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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

**Hip Interactive Corp.**  
240 Superior Boulevard  
Mississauga, ON L5T 2L2  
www.hipinteractive.com

**Thomas A. Fenton**  
Vice-President & General Counsel  
tfenton@hipinteractive.com

Tel: 905 362 3760 ex.275  
Fax: 905 362 2361

September 29, 2004



VIA REGULAR MAIL

Office of International Corporate Finance  
Division of Corporate Finance, Mail Stop 3-2  
Securities and Exchange Commission  
#450 - 5<sup>th</sup> Street Northwest  
Washington D.C. 20549  
USA

SUPPL

Dear Sir or Madam:

**Re: Hip Interactive Corp. SEC File Number 82-34720**

Hip Interactive Corp. ("Hip"), a "Foreign Private Issuer" as that term is defined in the *Securities and Exchange Act (1934)* (the "Act"), is a corporation incorporated under the *Business Corporations Act* (Ontario) and a reporting issuer in Canada in the Provinces of Ontario, Manitoba, Quebec and Alberta. The common shares of Hip are listed and posted for trading on The Toronto Stock Exchange under the trading symbol "HP".

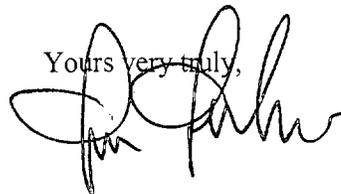
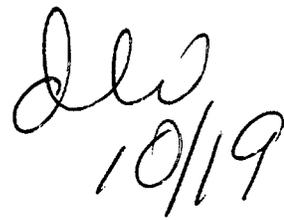
Hip has claimed the exemption under Rule 12-g3-2, Reg. 240.12-g3-2 of the Act. Pursuant to Reg. 240.12g3-2(b)(1)(iii), attached please find the documents as listed in Schedule A to this letter.

Please do not hesitate to contact the undersigned should you have any questions regarding this submission.

PROCESSED

OCT 19 2004

THOMSON  
FINANCIAL

Yours very truly,  
  


Thomas A. Fenton  
Vice-President & General Counsel

Encl.

cc: Kyler Wells, Aird & Berlis LLP, (via email, w/o attachments)

**VIDEO GAMES**

**ACCESSORIES**

**PC GAMES**

**ARCADES**

**MOVIES**

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8 rue Wulfram Puget  
13417 Marseille, Cedex 08  
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Fax: +44 (0) 20 7808 7098

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4620 Viking Way, Ste.135  
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4 Orinda Way, Suite 250D  
Orinda, CA 94563  
USA  
Bus: 925 253 4711  
Fax: 925 253 4714





**SCHEDULE A**  
**List of Attached Documents**

	<b>Document (Attached)</b>	<b>Requirement</b>	<b>Timing</b>
1.	Confirmation of Mailing re <b>First Quarter Interim Report</b> dated: <b>August 30, 2004</b> date of filing: <b>August 30, 2004</b>	This document serves to confirm that certain materials were sent to shareholders on a certain date.	n/a
2.	TSX Form 1: Change in Outstanding and Reserved Securities regarding August 2004 dated: <b>September 1, 2004</b>	TSX Manual Part VI, Sec. 610.	To be filed with TSX within 10 days after the end of each month in which any change to the number of outstanding or reserved listed securities has occurred.
3.	Press Release: Hip Gear™ Taking Wireless Controllers to the Next Level: Launching New 2.4GHz Wireless Controller with Headset Featuring <i>Bluetooth</i> ® Wireless Technology dated September 15, 2004 date of filing: <b>September 16, 2004</b>	Material Information required to be filed on SEDAR pursuant to TSX Manual sec. 408.	To be filed on SEDAR forthwith upon the information becoming known to management, or in the case of information previously known, forthwith upon it becoming apparent that the information is material.
4.	Letter Report Concerning Voting Results dated September 28, 2004 date of filing: <b>September 28, 2004</b>	This report is filed pursuant to subsection 11.3 of National Instrument 51-102 – Continuous Disclosure Requirements and is filed with the securities commissions where the issuer is a reporting issuer and with the exchange(s) on which the securities of the issuer trade.	This letter must be filed promptly following a meeting of the securityholders at which a matter was submitted to a vote



