

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

October 24, 2017

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of TheNewswire on October 24, 2017.

Item 4 Summary of Material Change

The Company announced the appointment of Allan Larmour as President & CEO, effective immediately. Michael Hunter will become Chief Operating Officer of the Company focusing his efforts with Mr. Larmour on the advancement of the Company’s digital curriculum.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule “A” for a full description of the material change.

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

Allan Larmour
President and Chief Executive Officer
Telephone: (778) 240-7724

Item 9 Date of Report

October 24, 2017



Cloud Nine Appoints Allan Larmour as President and CEO

Vancouver, B.C. – (October 24, 2017) Cloud Nine Education Group Ltd. (the “Company” or “Cloud Nine”) (CSE: CNI) is pleased to announce the appointment of Allan Larmour as President & CEO, effective immediately.

Allan Larmour, who also serves as a director of the Company, has extensive experience in Fortune 500 and start-up technology companies including positions in international sales and executive management. Over the past decade, Mr. Larmour has managed and raised capital for both public and private companies with three successful exits. In addition, his consulting practice that specialized in strategic business planning and go to market strategies assisted many start-up companies to quickly expand in their markets.

“Cloud Nine has built a unique and proprietary cloud-based digital curriculum for the ESL marketplace that accelerates the process of learning English along with greater retention, making this an exciting scalable global opportunity. By following international standards for student outcomes and certified training methodologies Cloud Nine can train teachers on how to teach students using our digital curriculum, enabling us to market to educational institutions and other ESL schools worldwide. My plans are to expand our international distribution partners to accelerate revenue growth and market share,” stated Mr. Larmour.

Dalton Larson, Chairman of Cloud Nine stated, “All of us at Cloud Nine welcome Allan aboard the Cloud Nine team. His extensive experience in successfully building strong companies from inception to successful exit will be a great asset to our organization moving forward.”

Michael Hunter will become Chief Operating Officer of Cloud Nine focusing his efforts with Mr. Larmour on the advancement of the digital curriculum.

About Cloud Nine Education Group Ltd.

The Company specializes in the development and sale of its English language curriculum called the Cloud Nine ESL Program. The system is technologically advanced and replaces textbooks with tablets and smart phones, which better meet the needs of today’s highly mobile student base. YouTube videos and internet links are embedded in the curriculum’s core content to create a dynamic and interactive platform. The digital format gives students more robust and easily accessible learning material - over 30,000 pages with video stories - than textbooks provide.

For more information regarding Cloud Nine, please contact:

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The Company seeks safe harbor from any information provided in this news release.