TOTALLY HIP TECHNOLOGIES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE SIX MONTHS ENDED MARCH 31, 2018

May 29, 2018

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, 2018 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, 2018. Consequently, the following discussion and analysis should be read in conjunction with the interim financial statements for the six months ended March 31, 2018 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 29, 2018.

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 companies related to mining junior exploration. 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.

On November 24, 2017, the Company completed the spinout of six former subsidiaries as set out in its news release dated November 27, 2017 and as fully-described in its information circular dated September 15, 2017. The shares of the six former subsidiaries are now held by Totally Hip's shareholders as of the record date November 21, 2017.

SELECTED ANNUAL INFORMATION

The following table presents selected financial information for the last three audited fiscal years ended September 30, 2017, 2016, and 2015:

	2017 $	2016 $	2015 $
Net loss	(1,019,344)	(440,557)	(467,191)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)
Total assets	77,092	8,411	11,090

On an overall basis the net loss for the year ended September 30, 2017 was $1,019,344 compared to a net loss of $440,557 for the same period in the previous year. The increase of $578,787 in net loss was primarily due to the following revenue and expenses:

- transfer agent and filing fees for $38,074 (September 30, 2016: $12,966);
- interest and bank charges for $433,529 (September 30, 2016: $323,839) due to interest accrued on unpaid outstanding principal and unpaid interest charges;
- office and miscellaneous for $91,604 (September 30, 2016: $47,435);
- professional fees for $85,014 (September 30, 2016: $27,250);
- share based payment for $412,941 (September 30, 2016: $nil); and
- write-down of accounts payable for $100,000 (September 30, 2016: $101,285);

With corresponding decrease in losses primarily due to the following:

- depreciation for $1,432 (September 30, 2016: $1,790);
- tax credit disallowed for $nil (September 30, 2016: $42);
- rent for $27,600 (September 30, 2016: $28,980);
- write-off of loans payable for $850 (September 30, 2016: $nil); and
- consulting fees for $30,000 (September 30, 2016: $99,540) due to higher billings.

On an overall basis the net loss for the year ended September 30, 2016 was $440,557 compared to a net loss of $467,191 for the same period in the previous year. The decrease of $26,634 in net loss was primarily due to the following revenue and expenses:

- transfer agent and filing fees for $12,966 (September 30, 2015: $13,647);
- office and miscellaneous for $47,435 (September 30, 2015: $58,338);
- depreciation for $1,790 (September 30, 2015: $1,915);
- professional fees for $27,250 (September 30, 2015: $90,900);
- write-down of accounts payable for $101,285 (September 30, 2015: $nil); and
- tax credit disallowed for $1,161 (September 30, 2015: $32,029)

With corresponding increase in losses primarily due to the following:

- interest and bank charges for $322,720 (September 30, 2015: $209,882) due to interest accrued on unpaid outstanding principal and unpaid interest charges;
- consulting fees for $99,540 (September 30, 2015: $31,500) due to higher billings;

RESULTS OF OPERATIONS

On an overall basis the net loss for the six months ended March 31, 2018 was $2,425,001 compared to net loss of $363,189 for the same period in the previous year. The variance of $2,061,812 in net loss was primarily due to the following revenue and expenses:

- consulting fees for $nil (March 31, 2017: $15,000);
- depreciation for $1,146 (March 31, 2017: $1,432);
- interest and bank charges for $58,344 (March 31, 2017: $205,431); and
- rent for $600 (March 31, 2017: $13,800);

With corresponding increase in losses primarily due to the following:

- share based payment for $2,231,304 (March 31, 2017: $83,093);
- transfer agent and filing fees for $18,064 (March 31, 2017: $8,641);
- office and miscellaneous for $65,780 (March 31, 2017: $17,796); and
- professional fees for $54,373 (March 31, 2017: $19,996).

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, 2018 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, 2018
	$	$	$	$
Cash and cash equivalents	101,337	–	–	101,337

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 and cash equivalents. 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:

	2018 Q2 $	2018 Q1 $	2017 Q4 $	2017 Q3 $	2017 Q2 $	2017 Q1 $	2016 Q4 $	2016 Q3 $
Revenue	-	-	-	-	-	-	-	-
Net Income (Loss)	(2,293,573)	(131,428)	(296,099)	(360,056)	(246,150)	(117,039)	8,354	(211,661)
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. In the fourth quarter of 2016, the net income of $8,354 was due to the write down of accounts payable totalling $101,285. In the second quarter of 2017, the net losses of $246,150 were mainly due to share-based compensation totalling $83,093 and interest expenses totalling $33,768. In the third quarter of 2017, the net loss of $360,056 was mainly due to share-based compensation totalling $191,445 and interest expenses totalling $112,352. In the second quarter of 2018, the net losses of 2,293,573 were mainly due to share-based compensation totalling $2,231,304.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2018, the Company had current assets of $120,447 (September 30, 2017: $71,363) and liabilities totalled $1,208,859 (September 30, 2017: $1,970,614). As a result, the Company had a working capital deficiency of $1,088,412 (September 30, 2017: $1,899,251).

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.

PROPOSED TRANSACTIONS

The six spin out companies, Antares Ventures Inc., 1132876 BC Ltd., Bloctrans Technologies Inc., Brooksbab Enterprises Inc., Leeta Technologies Inc., and Eagle Blockchain Enterprises Inc., have agreed to pay a success fee to Totally Hip in connection with the listing of the six companies' shares on an exchange in an amount to be determined by agreement between the parties.

On February 16, 2018, the Company announce that it has arranged for a non-brokered private placement financing of up to $1,000,000 comprised of 8,333,333 units at $0.12 per unit. Each unit consists of one common share and one five-year transferable warrant entitling the holder to purchase one additional share at a price of $0.15 per share.

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 consolidated financial statements for the six months ended March 31, 2018 to which this MD&A relates.

OUTSTANDING SHARE DATA

As at March 31, 2018 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: 103,877,878

Stock options: 10,000,000

Warrants: Nil

Effective January 30, 2018, the Company issued 100,000 common shares for proceeds of $5,000 pursuant to the exercise of share purchase warrants.

Effective February 15, 2018, the Company issued 3,600,000 common shares for proceeds of $180,000 pursuant to the exercise of stock options.

Effective February 20, 2018 the Company announced the grant of incentive stock options on 8,500,000 shares of the Company's stock to directors, employees and consultants exercisable up to five (5) years at a price of $0.16 per share.

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 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, 2017.

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, 2017, and have not been applied in preparing these consolidated financial statements.

New standard IFRS 9, "Financial Instruments"

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

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.