

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102**

Item 1. Reporting Issuer

Totally Hip Technologies Inc.
306 - 1040 Hamilton Street
Vancouver, BC V6B 2R9

Item 2. Date of Material Change

January 11, 2005

Item 3. Press Release

Press Release dated January 11, 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 is proud to announce LiveStage Professional version 4.5.4. LiveStage Professional is an award winning cross platform software package.

Item 5. Full Description of Material Change

The Issuer is proud to announce LiveStage Professional version 4.5.4. LiveStage Professional is an award winning cross-platform software package that has become the leading QuickTime 6 authoring environment. Professional interactive media developers throughout the world acknowledge LiveStage Professional as the most functional, powerful and cost effective application for converging more than 200 media formats to create incredibly powerful and engaging digital presentations (including MPEG 4 and Flash 5).

Version 4.5.4 incorporates many new features and enhancements to make the application better than ever. Some key new features include:

- Scroll wheel support, now you can scroll with ease.
- Support for custom VR hotspot colors, making it easier to distinguish hotspots from one another.
- Easier alignment of Sprite paths in path based tweens with new automatic defines to make scripting easier.

LiveStage Professional 4.5.4 now includes support for editing scripts inside BBEdit® -- the leading HTML and text editor from Bare Bones Software. With a simple keyboard shortcut, all scripts in a LiveStage Professional project can be automatically opened

inside of BBEdit, complete with color-coding. Whenever this file is saved or closed, LiveStage Professional will automatically update the scripts so that they can be compiled and tested. More information about the Issuer's new BBEdit codeless language module can be found on the Issuer's website.

LiveStage Professional 4.5.4 and PDF documentation is available now via the Issuer's website. All registered owners of LiveStage Professional 4.5 are eligible for a free upgrade from the Issuer's website. All registered owners of Live Stage Professional 4.0 will be able to upgrade to version 4.5.4 for \$199.95, or purchase an upgrade with the Hip Pac service and support bundle for \$325.00 that includes two hours of telephone support. New users can purchase LiveStage Professional 4.5.4 for \$449.95. Educational pricing is available upon request.

This offer gives users the combination of the best industrial strength media integration and authoring tool on the market at an affordable price. To buy, get a demo version, or learn more about the Issuer and LiveStage Professional.

The Issuer's mission is to develop software, enterprise solutions, and services to effectively produce and deliver convergent media solutions, and to ensure our software products are compatible with and complement established media file formats, platforms, and standards. The Issuer was founded in 1995 and is an award winning developer of convergent media technologies.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

The Issuer is not relying on subsection 7.1(2) or (3) 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 20th day of January, 2005.

Per: Steve Israelson
David Dicaire, President & CEO