	2%
Total Operating Expenses	**57%**	**78%**	**67%**	**69%**

The decrease in operating expenses for the quarter results from the Company recognizing Investment Tax Credits (“ITCs) for 2009 and 2010 in addition to management’s concerted efforts to constrain costs in all areas of the business, while driving operating leverage and profitability.

Total operating expenses for the twelve-month period ended September 30, 2010 decreased by 12% to $32.6M from $37.1M for the same period last year. For the twelve-month period, operating expenses excluding Amortization and Foreign Exchange loss (gain) declined to 62% of revenue as compared to 67% of revenue in fiscal 2009. The decrease in expenditures is a result of lower compensation costs, the Company's ability to leverage its global operations and the recognition of ITCs in the fourth quarter of 2010.

In light of global economic events, management initiated various cost reduction activities in fiscal 2010 to reduce Redknee's operating costs. These actions included aligning client facing roles to increase proximity to customers, especially in high growth markets. The Company continues to evaluate its office facilities and has taken steps to rationalize facility costs in certain markets.

Sales and Marketing Expenses

Sales and Marketing ("S&M") expenses consist primarily of salaries, variable compensation costs and other personnel costs, travel, advertising, marketing and conference costs plus the allocation of certain overhead costs to support the Company's sales and marketing activities.

For the fourth quarter of 2010, S&M expenditures increased by $0.5M to $3.1M, which represents a 19% increase from $2.6M incurred for the same period last year. As a percentage of total revenue, S&M expenses remained at 24% during both periods. The increase in sales and marketing costs relates primarily to the one-time adjustment in sales compensation in the fourth quarter of fiscal 2009, and reflects the Company's ongoing efforts to match spending on various sales and marketing activities in line with revenue opportunities.

For the twelve-month period ended September 30, 2010, S&M expenditures decreased by 14% or $2.0M to $12.6M from $14.6M. As a percentage of total revenue, S&M expenses decreased from 27% to 26% in 2010. The Company has also been mindful of managing growth to sustainable levels in response to global economic conditions that are reflected in the decreased S&M expense for the year and overall as a percentage of sales.

General and Administrative Expenses

General and administrative ("G&A") expenses consist of the Company's support activities such as finance, human resources, information technology, and professional costs associated with tax, accounting, and legal expenditures. Certain overhead costs such as facilities, communications and computer costs are allocated to G&A and the other departments on a per headcount basis.

For the fourth quarter of fiscal 2010, general and administrative expenditures increased from $1.5M to $1.9M. This relates primarily to a one-time decrease in expenses of $0.4M related to incentive compensation in the fourth quarter of fiscal 2009. Excluding one-time reductions, G&A expenditures remained relatively flat as a result of a reduction in headcount and salaries during fiscal 2010.

For the twelve-month period ended September 30, 2010, G&A expenditures decreased by $1.4M to $7.6M, which represents a 15% decrease from the $9.0M incurred in 2009. The decrease is primarily due to reduced compensation costs and professional fees when compared to the same period for fiscal 2009. As a percentage of total revenue, G&A expenses decreased from 17% to 16% in 2010.

The G&A costs for the period reflect the Company's ongoing efforts to continue to reduce these costs and achieve increased operating leverage from its global infrastructure.

Research and Development Expenses

Research and development expenses consist primarily of personnel costs associated with product management and the development and testing of new products plus the allocation of certain overhead costs. Research and development expenses are reduced by investment tax credits recognized during the period.

For the three month period ended September 30, 2010, R&D expenditures decreased by $0.6M to $1.8M, which represents a 25% decrease from the $2.3M incurred in the same period last year. As a percentage of total revenue, net R&D expenditures decreased from 22% to 14%. In the fourth quarter of fiscal 2010, the Company recognized federal and provincial ITCs of $0.9m relating to current and prior years and also recognized the benefit of federal ITCs expected to be utilized in future years for $0.5M.

For the twelve-month period ended September 30, 2010, R&D expenditures decreased by $2.0M to $10.0M, which represents a 17% decrease from the $11.9M incurred in 2009. As a percentage of total revenue, R&D expenses decreased from 22% to 20%. The decline in R&D expenditures is a result of lower compensation costs, the Company’s ability to leverage its R&D global distributed operations and the recognition of ITCs during the year.

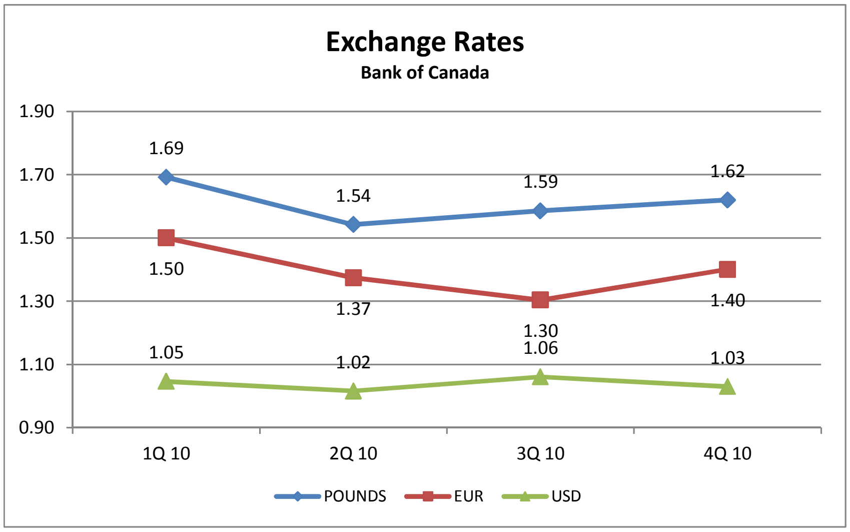
Amortization Expense

Amortization for the fourth quarter ended September 30, 2010 increased to $0.3M as compared to $0.2M for the same period last year. The increase in the quarter relates to the amortization of intangible assets which arose from the acquisition of Nimbus. For the twelve-month period ended September 30, 2010, amortization expenses totaled $0.8M as compared to $0.7M in fiscal year 2009.

