

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

February 6, 2002

Item 3. Press Release

Press Release dated February 6, 2002 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 support for Zoomify within LiveStage Professional. Zoomify brings a unique image streaming technology to QuickTime 5 that enables rapid initial display of images and on-demand viewing of fine details, regardless of image size.

Item 5. Full Description of Material Change

The Issuer announces support for Zoomify within LiveStage Professional. Zoomify brings a unique image streaming technology to QuickTime 5 that enables rapid initial display of images and on-demand viewing of fine details, regardless of image size.

With its new QuickTime plug-in, Zoomify will transform the way images are viewed on the Internet. With this new QuickTime component, users can interactively explore high-resolution images over the Internet. Even viewers with dial-up connections can quickly view Zoomify images. Zoomify's support for QuickTime wired actions has enabled the Issuer's to integrate the Zoomify format with over 200 other media types and formats including video, VR, and Flash.

"Zoomify is an amazing addition to LiveStage Professional's tool kit. It is going to impact directly on how images, and especially QTVR are used for business and education on the Internet", said David Gratton, Vice President, Marketing and Sales for the Issuer. "I make no exaggeration when I say that LiveStage Professional and

Zoomify are an incredible combination that will revolutionize how QTVR is used.”

"Zoomify is delighted to become a member of the LiveStage Professional media family. Zoomify offers LiveStage Professional developers a powerful new way of actively delivering high resolution images over the Web," said David Urbanic, Zoomify's Founder and President. "With our new wired action support, LiveStage Professional content creators can integrate unlimited resolution QuickTime images, object movies, and cubic panoramas with over 200 industry standard formats. It's the ultimate authoring and viewing experience!"

To support the new Zoomify wired actions, the Issuer will be providing all registered LiveStage Professional 3.0 developers with a free upgrade, and a special offer to purchase the Zoomify authoring software with a discount of \$100 off the standard price. Demonstrations of Livestage Professional and Zoomify will be shown at QuickTime Live! in Los Angeles from Feb 12th to 14th .where the Issuer will be participating as Gold Sponsors. For more details visit the Issuer's website at www.totallyhip.com or e-mail info@totallyhip.com.

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 8th day of February, 2002.

“David Dicaire”

 David B. Dicaire, President