

**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 Inc.  
201 - 1040 Hamilton Street  
Vancouver, BC V6B 2R9

**Item 2. Date of Material Change**

April 3, 2003

**Item 3. Press Release**

Press Release dated April 3, 2003 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 has agreed to a \$100,000 private placement of its securities.

**Item 5. Full Description of Material Change**

The Issuer is pleased to announce that it has agreed to a \$100,000 private placement of its securities which will consist of the sale of 2,000,000 units at \$0.05 per unit, each unit consisting of one common share and one one-year non-transferable share purchase warrant with each such share purchase warrant entitling each holder to purchase one additional common share of the Issuer at an exercise price of \$0.10 per share for a period of one year. The securities will be subject to a hold period of one year from date of issuance.

The proceeds of the private placement will be used for general corporate purposes.

The private placement is subject to acceptance for filing by the TSX Venture Exchange.

**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 – (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 3rd day of April, 2003.

“David Dicaire”  
David B. Dicaire, President