Foreign Exchange Gain/Loss

The Company conducts a significant portion of its business activities in foreign currencies including U.S. dollars, Euros and Pounds Sterling. The Company’s objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by converting foreign-denominated cash balances into Canadian dollars to the extent practical. The majority of the Company’s revenues are denominated in U.S. dollars and, as a result, revenues are impacted by exchange rate fluctuations. An increase in the value of the Canadian dollar relative to the U.S. dollar will reduce the amount of revenue and margins in Canadian dollar terms reported by the Company from sales made in U.S. dollars. In addition, foreign currency net monetary assets/liabilities in fully integrated foreign operations cause a foreign exchange gain/loss on translation where the Canadian dollar changes against these currencies. An increase in the value of the Canadian dollar relative to the foreign currency will cause a foreign exchange loss when there are net monetary assets and a foreign exchange gain when there are net monetary liabilities.

The graph below displays the change in rates relative to the Canadian dollar.



For the quarter ended September 30, 2010, the Company recognized a foreign currency exchange loss of $0.4M, as compared to a foreign currency exchange loss of $1.8M in the same period of fiscal 2009.

For the twelve month period ended September 30, 2010, the Company experienced a foreign exchange loss of $1.7M, due largely to significant fluctuation in the exchange rates between our principal currencies (US dollar, British Pounds and Euro) against Canadian dollar in the fourth quarter. For the twelve month period ended September 30, 2009, the Company experienced a foreign exchange loss of $0.9M.

Interest Income and Interest Expense

Interest income of $0.1M consists primarily of interest income (net of related expenses) earned on the Company's cash, cash equivalents, restricted cash and short term investments.

Interest expense of $0.1M was mainly due to the Company's use of a credit facility available with Export Development Corporation ("EDC) for up to an aggregate principal amount of US$10.0M. During the year, the Company borrowed against this credit facility such that the Nimbus acquisition could be completed. As at September 30, 2010, the amounts drawn totaled $8.2M (US$7.9M).

Stock-Based Compensation

Stock options granted during the twelve months ended September 30, 2010 totaled 420,000 (2009 – 3,139,500) with a weighted fair value of $1.40 (2009 - $0.40) at the date the grants were issued to employees. The fair value of the stock options was determined using a Black-Scholes option pricing model. Stock-based compensation expense during the twelve month period was $0.6M (2009 - $0.5M) relating to the Company's stock options and restricted shares under the restricted share plan.

Income Taxes

The income tax provision is management's estimate of current taxes owing by the Company and its foreign subsidiaries. For Canada, the Company manages taxable income through adjustments to elective tax deductions, which enables the company to maximize the amount of federal and provincial ITC utilization in each year. This approach has resulted in current tax expense in Canada to the extent of ITCs claimed in each year.

In the fourth quarter of fiscal 2010 and on the completion of the 2009 tax return, the Company recorded an increase in income tax expense for utilized federal and provincial ITCs of $1.3M relating to 2008, 2009 and 2010.

SUMMARY OF RESULTS

All financial results are in thousands, unless otherwise stated, with the exception of per share amounts. The table below provides summarized information for our eight most recently completed quarters:

Thousands unaudited	Q4 10	Q3 10	Q2 10	Q1 10	Q4 09	Q3 09	Q2 09	Q1 09
Revenue	$12,992	$10,632	$13,466	$ 11,780	$ 10,803	$ 14,480	$13,750	$14,217
Net Income (Loss)	$359	$(230)	$401	$564	$(248)	$508	$ 206	$ 2,861
Basic Income (Loss) per Share	0.01	$0.00	$0.01	$0.01	$0.00	$0.01	$ 0.00	$ 0.05
Diluted Income (Loss) per Share	0.01	$0.00	$0.01	$0.01	$0.00	$0.01	$ 0.00	$ 0.05
Weighted average shares outstanding – Basic	62,309	60,078	59,604	58,800	57,761	57,108	56,881	56,644
Weighted average shares outstanding - Diluted	64,608	60,078	61,739	60,923	57,761	59,122	57,211	57,111

In prior periods where net income was negative, options were considered to be anti-dilutive for the calculation of Basic Earnings per Share (BEPS) and Diluted Earnings per Share (DEPS).

LIQUIDITY AND CAPITAL RESOURCES

The Company's objective in managing capital is to ensure sufficient liquidity to pursue its organic growth, fund operations and undertake selective acquisitions, while at the same time taking a conservative approach toward financial leverage and management of financial risk. The Company currently funds its operations, changes in non-cash working capital and capital expenditures from internally generated cash flows and cash balances.

The table below outlines a summary of cash inflows and outflows by activity.

Key Ratios unaudited	**September 30, 2010**	**September 30, 2009**
Working Capital	$24,361	$22,144
Days Sales Outstanding	82	74

Statement of Cash Flows Summary - unaudited	**Three Months ended**		**Twelve Months ended**	
Thousands	**September 30,**		**September 30,**	
	2010	**2009**	**2010**	**2009**
Cash inflows and (outflows) by activity:				
Operating activities	(13)	3,926	(6,488)	10,699
Investing activities	(9,215)	4,334	(9,031)	(371)
Financing activities	7,899	327	9,577	510
Effect of foreign currency exchange rate changes on cash and cash equivalents	255	(1,198)	(981)	(418)
Net cash inflows (outflows)	(1,074)	7,389	(6,924)	10,420
Cash and cash equivalents, beginning of period	19,812	18,274	25,663	15,243
Cash and cash equivalents, end of period	18,739	25,663	18,739	25,663

*The Company uses Working Capital and Days Sales Outstanding in Accounts Receivable as measures to enhance comparisons between periods. These terms do not have a standardized meaning under GAAP and are not necessarily comparable to similar measures presented by other companies. The calculation of each of these items is more fully described below.

