

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

Item 1 Name and Address of Company

Cloud Nine Education Group Ltd. (the "Company")
Suite 110, 668 Seymour Street
Vancouver, BC
V6B 3K4

Item 2 Date of Material Change

October 4, 2018

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 Stockwatch and Baystreet on October 4, 2018.

Item 4 Summary of Material Change

The Company announced settlement of outstanding debt through the issuance of 450,000 common shares (the "Shares") at a deemed price of \$0.10 per Share in the aggregate amount of \$45,000 owed to Michael Hunter following his resignation as Chief Operating Officer and Director of the Company.

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 4, 2018



Cloud Nine Announces Shares for Debt Transaction

Vancouver, B.C. – (October 04, 2018) Cloud Nine Education Group Ltd. (the "Company" or "Cloud Nine") (CSE: CNI) announces that it has settled outstanding debt through the issuance of 450,000 common shares (the "Shares") at a deemed price of \$0.10 per Share in the aggregate amount of \$45,000 owed to Michael Hunter following his resignation as Chief Operating Officer and Director to pursue other interests.

Shares issued under the terms of the abovementioned debt settlement are subject to necessary regulatory approvals in accordance with applicable securities laws, including approval of the Canadian Securities Exchange (the "CSE") and pricing and release restriction as set out under the current CSE policies.

About Cloud Nine Education Group Ltd.

The Company specializes in the development and sale of cutting edge curriculums for non-native English speakers. Courses are cloud-hosted and technologically advanced. Textbooks are primarily replaced with smartphones and tablets which better meet the needs of today's highly mobile student base. Links to the internet and custom-made videos are embedded in the curriculum's core content to create a dynamic and interactive platform.

On Behalf of the Board of Cloud Nine Education Group Ltd.

"Allan Larmour"

President and Chief Executive Officer

For more information regarding Cloud Nine, please contact:

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Investor Relations

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Forward-Looking Statements

The forward-looking statements and information contained in this news release is made as of the date of this news release and, except as required by applicable law, the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statement and information, whether as a result of new information, future events or otherwise. By its very nature, such forward-looking statements and information requires the Company to make assumptions that may not materialize or that may not be accurate. This forward-looking information is subject to known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such information.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.