TINYMASSIVE TECHNOLOGIES INC.
Management Discussion and Analysis
For the Six Months Ended November 30, 2010

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at January 28, 2011 and should be read in conjunction with the unaudited interim consolidated financial statements for the six months ended November 30, 2010 of TinyMassive Technologies Inc. (the "Company" or "TinyMassive") with the related notes thereto. Those unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements and, as a result, do not contain all disclosure required under generally accepted accounting principles for annual financial statements. Accordingly, readers are referred to the May 31, 2010 annual audited consolidated financial statements of the Company and the accompanying notes. 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

TinyMassive Technologies Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. The Company 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 is 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.

Overall Performance

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 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.

Concurrent with the RTO the Company completed a financing consisting of 5,612,500 units (the "Units") at a price of $0.20 (the "Offering Price") per Unit for gross proceeds of $1,122,500. Each Unit consisted of one common share and one half of one common share purchase warrant with each warrant entitling the holder to purchase one additional share of the resulting issuer at a price of $0.35 to December 11, 2011.

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.

Future Plans and Outlook

Given current market conditions, the Company has significantly reduced overhead and website expenditures going forward. The Company is dependent on its ability to finance its operations and website development through financing activities which may include issuances of additional debt or equity securities. TinyMassive will focus primarily on finishing the development of its website in the shortest time frame possible. These measures will enable the Company to maintain operations and, at the same time, maintain its management team.

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, 2010	Year Ended May 31, 2009	Period From Inception on September 14, 2007 to May 31, 2008
Interest and other income	$ 109	$ 2,994	$ -
Loss for the year	(1,297,166)	(676,087)	(109,653)
Basic and diluted loss per share	(0.06)	(0.07)	N/A
Total assets	1,367,902	939,612	425,648
Total long-term liabilities	-	219,147	139,809
Cash dividends	-	-	-

Results of Operations

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 Nov 30, 2010	Three months Ended Aug 31, 2010	Three months Ended May 31, 2010	Three months Ended Feb 28, 2010
Total Assets	$ 1,302,052	$ 1,546,661	$ 1,367,902	$ 1,319,249
Working Capital (Deficiency)	(102,369)	117,421	42,325	259,740
Net Loss for the period	(229,790)	(195,787)	(619,362)	(22,801)
Net Loss per share	(0.01)	(0.01)	(0.02)	(0.00)

	Three months Ended Nov 30, 2009	Three months Ended Aug 31, 2009	Three months Ended May 31, 2009	Three months Ended Feb 28, 2009
Total Assets	$ 943,819	$ 917,417	$ 939,611	$ 997,347
Working Capital (Deficiency)	(676,220)	(563,522)	(316,139)	(151,572)
Net Loss for the period	(126,306)	(150,417)	(349,302)	(110,419)
Net Loss per share	(0.01)	(0.01)	(0.03)	(0.00)

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 2011 with working capital of approximately $42,000 and cash of $157,717. As at November 30, 2010, the Company had a working capital deficiency of approximately $102,000 and cash of $56,423. Development and operating expenditures incurred during the six months ended November 30, 2010 were primarily funded from the issuance of capital stock for gross proceeds of $281,500 pursuant to a private placement.

The Company intends to continue its website development activities. For the year ending May 31, 2011, the Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its website development program and operations for the remainder of the 2011 fiscal year.

Related party transactions

(a) On July 15, 2008, the Company issued a promissory note to KLSC Holdings Inc., a company controlled by the President of the Company, for proceeds of $52,038 (US$49,000). The note is unsecured, bears interest at a prescribed rate equal to a credit line between KLSC Holdings Inc. and SunTrust Bank, and due on demand. On December 17, 2009 the Company repaid the promissory note principal of US$49,000 and for the year ended May 31, 2010 the Company recorded interest expense of $1,687 (2009 - $2,409).

(b) During the year ended May 31, 2010, the Company paid $62,880 for the deferred management fees owed to the former management and the management fees of $13,340 (2009 - $129,754) incurred in the current year. The former management of the Company agreed to forgive the balance of $25,044 of the deferred management fees, which was written off to operations.

(c) At May 31, 2009 the Company owed $141,495 to two directors of the Company for financing of website development costs. During the year ended May 31, 2010, the Company paid $127,691 of the principal and $24,234 of accrued interest. The former directors agreed to forgive the balance of $3,313 of principal and $2,162 of accrued interest. For the year ended May 31, 2010, the Company accrued interest expense of $7,753 (2009 - $14,073).

(d) As at May 31, 2009, the Company owed $35,875 to a company with common directors for cash advances received. During the year ended May 31, 2010, the Company issued 192,732 common shares to settle the principal and the accrued interest.

These transactions were in the normal course of operations and were measured at the exchange amount which is the amount 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.
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New accounting pronouncements

CICA Handbook Section 3064 - Goodwill and other intangibles assets

This new section replaces Section 3062, Goodwill and other intangible assets and Section 3450, Research and development costs. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The new Section is applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. The Company adopted the new standard for its fiscal year beginning June 1, 2009 and there was no significant impact on the Company's financial statements.

CICA Handbook Section 3862 – Financial instruments – disclosures

This section was amended to require disclosure about the inputs used in making fair value measurements, including their classification within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Future changes in accounting policies

International financial reporting standards

In February 2008, the Accounting Standards Board ("AcSB"), announced that 2011 is the changeover date for publicly listed companies to use International Financial Reporting Standards ("IFRS"), replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date for the Company will be June 1, 2011 and will require the restatement for comparative purposes of amounts reported by the Company for the year ended May 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Business Combinations

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These Sections are applicable for interim and annual consolidated financial statements for fiscal years beginning January 1, 2011. Early adoption of these Sections is permitted and all these sections must be adopted concurrently.

Subsequent events

Subsequent to November 30, 2010, the Company issued 1,950,000 units for total proceeds of $195,000 pursuant to a private placement. Each unit is comprised of one common share and one share purchase warrant which enables the holder to acquire an additional common share for $0.15 for one year.

In addition, the Company converted $56,000 of debt into 560,000 units with the same terms as the private placement.

Outstanding Share Data

Securities issued during the six months ended November 30, 2010: 5,630,000 common shares

As at January 28, 2011:

- Class	Common Shares
- Authorized	Unlimited, without par value
- Issued	54,631,787

Options and Warrants Outstanding:

As at January 28, 2011, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

Number of Shares	Exercise Price	Expiry Date
179,398	$ 1.00	March 31, 2012
900,000	0.26	January 18, 2015
3,325,000	0.12	May 20, 2015
4,404,398		

As at January 28, 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
5,901,577		

Total number of shares in Escrow/Pooled: 12,588,408

Directors and Officers: (as at January 28, 2011):

Andy Moeck: Chief Executive Officer and Director
Bruno Gasbarro: Chief Financial Officer and Director
Cory Brandolini: Director
Cam Shippit: Director
Chris Morgando: VP Corporate Development and Director

Company contact:
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On behalf of the Board of Directors

<u>/s/ "Bruno Gasbarro"</u>

Bruno Gasbarro –January 28, 2011