Cash from Operating Activities

Cash used by operating activities was $6.5M in the twelve months ended September 30, 2010, as compared to a source of cash of $10.7M for the same period last year. This is mostly attributed to a decrease in accrued liabilities, an increase in unbilled revenue, and an increase in trade accounts and other receivables. This was partially offset by a decrease of deferred revenue, net income of $1.1M, and the increase in unrealized foreign exchange loss. In the fourth quarter of fiscal 2010, cash used by operating activities was minimal.

The Company's Days Sales Outstanding in Accounts Receivable ("DSO") increased to 82 days, from 75 days at September 30, 2009. Redknee calculates DSO based on the annualized revenue and the trailing quarterly average accounts receivable balance. The increase in DSO is due primarily to the acquisition of Nimbus. Revenue included in the calculation is for the 7-week period from August 12, 2010 while accounts receivable represents the ending balance as of September 30, 2010.

Working capital represents the Company's current assets less its current liabilities. The Company's working capital balance increased to $24.3M at September 30, 2010 from $22.1M as at September 2009. This increase in Redknee's working capital level relates mainly to the increase in trade accounts and other receivables, the increase in unbilled revenue, the decrease in accrued liabilities and the decrease in deferred revenue, partially offset by the decrease in cash and cash equivalents. Trade accounts and other receivables increased from $8.2M at September 30, 2009 to $15.0M as at September 30, 2010. This is further indicated by the increase in the Company's DSO. Unbilled revenue, which reflects revenue recognized, but not yet billable as per the agreements, increased from $2.7M as at September 30, 2009 to $7.2M as at September 30, 2010. Accrued liabilities decreased from $5.9M as at September 30, 2009 to $3.7M as at September 30, 2010. Deferred revenue also decreased from $7.0M as at September 30, 2009 to $6.0M as at September 30, 2010.

The continued adverse economic environment may impact the Company's exposure to credit risk. Redknee monitors the capital and operating expense practices of its customers to identify credit and collection risks in a timely manner and reviews its revenue forecasts based on developing information. Management will continue to monitor and focus on collections and reducing credit risk and bad debts through fiscal 2011.

Financial Instruments and Credit Concentration

Under Canadian GAAP, financial instruments are classified into one of the following categories: held-for-trading, held-to-maturity, available-for-sale, loans and receivables, and other financial liabilities. The following table summarizes information regarding the carrying values of the Company's financial instruments:

	2010 **$**	**2009** **$**
Held-for-trading (i)	19,573,123	26,092,818
Loans and receivables (ii)	14,742,669	7,276,836
Other financial liabilities (iii)	6,795,898	6,807,537
Loans payable (iv)	10,165,972	-

i) Includes cash, cash equivalents, restricted cash and short-term investments
ii) Includes trade accounts and other receivables
iii) Includes accounts payable and accrued liabilities and other long-term liabilities
iv) Includes current and long-term portions of loans payable

The carrying value of loans and receivables and other financial liabilities approximate fair values because they are due within one year.

The fair value of loans payable with floating interest rates approximates fair values because the interest rates are market rates. The fair value of loans payable with fixed interest rates is $0.6M.

At September 30, 2010, the Company's two largest customers accounted for 23% of sales (2009 – 28%). In order to minimize the risk of loss for trade receivables, the Company's extension of credit to customers involves review and approval by senior management, as well as progress payments as contracts are executed.

Cash from Investing Activities

Cash used from investing activities during the quarter ended September 2009, was $9.2M and for the twelve months ended September 30, 2010, investing activities changed by $9.0M. These changes are mainly due to the acquisition of Nimbus on August 12, 2010. The total purchase price, net of cash acquired, of $12.9M consists of cash paid on closing of $8.1M, 3,628,044 common shares issued, including 1,814,022 common shares placed in escrow, valued at $4.5M and acquisition costs of $0.6M.

Cash from Financing Activities

In the fourth quarter of fiscal 2010, cash provided by financing activities was $7.9M and for the twelve months ended September 30, 2010, financing activities changed by $9.6M. This was mainly due to the proceeds received from EDC for the acquisition of Nimbus and from proceeds from the exercise of stock options.

Long Term Debt and Credit Facilities

As at September 30, 2010, the Company has a credit facility with Export Development Canada for up to an aggregate principal amount of US$10,000,000 to assist in financing (i) one or more acquisitions and/or (ii) working capital requirements.

During the year, the Company borrowed against this credit facility for the Nimbus acquisition. As at September 30, 2010, US$7,960,000 (CA$8,197,208) remains outstanding and is repayable semi-annually over five years. Interest on this facility is LIBOR plus 4% and is payable semi-annually after the first specified repayment date. Accounts receivable, chattel paper, documents of title, equipment, intangible assets, inventory and securities are pledged as security for the credit facility.

Certain non-financial covenants exist under the agreement, which, if interpreted to be violated by the lender, could result in the amounts borrowed being due and payable to the lender on demand. Management has determined that no covenants are in breach as of the reporting date.

As a result of the acquisition of Nimbus, the Company currently holds several bank loans through its wholly owned subsidiary, Redknee Spain SAL Ltd for a total of $1.9M. These loans are secured by shareholder guarantees.

Litigation

The Company is involved in certain claims and litigation arising out of the ordinary course and conduct of business. Management assesses such claims and, if considered likely to result in a loss and, when the amount of the loss is quantifiable, provisions for loss are made, based on management's assessment of the most likely cause of outcome. Management does not provide for claims for which the outcome is not determinable or claims where the amount of the loss cannot be reasonably estimated. Any settlements or awards under such claims are provided for when reasonably determinable. The Company is not currently a party to, or has any of its property as the subject of, legal proceedings, which could be material to the Company's financial condition or results of operations.

