

FORM 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 RESALE OF SECURITIES**

Reporting issuer

1. Name of reporting issuer: **Cellbroadcast Group Inc.**

Selling security holder

2. Your name: **Shelley Germann**

3. The offices or positions you hold in the reporting issuer: **Director, President and CEO**

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? **No**

5. Number and class of securities of the reporting issuer you beneficially own: **2,119,300 Class "A"**

Distribution

6. Number and class of securities you propose to sell: **1,719,300 Class "A"**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. **Not on an exchange, private sale.**

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

(1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and

(2) the information given in this form is true and complete.

Date Mar. 10/20

Shelley Germann
Your name (selling security holder)

[Signature]
Your signature (or if a company, the signature of your authorized signatory)

.....
Name of your authorized signatory

POWER OF ATTORNEY TO TRANSFER STOCK

The undersigned hereby assigns and transfers title of **Integra Developments & Construction Technologies Inc.**, Class "A" Common Shares of Cellbroadcast Group Inc. (the "Corporation") represented by Share Certificate 20 into the following name for the following amount, for consideration of \$.00 per share as Share Certificate 95,

Foothills Land Development Corp.	400,000 Class "A" Common Shares
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and hereby irrevocably constitutes and appoints any officer or director of the Corporation as the Attorney of the undersigned Transferor to enter the transfer of the said shares in the Register of Transfers of the Corporation, with full power of substitution in the premises. The Transferee noted below hereby acknowledges and agrees that it is a director, officer or founder of the Corporation and is therefore able to avail itself of the exemptions available under applicable securities laws pertaining to close friends and business associates pursuant to Section 2.5 of National Instrument 45-106 – *Prospectus Exemptions*.

Dated the 10th day of March, 2020.

Integra Developments & Construction
Technologies Inc., as Transferor

Per: 

Foothills Land Development Corp., as
Transferee

Per: 

POWER OF ATTORNEY TO TRANSFER STOCK

The undersigned hereby assigns and transfers title of Shelley Germann Class "A" Common Shares of Cellbroadcast Group Inc. (the "Corporation") represented by Share Certificates 15, 16, 17, 47, 50, 51, 52, 53, 58, 59, 87, 88, 89, 90, & 91 into the following name for the following amount, for consideration of \$.00 per share as Share Certificate 97,

Foothills Land Development Corp.	959,300 Class "A" Common Shares
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and hereby irrevocably constitutes and appoints any officer or director of the Corporation as the Attorney of the undersigned Transferor to enter the transfer of the said shares in the Register of Transfers of the Corporation, with full power of substitution in the premises. The Transferee noted below hereby acknowledges and agrees that it is a director, officer or founder of the Corporation and is therefore able to avail itself of the exemptions available under applicable securities laws pertaining to close friends and business associates pursuant to Section 2.5 of National Instrument 45-106 – *Prospectus Exemptions*.

Dated the 10th day of March, 2020.

Shelley Germann as Transferor

Per:  _____

Foothills Land Development Corp., as
Transferee

Per:  _____

POWER OF ATTORNEY TO TRANSFER STOCK

The undersigned hereby assigns and transfers title of **Alpine Land Holdings Canada Inc.** Class "A" Common Shares of Cellbroadcast Group Inc. (the "**Corporation**") represented by Share Certificate 18 into the following name for the following amount, for consideration of \$.00 per share as Share Certificate 96,

Foothills Land Development Corp.	360,000 Class "A" Common Shares
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and hereby irrevocably constitutes and appoints any officer or director of the Corporation as the Attorney of the undersigned Transferor to enter the transfer of the said shares in the Register of Transfers of the Corporation, with full power of substitution in the premises. The Transferee noted below hereby acknowledges and agrees that it is a director, officer or founder of the Corporation and is therefore able to avail itself of the exemptions available under applicable securities laws pertaining to close friends and business associates pursuant to Section 2.5 of National Instrument 45-106 – *Prospectus Exemptions*.

Dated the 10th day of March, 2020.

Alpine Land Holdings Canada Inc., as
Transferor

Per:



Foothills Land Development Corp., as
Transferee

Per:

