

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

illumiCell Corporation ("illumiCell" or the "Corporation")
304, 5819 - 2nd Street SW
Calgary, Alberta, T2H 0H3

2. **Date of Material Change**

July 24, 2007

3. **News Release**

A press release dated July 24, 2007 disclosing in detail the material summarized in this material change report was disseminated through the facilities of Marketwire and would have been received by the securities commissions where the Corporation is a "reporting issuer" and the stock exchanges on which the securities of the Corporation are listed and posted for trading in the normal course of their dissemination.

4. **Summary of Material Change**

On July 24, 2007, the Corporation announced closing of its short form prospectus financing with Versant Partners Inc. and Wellington West Capital Markets Inc. as co-lead agents, and with Jennings Capital Inc. and Raymond James Ltd. Pursuant to the offering, illumiCell issued 14,355,845 common shares at \$0.55 per common share for gross proceeds of \$7,895,714.75.

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

5.1 Full Description of Material Change:

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The cash fee payable to the agents was 7.0% of the gross proceeds of the Offering (the "**Agents' Fee**") plus compensation options (the "**Compensation Options**") entitling the agents to subscribe for 1,435,585 common shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering. Each Compensation Option is exercisable to acquire one Common Share at the Offering Price of \$0.55 per share with an expiry date of January 24, 2009.

The net proceeds of the Offering are to be used to fund operations, marketing, software development, acquisitions, for growth capital and for general working capital purposes.

5.2 Disclosure for Restructuring Transactions:

Not Applicable.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officers**

For further information, please contact Andrew Osis, Chief Financial Officer and Director, by telephone at (403) 313-3719 or by email at andrew.osis@illumice.com.

9. **Date of Report**

August 2, 2007