The Company is currently involved in a legal dispute with one of its customers. The Company has expensed approximately $240,000 of costs to date. The remaining exposure is $360,000 on this contingency.

Acquisition of Nimbus

On August 12, 2010, the Company acquired 100% of the common shares of Nimbus. The total purchase price, net of cash acquired, of $12.9M consists of cash paid on closing of $8.1M, 3,628,044 common shares issued, including 1,814,022 placed in escrow, valued at $4.5M and acquisition costs of $0.6M. The fair value of the common shares issued were determined to be $1.37 per common share. The fair value reflects the Company's market value of their common shares on August 12, 2010. The common shares held in escrow, which are subject to the terms and conditions of an escrow agreement, reflect a 20% discount to the fair value referred to above. The discount takes into consideration the length of the escrow period and the inability to transact with these shares during this time. The purchase price also contains and earn-out provision, which outlines that the aggregate amount of up to €1.05M will be paid by the Company to the sellers in cash if certain future criteria are met. The earn-out has not been accrued at either the date of purchase or the reporting date. Management has determined that the earn-out is non-compensatory in nature and will be accrued as part of the purchase equation once likelihood of payment can be reasonably determined.

The purchase price was preliminarily allocated to the assets and liabilities acquired is as follows:

	Preliminary allocation $
Stocks/investments	63,950
Trade accounts and other receivables	4,122,736
Unbilled receivables	1,831,000
Prepaid expenses	102,341
Property and equipment	421,499
Future income taxes	134,208
Indebtedness	(1,939,473)
Accounts payable and accrued liabilities	(1,888,893)
Long term debt	(512,614)
Deferred revenue	(236,868)
Other Liabilities	(345,000)
Taxes payable	(124,685)
Future tax liabilities	(1,371,159)
	257,042
Intangible assets	
Customer relationships	2,841,649
Technology	1,326,192
Backlog	802,690
Goodwill	7,668,157
	12,638,688
Total purchase consideration, net of cash acquired	**12,895,730**

Redknee expects to finalize the allocation of the purchase price during fiscal 2011 and the preliminary allocation may change. The customer relationships and technology arising from this acquisition will be amortized into earnings over their estimated useful life of 10 years. The backlog will be amortized over its estimated useful life of one year.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

As at September 30, 2010, the Company has a credit facility with Export Development Canada for up to an aggregate principal amount of US$10,000,000 to assist in financing (i) one or more acquisitions and/or (ii) working capital requirements.

During the year, the Company borrowed against this credit facility for the Nimbus acquisition. As at September 30, 2010, US$7,960,000 (CA$8,197,208) remains outstanding and is repayable semi-annually over five years. Interest on this facility is LIBOR plus 4% and is payable semi-annually after the first specified repayment date. Accounts receivable, chattel paper, documents of title, equipment, intangible assets, inventory and securities are pledged as security for the credit facility.

Certain non-financial covenants exist under the agreement, which, if interpreted to be violated by the lender, could result in the amounts borrowed being due and payable to the lender on demand. Management has determined that no covenants are in breach as of the reporting date.

The Nimbus purchase agreement contains an earn-out provision, which outlines that an aggregate amount of up to €1,050,000 will be paid by the Company to the sellers in cash if certain future criteria are met.

The Company has no other significant commercial commitments or obligations other than for the leases of the facilities it currently occupies, the latest of which expires in fiscal 2017, and operating leases for office and computer equipment.

Future minimum lease payments for premises non-cancellable operating leases are as follows:

	$
2011	2,420,926
2012	1,968,643
2013	1,761,279
2014	934,582
2015 and thereafter	2,631,087

MANAGEMENT OF CAPITAL

The Company’s objective in managing capital is to ensure sufficient liquidity to pursue its growth strategy, fund research and development and undertake selective acquisitions, while at the same time taking a conservative approach toward financial leverage and management of financial risk. The Company’s capital is composed of share capital and credit used plus credit available under certain credit facilities which assist in financing (a) acquisitions and/or (b) provide working capital requirements. The Company’s primary uses of capital are to finance its operations, increases in non-cash working capital, capital expenditures, debt repayments, and acquisitions. The Company currently funds these requirements from cash flows from operations, cash raised through past share issuances, and lines available under certain credit facilities. The Company’s objectives when managing capital are to ensure that the Company will continue to have enough liquidity so it can provide services to its customers and returns to its shareholders. Management monitors its compliance of covenants imposed by loan agreements on a recurring basis. The Company has complied with all externally imposed capital requirements.

DISCLOSURE CONTROLS AND PROCEDURES

Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), the design and effectiveness of the Company's disclosure controls and procedures as at the year ended September 30, 2010. Management has concluded that these disclosure controls and procedures, as defined in National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), are adequate and effective and that material information relating to the Company was made known to them and was recorded, processed, summarized and reported within the time periods specified under applicable securities legislation.

Our management, under the supervision and with the participation of our CEO and CFO, has designed and evaluated the effectiveness of the Company's internal controls over financial reporting ("ICFR") to provide reasonable assurance that our financial reporting is reliable and that our consolidated financial statements were prepared in accordance with GAAP. Management has concluded that ICFR, as defined in NI 52-109 and using the Committee of Sponsoring Organization of the Treadway Commission ("COSO") Framework are effective as at the year ended September 30, 2010.

Under the supervision of and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the internal controls over financial reporting as at September 30, 2010 and have concluded that those internal controls were effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian generally accepted accounting principles.

ACCOUNTING CHANGES AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

For the year ended September 30, 2010, the Company has adopted the amendments to Section 3862, Financial Instruments - Disclosures. The amendments require enhanced disclosures about fair value measurements, including the relative reliability of the inputs used in those measurements and about the liquidity risk of financial instruments, which are included in note 3. Although the amendments apply to financial statements relating to fiscal years ending after September 30, 2009, comparative information is not required in the first year of application.

