

CLOUD NINE EDUCATION GROUP LTD.

Management's Discussion and Analysis

For the Nine months Ended June 30, 2018

Prepared as of August 28, 2018

Contact Information

Cloud Nine Education Group Ltd. (the “Company”)

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General

The following management discussion and analysis, prepared as of August xx, 2018 should be read together with the financial statements for the nine months ended June 30, 2018 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards (“IFRS”). The reader should also refer to the annual audited financial statements for the year ended September 30, 2017. All amounts are stated in Canadian dollars unless otherwise indicated. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Description of Business

Cloud Nine Education Group Ltd. (the “Company”) was incorporated in the Province of British Columbia on April 14, 2015, under the Business Corporations Act of British Columbia. Effective March 30, 2016, the Company changed its name from Anterior Education Holdings Ltd. to Cloud Nine Education Group Ltd. The Company’s principal business focuses on the licensing and sale of its proprietary, digitally based English as a second language (ESL) curriculum called the Cloud Nine ESL Program (“Cloud Nine Program or Cloud Nine curriculum”) to technical schools, universities, high schools and ESL providers in Canada and internationally. The company also owns and operates an ESL school located in downtown Vancouver, British Columbia.

Effective June 10, 2015 the Company completed a Plan of Arrangement with BHR Capital Corp. (“BHR”) and Cervantes Capital Corp. (“Cervantes”), whereby the Company became a reporting issuer, and BHR, and its wholly-owned subsidiaries, became a wholly-owned subsidiary of the Company. The Company’s registered office is at Suite 110, 668 Seymour Street, Vancouver, British Columbia, V6B 3K4.

The consolidated financial statements include the accounts of the Company and the following entities:

BHR Capital Corp. (“BHR”)	Wholly-owned subsidiary of the Company
Cloud Nine College Ltd. (“CNC”)	Wholly-owned subsidiary of BHR
English Canada World Organization Inc. (“EC”)	Wholly-owned subsidiary of CNC

International ESL Market – Summary Overview

While the Canadian ESL industry is fragmented and struggling to provide corporate profitability, the international ESL market continues to expand. The British Council has projected that by 2020 more than two billion people per year will be studying English worldwide. This international growth trend for ESL internationally is due in large part because the language of both business and science is increasingly conducted in English and there is no indication that this trend will abate or end in the foreseeable future.

In assessing the international ESL market, it is worth noting that for every student who is able to travel abroad to learn English, there are thousands and thousands of others who are required to remain in their home country to study. With the worldwide proliferation of the smart phone, the tablet and the computer, these ESL students are seeking out new ways to gather information and learn about what interests them. Currently, there are a very limited number of choices for the hundreds of millions of ESL students who, in 2018, are seeking a functional, mobile and accessible ESL curriculum in their own country.

At the same time, teachers need, and are seeking out new and more effective methods of compiling and transmitting information to their students, whilst administrators want to ensure budgetary restraint. The management at C9EG is of the opinion that companies with a digital based curriculum that is cost efficient, and comes with teacher training and certification, faces limited competition and have a wide and potentially profitable set of opportunities before them.

Overview

The Company's principal business is the continued development, marketing and sale of its dynamic, interactive and proprietary ESL curriculum that instructors will use in their classrooms to teach students aged 15 years and older. The curriculum replaces textbooks with tablets, while also replacing photocopying and paper documents with instructional videos and internet links. The curriculum is called the "Cloud Nine ESL Program". To effectively sell into the large ESL market Cloud Nine's go to market strategy includes partnering with worldwide and regional distributors that have strong contacts in the education market space, with a focus on the Asia-Pacific countries. In November 2017 the company signed up a worldwide distributor, Magic Lantern Media, that markets multi-media content and digital education products around the world. Cloud Nine has trained Magic Lantern Media's sales team on the company's products and has provided marketing material for their company. Magic Lantern Media has started marketing the company's digital curriculum in Canada. They have also introduced Cloud Nine to their partner and part owner, China's largest press company, with whom we are now having continued product and partner discussions. Magic Lantern Media will follow this with introductions to partners in Australia, New Zealand, Mexico, Brazil and Europe. Cloud Nine had signed up a prestigious boarding school in Quebec, Stanstead College, to use our digital curriculum for summer classes. In April 2018, Stanstead College signed an evergreen agreement to continue to use Cloud Nine's digital curriculum in their summer programs. In April 2018, Cloud Nine also signed a referral agreement with Stanstead College to introduce Cloud Nine to their affiliate partners and close contacts in the ESL market in Vietnam and China. We will continue to expand our partner program over the year.

