

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

Item 1 Name and Address of Company

Cloud Nine Education Group Ltd. (the “**Company**”)
#900 - 549 Howe Street
Vancouver, BC V6C 2C2

Item 2 Date of Material Change

July 27, 2017

Item 3 News Release

A news release announcing the material change described herein was disseminated through the news dissemination services of TheNewswire on July 27, 2017.

Item 4 Summary of Material Change

The Company announced the strengthening of its board of directors and management team with the appointments of Allan Larmour as an independent director and Janet Francis as Corporate Secretary.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company is pleased to announce the strengthening of its board of directors and management team with the appointments of Allan Larmour as an independent director and Janet Francis as Corporate Secretary.

Allan Larmour is an accomplished entrepreneur with over 25 years of experience in Fortune 500 companies, start-up technology companies, international sales and business development, and executive management. Mr. Larmour has been a strategic business planning and investment consultant since 2009 and holds directorship and executive leadership positions at several private and public companies. He is a professional engineer and holds a Bachelor of Applied Science degree in electrical engineering and a Bachelor of Science degree in genetics, both from the University of British Columbia.

Janet Francis has 12 years’ experience in the field of regulatory compliance and corporate governance, most recently as Director - Corporate Secretarial Services at a Vancouver-based firm. She serves as Corporate Secretary or provides corporate secretarial services to a range of public companies listed on the TSX, TSX Venture, and Canadian Securities Exchanges.

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

Not applicable.

Item 8 Executive Officer

Michael Hunter, President and Chief Executive Officer
Telephone: (604) 377-5572

Item 9 Date of Report

July 27, 2017