

**Request for Voting Instructions (“VIF”)**

**ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS OF TOTALLY HIP TECHNOLOGIES INC. (the “Company”)**

**TO BE HELD AT 501 - 905 WEST PENDER STREET, VANCOUVER, BRITISH COLUMBIA, CANADA ON THURSDAY, MARCH 31, 2005 AT 10:00 AM**

To our securityholders:

We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified below. Unless you or someone on your behalf attends the meeting as a proxy holder, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.

**We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions.** In order for these securities to be voted at the meeting, **it will be necessary for us to have your specific voting instructions.** Please complete and return the information requested in this form to provide your voting instructions to us promptly.

**Should you wish to attend and vote at the meeting or have someone else attend and vote at the meeting on your behalf, please see the instructions on the reverse side of this form.**

**This VIF must be returned to the Company by mail or fax at least forty-eight (“48”) hours before the Meeting (excluding Saturday, Sunday and holidays). The mailing address of the Company is 501 – 905 West Pender Street, Vancouver, British Columbia, Canada V6C 1L6, and its fax number is (604) 669-5886.**

**SECURITYHOLDER SIGN HERE:** \_\_\_\_\_

**DATE SIGNED:** \_\_\_\_\_

**NUMBER OF SHARES:** \_\_\_\_\_

[Insert proximate intermediary name, code and identifier; name, address and respective holdings of securities of the relevant series or class held for the NOBO. [stick in here label containing the requested information to be printed out from NOBO list]]

**Resolutions** (For full details of each item, please see the enclosed Notice of Meeting and Information Circular)

	<b>For</b>	<b>Against</b>	<b>Withhold</b>
1. The re-appointment of Amisano Hanson, Chartered Accountants, as auditor for the Company for the ensuing year at a remuneration to be fixed by the Directors.		N/A	
2. The ratification, confirmation and approval of all acts, deeds and things done by and the proceedings of the Directors and Officers of the Company on its behalf since the last Annual General Meeting.			N/A
3. (a) To elect as Director, DAVID DICAIRE		N/A	
(b) To elect as Director, JAMES BOYCE		N/A	
(c) To elect as Director, KIRK SHAW		N/A	
(d) To elect as Director, TIMOTHY DAUM		N/A	
(e) To elect as Director, MICHAEL SHAFF		N/A	
4. To approve the proposed stock option plan for implementation by the Company.			N/A
5. Shareholder approval is being requested to Special Resolutions: (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).			N/A

<p>6. Shareholder approval is being requested to Special Resolutions:  (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 <i>Business Corporations Act</i> (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.</p>			N/A
--	--	--	-----

If this VIF is signed and the form is not marked otherwise, the securities will be voted in favour of each matter identified in the notice of meeting.

If this VIF is not dated in the space provided, authority is hereby given by you, the securityholder, for the proxyholder to date this form seven (7) calendar days after the date on which it was mailed to you, the securityholder.

This VIF confers discretionary authority to vote on such other business as may properly come before the meeting or any adjournment thereof.

This VIF should be read in conjunction with the accompanying notice of meeting and information circular.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to voting of, these securities.

(If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.)

**THIS PROXY IS NOT VALID UNLESS IT IS SIGNED AND DATED.**

**SEE IMPORTANT INSTRUCTIONS ON REVERSE.**

**Please complete the following only if you or someone other than a management representative will be attending the meeting.**

Should you wish to attend the meeting and vote or have someone else attend and vote at the meeting on your behalf, please write the name of the person who will attend in the place provided below and we will send to you a form of legal proxy which will grant you or the person specified by you the right to attend the meeting and vote. If you require assistance in that regard, please contact the Company at 604-669-5819.

**PRINT NAME OF PERSON WHO WILL BE ATTENDING THE MEETING HERE:** \_\_\_\_\_

**SECURITYHOLDER SIGN HERE:** \_\_\_\_\_

**DATE SIGNED:** \_\_\_\_\_

**PLEASE SIGN AND DATE.**

***To be represented at the Meeting, voting instructions must be DEPOSITED at the office of the Company no later than forty-eight ("48") hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.***

**The mailing address of the office of the Company is 501 – 905 West Pender Street, Vancouver, British Columbia, Canada V6C 1L6, and its fax number is (604) 669-5886**