

**FORM 51-102F3**

**MATERIAL CHANGE REPORT  
UNDER SECTION 7(1)(a) OF NATIONAL INSTRUMENT 51-102**

**Item 1. Reporting Issuer**

Totally Hip Technologies Inc.  
501 – 905 West Pender Street  
Vancouver, BC V6C 1L6

**Item 2. Date of Material Change**

March 31, 2005

**Item 3. Press Release**

Press Release dated March 31, 2005 and disseminated to Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

**Item 4. Summary of Material Change**

The Issuer announces its Annual General Meeting of shareholders was held March 31, 2005, and Messrs David Dicaire, James Boyce, Timothy Daum, Michael Shaff and Kirk Shaw were appointed directors.

**Item 5. Full Description of Material Change**

The Issuer announces its Annual General Meeting of shareholders was held March 31, 2005, and Messrs David Dicaire, James Boyce, Timothy Daum, Michael Shaff and Kirk Shaw were appointed directors.

**Item 6. Reliance on Section 7(2) of National Instrument 51-102**

The Issuer is not relying on Section 7(2) of National Instrument 51-102.

**Item 7. Omitted Information**

There is no omitted information.

**Item 8. Senior Officers**

David Dicaire, President – (604) 685-6525.

**Item 9.        Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the City of Vancouver, in the Province of British Columbia, this 11<sup>th</sup> day of April, 2005.

**“David Dicaire”**  
David Dicaire, President & CEO