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EQUITY  
TRANSFER SERVICES

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Lori Thompson  
Officer, Client Services  
Telephone: 416.361.0930 ext.243  
[lthompson@equitytransfer.com](mailto:lthompson@equitytransfer.com)

**VIA ELECTRONIC TRANSMISSION**

August 30, 2004

Dear Sir or Madam:

**RE: Hip Interactive Corp**  
**CUSIP: 404194102**

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We confirm that the Interim Financial Statements for the first quarter and the three (3) months ended June 30, 2004, and the Management Discussion and Analysis for the quarter ended June 30, 2004, were mailed to those shareholders on the supplemental mailing list on August 27, 2004.

Yours Truly,

**EQUITY TRANSFER SERVICES INC.**

Per:

*L. Thompson*

FORM: 1 | Company Name: HIP INTERACTIVE CORP. Stock Symbol: HP

**CHANGE IN OUTSTANDING AND RESERVED SECURITIES**

	ISSUED AND OUTSTANDING SHARE SUMMARY	# of Shares	Balance
	<b>Issued and Outstanding – Opening Balance</b>		<b>63,820,104</b>
<b>ADD:</b>	Stock Options Exercised	0	
	Share Purchase Plan	n/a	
	Dividend Reinvestment Plan	n/a	
	Exercise Warrants	nil	
	Private Placement	nil	
	Conversion	nil	
	Other Issuance: from Treasury re <b>ARUSH acquisition</b>	871,312	
<b>SUBTRACT:</b>	Issuer Bid Purchase	nil	
	Redemption	nil	
	Other Cancellation (provide description): revised shares issued re ARUSH Transaction	823,350	
	<b>Closing Issued and Outstanding Share Balance</b>		<b>63,868,066</b>

**NOTE:** If any of the Company's securities of a listed class are held by the Company itself or by any subsidiary of the Company (which securities are herein referred to as "internally-held securities"), such internally held securities must not be counted as "issued and outstanding."

Internally-held securities may result from the Company not canceling shares acquired pursuant to an issuer bid or as a consequence of a subsidiary of the Company retaining or obtaining shares of the Company through a merger, amalgamation, arrangement or reorganization involving the Company.

RESERVED FOR SHARE COMPENSATION ARRANGEMENTS			
<b>A.</b>	<b>Share Purchase Plans and / or Agreement(s)</b>	<b># of Shares</b>	<b>Balance</b>
	NAME OF PROGRAM: N/A		
	<b>Opening Reserve for Share Purchase Plan / Agreement</b>		
	Additional Shares Listed Pursuant to the Plan (ADD)		
	Shares Issued from Treasury (SUBTRACT)		
	<b>Closing Reserve for Share Purchase Plan</b>		

<b>B.</b>	<b>Dividend Reinvestment Plan (DRIP) — for shareholders</b>	<b># of Shares</b>	<b>Balance</b>
	NAME OF PROGRAM: N/A		
	<b>Opening Reserve for Dividend Reinvestment Plan</b>		
	Additional Shares Listed Pursuant to the Plan (ADD)		
	Shares Issued (SUBTRACT)		
	<b>Closing Reserve for Dividend Reinvestment Plan</b>		

RESERVED FOR SHARE COMPENSATION ARRANGEMENTS				
<b>Stock Option Plan and / or Agreement</b>				
NAME OF PROGRAM: <b>HIP INTERACTIVE STOCK OPTION PLAN</b>				
<b>Stock Options Outstanding — Opening Balance</b>				<b>4,057,406</b>
<b>Options Granted: (ADD)</b>				
Date of Grant	Name of Optionee	Expiry Date	Exercise Price	# of Options Granted
August 5, 2004	David Adams	Aug. 5, 2009	\$1.28	25,000
August 5, 2004	James Perkins	Aug. 5, 2009	\$1.28	50,000
August 10, 2004	Chris Gilbert	Aug. 10, 2009	\$1.30	100,000
August 10, 2004	Steve Malecki	Aug. 10, 2009	\$1.30	35,000
<b>SUBTOTAL</b>				<b>210,000</b>

