

**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")  
605 ó 889 West Pender Street  
Vancouver, BC V6C 3B2

**Item 2. Date of Material Change**

March 29, 2011

**Item 3. News Release**

News Release dated March 29, 2011 disseminated to Canada Stockwatch Magazine, British Columbia Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia

**Item 4. Summary of Material Change**

The Issuer announces it has closed a first tranche of its previously announced private placement as to 4,000,000 units at \$0.05 per unit raising a total of \$200,000.

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

The Issuer announces it has closed a first tranche of its previously announced private placement as to 4,000,000 units at \$0.05 per unit raising a total of \$200,000. Each unit consists of one common share and one transferable warrant entitling the holder to purchase one additional share for a period of five years at a price of \$0.10 per share. The units are restricted from trading until July 26, 2011. The balance of the private placement is expected to close shortly.

**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 ó (604) 209-5538.

**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, on the 30<sup>th</sup> day of March, 2011.

*“Gwen Wegner”*

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Gwen Wegner, Secretary