

**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

March 21, 2019

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 March 20, 2019.

Item 4 Summary of Material Change

The Company announced it has received Canadian Securities Exchange approval to consolidate all of the Company’s issued and outstanding common shares (the “**Common Shares**”) on the basis of every five (5) old Common Shares being consolidated into one (1) new Common Share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its news release dated February 20, 2019, it has received Canadian Securities Exchange approval to consolidate all of the Company’s issued and outstanding common shares (the “**Common Shares**”) on the basis of every five (5) old Common Shares being consolidated into one (1) new Common Share (the “**Share Consolidation**”).

At the opening of trading on March 21, 2019 (the “**Effective Date**”) the new CUSIP and ISIN numbers of the Company will change to 18912L300 and CA18912L3002.

The company’s name and trading symbol will not change as a result of the Share Consolidation.

Please see the news release attached hereto 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

March 21, 2019.



Cloud Nine Education Group Ltd. Announces Effective Date of Share Consolidation

Vancouver, B.C. – (March 20, 2019) Cloud Nine Education Group Ltd. (the “**Company**” or “**Cloud Nine**”) (CSE:CNI) today announces that further to its news release dated February 20, 2019, it has received Canadian Securities Exchange approval to consolidate all of the Company’s issued and outstanding common shares (the “**Common Shares**”) on the basis of every five (5) old Common Shares being consolidated into one (1) new Common Share (the “**Share Consolidation**”).

At the opening of trading on March 21, 2019 (the “**Effective Date**”) the new CUSIP and ISIN numbers of the Company will change to 18912L300 and CA18912L3002.

The company’s name and trading symbol will not change as a result of the Share Consolidation.

Registered shareholders of the Company will receive a letter of transmittal (the “**LT**”) from the Company’s transfer agent, Computershare, as soon as practicable after the Effective Date. The LT will enable registered shareholders to exchange their old share certificates representing pre-consolidation Common Shares for post-consolidation Common Shares. Until surrendered, each share certificate representing pre-consolidation Common Shares will represent the number of whole post-consolidation Common Shares to which the holder is entitled as a result of the Share Consolidation.

Shareholders who hold their common shares in brokerage accounts or in “street name” are not required to take any action to effect the exchange of their Common Shares.

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 3,000 pages with video stories - than textbooks provide. Teachers enjoy the engaging format for interaction with students.

For more information regarding Cloud Nine, please contact:

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Forward-Looking Information

Statements in this press release include certain “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 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 and that the Company will be able to obtain all approvals required for the completion of the Offering, including approval of the Company's listing on the Canadian Securities Exchange. The Company does not assume any responsibility for updating forward-looking information, except as required by law.