<b>Options Exercised: (SUBTRACT)</b>				
Shares issued on exercise must also be subtracted in the table entitled "Shares Reserved" below				
Date of Exercise	Name of Optionee	Date of Grant	Exercise Price	Number
<b>SUBTOTAL</b>				<b>nil</b>

Share Appreciation Rights or Market Growth Feature ("SAR") in tandem with Stock Options.

Date of Exercise / Canc.	Name of Optionee	Date of Grant	# Options Canc.	# Shares Issued* (based on SAR Value)
<b>SUBTOTAL</b>				<b>nil</b>

\*Shares may, or may not be issued however "Shares Reserved" (for Stock Option Plan) may require a deduction in accordance with TSE acceptance of the Plan. Please ensure all applicable changes are noted.

<b>Options Cancelled/Terminated: (SUBTRACT)</b>					
If an option is cancelled prior to its natural expiry date, for reasons other than termination of employment or natural expiry, the entry should be noted with a * and an explanation provided below.					
Date of Canc/Term	Name of Optionee	Date of Grant	Expiry Date	Exercise Price	Number
August 9, 2004	Jeff Laughlin	Dec. 10/99	Dec. 10/04	\$1.00	20,000
<b>SUBTOTAL</b>					<b>20,000</b>

<b>Stock Option Outstanding — Closing Balance</b>	<b>4,247,406</b>
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D.

RESERVED FOR SHARE COMPENSATION ARRANGEMENTS		
Shares Reserved (for Stock Option Plan)		
NAME OF PROGRAM: <b>HIP INTERACTIVE STOCK OPTION PLAN</b>	# of Shares	Balance
Opening Share Reserve Balance at beginning of period		4,529,433
Additional shares Listed Pursuant to the Plan (ADD)	0	
Stock Options Exercised (SUBTRACT)	0	
Stock Appreciation Rights (SUBTRACT)	0	
Closing Share Reserve Balance at end of period		4,529,433

**All information reported in this Form is for the month of  
August 2004.**

Filed on behalf of the Company by: (please enter name and direct phone or email)	
NAME	JENNIFER LEE
PHONE / EMAIL	905-362-3760 ex.277 <a href="mailto:jlee@hipinteractive.com">jlee@hipinteractive.com</a>
DATE	September 1, 2004

FOR IMMEDIATE RELEASE

SEPTEMBER 15, 2004

**HIP GEAR™ TAKING WIRELESS CONTROLLERS TO THE NEXT LEVEL:  
LAUNCHING NEW 2.4GHZ WIRELESS CONTROLLER WITH HEADSET FEATURING  
BLUETOOTH® WIRELESS TECHNOLOGY**

Hip Interactive Corp. (TSX:HP), an international provider of electronic entertainment products, today announced that its Hip Gear™ line of accessory products is introducing a new wireless controller with headset, which will be fully compatible for Xbox® online gaming. Branded as XB-Comm™, the 2.4 GHz wireless controller with headset featuring *Bluetooth*® Wireless Technology incorporates the latest in voice technology and auto-channel scanning for maximum signal strength, giving gamers the ultimate interference-free gaming experience. The XB-Comm Wireless Controller™ with *Bluetooth*® Wireless Technology is expected to ship in October 2004.

“Our XB-Comm™ featuring market-leading *Bluetooth*® Wireless Technology proves, once again, that Hip Gear™ is committed to launching exciting and innovative video game accessories into the market,” said Arindra Singh, President & Chief Executive Officer of Hip Interactive. “We believe that this product will take the market by storm – especially in the fast-growing online gaming segment. We have already secured initial orders of the XB-Comm™ from several of our Canadian and U.S. retail customers, who are anxiously awaiting this new product.”

