PURE LIVING MEDIA INC.
Management Discussion and Analysis
For the Three Months Ended August 31, 2011

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at November 10, 2011 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended August 31, 2011 of Pure Living Media Inc. (the "Company") with the related notes thereto. Those unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The Company's transition date to IFRS was June 1, 2010. The rules for first-time adoption of IFRS are set out in IFRS 1, "First-time adoption of International Financial Reporting Standards". In preparing the Company's first IFRS financial statements, these transition rules have been applied to the amounts previously reported in accordance with Canadian generally accepted accounting principles ("GAAP"). Historical results and balances have been restated under IFRS. Those unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's 2011 GAAP annual consolidated financial statements, and in consideration of the disclosure regarding the transition from Canadian GAAP to IFRS included in Note 12 to the condensed consolidated interim financial statements. Certain disclosures that are required to be included in annual financial statements prepared in accordance with IFRS are not included in the condensed interim consolidated financial statements nor in the Company's most current annual GAAP financial statements. All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007 and began trading on the TSX Venture Exchange ("TSX-V") as Patriotstar Ventures Inc. ("Patriotstar"). Prior to December 11, 2009, the Company was a Capital Pool Company as defined in the TSX-V Policy 2.4. Effective December 11, 2009, the Company completed its "Qualifying Transaction" whereby it acquired all of the issued and outstanding shares in TinyMassive Technologies Corp. ("TMTC"), a BC Limited Company. As a result of completing the Qualifying Transaction, the Company was no longer a CPC and control of the Company passed to the shareholders of TMTC. Accordingly, the Qualifying Transaction was a reverse takeover ("RTO") acquisition of the Company by TMTC and was treated as a capital transaction by TMTC. Effective February 24, 2011, the Company changed its name to Pure Living Media Inc.

Investment in TMTC

The Company entered into an Arrangement Agreement (the "Agreement") with TinyMassive Technologies Corp. ("TMTC") on July 8, 2009. Under the terms of the Agreement, the Company agreed to acquire 100% of the issued and outstanding shares of TMTC.

Effective December 11, 2009, the Company completed its Qualifying Transaction and acquired all of the issued and outstanding shares of TMTC in exchange for 35,000,013 common shares of the Company. In addition, all outstanding warrants and options granted by TMTC were exchanged for the equivalent replacement securities at certain exchange ratio.

Pursuant to the terms of the Agreement, all outstanding warrants of TMTC were exchanged for equivalent replacement securities in the Company. Each TMTC warrant was exchanged for 2.5 of the Company's warrants and the new exercise price of each warrant was the original exercise price divided by 2.5. As an exception, 50,071 of the replacement warrants kept their original exercise price of $0.75 and expired on March 23, 2010.

The Company applied to voluntarily delist its shares from the TSX-V on November 10, 2009. Upon the close of the Transaction, the Company's shares began trading on Canadian National Stock Exchanges ("CNSX") on December 11, 2009.

On April 15, 2010, TBwaP, Inc. ("TBwaP") was incorporated in the State of Nevada. TBwaP was created in order to support and create synergy with the Company's operations.

Overall Performance

During the year ended May 31, 2011, the Company completed the following private placements:

> On February 2, 2011, the Company completed a private placement by issuing 2,013,000 units at a price of $0.10 per unit for gross proceeds of $201,300. Each unit consisted of one common share and one warrant enabling the holder to acquire an additional common share at $0.15 for one year. A commission of 10% of the proceeds from certain investors, totalling $20,130, was paid.
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> On December 10, 2010, the Company completed a private placement by issuing 1,950,000 units at a price of $0.10 per unit for gross proceeds of $195,000. Each unit consisted of one common share and one warrant enabling the holder to acquire an additional common share at $0.15 for one year. A commission of 10% of the proceeds from certain investors, totalling $17,000 was paid.
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> On August 13, 2010, the Company completed a private placement by issuing 2,200,000 common shares at a price of $0.05 per share for gross proceeds of $110,000. A commission of 10% of the proceeds from certain investors, totalling $1,000, was paid.
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> On July 30, 2010, the Company completed a private placement by issuing 3,430,000 common shares at a price of $0.05 per share for gross proceeds of $171,500. A commission of 10% of the proceeds from certain investors, totalling $14,150, was paid.
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> The Company also issued 2,000,000 common shares on conversion of a debenture valued at $100,000, and 560,000 common shares to settle accounts payable and accrued liabilities totalling $56,000.

