PURE LIVING MEDIA INC.
(formerly TinyMassive Technologies Inc.)
Management Discussion and Analysis
For the Year Ended May 31, 2011

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at September 26, 2011 and should be read in conjunction with the audited consolidated financial statements for the years ended May 31, 2011 and 2010 of Pure Living Media Inc. (formerly TinyMassive Technologies Inc.) (the "Company") with the related notes thereto. Those consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. 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 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. 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 has elected to write-off all related assets.

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 Feb 28, 2011	Three months Ended Nov 30, 2010	Three months Ended Aug 31, 2010
Total Assets	$ 55,039	$ 1,417,891	$ 1,302,052	$ 1,546,661
Working Capital (Deficiency)	(51,386)	65,213	(102,369)	117,421
Net Loss for the period	(1,358,915)	(253,215)	(229,790)	(195,787)
Net Loss per share	(0.02)	(0.01)	(0.01)	(0.01)

	Three months Ended May 31, 2010	Three months Ended Feb 28, 2010	Three months Ended Nov 30, 2009	Three months Ended Aug 31, 2009
Total Assets	$ 1,367,902	$ 1,319,249	$ 943,819	$ 917,417
Working Capital (Deficiency)	42,325	259,740	(676,220)	(563,522)
Net Loss for the period	(619,362)	(296,952)	(129,685)	(150,416)
Net Loss per share	(0.02)	(0.00)	(0.01)	(0.02)

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 2011 with working capital of $42,325 and cash of $157,717. As at May 31, 2011, the Company had a working capital deficiency of $51,386 and cash of $36,155. Development and operating expenditures incurred during the year ended May 31, 2011 were primarily funded from the issuance of capital stock for gross proceeds of $677,800 pursuant to private placements.

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 year ended May 31, 2011, the Company entered into the following transactions with related parties:

(a) The Company paid $nil (2010 - $62,880) for prior years' accrued management fees owed to former management and management fees of $30,000 (2010 - $13,340) incurred in the current year. As at May 31, 2010, the former management of the Company agreed to forgive the balance of $25,044 of deferred management fees.

(b) The Company paid or accrued $6,500 (2010 - $Nil) in rent to a company controlled by an officer of the Company;

(c) The Company received $30,961 (2010 - $Nil) in other income from companies controlled by a former director of TbwaP, Inc.;

(d) The Company paid or accrued $54,300 (2010 - $Nil) in commissions and administrative fees to a director and a former director of TbwaP, Inc.;

(e) The Company wrote-off $65,066 (2010 - $Nil) in receivables owing from a former director of TbwaP, Inc.;

As at May 31, 2011 $31,000 (2010 - $Nil) is owed to a company controlled by an officer of the Company

During the year ended May 31, 2010 and prior, the Company entered into the following transactions with related parties:

(f) 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).

(g) 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 $137,691 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).

(h) 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.

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.

New accounting pronouncements effective for future periods

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.

International reporting standards

In addition to the above new accounting standards, the Accounting Standards Board ("AcSB"), in 2006, published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly listed companies to use 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.

IFRS Changeover Plan Disclosure

The Canadian Accounting Standards Board (AcSB) has announced its decision to replace Canadian generally accepted accounting principles ("GAAP") with International Financial Reporting Standards (IFRS) for all Canadian Publicly Accountable Enterprises ('PAEs"). The effective changeover date is January 1, 2011, at which time Canadian GAAP will cease to apply and will be replaced by IFRS. Following this timeline, the Company will issue its first set of interim consolidated financial statements prepared under IFRS in the first quarter of fiscal 2011 including comparative IFRS financial results and an opening balance sheet as at June 1, 2010. The first annual IFRS consolidated financial statements will be prepared for the year ending May 31, 2012 with restated comparatives for the year ending May 31, 2011.

Management has developed a project plan for the conversion to IFRS based on the current nature of operations. The conversion plan is comprised of three phases: 1) Scoping phase which will assess the overall impact and effort required by the Company in order to transition to IFRS; 2) Planning phase which will include a detailed analysis of the conversion process and implementation plan required for disclosure for the Company's first quarter; and, 3) Transition phase which will include the preparation of an IFRS compliant opening balance sheet as at March 1, 2010, any necessary conversion adjustments and reconciliations, preparation of a fully compliant pro forma financial statements including all note disclosures and disclosures required for the MD&A.

Management has completed phase one, IFRS Scoping phase, and is now advancing through phase two, the Planning stage. Management prepared a component evaluation of its existing financial statement line items, comparing Canadian GAAP to the corresponding IFRS guidelines, and has identified a number of differences. Many of the differences identified are not expected to have a material impact on the reported results and financial position.

Most adjustments required on transition to IFRS will be made, retroactively, against opening retained earnings as of the date of the first comparative balance sheet presented based on standards applicable at that time.

IFRS 1, "First-Time Adoption of International Financial Reporting Standards", provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS. The Company is still evaluating which option exemptions it should elect under IFRS 1.

Set out below are the most significant areas, management has identified to date, where changes in accounting policies may have the highest potential impact on the Company's consolidated financial statements based on the accounting policy choices approved by the Audit Committee and Board of Directors.

In the period leading up to the changeover in 2011, the AcSB has ongoing projects and intends to issue new accounting standards during the conversion period. As a result, the final impact of IFRS on the Company's consolidated financial statements can only be measured once all the IFRS accounting standards at the conversion date are known. Management will continue to review new standards, as well as the impact of the new accounting standards, between now and the conversion date to ensure all relevant changes are addressed.

IFRS 2 – Share Based Payments;

IFRS and Canadian GAAP largely converge on the accounting treatment for share based transaction with only a few differences. Starting Q1 2011, the Company is moving from 'straight line' to 'graded' vesting for the recognition of stock-based compensation expense. A greater portion of expense is recorded in the initial vesting periods compared to distributing the expense equally over all vesting period.

IAS 36 – Impairment of Assets;

Canadian GAAP generally uses a two-step approach to impairment testing: first comparing asset carrying values with undiscounted future cash flows to determine whether impairment exists; and then measuring any impairment by comparing asset carrying values with discounted cash flows. International Accounting Standard (IAS) 36, "Impairment of Assets" uses a one-step approach for both testing and measurement of impairment, with asset carrying values compared directly with the higher of fair value less costs to sell and value in use (which uses discounted future cash flows). This may potentially result in write downs where the carrying value of assets were previously supported under Canadian GAAP on an undiscounted cash flow basis, but could not be supported on a discounted cash flow basis.

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 year ended May 31, 2011: 12,153,000 common shares

As at September 26, 2011:

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

Options and Warrants Outstanding:

As at September 26, 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 September 26, 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 September 26, 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 –September 26, 2011