

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Anterior Education Holdings Ltd. ("the **Issuer**")
900 – 549 Howe Street
Vancouver, BC V6C 2C2

Item 2: Date of Material Change

February 18, 2016

Item 3: News Release

A news release was issued and disseminated on February 19, 2016 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer announced that on February 18, 2016, the Issuer closed a private placement for gross proceeds of \$75,000 (the "**Private Placement**"). The Issuer issued an aggregate of 300,000 units (the "**Units**") in connection with the Private Placement at a price of \$0.25 per Unit. Each Unit consists of one common share of the Issuer (a "**Share**") and one common share purchase warrant (a "**Warrant**") with each whole Warrant entitling the holder thereof to purchase one Share of the Issuer (a "**Warrant Share**") at a price of \$0.50 per Share for a period of 18 months from the issuance date.

On closing of the Private Placement, the Issuer paid a finder's fee equal to 8% of the gross proceeds from subscribers to the Private Placement payable in cash and 8% issuable as finder's warrants ("**Finder's Warrants**") of the number of Units issued under the Private Placement. Each Finder's Warrant entitles the holder thereof to purchase one Warrant Share at a price of \$0.50 per Share for a period of 18 months from the issuance date.

Item 5: Full Description of Material Change

See news release attached as Schedule "A".

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

Michael Hunter, CEO and President
Telephone: 604.377.5572

Item 9: Date of Report

February 19, 2016

Schedule "A"



ANTERIOR EDUCATION CLOSES PRIVATE PLACEMENT

Vancouver, B.C. – (February 19, 2016) Anterior Education Holdings Ltd. (the “**Company**” or “**Anterior**”) is pleased to announce that on February 18, 2016, the Company closed a private placement for gross proceeds of \$75,000 (the “**Private Placement**”). The Company issued an aggregate of 300,000 units (the “**Units**”) in connection with the Private Placement at a price of \$0.25 per Unit. Each Unit consists of one common share of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”) with each whole Warrant entitling the holder thereof to purchase one Share of the Company (a “**Warrant Share**”) at a price of \$0.50 per Share for a period of 18 months from the issuance date.

On closing of the Private Placement, the Company paid a finder’s fee equal to 8% of the gross proceeds from subscribers to the Private Placement payable in cash and 8% issuable as finder’s warrants (“**Finder’s Warrants**”) of the number of Units issued under the Private Placement. Each Finder’s Warrant entitles the holder thereof to purchase one Warrant Share at a price of \$0.50 per Share for a period of 18 months from the issuance date.

The newly issued securities are subject to a four month and one day hold period from the closing date. The Company intends to use all proceeds for general working capital purposes.

About Anterior

Anterior is a Canadian company that operates an ESL school in Vancouver and specializes in the development and delivery its cutting edge CLOUD 9 ESL Program. The curriculum is technologically advanced and replaces traditional textbooks with tablets, instructional videos and internet links which students use to supplement their in-class. The CLOUD 9 ESL Program was successfully introduced to the Brazilian market in June 2015 and the Company is currently working with regional agents to introduce its product to the Mexican market in 2016.

For more information regarding Anterior, please contact:

Michael Hunter
President and Chief Executive Officer
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mhunter@anterioreducation.com

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation. The forward-looking information is based on certain key expectations and assumptions made by the management of Anterior. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company cannot provide any assurance that it will prove to be correct. These forward-looking statements are made as of the date of this press release and the Company disclaims any intent or obligation to update publicly any

forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.