Due to continuing operating losses at TBwaP, the Company elected to write-off all related assets during the year ended May 31, 2011.

Future Plans and Outlook

Given current market conditions, the Company has significantly reduced overhead costs going forward by ceasing its funding of TBwaP and writing off all related assets. Management is currently reviewing new business opportunities and seeking additional funding. The Company is dependent on its ability to finance its operations through financing activities which may include issuances of additional debt or equity securities. These measures will enable the Company to maintain operations and, at the same time, maintain its management team.

On June 10, 2011, the Company appointed Arndt Roehlig as a Director and President of the Company, replacing Andy Moeck, who resigned. On the same date, J. Chris Morgando resigned as the Company's VP of Corporate

Development. Mr. Moeck also resigned as the CEO and Director of the Company's 51% owned subsidiary, TBwaP, on June 21, 2011. On June 30, 2011, the Company appointed Sameen Sheikh as Corporate Secretary, replacing Bruno Gasbarro, who remains as a Director and CFO.

Selected Annual Financial Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Consolidated Financial Statements.

	Year Ended May 31, 2011	Year Ended May 31, 2010	Year Ended May 31, 2009
Interest and other income	$ 123,498	$ 109	$ 2,994
Loss for the year	(2,037,707)	(1,297,166)	(676,087)
Basic and diluted loss per share	(0.03)	(0.06)	(0.07)
Total assets	55,039	1,367,902	939,612
Total long-term liabilities	-	-	219,147
Cash dividends	-	-	-

Results of Operations

The Company recorded a loss of $2,037,707 for the year ended May 31, 2011 compared to a loss of $1,297,166 during the comparative year ended May 31, 2010. The increase in the loss of $740,541 from the prior comparative year was due mainly to the fact that, during the current year, the Company wrote off assets totalling $1,216,905 (2010 - $Nil). This was partially offset by a decrease in professional fees (2011 - $102,704; 2010 – 391,988) and the granting of stock options in the prior year which increased stock-based compensation expense in the prior year (2011 - $Nil; 2010 - $574,711).

The Company recorded a loss of $1,297,166 for the year ended May 31, 2010 compared to a loss of $676,087 during the comparative year ended May 31, 2009. The increase in the loss of $621,079 from the prior comparative year was due mainly to the fact that, during the current year, the Company completed a RTO transaction which increased professional fees (2010 - $391,988; 2009 - $271,282) and granted stock options which increased stock-based compensation expense (2010 - $574,711; 2009 - $Nil).

The Company recorded a loss of $676,087 for the year ended May 31, 2009 compared to a loss of $109,653 during the period from inception on September 14, 2007 to May 31, 2008. The increase in the loss of $566,434 from the prior comparative period was due mainly to the fact that, as the Company was not incorporated until September 14, 2007, it did not really start its operations until late in fiscal 2008. Fiscal 2009, however, was a full year of operations and this is reflected by substantial increases in expenditures during the year ended May 31, 2009.

