

# **TOTALLY HIP TECHNOLOGIES INC.**

501 – 905 West Pender Street  
Vancouver, British Columbia, Canada V6C 1L6

## **NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual and Special General Meeting of the Shareholders of Totally Hip Technologies Inc. (hereinafter called the "Company") will be held at Suite 501, 905 West Pender Street, Vancouver, British Columbia, Canada V6C 1L6 on March 31, 2005 at the hour of 10:00 o'clock in the forenoon for the following purposes:

1. To receive and consider the Report of the Directors, the audited financial statements of the Company for the year ended September 30, 2004 and the report of the auditor thereon;
2. To re-appoint Amisano Hanson, Chartered Accountants, as auditor for the Company for the ensuing year at a remuneration to be fixed by the Directors;
3. To ratify, confirm and approve all acts, deeds and things done by and proceedings of the Directors and Officers of the Company on its behalf since the last Annual General Meeting;
4. To elect Directors for the ensuing year;
5. To consider and, if thought fit, to approve the proposed stock option plan for implementation by the Company;
6. Deletion of Pre-Existing Company Provisions and Proposed Alternation of Authorized Capital

Shareholder approval is being requested to Special Resolutions as follows:

- (1) the Notice of Articles, once filed, be altered to:
  - (i) remove the application of the "Pre-Existing Company Provisions"; and
  - (ii) change the authorized capital to an unlimited number of common shares without par value;
- (2) once this resolution has been adopted and deposited at the Company's records office, that a Notice of Alteration of the Notice of Articles be filed with the Registrar of Companies;
- (3) any one officer or director of the Company be and is hereby authorized to execute and deliver all documents and do all things as in the opinion of the Board of Directors is necessary or desirable to implement these special resolutions, including any filings with the Registrar of Companies (British Columbia), that may be necessary to effect the amendment, the Board of Directors may make modifications hereto in accordance with the policies of the TSX Venture Exchange and the Board of Directors of the Company, may in their sole discretion and without further approval from the shareholders, revoke these special resolutions or postpone the implementation of these special resolutions.

This amendment to the Notice of Articles shall take effect immediately on the date and time the Notice of Alteration of the Notice of Articles is filed with the Registrar of Companies (British Columbia).

7. Adoption of New Articles

Shareholder approval is being requested to Special Resolutions as follows:

- (1) the Articles of the Company be altered by deleting and canceling its existing Articles and creating and adopting articles which contain updated provisions based on the new *Business Corporations Act* (British Columbia);
  - (2) any one officer or director of the Company be and is hereby authorized to execute and deliver all documents and do all things as in the opinion of the Board of Directors is necessary or desirable to implement these special resolutions, including any filings with the Registrar of Companies (British Columbia), that may be necessary to effect the amendment, the Board of Directors may make modifications hereto in accordance with the policies of the TSX Venture Exchange and the Board of Directors of the Company, may in their sole discretion and without further approval from the shareholders, revoke these special resolutions or postpone the implementation of these special resolutions.
8. To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

Shareholders who are unable to attend the Annual and Special General Meeting in person are requested to read the notes accompanying the Instrument of Proxy / Request for Voting Instructions Form ("VIF") and complete and return the Proxy / VIF to the registered office of the Company at Suite 501, 905 West Pender Street, Vancouver, British Columbia, Canada V6C 1L6 not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

**DATED** at the City of Vancouver, in the Province of British Columbia, February 24, 2005.

**BY ORDER OF THE BOARD OF DIRECTORS**

"David Dicaire"

DAVID DICAIRE

President and Director