

NOTICE OF INTENTION TO BE QUALIFIED UNDER NATIONAL INSTRUMENT 44-101 SHORT FORM PROSPECTUS DISTRIBUTIONS ("NI 44-101")

May 30, 2007

To: Alberta Securities Commission

illumiCell Corporation (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

ILLUMICELL CORPORATION

Per: "signed"
Andrew Osis
Chief Financial Officer and a Director