

CELLBROADCAST GROUP INC.

AMENDED MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2019

The following is management's discussion and analysis ("MD&A") of the operating and financial results of Cellbroadcast Group Inc. ("Cellbroadcast" or the "Company") for the year ended June 30, 2019, as compared to the year ended June 30, 2018, as well as information and expectations concerning the Company's outlook based on currently available information.

The MD&A should be read in conjunction with the consolidated financial statements as at and for the years ended June 30, 2019 and 2018, prepared in accordance with GAAS (as defined below), together with the accompanying notes, as such financial statements are amended. Additional information is available on SEDAR at www.sedar.com.

All dollar values are expressed in Canadian dollars, unless otherwise indicated, and are prepared in accordance with generally accepted auditing standards ("GAAS").

This MD&A is prepared as of February 1, 2020.

BUSINESS PROFILE, STRATEGY AND COMPANY HISTORY

Cellbroadcast's head office was located in Calgary, Alberta, Canada but now is in Okotoks, Alberta, Canada. The Company, prior to 2006, was primarily engaged in technology activities in Canada. The Company ran out of money to purchase cell alert technology and continue with the transaction contemplated at that time. The Company's securities were cease traded on November 2, 2006 by way of a Cease Trade Order issued by the Alberta Securities Commission for failure to file year end audited financials as required for the year ended June 30, 2006. It has remained dormant since that time.

The Company is a venture issuer under the definition under applicable securities laws and is without significant revenue from operations, as the Company does not currently have any operations and has not had any operations for a considerable amount of time. The Company was largely dormant from 2006 until recently but has recently decided to seek a strategic transaction and so is working with the securities regulatory authorities to try and have the cease trade order on the Company's shares lifted in order to allow it to pursue a financing and seek a strategic transaction.

To the best of the knowledge of the principals of the Company, all of the cash of the Company and any collectible accounts receivable would likely have been used to satisfy the outstanding liabilities of the Company at the time that the initial cease trade order was implemented, with Shelley Germann satisfying any other outstanding liabilities personally at that time. Any outstanding accounts receivable would likely have been uncollectable and left to lapse with the passage of time. There was a limited amount of furniture remaining with the Company in 2006 which was given away to staff of the Company and other individuals. Computer hardware initially went into storage but was then recycled once it had become obsolete with the passage of time. Computershare software was reclaimed by the information technology providers and became obsolete with the passage of time. For the licencing agreement, following the non-payment of amounts owing pursuant to that agreement, the agreement would have terminated in accordance with its terms.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing liquidity is to try to ensure a balance between expenditure requirements and cash used in by operations and working capital. As at June 30, 2019, the Company had working capital deficit of \$(201,351).

As the Company has no assets capable of generating cash flow, it will use any existing financial resources to fund existing administrative budgets and potential strategic transactions for the foreseeable future. These conditions indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern as it will be contingent upon the Company's ability to successfully identify and procure necessary capital, which may be by way of strategic transactions to obtain financing and/or generate profitable operations that are beneficial to the Company and its shareholders. Management continues to make deliberate efforts to conserve Company finances while assessing future opportunities. Such efforts have included the elimination of compensation to management and directors as well as the reduction of contracted professional services to those only deemed necessary in the maintenance of the Company.

COMMITMENT SUMMARY UPDATE

The Company does not have any material commitments to disclose.

DISCUSSION OF OPERATING RESULTS

Continuing Operations

The Company's operating expenses remain as continuing operations. Unless specifically noted, all current and comparative reporting periods' financial disclosure and discussion relates to continuing operations.

General and Administrative Expenses

The Company did not have any General and administrative expenses ("**G&A**") for the year ended June 30, 2019 except for professional fees of \$5,000 (\$nil for the year ended June 30, 2018). The increase in G&A is primarily due to expenditures necessary to complete an audit of the financial statements of the Company as part of an application to have the cease trade order on the Company's securities revoked in order to allow the Company to source the necessary funds to conduct operations and search for a strategic transaction.

