



Cloud Nine Education Group Ltd. Announces Closing of Private Placement.

Vancouver, B.C. – (April 4, 2019) Cloud Nine Education Group Ltd. (the “**Company**” or “**Cloud Nine**”) (CSE:CNI) today announces it has closed a non-brokered private placement issuing a total of 8,640,546 units (a “**Unit**”) at \$0.075 per Unit for gross proceeds of \$648,040.95 (the “**Private Placement**”).

Each Unit consisted of one common share in the capital of the Company (each, a “**Share**”) and two (2) one-half of one transferable common share purchase warrants (each, a “**One-Half Warrant**”) and each whole warrant, a “**Warrant**”), with each Warrant comprised of two half warrants.

The first One-Half Warrant (each, a “**Warrant 1**”) entitles the holder thereof to acquire one Share (each, a “**Warrant Share 1**”) at a price of **\$0.15** per Warrant Share 1 until 5:00 p.m. (Vancouver time) on or before March 28, 2021, subject to an acceleration provision whereby if the common shares of the Company trade at a price on the Canadian Securities Exchange (or such other exchange on which the common shares may be traded at such time) (the “**Exchange**”) of **\$0.25** or greater per Share for a period of **10** consecutive trading days after four months and one day from the closing of the Offering (the “**Closing**”), the Company may accelerate the expiry of the Warrant 1s by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of Warrant 1s) and, in such case, the Warrant 1s will expire on the **31st** day after the date of such notice.

The second One-Half Warrant (each, a “**Warrant 2**”) entitles the holder thereof to acquire one Share (each, a “**Warrant Share 2**”) at a price of **\$0.30** per Warrant Share 2 until 5:00 p.m. (Vancouver time) on or before March 28, 2021, subject to an acceleration provision whereby if the common shares of the Company trade at a price on the Exchange of **\$0.50** or greater per Share for a period of **10** consecutive trading days after four months and one day from the closing of the Offering (the “**Closing**”), the Company may accelerate the expiry of the Warrant 2s by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of Warrant 2s) and, in such case, the Warrant 2s will expire on the **31st** day after the date of such notice.

Proceeds from the Private Placement will be used for general working capital, corporate and administrative purposes.

The securities distributed pursuant to the Private Placement are subject to a statutory hold period of four months and one day that expires on July 29, 2019. No fees were paid in connection to this Private Placement.

Allan Larmour, a Director and the Chief Executive Officer of the Company purchased 535,947 Units at a price of \$0.075 per Unit. Peter Lee, a Director of the Company purchased 500,000 Units at a price of \$0.075 per Unit. Kulwant Sandher, the Chief Financial Officer of the Company indirectly purchased 200,000 Units at a price of \$0.075 per Unit. Their participation is considered to each be a “related party transaction” within the meaning of Multilateral Instrument 61-101 (“**MI 61-101**”). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of such participation as neither the fair market



value of the shares issued to, nor the consideration paid by, such persons exceeds 25% of the Company's market capitalization.

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.

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Forward-Looking Information

Statements in this press release include certain "forward-looking information" including the statement about the use of proceeds of the Private Placement. 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.