In October 2008, the CICA issued Section 1582, Business Combinations ("Section 1582"), concurrently with Sections 1601, Consolidated Financial Statements ("Section 1601"), and 1602, Non-controlling Interests ("Section 1602"). Section 1582, which replaces Section 1581, Business Combinations, establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. Section 1601, which replaces Section 1600, carries forward the existing guidance on aspects of the preparation of consolidated financial statements subsequent to acquisition other than non-controlling interests. Section 1602 establishes guidance for the treatment of non-controlling interests subsequent to acquisition through a business combination. These new standards are effective for the Company's interim and annual periods commencing January 1, 2011 with earlier adoption permitted as at the beginning of a fiscal year. We are currently assessing the impact of the new standards on our consolidated financial statements.

In 2008, the CICA issued Handbook Section 3064, Goodwill and Intangible Assets (“CICA 3064”). CICA 3064, which replaces Section 3062, Goodwill and Intangible Assets, and Section 3450, Research and Development Costs, establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. The provisions relating to the definition and initial recognition of intangible assets, including internally generated intangible assets, are equivalent to the corresponding provisions of IAS 38, Intangible Assets. Adoption of CICA 3064 did not impact the consolidated financial statements.

In December 2009, the Emerging Issues Committee Abstract of the CICA issued EIC 175, Multiple Deliverable Revenue Arrangements, replacing EIC 142, Revenue Arrangements with Multiple Deliverables, addresses some aspects of the accounting by a vendor for arrangements under which it will perform multiple revenue generating activities. This new standard is effective for the Company's interim and annual consolidated financial statements commencing on January 1, 2011 with earlier adoption permitted as of the beginning of a fiscal year. The Company is assessing the impact of the new standard on its consolidated financial statements.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

The Canadian Accounting Standards Board has confirmed that International Financial Reporting Standards (IFRS) will replace current Canadian GAAP for publicly accountable enterprises, including Redknee, effective for fiscal years beginning on or after January 1, 2011.

Accordingly, we will report interim and annual financial statements in accordance with IFRS beginning with the quarter ended December 31, 2011. Our fiscal 2012 interim and annual financial statements will include comparative fiscal 2011 financial statements, adjusted to comply with IFRS.

Revenue Recognition

Redknee has developed a comprehensive IFRS transition plan, established an implementation team and engaged a third party adviser to prepare for this transition. The transition team has completed the identification of the key areas where changes to current accounting policies may be required.

During fiscal 2010, the team has been preparing detailed analyses of IFRS requirements for these key areas. These analyses include a detailed assessment of the alternatives or requirements for changes to our current accounting policies.

The table below summarizes progress to date on the transition plan and the expected timing of future activities.

Identification of key areas for which changes to accounting policies may be required	Complete

Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes or those with accounting policy alternatives.	In progress, continuing through Q2 fiscal 2012
Assessment of first-time adoption (IFRS 1) requirements and alternatives.	In progress, continuing through Q2 fiscal 2012
Final determination of expected changes to accounting policies and choices to be made with respect to first-time adoption alternatives.	Q2 - Q3 fiscal 2012
Resolution of the expected accounting policy change implications on information technology, internal controls and contractual arrangements.	In progress, continuing through Q4 fiscal 2012
Management and employee education and training	Throughout the transition process
Quantification of the expected financial statement impact of changes in accounting policies	Throughout fiscal 2011
Preparation of pro forma Q1 fiscal 2012 financial statements consistent with IFRS presentation and disclosure requirements	Q3 fiscal 2011 – Q1 fiscal 2012

Impact of Adopting IFRS on the Organization

As the transition progresses, the Board of Directors and Audit Committee are being regularly updated on the progress of the IFRS implementation plan, and with information regarding the potential for changes to significant accounting policies. As part of the implementation plan, our employees that are involved in the preparation of financial statements are receiving training on the relevant aspects of IFRS and the potential for changes to accounting policies.

As part of its analysis of potential changes to significant accounting policies, the implementation team is assessing what changes may be required to its accounting systems and business processes. To date, changes to systems and process that have been identified are minimal and the Company believes the systems and processes can accommodate the necessary changes.

The team is also assessing whether any contractual arrangements may impacted by potential changes to accounting policies.

Impact of Adopting IFRS on Internal Controls over Financial Reporting

Any changes to accounting policies or business processes have the potential to affect Redknee's internal controls over financial reporting ("ICFR"). As part of its analysis of potential changes to accounting policies, the implementation team is assessing whether changes to ICFR are required. Based on the analysis performed to day, the Company does not currently expect the adoption to IFRS to have a significant impact on ICFR.

The company has augmented certain existing controls and procedures to include the ongoing activities of the IFRS transition plan.

Impact of Adopting IFRS on Redknee's Financial Statements

The adoption of IFRS may result in changes to significant accounting policies and have an impact on the recognition and measurement of transactions and balances within Redknee's financial statements.

Although Redknee has not yet completed the determinations of the full effects of adopting IFRS on its financial statements, included below are highlights of the areas that have been identified as having the most potential for a change to significant accounting policies. The list is not intended to be complete list of areas where the adoption of IFRS will require a change in accounting policies, but to highlight the areas identified to have the most potential for significant changes.

As the IFRS implementation plan continues, the Company will make a final determination of changes to its accounting policies that will result from adopting IFRS, and may identify other changes that will have an impact on the financial statements.

Revenue Recognition

IFRS contains significantly less specific guidance with respect to revenue recognition, particularly with respect to the criteria to separate multiple element arrangements and the allocation of revenue to the separated elements. Resulting changes in accounting policy may have an impact on the timing of revenue recognition.

Foreign Currencies

IFRS requires that the functional currency of the company and its subsidiaries be determined separately, and the process of considering factors to determine functional currency are somewhat different than current Canadian GAAP. It is possible that a change in the functional currency of the Company and one or more its subsidiaries would be required on adoption of IFRS. The Company has not finalized this assessment or whether retrospective application of any change would have a significant effect on the financial statements.