Stock-Based Compensation

For the years ended June 30, 2019 and 2018, the Company did not record any amount for stock-based compensation. No options were granted during these fiscal years.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying values of the Company's financial instruments, consisting of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities, approximate their fair values due to the short-term maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

The Company does not have any transactions between related parties, except as otherwise disclosed herein, and the issuance of a debenture to a related party of the Company, as described below, which issuance occurred prior to the date of the financial statements referenced in this MD&A is not disclosed in the financial statements since it precedes the applicable periods covered by the financial statements.

The Company has an amount owing to a director as disclosed in the financial statements for an amount of \$46,351 which is unsecured, non-interest bearing and has no specific terms of repayment. The Company has also issued a debenture to an entity controlled by this same Director (Shelley Germann), which was issued during a prior financial period for a principal amount of \$150,000 and is due on demand and bears interest at a rate of 6% per annum with all interest accrued to June 30, 2019 having been waived by the debenture holder. The amounts due to the director relate to professional management services provided by the director to the Company and personal amounts advanced to the Company to cover business expenses when the Company did not have sufficient funds.

See below for a list of the amounts that make up the amount of \$46,351 which is due to a director as well as the dates incurred, the name of the supplier and the business purpose related thereto:

Date incurred	Amount	Supplier	Business Purpose
June 30, 2006	\$4,452	Myers, Norris and Penny LLP	Audit work
November 15, 2006	\$1,326	Stockwatch	SEDAR filing fees for financial statements
December 4, 2006	\$68	Flare Technologies	Development fees
December 31, 2006	\$40,000	Germann & Assoc Investments Corp.	Consulting fees (discounted from \$45,000 owing pursuant to consulting agreement) relating to management services provided during the period from July 1, 2006 to December 31, 2006.
July 7, 2007	\$32	Shawnessy Licence & Registry	Annual Return
October 29, 2007	\$35	Alberta Motor Association	Annual Return
Various dates between October 29, 2007 and present	\$438	Alberta Motor Association	Annual Returns for the years 2008 through 2019
Total	\$46,351		

PROPOSED TRANSACTIONS

The Company does not have any agreements for any proposed transactions.

SHAREHOLDERS' EQUITY

Common shares

At June 30, 2019, the Company was authorized to issue an unlimited number of Class "A" and "B" voting common shares and an unlimited number of Class C non-voting common shares, all of which are without no par value, with holders of Class "A" and "B" Shares each entitled to one vote per share and to dividends, if and when declared. There

are no Class “B” or “C” shares issued and outstanding. Outstanding Class “A” Shares as of June 30, 2019 was 3,842,700 with an issuance cost of \$816,125.

Debenture

During a prior fiscal year, the Company raised \$150,000 under the terms of a debenture. The debenture is due on demand and bears interest at 6% per annum with all interest accrued to June 30, 2019 being waived by the debenture holder, who is the sole principal of the Company. The debenture was initially issued to an entity called CFJ Management and Alpine Land Holdings Canada Inc. (“**Alpine**”). Pursuant to an agreement dated October 1, 2006, all rights, obligations and privileges associated with the CFJ Management’s interest in the Debenture was transferred to Alpine, being a corporation owned and controlled by Shelley Germann, a director and officer of the Company, in consideration for the extinguishment of debt owed to Alpine by CFJ Management.

Stock options

The Company has not adopted a formal stock option plan whereby options can be granted from time to time to directors, officers, employees and consultants at the discretion of the Board of Directors and no options are issued and outstanding as of the date hereof.

USE OF ESTIMATES AND JUDGMENTS

The timely preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities and income and expenses. Accordingly, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below.

Critical judgments in applying accounting policies

The following are the critical judgments that management has made in the process of applying the Company’s accounting policies and that have the most significant effect on the amounts recognized in these consolidated financial statements:

i) Identification of cash-generating units

The Company’s assets are aggregated into cash-generating units, for the purpose of calculating impairment, based on their ability to generate largely independent cash flows. By their nature, these estimates and assumptions are subject to measurement uncertainty and may impact the carrying value of the Company’s assets in future periods.

ii) Impairment of property, plant and equipment

Judgments are required to assess when impairment indicators, or reversal indicators, exist and impairment testing is required. In determining the recoverable amount of assets, in the absence of quoted market prices, impairment tests are based on estimates of future cash flows, future costs, discount rates, market value of land and other relevant assumptions.