Being able to increase clientele is predicated on being able to provide prospective (and current) clients with a curriculum which offers more than a general English studies program. To this end the Company is engaged in three activities. The first is to expand the general English curriculum so that instructors who work for our client institutions have some ability to customize the program they teach to their students. This involves developing additional components to the curriculum. Instructors would then have five mandatory components and would be able to select three of six more components to create their course.

A second feature is to develop material for learners in grades 7, 8 and 9. This would complement the program which was created for adult learners (defined as 16 years and older) and enable Cloud Nine to

offer its curriculum to high schools in addition to the universities, colleges and technical institutes which current make up our targeted clientele.

The Company owns and operates a traditional ESL school based in Vancouver, BC. The ESL school will be used to test, refine, and showcase its digital “Cloud Nine ESL Program” for clients and prospects around the world.

Curriculum Content Delivery and IP Development.

Cloud Nine’s cloud-based digital curriculum currently follows the Common European Framework of Reference (CEFR) pedagogy for teaching a language. Today, the platform supports 5 of the 6 levels in CEFR, A1, A2, B1, B2 and C1. Each level has 8 modules with 3 lessons per module. Before each lesson, Cloud Nine provides a detailed lesson plan for teachers that follows a CELTA teaching methodology. This enables teachers to quickly use our platform for teaching students from beginners to advanced. Over the next 3-6 months CNEG will continue to enhance the CEFR and CELTA capabilities. The platform is quite comprehensive and has over 31,000 pages of material. In about 5-6 months the company will start adding 4 more modules per CEFR level to provide one of the most comprehensive digital ESL platforms on the market.

Selected Financial Information

A summary of selected financial information for the year ended June 30, 2018 are as follows:

	Three months ended June 30, 2018	Three months ended March 31, 2018	Three months ended December 31, 2017	Three months ended September 30, 2017
Total assets	\$ 564,686	\$ 472,644	\$ 554,472	\$ 451,530
Intangible assets	207,389	222,389	236,739	265,529
Working capital (deficiency)	(986,688)	(819,724)	(569,316)	(568,644)
(Deficiency)/Equity	(1,306,838)	(1,043,600)	(731,842)	(434,870)
Revenue	14,160	242,633	276,671	131,545
(Loss)/Income before other expenses	(449,453)	(318,118)	(128,436)	(223,388)
Other expenses	(63,958)	(21,640)	(6,400)	(242)
(Loss)/Income from continuing operations	(295,376)	(159,806)	(175,962)	(149,972)
(Loss)/Income from discontinued operations	(159,264)	(179,952)	47,526	(242,743)

As at June 30, 2018 the Company had cash of \$5,231 and working capital deficit of \$986,688.

The Company continues to have cash flow challenges and have focused on raising capital.

On July 19, the Company sold all of the issued and outstanding shares of Cloud Nine College Ltd. and the results of operations for all periods have been classified as discontinued operations.

The Company's main business development objective is the advancement and subsequently the sale of its Cloud Nine ESL Program in Canada and internationally.

SUPPLEMENTARY FINANCIAL INFORMATION

Quarterly Results of Operations

The following tables present our unaudited consolidated quarterly results of operations for each of our last eight quarters. This data has been derived from unaudited consolidated financial statements that have been prepared on the same basis as the annual audited consolidated financial statements and, in our opinion, include all normal recurring adjustments necessary for the fair presentation of such information. These unaudited quarterly results should be read in conjunction with our audited consolidated financial statements.

	3rd Quarter	2nd Quarter	1 st Quarter	4th Quarter
Three months ended	Jun 30, 2018	March 31, 2018	Dec 31, 2018	September 30, 2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Curriculum sales	12,400	560	1,200	-
Direct costs	30,323	15,344	15,553	96
Expenses	237,818	145,022	170,208	132,149
Other expenses	57,558	21,640	6,400	9,900
Foreign exchange gain	-	-	-	3,682
(Loss)/Income from discontinued operations	(218,022)	(179,952)	47,526	(242,743)
Comprehensive loss	(454,640)	(339,758)	(128,436)	(392,715)
Loss per share-basic and diluted	0.01	0.01	0.01	0.01