Quarterly Information

	Three months Ended May 31, 2011	Three months Ended May 31, 2011	Three months Ended Feb 28, 2011	Three months Ended Nov 30, 2010
Total Assets	$ 47,188	$ 55,039	$ 1,417,891	$ 1,302,052
Working Capital (Deficiency)	(75,817)	(51,386)	65,213	(102,369)
Net Loss for the period	(24,431)	(1,358,915)	(253,215)	(229,790)
Net Loss per share	(0.00)	(0.02)	(0.01)	(0.01)

	Three months Ended Aug 31, 2010	Three months Ended May 31, 2010	Three months Ended Feb 28, 2010	Three months Ended Nov 30, 2009
Total Assets	$ 1,546,661	$ 1,367,902	$ 1,319,249	$ 943,819
Working Capital (Deficiency)	117,421	42,325	259,740	(676,220)
Net Loss for the period	(195,787)	(619,362)	(296,952)	(129,685)
Net Loss per share	(0.01)	(0.02)	(0.00)	(0.01)

Basis of preparation

The quarters ended August 31, 2010 through August 31, 2011 have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). Quarterly information prior to the three months ended August 31, 2010 was prepared using Canadian GAAP.

Quarterly comparisons

The Company recorded a loss of $24,431 for the three months ended August 31, 2011, a decrease of $1,334,484 from the previous quarter. The decrease was mostly due to the write–off of assets in the previous quarter (August 31, 2011 - $Nil; May 31, 2011 - $1,216,905). During the quarter ended May 31, 2011, the Company recorded a loss of $1,358,915, which was an increase in loss of $1,105,700 compared to the loss of $253,215 recorded in the quarter ended February 28, 2011. The increase was mostly due to the write-off of assets (May 31, 2011 - $1,216,905; February 28, 2011 - $Nil) during the current quarter. The Company recorded losses of $253,215, $229,790 and $195,787 during the quarters ended February 28, 2011, November 30, 2010 and August 31, 2010, respectively. These losses were comparable and there were no significant changes from quarter to quarter. The loss incurred during the quarter ended August 31, 2010 was $195,787, which was a decrease of $423,575 from the loss of $619,362 incurred during the quarter ended May 31, 2010. The decrease was mostly due to the recording of stock-based compensation during the previous quarter (August 31, 2010 - $Nil; May 31, 2010 - $300,561). During the quarter ended May 31, 2010, the Company recorded a loss of $619,362, which was an increase of $322,410 from the quarter ended February 28, 2010. The increase was mostly due to the recording of stock-based compensation in the current quarter (May 31, 2010 - $300,561; February 28, 2010 - $Nil).

As the RTO was completed in the quarter ended February 28, 2010, for comparative purposes the results presented above are from TMTC's operations as a private entity. The Company sustained moderate losses associated to the development of its website.

Liquidity and Capital Resources

The Company commenced fiscal 2012 with a working capital deficiency of $51,386 and cash of $36,155. As at August 31, 2011, the Company had a working capital deficiency of $75,817 and cash of $27,112. Operating expenditures incurred during the three months ended August 31, 2011 were primarily funded from the cash on hand at May 31, 2011 and from increases in amounts due to related parties.

For the year ending May 31, 2012, the Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the 2012 fiscal year.

Related party transactions

During the three months ended August 31, 2011 and 2010, the Company entered into the following transactions with related parties:

(a) The Company paid or accrued management fees of $15,000 (2010 - $Nil) and rent of $1,000 (2010 - $Nil) to Brugas Holdings Inc., accompany controlled by the Chief Financial Officer and director of the Company.

(b) The Company paid or accrued rent of $3,425 (2010 - $Nil) to Raincoast Capital Inc., a company controlled by the President and director of the Company; and

(c) The Company paid or accrued $Nil (2010 - $25,066) in commissions and administrative fees to a director and a former director of TbwaP, Inc.

As at August 31, 2011 $50,836 (May 31, 2011 - $31,000) is owed to companies controlled by an officer of the Company.

Amounts due to related parties are due to officers and companies controlled by directors and officers, are unsecured, are non-interest bearing and have no specific terms of repayment. These transactions were conducted in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Investor Relations

The Company has no investor relations agreements.

Commitments

The Company has no commitments.

First Time Adoption of IFRS

The consolidated financial statements for the three months ended August 31, 2011 are Company's first condensed consolidated interim financial statements prepared in accordance with IFRS. The accounting policies in Note 3 have been applied in preparing the condensed consolidated interim financial statements for the three months ended August 31, 2011 and 2010, the consolidated financial statements for the year ended May 31, 2011 and the opening IFRS statement of financial position on June 1, 2010, the "Transition Date".