iii) Income taxes

Judgments are made by management to determine the likelihood of whether deferred income tax assets at the end of the reporting period will be realized from future taxable earnings. To the extent that assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

Key sources of estimation uncertainty

The following are the key assumptions concerning the sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing adjustments to the carrying amounts of assets and liabilities, where applicable.

i) Business combinations

In a business combination, management makes estimates of the fair value of assets acquired and liabilities assumed being acquired.

ii) Share-based payments

All equity-settled, share-based awards issued by the Company are recorded at fair value using the Black-Scholes option-pricing model. In assessing the fair value of equity-based compensation, estimates have to be made regarding the expected volatility in share price, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant date.

iii) Tax provisions

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse.

New standards and interpretations adopted on January 1, 2018

IFRS 9: Financial Instruments

On January 1, 2018, the Company adopted IFRS 9 "Financial Instruments", which includes a principle-based approach for classification and measurement of financial assets and a forward-looking 'expected credit loss' model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI"); or fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on 1) the business model in which a financial asset is managed and 2) its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. The classification and measurement of financial instruments under IFRS 9 did not have a material impact on the Company's consolidated financial statements.

Impairment of financial assets under IFRS 9 replaces the "incurred loss" model in IAS 39 with an "expected credit loss" model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI. Under IFRS 9, credit losses are recognized earlier than under IAS 39. The application of the expected credit loss model to financial assets classified as amortized cost did not result in a material adjustment on transition.

IFRS 9 was applied retrospectively in accordance with transition requirements with no impact to opening retained earnings or comparative periods. Cash and cash equivalents, and trade and other receivables continue to be measured at amortized cost and are now classified as "amortized cost". The Company's financial liabilities previously classified as "other financial liabilities" being trade and other payables and accrued liabilities continue to be measured at amortized cost and are now classified as "amortized cost". The Company has not designated any financial instruments as FVOCI or FVTPL, nor does the Company use hedge accounting.

IFRS 15: Revenue from Contracts with Customers

The Company adopted IFRS 15 "Revenue from Contracts with Customers" effective January 1, 2018, which establishes a comprehensive framework for determining whether, how much, and when revenue from contracts with customers is recognized. The Company adopted IFRS 15 using the modified retrospective approach to contracts that were not completed at the date of initial application. Under this transitional provision, the cumulative effect of

initially applying IFRS 15 is recognized on the date of initial application as an adjustment to retained earnings. No adjustment to retained earnings was required upon adoption of IFRS 15. The adoption of IFRS 15 did not materially impact the timing or measurement of revenue.

In addition, as a result of this adoption, the Company has revised the description of its accounting policy for revenue recognition. Revenue from contracts with customers is recognized when or as the Company satisfies a performance obligation by transferring a promised good or service to a customer. The amount of revenue recognized is based on the agreed transaction price with any variability in transaction price recognized in the same period. The costs associated with the delivery, including transportation, are recognized in the same period in which the related revenue is earned and recorded.

Future Accounting Pronouncements

The following are new IFRS pronouncements that have been issued, although not yet effective and have not been early adopted, and may have an impact on the financial statements in the future as discussed below.

IFRS 16: Leases

On January 1, 2019, the Company will be required to adopt IFRS 16 “Leases” to replace the existing guidance of IAS 17 “Leases”. The standard establishes principles and disclosures related to the amount, timing and uncertainty of cash flows arising from a lease. The Company does not expect any material impact from the adoption of this standard.

PRINCIPAL BUSINESS RISKS

The Company’s business and results of operations are subject to a number of risks and uncertainties which include, but are not limited to, the following:

Going Concern

The Company has included a “going concern” qualification in the notes to the Company’s audited financial statements for the year ended June 30, 2019 (see “Going Concern” under Note 2). Current cash resources of the Company may not be sufficient to continue its business activities. In the event that the Company is unable to raise additional capital and/or attain sufficient revenues from its operations, as to which in each case there can be no assurance, the Company may not be able to continue its operations.