	3rd Quarter	2nd Quarter	1 st Quarter	4th Quarter
Three months ended	Jun 30, 2017	March 31, 2017	Dec 31, 2016	September 30, 2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Curriculum sales	15,000	-	-	10,900
Direct costs	15,583	15,154	15,070	18,336
Expenses	250,988	90,671	78,558	41,125
Other expenses	17,030	-	242	2,758
Impairment of goodwill	-	-	-	-
Foreign exchange gain	-	-	-	18,298
Loss from discontinued operations	(19,744)	(97,494)	(144,022)	(193,982)
Comprehensive loss	(175,359)	(234,727)	(222,629)	(227,544)
Loss per share-basic and diluted	0.01	0.01	0.01	0.01

On July 19, the Company sold all of the issued and outstanding shares of Cloud Nine College Ltd. and the results of operations for the periods ending June 30, 2018 have been classified as discontinued operations.

The Company's results for the period ended June 30, 2018 are discussed throughout this document, with further information disclosed for previous quarters within the respective quarterly financial statements and related management's discussion and analysis located on SEDAR.

Results of Operations

Seasonality

We do not believe that seasonality has an effect on the digital curriculum sales.

Financial information about geographic areas

The equipment of the Company to operate the operations of the Company is located in Vancouver, Canada. The revenue from digital curriculum is worldwide, with the majority from Canada and Mexico for 2018.

Dividend Policy

We have not declared or paid any cash dividends on our common stock since our inception. Any future payment of dividends will depend upon our results of operations, financial condition, cash requirements and other factors deemed relevant by our Board of Directors

Revenue

For the quarter ended March 30, 2018, the Company generated \$12,4000 from the sale of its digital curriculum (\$14,160 for the nine months ended June 30, 2018 compared to \$15,000 for the nine months ended June 30, 2017).

The following table shows the Company's revenue for the nine months ended June 30, 2018, as compared to the nine months ended June 30, 2017

Revenue for the nine months ended June 30,	2018	2017
Digital Curriculum sales	14,160	15,000
Other income	-	-
	\$ 14,160	15,000

The Company continues to develop, refine and add more modules to its digital curriculum. The Company is in negotiations with curriculum resellers both in Canada and internationally.

The Cloud Nine ESL Program is a digitally based curriculum that is hosted in the cloud and delivered through the Company's own website by utilizing the Google Education platform provided at no cost to educators. For the nine months ended June 30, 2018, the company generated its revenue from the subscription of its digital curriculum in the amount of \$14,160 compared to \$15,000 for the same period ended June 30, 2017 from the repeat customers. The Company is currently focused on adding more components to its curriculum to be more marketable to other markets including China and Vietnam. The Company is in discussions with resellers to market its ESL curriculum in Canada and internationally.

Revenues from tuition fees are recognized on a straight-line basis over the period of instruction. The curriculum fees are fully recognized when institutions or students subscribe as these fees are non-refundable and non-transferrable. For the nine months ended June 30, 2018, the digital curriculum was amortized by \$45,000 (2017 - \$Nil).

Direct costs

Direct costs were \$45,915 for the nine months ended June 30, 2018 compared to \$55,417 for the nine months ended June 30, 2017. Direct costs include expenses such as direct wages, amortization of curriculum, and other expenses that are directly related to revenues.

	Nine months ended June 30, 2018	Nine months ended June 30, 2017
Direct wages and benefits	\$ -	54,595
Amortization – curriculum	45,000	-
Bank and credit card charges	915	822
Total	\$ 45,915	55,417

The decrease in direct wages from \$54,595 in 2017 to nil in 2018 is due to the closure of English Canada World Organization Inc. and its employees in July 2017.

	Three months ended June 30, 2018	Three months ended December 31, 2017
Direct wages and benefits	\$ -	19,258
Amortization – curriculum	15,000	-
Bank and credit card charges	17	82
Total	\$ 15,017	19,340

General and administrative expenses

General and administrative expenses consist primarily of premises costs for office, legal and professional fees, investor relations, and other general corporate and office expenses.

