TOTALLY HIP TECHNOLOGIES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE SIX MONTHS ENDED MARCH 31, 2016 AND 2015

May 27, 2016

This management's discussion and analysis ("MD&A") focuses on events and activities that affected Totally Hip Technologies Inc. ("Totally Hip" or the "Company") during the six months ended March 31, 2016 and to the date of this report. The MD&A supplements, but does not form part of, the interim financial statements for the six months ended March 31, 2016. Consequently, the following discussion and analysis should be read in conjunction with the interim financial statements for the six months ended March 31, 2016 and the audited financial statements for the year ended September 30, 2015 and the notes thereto which are prepared in accordance with International Financial Reporting Standards ("IFRS").

All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Totally Hip is available for view on SEDAR at www.sedar.com

This MD&A contains information up to and including May 27, 2016.

FORWARD LOOKING STATEMENTS

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and Totally Hip undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

DESCRIPTION OF BUSINESS

Totally Hip Technologies Inc., founded in 1995 has won awards developing convergent media technologies and had been one of the leading Apple QuickTime developers in the world. Totally Hip's products allowed users to create content with the highest levels of interactivity combined with video and other digital media integration. Totally Hip has developed software, enterprise solutions and services to effectively produce and deliver convergent media solutions to ensure its software products are compatible with and complement established media file formats, platforms, and standards.

Currently, due to the changes in the underlying technology by Apple, the Company's technology is no longer viable. All activities on this project have been stopped until further notice. The Company is exploring new opportunities.

The Company started on January 1, 2016 to provide IT support services to several mining junior exploration companies. The services includes installing computer software and hardware, installing fax software, installing printers, installing phones, periodic virus update, maintenance and repairs of computers, domain registration, website creation/development, consultation and maintenance as well as providing e-mail services to each of the clients, and advice on computer related expansion issues.

MANAGEMENT OF CAPITAL

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended September 30, 2015.

SELECTED ANNUAL INFORMATION

The following table presents selected financial information for the last three audited fiscal years ended September 30, 2015, 2014 and 2013:

	2015 $	2014 $	2013 $
Net loss	(435,162)	(348,817)	(510,186)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)
Total assets	11,090	9,741	35,338

The Company's net loss for the year ended September 30, 2015 was $435,162 compared to the loss of $348,817 for the previous year ended. The increase of $86,345 in net loss was primarily due to an increase in interest and bank charges of $87,387 due to interest charged on prior period unpaid invoices and unpaid interest; an increase in office and miscellaneous of $12,965 due to higher billings; and an increase in transfer agent and filing fees of $2,514 with corresponding decrease in consulting fees of $13,590 as a result of no consulting fees incurred this year; and a decrease in professional fees of $2,877 as a result of lower billings.

The Company's net loss for the year ended September 30, 2014 was $348,817 compared to the loss of $510,186 for the previous year ended. The decrease of $161,369 in net loss was primarily due to consulting fees decrease of $233,410 as a result of prior year business development consulting fees for the purpose of identifying new opportunities for the Company; offset by an increase in interest and bank charges of $50,355 due to interest charged on prior period unpaid invoices and unpaid interest; an increase in professional fees of $13,406 due to higher billings; and an increase in office and miscellaneous of $5,926 as a result of higher operational activities.

RESULTS OF OPERATIONS

On an overall basis the net loss for the six months ended March 31, 2016 was $237,250 compared to a net loss of $210,497 for the same period in the previous year. The increase of $26,753 in net loss was primarily due to the following revenue and expenses:

- interest and bank charges of $140,877 (March 31, 2015: $94,918) due to interest accrued on unpaid outstanding principal and unpaid interest charges
- professional fees of $67,600 (March 31, 2015: $50,400) due to higher billings

With corresponding decrease in losses due to the following:

- IT Support and consulting revenue of $30,000 (March 31, 2015: $nil)
- transfer agent and filing fees of $9,062 (March 31, 2015: $12,627)
- office and miscellaneous of $19,121 (March 31, 2015: $20,657)

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at March 31, 2016 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, March 31, 2016 $
Cash	–	–	–	–

The fair values of other financial instruments, which include accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

SUMMARY OF QUARTERLY RESULTS

The following table presents unaudited selected financial information for each of the last eight quarters:

	2016 Q2 $	2016 Q1 $	2015 Q4 $	2015 Q3 $	2015 Q2 $	2015 Q1 $	2014 Q4 $	2014 Q3 $
Revenue	-	-	-	-	-	-	-	-
Net Income (Loss)	(135,442)	(101,808)	(133,909)	(90,756)	(116,521)	(93,976)	(116,098)	(90,956)
Basic/diluted Loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company has no seasonality effect. The general trend fluctuates due to interest charges on unpaid balances.

RELATED PARTY TRANSACTIONS

During the six months ended March 31, 2016, the Company incurred no related party transactions.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2016, the Company had current assets of $32,760 (September 30, 2015: $2,139) and liabilities totalled $1,929,624 (September 30, 2015: $1,663,543). As a result, the Company had a working capital deficiency of $1,896,864 as at March 31, 2016 (September 30, 2015: $1,661,404).

Totally Hip's ability to continue as a going concern is dependent upon its ability to obtain additional financing to meet its obligations and repay liabilities arising from normal business operations when they come due and to generate profitable operations. The accompanying financial statements have been prepared on the basis of Canadian generally accepted accounting principles applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, and the ability to raise additional capital. If the Company was unable to continue as a going concern it is likely that assets would be realized at amounts significantly lower than the carrying value and the Company may not be able to satisfy all its obligations.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the interim financial statements for the six months ended March 31, 2016 to which this MD&A relates.

OUTSTANDING SHARE DATA

As at March 31, 2016 and as at the date of this report, outstanding share data for the Company is as follows:

Authorized share capital: Unlimited common shares without par value
100,000,000 preferred shares without par value

Issued capital: 66,282,620 common shares

Stock options: nil

Warrants: nil

RISK AND UNCERTAINTIES

The economic situation including collapsed derivative markets and de-leveraged financial markets has resulted in severe liquidity crisis and collapse of financial markets for companies like Totally Hip. As a result it may be difficult for the Company to raise funds with new equity issues in the near term.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

CHANGES IN ACCOUNTING POLICIES, INCLUDING INITIAL ADOPTION

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended September 30, 2015, and have not been applied in preparing these consolidated financial statements.

New standard IFRS 9, "Financial Instruments"

Amendments to IAS 1, "Presentation of Financial Statements"

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of

1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.