Impairment of Assets

IFRS requires a write down of assets if the higher of the fair market value and the value in use of a group of assets is less than its carrying value. Value in use is determined using discounted estimated future cash flows. Current Canadian GAAP requires a write down to estimated fair value only if the undiscounted estimated future cash flows of a group of assets are less than its carrying value. In addition, the grouping of assets for the purposes of impairment may be different under IFRS than currently used under Canadian GAAP. Depending on the circumstances, this may lead to the recognition of impairment losses under IFRS that would not otherwise have been recognized under current Canadian GAAP.

Goodwill is tested annually for impairment under both Canadian GAAP and IFRS. However, there are differences in the methods used to determine whether an impairment loss should be recognized, and the measurement of the impairment loss (if any). Under Canadian GAAP, goodwill is first tested for impairment by comparing the carrying amount of the goodwill and associated assets to their fair value. If the carrying amount of the goodwill and associated assets exceeds their fair value, an impairment loss is calculated by comparing the carrying amount of the goodwill to the implied fair value of the goodwill. Goodwill is tested for impairment under IFRS by comparing the carrying amount of the goodwill and associated assets to their recoverable amount (defined as the higher of the fair value less costs to sell and the value in use). Value in use is determined using discounted estimated future cash flows. The Company is in the process of determining whether these differences will have an impact on the carrying amounts of goodwill and associated assets in it opening IFRS balance sheet.

Share-based Payments

In certain circumstances, IFRS requires a different measurement of share-based compensation than current Canadian GAAP. In particular, a change may be required to the measurement and timing of recognizing the expense associated with grants under the stock option plan. The Company is determining the impact of the change on the measurement of compensation expense associated with the stock option plan.

Provisions

In certain circumstances, IFRS guidance with respect to the recognition and measurement of liabilities differs from current Canadian GAAP. Changes in accounting policies on adoption of IFRS may result in the recognition of additional liabilities, or a different measurement of the liabilities currently recognized under current Canadian GAAP.

Income Taxes

While accounting for income taxes is similar under IFRS and Canadian GAAP, in certain circumstances there are differences in the measurement of future tax assets and future tax liabilities. The Company is determining whether any changes in its accounting policies related to income taxes will have a significant effect on its financial statements.

As the IFRS implementation plan continues, the Company will make a final determination of changes to its accounting policies that will result from adopting IFRS, and may identify other changes that will have an impact on the financial statements.

First-time adoption of IFRS

The adoption of IFRS requires the application of IFRS 1 *First-time Adoption of International Financial Reporting Standards (“IFRS 1”)*, which provides guidance for an entity’s initial adoption of IFRS. IFRS 1 generally requires retrospective application of IFRS as effective at the end of its first annual IFRS reporting period. However, IFRS 1 also provides certain optional exemptions and mandatory exceptions to this retrospective treatment.

We are considering the possibility of electing the following IFRS optional exemptions in our preparation of an opening IFRS statement of financial position as at October 1, 2010, our “Transition Date”:

- To apply IFRS 2 *Share-based Payments* only to equity instruments that were issued after November 7, 2002 and had not vested by the Transition Date.
- To apply IFRS 3 *Business Combinations* prospectively from the Transition Date, therefore not restating business combinations that took place prior to the Transition Date.
- To deem the cumulative translation differences for all foreign operations to be zero at the Transition Date.

As the analyses of accounting policies under IFRS continues, the Company may decide to elect to apply these, or other, optional exemptions contained in IFRS 1.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of the opening IFRS statement of financial position as at the Transition Date will be consistent with those made under current Canadian GAAP. If necessary, estimates will be adjusted to reflect any difference in accounting policy.

Subsequent Disclosures

The information above is provided to allow investors and others to obtain a better understanding of our IFRS changeover plan and the resulting possible effects on, for example, our financial statements and operating performance measures. Readers are cautioned, however, that it may not be appropriate to use such information for any other purpose. This information also reflects our most recent assumptions and expectations; circumstances may arise, such as changes in IFRS, regulations or economic conditions, which could change these assumptions or expectations.

Further disclosures of the IFRS Transition process are expected as follows:

- The Company’s interim and annual MD&A for fiscal 2011 will include updates on the progress of the transition plan, and, to the extent known, information regarding the impact of adopting IFRS on key line items in the annual financial statements.
- The Company’s first financial statements prepared in accordance with IFRS will be the interim financial statements for the three months ending December 31, 2011, which will include notes disclosing transitional information and disclosure of new accounting policies under IFRS. The interim financial statements for the three months ending December 31, 2011 will also include

fiscal 2011 financial statements for the comparative period, adjusted to comply with IFRS, and the Company's transition date IFRS statement of financial position (as at October 1, 2010).

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Revenue Recognition

General

The Company's revenue is derived primarily from licensing of software products under non-cancellable licence agreements, the provision of related professional services (including installation, integration and training) and post-contract customer support (PCS). In certain cases, the Company also provides customers with hardware in conjunction with its software offerings.

The Company recognizes revenue in accordance with Canadian GAAP. Revenue is not recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable and collectability is reasonably assured.

Multiple element arrangements

The Company enters into multiple element revenue arrangements, which may include any combination of software, service, support and/or hardware.

A multiple element arrangement is separated into more than one unit of accounting if all of the following criteria are met:

i) reliable and objective evidence of fair value exists for all undelivered elements (for software related deliverables, fair value is established through vendor-specific objective evidence (VSOE));

ii) undelivered elements are not considered essential to the functionality of delivered elements;

iii) the delivered elements have stand-alone value to the customers;

iv) delivery or performance of the undelivered elements is considered probable and substantially in the control of the Company; and

v) fees related to delivered elements are not subject to refund, forfeiture or other concession if undelivered elements are not delivered.

If these criteria are not met, the arrangement is accounted for as one unit of accounting, which would result in revenue being deferred until the earlier of when such criteria are met or when the last undelivered element is delivered.

