

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")
501 – 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

October 04, 2005

Item 3. Press Release

Press Release dated October 04, 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 announces that its services and custom applications business continues to attract considerable attention as the demand for interactive Rich Media solutions increases.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that its services and custom applications business continues to attract considerable attention as the demand for interactive Rich Media solutions increases. Utilizing the Issuer's proprietary software, enhanced through insights and experience obtained through developing client-specific products and consulting, the Issuer is providing professional applications and services under contract to a growing client base seeking interactive Rich Media products.

Rich Media is an umbrella expression for content that contains multimedia elements such as audio and/or video, or content that reacts and/or moves when an online visitor clicks on the page or spots on the page where the featured content is embedded. Professional interactive media developers throughout the world have acknowledged the Issuer's Award Winning LiveStage Professional as the most functional, powerful and cost effective software application for converging more than 200 media formats to create powerful and engaging digital presentations.

The Issuer's creation of compelling and interactive Rich Media content utilising its proprietary software products delivers a quality viewing experience with improved brand awareness, message comprehension, web site retention and recall by viewers.

A wholly owned subsidiary "Totally Hip Services Inc." has been established to provide these applications and services to accommodate the growing demand for Rich Media applications by the Advertising and Entertainment industries. The Issuer Services will work with leading advertisers and service providers to collaborate and provide technology applications and expert services in Rich Media delivery.

Targets for the Issuer's Rich Media application and service operations include content creation, production and delivery of high quality interactive video and digital media integration markets. Professional multimedia developers, communication, media and production companies, educators and educational institutions and developers are all customers for interactive advertising applications and related services. The largest segment of this potential client base is located in North America followed by Europe. The geographical distribution of sales revenues for the Issuer's products for the period ended June 30, 2005 is USA 71.37%, Canada 17.88%, Europe 7.40%, Australia and New Zealand 1.71%, Asia, Africa, South America 1.64%.

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 18th day of November, 2005.

"David Dicaire"
David Dicaire, President & CEO