

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

Item 1. Name and Address of Issuer

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

Item 2. Date of Material Change

November 28, 2016

Item 3. News Release

Issued on November 28, 2016 and disseminated through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced the completion of its previously announced initial public offering (the "**Offering**") of units of the Company (the "**Units**").

Item 5.1 Full Description of Material Change

The Company completed the Offering pursuant to which the Company issued an aggregate of 2,035,000 Units at a price of C\$0.25 per Unit for gross proceeds of C\$508,750. Each Unit is comprised of one common share and one-half of one warrant. Each whole warrant is exercisable to purchase one common share at \$0.50 per share until May 25, 2018.

In connection with the Offering, Mackie Research Capital Corp. and its selling agents received a cash commission equal to 9% of the gross proceeds of the Offering and warrants exercisable to acquire up to 183,150 common shares at a price of \$0.25 per share until May 25, 2018.

A copy of the Company's news release dated November 28, 2016 announcing the completion of the Offering is attached as Schedule "A" hereto.

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

December 2, 2016.

Schedule "A"

News release dated November 28, 2016



CLOUD NINE COMPLETES INITIAL PUBLIC OFFERING
Listing on CSE under Symbol "CNI"

Vancouver, B.C – (November 28, 2016) Cloud Nine Education Group Ltd. (the "Company" or "Cloud Nine") today announced that it has completed its initial public offering (the "Offering") of 2,035,000 units of the Corporation at a price of \$0.25 per unit for aggregate gross proceeds of \$508,750. Each unit is comprised of one common share and one-half of one warrant. Each whole warrant is exercisable to purchase one common share at \$0.50 per share until May 25, 2018.

The common shares of the Company were deemed listed on the Canadian Securities Exchange (the "CSE") on November 24, 2016 and are expected to resume trading on the CSE on December 01, 2016, under the symbol "CNI".

Mackie Research Capital Corp. and its selling agents received a cash commission equal to 9% of the gross proceeds of the Offering and warrants exercisable to acquire up to 183,150 common shares at a price of \$0.25 per share until May 25, 2018.

"The successful initial public offering marks an important milestone for the Company," said Michael Hunter, President and CEO of Cloud Nine. "With this financing complete, we have fulfilled our commitment to provide liquidity for our shareholders. Management's focus now is to exploit the opportunity we have identified in an ESL industry that generates billions of dollars in revenue and has a limited number of publishers servicing a base of students that extends around the world".

A final prospectus relating to the Offering has been filed with securities commissions or similar authorities in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario, and a copy is available on SEDAR at www.sedar.com.

About Cloud Nine

Cloud Nine is a Canadian company specializing in the development and sale of its cutting-edge Cloud Nine ESL Program. The curriculum is technologically advanced and meets the needs of today's increasingly mobile student. Tablets replace textbooks and the course content includes instructional videos and internet links which learners use to supplement their in-class studies. Because the curriculum is cloud hosted and dynamic, content revisions are provided instantly and at no additional cost to the monthly licensing fee students pay to access the curriculum. The licensing fee provides a competitive alternative to the costs that students have traditionally been forced to endure for printed materials, which are static and often outdated by time students buy them. The Company also owns and operates Cloud Nine College, an accredited ESL school located in Vancouver.

For more information regarding Cloud Nine, please contact:

Michael Hunter
President and Chief Executive Officer
Telephone: +1.604.377.5572
mhunter@c9eg.com

Forward-Looking Information

Statements in this press release include certain “forward-looking information”. Statements in this news release regarding the listing and resumption of trading of the Company's shares on the CSE 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 Company as well as risk factors contained in the final prospectus for 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. The Company does not assume any responsibility for updating forward-looking information, except as required by law.