In preparing the opening IFRS statement of financial position and the financial statements for the interim period ended August 31, 2011, the Company has not adjusted amounts reported previously in financial statements that were prepared in accordance with GAAP. An explanation of how the transition from GAAP to IFRS has affected the Company's financial position, financial performance and cash flows is set out in the following tables. The guidance for the first time adoption of IFRS is set out in IFRS 1. IFRS 1 provides for certain mandatory exceptions and optional exemptions for first time adopters of IFRS. The Company elected to take the following IFRS 1 optional exemptions:

a) to apply the requirements of IFRS 3, Business Combinations, prospectively from the Transition Date;

b) to apply the requirements of IFRS 2, Share-based payment, only to equity instruments granted after November 7, 2002 which had not vested as of the Transition Date; and

c) to transfer all foreign currency translation differences, recognized as a separate component of equity, to deficit at the Transition Date including those foreign currency differences which arose on adoption of IFRS.

Additionally, in accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under previous GAAP, unless there is objective evidence that those estimates were in error. The Company's IFRS estimates as of June 1, 2010 are consistent with its GAAP estimates for the same date.

The reconciliation between the Canadian generally accepted accounting principles ("GAAP") and IFRS equity as at June 1, 2010 (date of transition to IFRS), August 31, 2010 and May 31, 2011 is provided below:

		June 1, 2010		August 31, 2010		May 31, 2011
Equity (deficiency) under Canadian GAAP	$	1,202,362	$	1,277,458	$	(51,386)
Adjustment		-		-		-
Total IFRS adjustment to equity		-		-		-
Equity (deficiency) under IFRS	$	1,202,362	$	1,277,458	$	(51,386)

The reconciliation between the Canadian GAAP and IFRS total comprehensive income for the period ended August 31, 2010 and the year ended May 31, 2011 is provided below:

		Three months ended August 31, 2010		Year ended May 31, 2011
Comprehensive income under Canadian GAAP	$	(195,787)	$	(2,037,707)
Adjustment		-		-
Total IFRS adjustment to comprehensive income		-		-
Comprehensive income under IFRS	$	(195,787)	$	(2,037,707)

There are no significant differences between IFRS and Canadian GAAP in connection with the Company's statements of cash flows for the period ended August 31, 2010 or the year ended May 31, 2011.

Subsequent events

On September 1, 2011, the Company entered into a loan agreement with a company controlled by an officer of the Company (the "Lender"). The principal amount of the loan is $25,000 and bears interest at 5% per annum. The loan is to be repaid upon the completion of the Company's restructuring, in either cash or common shares, at the option of the Lender.

Outstanding Share Data

Securities issued during the three ended August 31, 2011: Nil

As at November 10, 2011:

- Class	Common Shares
- Authorized	Unlimited, without par value
- Issued	58,644,787

Options and Warrants Outstanding:

As at November 10, 2011, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

Number of Shares	Exercise Price	Expiry Date
900,000	$ 0.26	January 18, 2015
2,825,000	0.12	May 20, 2015
3,725,000		

As at November 10, 2011, the Company had outstanding share purchase warrants and broker warrants enabling the holders to acquire common shares as follows:

Number of Shares	Exercise Price	Expiry Date
2,806,250	$0.35	December 11, 2011
311,250	0.20	December 11, 2011
274,077	0.35	January 29, 2012
2,510,000	0.15	December 10, 2011
2,013,000	0.15	February 2, 2012
7,914,577		

Total number of shares in Escrow/Pooled: 6,279,208

Directors and Officers: (as at November 10, 2011):

Arndt Roehlig: President and Director
Bruno Gasbarro: Chief Financial Officer and Director
Cory Brandolini: Director
Cam Shippit: Director

Company contact:
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On behalf of the Board of Directors

"Bruno Gasbarro"

Bruno Gasbarro –November 10, 2011