General and administrative expenses were \$340,842 for the nine months ended June 30, 2018, an increase of \$29,065 from the previous year \$445,314. The decrease in general and administrative expenses were caused by the following items;

- For the nine months ended June 30, 2018, Investor relations fees decreased by \$88,000 compared to the same period in 2017 and a decrease of \$44,670 compared to the second quarter of fiscal 2017. This decrease was due to higher investor relations contracts in 2017 after the IPO in December 2016.
- For the nine months ended June 30, 2018, Professional fees decreased by \$24,776 compared to the same period in 2017 since 2017 had higher level of legal fees and an increase of \$19,900 compared to the second quarter of fiscal 2017 and due to the audit fees in the second quarter of fiscal 2017.
- For the nine months ended June 30, 2018, Regulatory and filing fees decreased by \$14,918 compared to the same period in 2017 due to the initial public offering process during the

corresponding period and an increase of \$2,298 compared to the third quarter of fiscal 2017 due to filing Y/E filings in the second quarter of fiscal 2018.

- For the nine months ended June 30, 2018, stock based compensation decreased by \$85,530 compared to the same period in 2017 since in 2017, the Company issued more stock options in the same period in 2017.

Loss from continuing operations was \$513,411 for the nine months ended June 30, 2018 compared to a net loss of \$503,003 for the same period ended June 30, 2017. Net loss was impacted by \$63,958 in interest expense and \$218,022 from the loss of discontinued operations.

Other Income and Expenses

The Company accrued interest expense of \$63,958 on the convertible debentures and shareholder loans (2017 - \$17,272).

Liquidity and Capital Resources

As at June 30, 2018 the Company had cash of \$5,231 and negative working capital of \$986,688. This compares to cash of \$23,422 and negative working capital of \$558,232 in 2017.

During the nine months ended June 30, 2018, cash of \$271,639 was used in operating activities compared to using cash of \$7,596 in the prior year.

Cash of \$7,362 used in investing activities in the nine month ended June 30, 2018, compared to \$4,357 in the prior year. This increase in cash used in investing activities is due to the increase in curriculum development costs.

Net cash generated by financing activities was \$260,810 in the nine months ended June 30, 2018, which compares to cash generated by financing activity of \$306,936 in the nine months ended June 30, 2017. During the nine months ended June 30, 2018, the Company raised a total of \$157,298 through the issuance of its common shares via exercise of options.

Our future capital requirements will depend on a number of factors, including costs associated with the further development of the digital curriculum, the costs of sales and marketing overseas, and securing new distribution partners and wholesalers of the digital curriculum overseas.

Related Party Transactions

During the nine ended June 30, 2018, the Company paid or accrued salaries and benefits of \$90,000 to the CEO of the Company, \$90,000 (2017 - \$30,000) to the COO of the Company and accrued management fees of \$47,2500 (2017 - \$nil) to a Company controlled by the Chief Financial Officer (“CFO”) of the Company. The Company was indebted to the CEO for \$85,000 (2017 - \$Nil), \$65,000 to the COO (2017

- \$Nil) and \$51,180 to a Company controlled by the CFO (2017 - \$Nil).

At June 30, 2018, the Company was indebted to a former director of the Company for \$100,000 (2017 - \$100,000), pursuant to a promissory note dated September 30, 2014. The amount is non-interest bearing, unsecured and was due on September 30, 2015. On November 3, 2015, the Company entered into an agreement to extend the maturity date to December 1, 2016 for a one-time interest charge of \$20,000. The Company is in negotiation on revising the terms of the promissory note.

At June 30, 2018, the Company was indebted to a director of the Company for \$26,000 (2016 - \$26,000), pursuant to a promissory note dated August 12, 2015. The amount is unsecured and is due on demand. Pursuant to the promissory note, a one-time interest charge of \$1,000 is payable as the amount was not paid by the original maturity date on September 12, 2015. In addition, interest of 1% compounded monthly is due on the outstanding principal and interest. At June 30, 2018, the Company recognized accrued interest of \$8,736 (2017 - \$3,224).

At June 30, 2018, the Company was indebted to a director of the Company for loan totalling \$3,750 (2017 - \$3,750). The loans are unsecured, non-interest bearing, and due on demand. The loan was paid back in full on July 24, 2018.

At June 30, 2018, the Company was indebted to the COO (former CEO) of the Company for \$79,670 (2017 - \$Nil), which is non-interest bearing, unsecured and due on demand.

Director fees

The Company did not incur any directors' fees in 2018 (2017 - \$Nil).