Key Personnel

The Company’s success depends in large part on the ability of its executive management team to deal effectively with complex risks and relationships and execute the Company’s business plan. The members of the management team contribute to the Company’s ability to obtain, generate and manage opportunities. There can be no assurance that the Company’s present key personnel and directors will remain with the Company. The departure of any such key person or director may materially affect the Company’s business, financial condition, results of operations, and the value of the Class A Shares.

Dividends

To date, the Company has not paid regular dividends on its outstanding securities and does not anticipate paying any dividends in the foreseeable future. There are no restrictions in the Company’s articles or elsewhere which would prevent the Company from paying dividends. It is not contemplated that any dividends will be paid on the Class A Shares in the immediate future as it is anticipated that all available funds will be invested to finance the growth of the Company’s business. The directors of the Company will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Company’s

earnings, financial position and other conditions at the relevant time. All of the Class A Shares are entitled to an equal share in any dividends declared and paid.

Structure of the Company

From time to time, the Company may take steps to organize its affairs in a manner that minimizes taxes and other expenses payable with respect to the operation of the Company and its subsidiaries. If the manner in which the Company structures its affairs is successfully challenged by a taxation or other authority, the Company and the holders of Class A Shares may be adversely affected.

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company are required to file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52- 109.

Failure to Achieve Listing of the Class A Shares

The Class A Shares are not currently listed for trading on the facilities of any stock exchange, have never been listed on any stock exchange and may never become so listed. The failure of the Company to meet the applicable listing or other requirements of any stock exchange now or in the future may result in the Class A Shares being illiquid and incapable of easily being traded, which is expected to have a material impact on their value and the ability of a shareholder to dispose of such shares. A shareholder may never be able to dispose of their Class A Shares and there is no market upon which to establish a value for such shares and such a market may never exist.

Failure to Develop a Viable Business Plan

The Company does not currently have adequate financing to conduct any significant operations and may never obtain such financing, casting a significant doubt on its ability to continue as a going concern and to generate returns for its shareholders. Even if the Company is able to have the cease trade order which is currently in place on the securities of the Company lifted, there is no guarantee that the Company can commence operations or generate sufficient cash flow to survive and prosper, such failure making the securities of the Company effectively worthless. While the Company does have a business plan to try and commence significant operations in the near future, such plans may not come to fruition, making the business plan unviable.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A offers an assessment of the Company's future plans and operations as of the date hereof and may contain forward-looking information. All statements other than statements of historical fact are forward-looking statements. Such information is generally identified by the use of words such as "anticipate", "continue", "estimate", "expect", "may", "plan", "will", "project", "should", "believe" and similar expressions. All such statements involve known and unknown risks, uncertainties and assumptions.

Management believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct. Such forward-looking information included in this MD&A should not be unduly relied upon as the plans, assumptions, intentions or expectations upon which it is based may not occur. Actual results or events may vary from the forward-looking information.

In particular, this MD&A may contain forward-looking information pertaining to the following:

- the potential of the Company's assets,
- the Company's growth strategy and opportunities,
- expectations regarding the ability to raise equity and debt capital on acceptable terms, including the ability to negotiate and complete any agreements contemplated,
- the timing for receipt of regulatory approvals, and
- treatment of the Company under governmental regulatory regimes and tax laws.

The purpose of providing any financial outlook in this MD&A is to illustrate how the business of the Company might develop without the benefit of specific historical financial information. Readers are cautioned that this information may not be appropriate for other purposes.

The forward-looking information herein is based on certain assumptions and analysis by the management of the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors that it believes are appropriate and reasonable under the circumstances. The forward-looking information herein is based on a number of assumptions, including but not limited to:

- the availability on acceptable terms of funds for capital expenditures,
- the availability in a cost-efficient manner of equipment and qualified personnel when required,
- the stability of the regulatory framework governing taxes and environmental matters any jurisdiction in which the Company may conduct its business in the future, and
- the impact of increasing competition on the Company.

