

**Form 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Issuer

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

Tel: (604) 377-5572

Item 2. Date of Material Change

April 21, 2016

Item 3. News Release

News release dated April 21, 2016 was disseminated and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

Item 4. Summary of Material Change

The Issuer announced that it has engaged Mackie Research Capital Corporation as its sole and exclusive agent to act on a commercially reasonable efforts basis in the Issuer's initial public offering to raise a minimum of \$500,000 and a maximum of \$1,500,000 (the "**Offering**"). The Offering will be comprised of a minimum of 2,000,000 and a maximum of 6,000,000 units at a price of \$0.25 per unit. Each unit will be comprised of a common share and one half of one warrant. Each whole warrant will be exercisable to purchase one common share at \$0.50 per share for a period of 18 months from the closing of the Offering.

Item 5.1 Full Description of Material Change

See news releases attached as Schedule "A".

Item 5.2 Disclosure for Restructuring transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Contact: Michael Hunter, President and CEO
Telephone: (604) 377-5572

Item 9. Date of Report

Dated at Vancouver, British Columbia, this 27th day of April, 2016.



**Cloud Nine Education Group Ltd Engages
Mackie Research Capital Corporation for Initial Public Offering**

Vancouver, B.C. – (April 21, 2016) Cloud Nine Education Group Ltd. (the “**Company**” or “**Cloud Nine**”) is pleased to announce that it has engaged Mackie Research Capital Corporation (the “**Agent**” and “**MRCC**”) as its sole and exclusive agent to act on a commercially reasonable efforts basis in the Company’s initial public offering to raise a minimum of \$500,000 and a maximum of \$1,500,000 (the “**Offering**”). The Offering will be comprised of a minimum of 2,000,000 and a maximum of 6,000,000 units at a price of \$0.25 per unit. Each unit will be comprised of a common share and one half of one warrant. Each whole warrant will be exercisable to purchase one common share at \$0.50 per share for a period of 18 months from the closing of the Offering.

Cloud Nine President & CEO, Michael Hunter stated, “This engagement will help to strengthen our prospectus filing, meet our corporate development objectives and benefit our shareholders in the process. We are fortunate to have the support of Mackie’s proven and experienced corporate finance team.”

Completion of the Offering remains subject to a number of conditions, including completion of the Agent’s due diligence on the Company, the approval of applicable regulatory authorities and approval for listing on the Canadian Securities Exchange.

For acting as agent in connection with the Offering, the Agent will be entitled to receive a commission of 9% of the gross proceeds raised in the Offering and warrants entitling the Agent to purchase 9% of the aggregate number of common shares sold under the Offering, at the Offering price, for a period of 18 months from the date of closing of the Offering. In consideration for providing corporate finance services in connection with the Offering, the Agent will be entitled to receive a corporate finance fee.

The Company will use the net proceeds of the Offering to pay the costs related to the Offering, and for general working capital.

About Cloud Nine Education Group Ltd.

Cloud Nine is a Canadian company which specializes in the development and sale of its cutting edge linguistic curriculum called the Cloud Nine ESL Program. The curriculum is technologically advanced and replaces traditional textbooks with tablets, while also using instructional videos and internet links to augment student learning materials. The Cloud Nine 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. The Company also operates an ESL school in Vancouver called Cloud Nine College Ltd.

For more information regarding Cloud Nine, please contact:

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President and Chief Executive Officer
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Forward-Looking Information

Statements in this press release include certain “forward-looking information”. Statements in this news release regarding the Offering and the Company’s use of the proceeds of the Offering contain forward-looking information. Readers are cautioned that actual events may vary from the forward-looking information contained in this news release. Material risk factors that could cause actual results to differ materially from the forward-looking information in this news release include, but are not limited to, changes in market conditions or regulatory requirements applicable to the Offering. The forward-looking information in this news release is based on the assumptions that market conditions and regulatory requirements will not change in any material respect and that the Company will be able to obtain all approvals required for the completion of the Offering, including approval of the Company’s listing on the Canadian Securities Exchange. The Company does not assume any responsibility for updating forward-looking information, except as required by law.