**About Hip Gear™**

Hip Gear™ video game accessories ([www.hipgearproducts.com](http://www.hipgearproducts.com)) are designed to blend innovation and creativity. Created from the consumer’s desires, Hip Gear™ provides high quality, value-priced accessories for all leading game consoles. Hip Gear™ is carried in Europe and throughout North America in leading video game retailers. In addition, Hip creates private label accessories and game/accessory bundles for a number of national and international retailers.

**About Hip Interactive**

Hip Interactive ([www.hipinteractive.com](http://www.hipinteractive.com)) is a leading provider of electronic entertainment products, including PC and video games, movies, video arcade games, and proprietary games, branded as Hip Games™, and accessories, branded as Hip Gear™. The Company distributes all first party products, including Sony, Microsoft and Nintendo hardware, software and accessories, as well as third party licensed video game software. With offices across North America and in Europe, Hip uses its distribution business to leverage into higher margin, higher growth areas of the electronic entertainment industry, such as licensing, publishing and its proprietary games and accessories. Hip Interactive trades on The Toronto Stock Exchange under the trading symbol HP and has 63,868,066 common shares issued and outstanding.

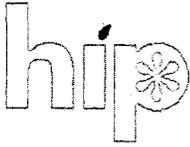
The *Bluetooth*® word mark and logos are owned by the Bluetooth SIG, Inc. and any use of such marks by Hip Interactive and Hip Gear™ is under license. Other trademarks and trade names are those of their respective owners.

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**For more information on Hip Interactive Corp.**

Please contact Jennifer Lee at Hip Interactive Corp.

PHONE: (905) 362-3760 ext. 277; FAX: (905) 362-2361; EMAIL: [jlee@hipinteractive.com](mailto:jlee@hipinteractive.com)



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Thomas A. Fenton  
Vice-President & General Counsel  
tfenton@hipinteractive.com

Tel: 905 362 3760 ex.275  
Fax: 905 362 2361

September 28, 2004

Toronto Stock Exchange  
Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
Manitoba Securities Commission  
L'Autorité des marchés financiers

**HIP INTERACTIVE CORP.**  
Report of Voting Results

Dear Sirs:

Pursuant to section 11.3 of National instrument 51-102, the following matters were put to vote at the annual and special meeting of shareholders of Hip Interactive Corp. (the "Company") held on September 23, 2004. The voting results are as follows:

1. Election of Directors

According to proxies received and vote by show of hands, the following individuals were elected as directors of the Company until the next annual meeting, with the following results:

Votes For: 27,709,303  
Votes Withheld: 556,450

Arindra Singh  
Mark Rider  
Richard Grogan  
Peter Cooper  
Joseph Wright

2. Appointment of Auditors

According to proxies received and vote by show of hands, PricewaterhouseCoopers LLP were appointed auditors of the Company for the ensuing year, with the following results:

Votes For: 28,179,293  
Votes Withheld: 86,460

**VIDEO GAMES**

**ACCESSORIES**

**PC GAMES**

**ARCADES**

**MOVIES**



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Fax: 33 (0) 4 91 29 32 78

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Fax: +44 (0) 20 7808 7098

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Fax: 450 677 0663

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Canada  
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Fax: 905 362 1995

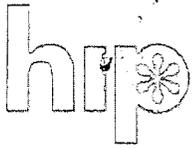
**Toronto**  
7275 West Credit Ave., Unit 8  
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Fax: 905 363 1107

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4 Orinda Way, Suite 250D  
Orinda, CA 94563  
USA  
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Fax: 925 253 4714





3. Stock Option Plan

According to proxies received and ballot conducted, Shareholders approved an increase of 2,000,000 shares reserved under the Company's Stock Option Plan, with the following results:

Votes For:	18,416,593
Votes Against:	9,302,980

**HIP INTERACTIVE CORP.**

**"THOMAS A. FENTON"**

Thomas A. Fenton  
General Counsel & Secretary