The actual results, performance and achievements of the Company could differ materially from those anticipated in these forward-looking statements as a result of the risks and uncertainties set forth elsewhere in the MD&A and the following risks and uncertainties:

- global financial conditions,
- general economic, market and business conditions,
- volatility in market prices, the stock market, foreign exchange and interest rates,
- the failure by counterparties to make payments or perform their operational or other obligations to the Company in compliance with the terms of contractual arrangements between the Company and such counterparties,
- risks related to the timing of completion of the Company's projects and plans,
- competition for, among other things, capital, acquisitions of resources, and skilled personnel,
- incorrect assessments of the value of acquisitions,
- claims made in respect of the Company's properties or assets,
- environmental risks and hazards,
- the inaccuracy of third parties' reviews, reports and projections,
- rising costs of labour and equipment,
- the failure to engage or retain key personnel,
- changes in income tax laws or changes in tax laws and incentive programs, and
- other factors discussed under "Principal Business Risks" in this MD&A.

Readers are cautioned that the foregoing lists of assumptions, risks and uncertainties are not exhaustive. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. The forward-looking information speaks only as of the date of this MD&A, and the Company does not undertake any obligation to publicly update or revise any forward-looking information except as required by applicable securities laws.

KEY FINANCIAL RESULTS

The following table summarizes Cellbroadcast's key financial results over the past three years:

Annual Financial Results (\$)	Year 2019	Year 2018	Year 2017
Net income (loss):			
Continuing Operations	(5,000)	Nil	Nil
Discontinued Operations	Nil	Nil	Nil
Total	(5,000)	Nil	Nil
Income (loss) per share - basic and diluted			
Continuing Operations	Nil	Nil	Nil
Discontinued Operations	Nil	Nil	Nil
Total	Nil	Nil	Nil
Working capital/deficit	(201,351)	(196,351)	(196,351)
Total assets	Nil	Nil	Nil
Total non-current liabilities	Nil	Nil	Nil

As of June 30, 2019, Cellbroadcast's financial position is constituted by limited assets and liabilities with no financial commitments for the foreseeable future.

SELECTED QUARTERLY INFORMATION

The following table sets out selected unaudited quarterly financial information of Cellbroadcast and is derived from unaudited quarterly financial data prepared by management in accordance with GAAS.

Quarterly Results (\$)	Q4 2019	Q3 2019	Q2 2019	Q1 2019
Total revenue	Nil	Nil	Nil	Nil
Net loss - Continued operations	(5,000)	Nil	Nil	Nil
Net income - Discontinued operations	Nil	Nil	Nil	Nil
Net loss	(5,000)	Nil	Nil	Nil
Comprehensive income (loss)	(5,000)	Nil	Nil	Nil
Net income (loss) per share (basic & diluted):				
Continued operations	Nil	Nil	Nil	Nil
Discontinued operations	Nil	Nil	Nil	Nil
Net loss	Nil	Nil	Nil	Nil

Quarterly Results (\$)	Q4 2018	Q3 2018	Q2 2018	Q1 2018
Total revenue	Nil	Nil	Nil	Nil
Net loss - Continued operations	Nil	Nil	Nil	Nil
Net income (loss) - Discontinued operations	Nil	Nil	Nil	Nil
Net income (loss)	Nil	Nil	Nil	Nil
Comprehensive income (loss)	Nil	Nil	Nil	Nil
Net income (loss) per share (basic & diluted):				
Continued operations	Nil	Nil	Nil	Nil
Discontinued operations	Nil	Nil	Nil	Nil
Net income (loss)	Nil	Nil	Nil	Nil

CORPORATE GOVERNANCE DISCLOSURE

General

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members

are elected by and are accountable to the shareholders of the corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of stakeholders and help to contribute to effective and efficient decision-making. Set forth below is the disclosure regarding the Corporation's corporate governance practices, as mandated by National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is defined under NI 58-101 as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board typically facilitates its independent supervision over management by appointing an audit committee composed entirely of independent directors to conduct a quarterly review of the Corporation's financial statements and management discussion and analysis as well as requiring material transactions to be approved by the Board prior to the transaction taking place. The Board also intends to appoint a Compensation Committee composed entirely of independent directors to conduct reviews of the remuneration paid to the Corporation's Chief Executive Officer and other management personnel.