Going concern

The Company incurred a net loss of \$731,433 (2017 - \$458,365) during the period ended June 30, 2018. As at June 30, 2018, the Company had a working capital deficiency of \$986,688 (2017 - \$558,232) and an accumulated deficit of \$4,443,786 (2017 - \$3,050,837). The operating and cash flow results raise uncertainty about the ability of the Company to continue as a going concern.

The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs and the future availability of equity or debt financing. The above facts indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements have been prepared on the basis the Company will operate as a going concern, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business. These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Contractual Obligations

On July 21, the Company sold all of the issued and outstanding shares of Cloud Nine College Ltd. and the Company does not have any contractual obligations.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

Audit committee

Our audit committee consists of three directors and reports to the Board of Directors. The audit committee meets regularly throughout the year and approved the financials statements for the nine months ended June 30, 2018.

Risks and Uncertainties

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and sundry receivable. Cash and cash equivalents balances are held with a reputable financial institution, from which management believes the risk of loss to be remote. Management believes that the credit risk concentration with respect to financial instruments included in sundry receivable is remote.

b) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2018, the Company had a cash balance of \$17,633 to settle current liabilities of \$1,004,321 and loan payables of \$274,000. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

c) Future Financing Risk

The Company is in the early stages of business and has not generated a significant amount of revenue. The Company will likely operate at a loss until its business becomes established and the Company may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional Shares, control may change and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating.

d) Going-Concern Risk

The Company's Financial Statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The Financial Statements do not give effect to any

adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

e) Increased Costs of Being a Publicly Traded Company

As the Company will have publicly-traded securities, significant legal, accounting and filing fees will be incurred that at present, are not. Securities legislation and the rules and policies of the Exchange require publicly listed companies to, among other things, adopt corporate governance policies and related practices and to continuously prepare and disclose material information, all of which will significantly increase legal, financial and securities regulatory compliance costs.

f) Technology Risk

The Company's products and services are partially dependent upon advanced technologies which are susceptible to rapid technological changes. There can be no assurance that the Company's products and services will not be seriously affected by, or become obsolete as a result of, such technological changes. Further, some of the Company's services and products are currently under development and there can be no assurance that the Company's development efforts will result in viable results as conceived by the Company or at all.

There is a risk that technologies similar to the Company's Cloud 9 ESL Program could reach the market before its own; that similar products may be developed after the Cloud Nine ESL Program which may include features more appealing to customers; and that other products competing with the Company's Cloud Nine ESL Program may use advanced technology not yet incorporated in the Company's Cloud Nine ESL Program. There is also a risk that certain consumers may not accept or adopt the Company's Cloud Nine ESL Program. The occurrence of any of these events could negatively impact the level of interest generated in the Cloud 9 ESL Program and thus limit the potential revenues to be generated by the Cloud Nine ESL Program.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The Company is not involved in any hedging program, nor is it a party to any financial instruments that may have an impact on its financial position.

Critical Accounting Policies

A detailed summary of all the Company's significant accounting policies is included in Note 2 to the audited financial statements for the year ended September 30, 2017.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the general operations of the Company and facilitate the liquidity needs of its operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the

business. The Company defines capital to include its working capital position, capital stock and accumulated deficit.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended June 30, 2018. The Company is not subject to externally imposed capital requirements.

Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value. The following table summarizes the outstanding share capital as of August 22, 2018:

	<u>Number of shares</u>	<u>Exercise price</u>	<u>Expiry date</u>
Issued and outstanding common shares at August 28, 2018	36,907,519		
Warrants outstanding	1,435,771	\$0.30	May 19, 2019
Options outstanding	3,290,000	\$0.07-0.13	September 5, 2019 to January 2, 2023
Fully diluted at August 28, 2018	<u>44,633,290</u>		

The Company has a stock option plan (the "Plan") for directors, officers, key employees and consultants of the Company. The number of common shares subject to the options granted under the Plan is limited to 10% of the issued and outstanding common shares of the Company and no one person may receive in excess of 5% of the outstanding common shares of the Company. Currently no options have been granted or are outstanding.

Management's Responsibility for Financial Information

The Company's financial statements are the responsibility of the Company's management and have been approved by the board of directors. The financial statements were prepared by the Company's management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements include certain amounts based on the use of estimates and assumptions.

Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Approval

On August 28, 2018, the Board of Directors of Cloud Nine Education Group Ltd. has approved the disclosure contained in this MD&A.