If these criteria are met for each element and there is objective and reliable evidence of fair value for all units of accounting in an arrangement, the arrangement consideration is allocated to the separate units of accounting, based on each unit's relative fair value. There may be cases, however, in which there is objective and reliable evidence of fair value of the undelivered elements but no such evidence for the delivered elements. In those cases, the residual method is used to allocate the arrangement consideration. Under the residual method, the amount of consideration allocated to the delivered elements equals the total arrangement consideration, less the aggregate fair value of the undelivered elements. The revenue policies below are then applied to each unit of accounting, as applicable.

Software

If services are not deemed essential to the functionality of the licensed software, revenue from licensed software is recognized at the later of delivery or the inception of the licence term. When the fair value of a delivered element has not been established, the Company uses the residual method to recognize revenue if the fair value of the undelivered elements is determinable.

If services are deemed essential to the functionality of the licensed software (which is the frequent arrangement), the licensed software and service revenues are recognized using contract accounting, following the percentage-of-completion method. The Company uses either the ratio of incurred costs to estimated total costs or the completion of applicable milestones, as appropriate, as the measure of its progress to completion on each contract. If a loss on a contract is considered probable, the loss is recognized at the date determinable.

Services

If services are deemed essential to the functionality of the licensed software, the licence and service revenues are recognized under contract accounting, as described above.

If services are not deemed essential to the functionality of the software, the service revenue is recognized as the services are delivered to the customer. The Company has established VSOE for service elements, based on the normal pricing and discounting practices for those elements when they are sold separately.

Support

PCS revenue is recognized rateably over the term of the support agreement, which is typically one year. The Company has established VSOE of PCS, based on the PCS rates (percentage of licence fees) contractually agreed with customers. Absent a stated PCS rate or when there is a low contracted PCS rate, the Company uses a rate which represents the price when PCS is sold separately based on PCS renewals.

Hardware

Hardware revenue is recognized as hardware is delivered to customers, when the risks and rewards of ownership have been transferred. The fair value of hardware is established based on the prices charged when hardware is sold separately.

Unbilled and deferred revenue

Amounts are generally billable on reaching certain performance milestones, as defined by individual contracts. Revenue in excess of contract billings is recorded as unbilled revenue. Cash proceeds received in advance of performance under contracts are recorded as deferred revenue.

Business Combinations

The Company allocates the purchase price of a business acquisition to tangible assets, intangible assets and liabilities based on their estimated fair values at the date of acquisition with the excess of purchase price amount over these fair values being allocated to goodwill. The allocation of the purchase price to acquisitions involves considerable judgment in determining the fair value assigned to tangible and intangible assets acquired and the liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future revenues and margins. In estimating future revenues and margins, the Company considers information published by third parties describing the size of the market and its growth rate, the planned margins for the acquired business and current costs to produce the solution offered by the acquired enterprise.

Long-Lived Assets

Intangible assets are stated at cost less accumulated amortization and are comprised of acquired non-patented software technology and customer relationships purchased through the Company’s business acquisitions. Acquired non-patented technology assets are amortized on a straight line basis over five to ten years. Acquired customer relationship assets are amortized on a straight line basis over nine to ten years. The Company reviews long-lived assets for impairment annually or whenever events and/or changes in circumstances indicate that the carrying amount may not be recoverable If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the excess of the carrying amount over the fair value of the asset. The Company’s impairment analysis contain estimates due to the inherently speculative nature of forecasting long term estimated cash flows and determining the ultimate useful lives of assets. Actual results will differ, which could materially impact our impairment assessment.

Stock Based Compensation

The Company has adopted a stock option plan as further described in notes 1,and 10 of its September 30, 2010 audited consolidated financial statements.

In accordance with CICA Handbook Section 3870, awards granted on or after December 1, 2003 are accounted for using the fair value method of accounting, whereby the Company recognizes compensation expense equal to the fair value of the award over its vesting period. Determining the fair value of stock-based awards at the grant date requires judgment, including estimating the expected term of stock options, the expected volatility of the Company’s stock and expected dividends. If actual results differ significantly from these estimates, stock-based compensation expense and the Company’s results of operations could be materially impacted. The fair value of the awards is determined using the Black-Scholes option pricing model.

Income Tax Expense

The provision for income taxes predominantly relates to the Company’s foreign subsidiaries.

The ultimate realization of future tax assets is dependent upon future taxable income during the years in which these assets are deductible. Management considers the likelihood of future profitability, the character of the tax assets and applicable tax planning strategies of the Company to make this assessment. To the extent that management believes that the realization of future tax assets does not meet the more likely than not realization criterion, a valuation allowance is provided against its future tax assets. Note 12 of the September 30, 2010 financial statements describes the nature of the assets and related valuation allowance. Tax reserves are established for uncertain income tax positions based on management's best estimates.

As at September 30, 2010, the Company has approximately $34.2M (2009 - $37.6M) of federal non-capital losses and scientific research and experimental development (SRED) pools for income tax purposes that will begin to expire in 2014, which are available to reduce future years' income for income tax purposes. In addition, the Company has approximately $8.8M (2009 - $8.4M) and $0.5M (2009 - $nil) of non-capital losses from foreign subsidiaries with an indefinite life and a three year life respectively. The utilization of these non-capital losses will reduce intangible assets. The Company has $9.4M (2009 - $10.1M) of unrecorded income tax credits, which can be also used to reduce future federal income taxes. These credits have a life of ten to twenty years and will not begin to expire until 2024.

Allowance for doubtful accounts

The allowance for doubtful accounts represents the Company's best estimate of probable losses that may result from the inability of its customers to make required payments. The Company regularly reviews accounts receivable and uses judgment to assess its ability to collect specific accounts and, based on this assessment, an allowance is maintained for those accounts that are deemed to be uncollectible. For the quarter ended September 30, 2010, the Company did not record a reserve for doubtful accounts.