The independent member of the Board of the Corporation is currently Ryan Hoult.

The non-independent directors are Shelley Germann and Kimberley Zacharias, who are both officers of the Corporation and Ronald Kapeller, who is the spouse of Shelley Germann.

The Board does not currently have a majority of independent directors and therefore is not in compliance with NI 58-101 but has undertaken to become compliant within 30 days from the date hereof.

Directorships

The following current directors are also directors of the reporting issuers (or the equivalent in a foreign jurisdiction) shown in the table below:

Name	Other Directorships of Reporting Issuer	Name of Trading Market
Ryan Hoult	Target Capital Inc.	TSXV/CSE
	Eyelogic Systems Inc.	TSXV

Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation's business, its corporate strategy, and current issues within the Corporation upon joining the Board. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and updates of those policies. Any such changes or new requirements are then brought to the attention of the Corporation's

directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board considers that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Corporation's management is continually in contact with individuals involved in the technology industry. From these sources the Corporation has made numerous contacts and in the event that the Corporation were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Corporation conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

Compensation

The members of the Compensation Committee are Kimberley Zarcharias, Ryan Hoult and Ronald Kapeller. The Compensation Committee determines the salary and benefits of the executive officers and directors of the Corporation and determines the Corporation's general compensation structure, policies and programs.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The purpose of the Corporation's audit committee is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Corporation and its subsidiaries. It is the objective of the audit committee to maintain a free and open means of communications among the Board, the independent auditors and the senior management of the Corporation.

The full text of the audit committee's charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The audit committee is currently comprised of Ryan Hoult, Ronald Kapeller and Kimberley Zacharias. Ryan Hoult is the Chairman of the audit committee. Each of the members is independent within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees* ("NI 52-110"), except for Ms. Zacharias, as she is the acting Chief Financial Officer. Each of the members is financially literate within the meaning of section 1.6 of NI 52-110.

Relevant Education and Experience

Please refer to the individual biographies for the members of the audit committee below:

Name	Biography
Ryan Hoult (Chair)	Mr. Hoult is the Managing Partner of Rice & Company LLP, a firm of chartered professional accountants operating in Alberta and BC. He is a Canadian CPA, CA, and also a CPA in the US and Hong Kong, SAR. Ryan also brings information technology skills to the Board, as a Certified Information System Auditor, with a BSc in Computer Science from Memorial University, Newfoundland. Mr. Hoult holds his ICD.D designation and is currently the Vice-Chair of the Theatre Calgary Endowment Foundation and Chair of its Governance Committee.
Kimberley Zacharias	Ms. Zacharias grew up in in Winnipeg, Manitoba. In 1982 she moved to Calgary, Alberta and had the role of Alumni Secretary/Treasurer at the Southern Alberta Institute of Technology. She graduated with her BA in Human Resources from Mount Royal College in 1995. During and after raising her 4 children, Ms. Zacharias managed her own property maintenance/management company and oversaw all financial input and reporting for each company and reported to the Board of Directors and Accountants when required. Ms. Zacharias has 30 years training and experience with Simply Accounting and QuickBooks financial platforms. She joined Cellbroadcast Group Inc. in October 2019 as a director and member of the Audit Committee.
Ronald Kapeller	After growing up in Northern Saskatchewan and attending the U of S in Saskatoon in 1978, Mr. Kapeller joined his family farming business and trucking company for several years. Moving to Calgary, Alberta in 1992 he continued his interest in transportation. Ron has been involved in various businesses including property management, financial asset management and employee relations. He has owned several successful private businesses both in Canada and the US. With over 40 years of business experience, Ron joined Cellbroadcast Group Inc. as a Director in June of 2019 and joined the Audit Committee shortly thereafter.

Pre-Approval Policies and Procedures

The audit committee pre-approves engagements for non-audit services provided by the external auditors or their

affiliates, together with estimated fees and potential issues of independence.

