BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT* AND 118(1) OF THE ALBERTA *SECURITIES ACT*

Item 1. Reporting Issuer

Totally Hip Software Inc.
201 - 1040 Hamilton Street
Vancouver, BC V6B 2R9

Item 2. Date of Material Change

August 14, 2001

Item 3. Press Release

Press Release dated August 14, 2001 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission, Market News Publishing, Star Data Terminal Quotation System, Bloomberg Terminal Quotation Service, Dow Jones Financial Services and various other commercial news disseminators.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces entering into an agreement with ici Media Inc of Vancouver, B.C. for the acquisition of ici Media by the Issuer.

Item 5. Full Description of Material Change

The Issuer and ici Media Inc of Vancouver, B.C. have entered into an agreement for the acquisition of ici Media by the Issuer. Ici Media is a privately owned Vancouver based company that specializes in interactive rich media and video production, training and consulting utilizing the Issuer's LiveStage Professional technology.

The agreement calls for the Issuer to issue 1,250,000 common shares for the acquisition of all of the issued and outstanding shares of ici Media Inc. The shares will be issued to the three founders at a deemed price of $0.10 per share and are subject to applicable hold periods and a pooling agreement. The agreement also provides for the Issuer to immediately assume overall responsibility for the operations of ici Media and the key employees have agreed to new contracts negotiated by the Issuer. Terms within the agreement also provide for the orderly merging of the Issuer's development expertise and ici Media's solutions and marketing talents. On closing ici Media will be debt free. Closing is subject to due diligence and acceptance for filing by the Canadian Venture

Exchange (CDNX).

The Issuer is focused on growing the user base for its products, and actively supporting its current and new customers. The acquisition immediately increases the Issuer's marketing, sales, support, training and consulting capabilities. This new organization possesses the resources to develop, sell and support LiveStage Professional as well as the Issuer's other products.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

David Dicaire, President - 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 16th day of August, 2001.

"David B. Dicaire"
David B. Dicaire, President