PATENT PORTFOLIO

As part of Redknee's commitment to Research and Development ("R&D") to maintain its position as a key industry innovator in the real-time OSS/BSS software space, the Company currently has a portfolio of 28 issued patents, 70 outstanding patent applications, and 3 patents in the grant/issuance process. To date we have not initiated any action with respect to assertions and/or claims of patent infringement.

OUTSTANDING SHARE DATA

The current number of common shares outstanding as at September 30, 2010 is 63,866,604. In addition, there were 6,040,366 stock options outstanding with exercise prices ranging from $0.23 to $2.16 per share.

RISK FACTORS

As previously discussed, many factors could cause the actual results of Redknee 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, which are further discussed in the section of the Company's AIF entitled Risk Factors.

We caution that period-to-period comparison of results of operations is not necessarily meaningful and should not be relied upon as any indication of future performance.

FINANCIAL RISK MANAGEMENT

Overview:

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management policies on an annual basis. The finance department identifies and evaluates the financial risks and is charged with the responsibility of establishing controls and procedures to ensure the financial risks are mitigated in accordance with the approved policies.

Credit risk:

Credit risk arises from the potential that a counterparty will fail to perform its obligations. The Company is exposed to credit risk from banks and customers.

The Company has credit risk relating to cash and cash equivalents, restricted cash and short-term investments, which it manages by dealing with large chartered Canadian and international banks and investing in highly liquid investments of a rating of no less than R1.

The Company's exposure to credit risk geographically for cash and cash equivalents, restricted cash and short-term investments as at September 30 was as follows:

	2010 %	2009 %
Asia and Pacific Rim	6	10
Americas	73	44
Europe, Middle East and Africa	21	46
	100	100

As at September 30, 2010, the Company's two largest customers accounted for 23% of sales (2009 - 28%). In order to minimize the risk of loss for trade receivables, the Company's extension of credit to customers involves review and approval by senior management, as well as progress payments as contracts are executed.

Credit reviews take into account the counterparty's financial position, past experience and other factors. Management regularly monitors customer credit limits. The Company believes that the concentration of credit risk from trade receivables is limited, as they are widely distributed among customers in various countries.

While the Company's credit controls and processes have been effective in mitigating credit risk, these controls cannot eliminate credit risk and there can be no assurance that these controls will continue to be effective or that the Company’s low credit loss experience will continue. Most sales are invoiced with payment terms in the range of 30 to 60 days.

The Company reviews its trade receivable accounts regularly and reduces amounts to their expected realizable values by making an allowance for doubtful receivables, as soon as the account is estimated not to be fully collectible.

The Company’s process to mitigate risk on accounts receivable includes the following:

- obtaining signed contracts with customers;
- assessing the creditworthiness of customers on an ongoing basis;
- receiving order confirmations from customers;
- receiving progress payments throughout the life of the contract; and
- reviewing the customer aged listing and following up with them.

The Company’s net trade receivables had a carrying value of $14,742,669 as at September 30, 2010 (2009 - $7,184,810), representing the maximum exposure to credit risk of those financial assets, exclusive of the allowance for doubtful accounts. Normal credit terms for amounts due from customers call for payment within 30 to 60 days. Approximately, 20% of trade receivables were past due as at September 30, 2010, of which $3,581,462 were outstanding for more than 120 days (2009 - 38% over 120 days in the amount of $2,133,000). During the year, the Company recorded a bad debt expense of $554,744 (2009 - $32,000). The allowance for doubtful accounts as at September 30, 2010 is $722,946 (2009 - $234,000).

The allowance for doubtful accounts is charged against the consolidated statement of operations. Shortfalls in collections are applied against this provision. Estimates for allowance for doubtful accounts are determined by a customer-by-customer evaluation of collectability at each consolidated statement of financial position reporting date, taking into account the amounts that are past due and any available relevant information on the customers’ liquidity and going concern problems.

The Company’s exposure to credit risk for trade receivables by geographic area as at September 30 was as follows:

	2010 **%**	**2009** **%**
Asia and Pacific Rim	19	29
Americas	22	29
Europe, Middle East and Africa	59	42
	100	100

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company’s financial liabilities, excluding operating leases, will mature as follows:

Accounts payable and accrued liabilities	less than 1 year
Loans payable	4 – 5 years

The Company also has contractual obligations in the form of operating leases.

Management believes the Company's existing cash and cash equivalents, restricted cash and short-term investment resources will be adequate to support all of its financial liabilities and contractual commitments.

Interest rate risk:

Interest rate risk arises because of the fluctuation in interest rates. The Company is subject to interest rate risk on its cash, certain loan payables and short-term investments. The Company does not have any long-term debt and, hence, is not subject to interest rate risk on debt. If a shift in interest rates of 10% were to occur, the impact on cash and cash equivalents, restricted cash and short-term investments and the related income for the year would not be material.

Foreign currency risk:

Foreign currency risk arises because of fluctuations in exchange rates. The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by converting foreign-denominated cash balances into Canadian dollars to the extent practical to match Canadian dollar obligations. The Company conducts a significant portion of its business activities in foreign countries. The monetary assets and liabilities that are denominated in foreign currencies are affected by changes in the exchange rate between the Canadian dollar and these foreign currencies.

If a shift in exchange rates of 10% were to occur, the foreign exchange gain or loss on the Company's net monetary assets could change by $1.8M due to the fluctuation and this would be recorded in the consolidated statements of operations.

Fluctuations in the U.S. dollar exchange rate could have potentially significant impact on the Company's results from operations. However, they would not impair or enhance the ability of the Company to pay its foreign currency-denominated expenses as such items would be similarly affected.

ADDITIONAL INFORMATION

Additional information, including the quarterly and annual consolidated financial statements, annual information form, management proxy circular and other disclosure documents may be examined by accessing the SEDAR website at www.sedar.com.