External Auditor Service Fees (By Category)

Year Ended	Firm	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
June 30, 2019	Kenway Mack	\$5,000	\$Nil	\$Nil	\$Nil
June 30, 2018	Kenway Mack	\$Nil	\$Nil	\$Nil	\$Nil

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, review of securities filings and statutory audits.
- (2) "Audit Related Fees" include services that are traditionally performed by the auditor. These audit related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Corporation is relying on the exemption in Section 6.1 of NI 52-110.

OUTLOOK

Management continues to evaluate the Company's corporate strategy and to identify and review potential opportunities for the Company's future. Management's primary objective in 2019 is to move the Company forward towards an established future that will result in increased value for shareholders.

SCHEDULE "A"

CELLBROADCAST GROUP INC.

MANDATE OF THE AUDIT COMMITTEE

Role and Objective

The Audit Committee (the "**Committee**") is a committee of the Board of Directors of Cellbroadcast Group Inc. ("**Cellbroadcast**" or the "**Company**") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for Board of Director approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

To assist Directors to meet their responsibilities in respect of the preparation and disclosure of the financial statements and related matters.

To provide better communication between directors and external auditors.

To ensure the external auditors' independence.

To increase the credibility and objectivity of financial reports.

To strengthen the role of the outside directors by facilitating in-depth discussions between directors on the Committee, management and external auditors.

Mandate and Responsibilities of Committee

It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to Cellbroadcast's internal control systems, including in particular relating to derivative instruments, identifying, monitoring and mitigating business risks and ensuring compliance with legal and regulatory requirements.

It is a primary responsibility of the Committee to review the annual and quarterly financial statements prior to their submission to the Board of Directors for approval. The process should include but not be limited to:

- reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
- reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
- reviewing accounting treatment of unusual or non-recurring transactions;
- ascertaining compliance with covenants under any loan agreements;
- reviewing financial reporting relating to asset retirement obligations;
- reviewing disclosure requirements for commitments and contingencies;
- reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
- reviewing unresolved differences between management and the external auditors;
- obtain explanations of significant variances with comparative reporting periods; and
- determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed.

The Committee is to review the financial statements and related information included in prospectuses, management discussion and analysis (MD&A), information circular-proxy statements and annual information forms (AIF), prior to Board approval.

With respect to the appointment of external auditors by the Board, the Committee shall:

- be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for Cellbroadcast, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- review management's recommendation for the appointment of external auditors and recommend to the Board appointment of external auditors and the compensation of the external auditors;
- review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees; when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
- review and approve any non-audit services to be provided by the external auditors' firm and consider the impact on the independence of the auditors.

Review with external auditors (and internal auditor if one is appointed by Cellbroadcast) their assessment of the internal controls of Cellbroadcast, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses.

The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Cellbroadcast and its subsidiaries.

Review all public disclosure containing audited or unaudited financial information before release.

Review financial reporting relating to risk exposure.

Satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information from the Company's financial statements and periodically assess the adequacy of those procedures.

Establish procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Review any other matters that the Audit Committee feels are important to its mandate or that the Board chooses to delegate to it.

Undertake annually a review of this mandate and make recommendations to the Board of Directors as to proposed changes.

Composition

This Committee shall be composed of at least three individuals appointed by the Board from amongst its members, all of which members will be independent (within the meaning of Multilateral Instrument 52-110 Audit Committees) unless the Board determines to rely on an exemption in NI 52-110. "Independent" generally means free from any business or other direct or indirect material relationship with Cellbroadcast that could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment.

The Secretary to the Board shall act as Secretary of the Committee.

A quorum shall be a majority of the members of the Committee.

All of the members must be financially literate within the meaning of NI 52-110 unless the Board has determined to rely on an exemption in NI 52-110. Being "financially literate" means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

Meetings

The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair.

The Committee shall meet not less than quarterly with the auditors, independent of the presence of management.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

Minutes of each meeting shall be prepared by the Secretary to the Committee.

The Chief Executive Officer and the Chief Financial Officer or their designates shall be available to attend at all meetings of the Committee upon the invitation of the Committee.

The Controller, Treasurer and such other staff as appropriate to provide information to the Committee shall attend meetings upon invitation by the Committee.

Reporting / Authority

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Company and to communicate directly with the external auditors. All employees are to co-operate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of Cellbroadcast.