

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7(1)(a) OF NATIONAL INSTRUMENT 51-102**

Item 1. Reporting Issuer

Totally Hip Technologies Inc. (the “Issuer”)
306 - 1040 Hamilton Street
Vancouver, BC V6B 2R9

Item 2. Date of Material Change

October 18, 2005

Item 3. Press Release

Press Release dated October 18, 2005 and disseminated to 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 is pleased to announce that it will be delivering its Rich Media applications and services under the brand name “iROC™”.

Item 5. Full Description of Material Change

The Issuer is proud to announce that it will be delivering its Rich Media applications and services under the brand name “iROC™”.

iROC™ - “Interactive, Rich, Overt, Communications” - teams the Issuer’s technical resources with advertising, development and publishing people in the creation of distinct, inspiring online products.

iROC™ combines the issuer’s award winning proprietary software with recent custom enhancements created for project specific Rich Media solutions to create and fulfil client’s interactive requirements. By producing and deploying Rich Media experiences that seamlessly integrate images, animation, video, audio and virtual tours all with interactive features – advertisers can create an immersive online customer experience for their clients.

The Rich Media revolution is discarding flat, boring websites and empowering businesses to engage their clients and customers as they deploy Rich Media sites

with immersive online content that inspires and illustrates for users. iROC™'s interactive Rich Media integrates images, video, virtual tours, animation, audio and interactive features to give online interaction life, to excite, to engage and ignite interest.

With iROC™, the Issuer continues to build on its proven technology and record of supplying leading edge interactive technology products and solutions to maximize the efficiency and effectiveness of Rich Media campaigns.

For further particulars on iROC™ contact Totally Hip at 604.685.6525 extension #228 or investor@totallyhip.com.

Item 6. Reliance on Section 7(2) of the National Instrument 51-102

The Issuer is not relying on Section 7(2) of the National Instrument 51-102.

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, as of the 9th^{day} of November, 2005.

“David Dicaire”
David Dicaire, President & CEO