

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

Item 1 Name and Address of Company

Cloud Nine Education Group Ltd. (the “Company”)
Suite 1080 – 789 West Pender Street
Vancouver, BC, V6C 1H2

Item 2 Date of Material Change

July 1, 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 July 2, 2019.

Item 4 Summary of Material Change

The Company announced that effective July 1, 2019, it has appointed Mr. Kulwant Sandher as the Company’s Chief Financial Officer, and changes to the Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that effective July 1, 2019, its board of directors has appointed Mr. Kulwant Sandher as the Company’s new Chief Financial Officer. Mr. Sandher succeeds Peter Lee who has resigned from his position as CFO of the Company and is now the CEO of Cloud Nine College based in Vancouver, B.C. Peter Lee will also join the board of directors of the Company, replacing Mr. Jim Matkin who has retired from his position as director of the Company.

Please see the news release attached as Schedule A for additional information.

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

July 2, 2019.

Schedule A

Cloud Nine Education Group Announces Changes in Chief Financial Officer and the Board of Directors

Vancouver, B.C. – (July 2, 2019) Cloud Nine Education Group Ltd. (the “Company” or “Cloud Nine”) (CSE: CNI) announces that, effective July 1, 2019, its board of directors has appointed Mr. Kulwant Sandher as the Company’s new Chief Financial Officer. Mr. Sandher succeeds Peter Lee who has resigned from his position as CFO of the Company and is now the CEO of Cloud Nine College based in Vancouver, B.C. Peter Lee will also join the board of directors of the Company, replacing Mr. Jim Matkin who has retired from his position as director of the Company. The Company wishes to thank both Mr. Lee and Mr. Matkin for their service and contributions to the Company.

Mr. Kulwant Sandher is a Chartered Professional Accountant with over 25 years of experience in business and finance. Mr. Sandher graduated from Queen Mary, University of London in 1986 with a B.Sc. degree (Eng.) in Avionics. Mr. Sandher became a Chartered Accountant in England in 1991 and received his Chartered Professional Accountant designation in Canada in 1997. He has held leadership roles as a chief financial officer in various private and public companies. Mr. Allan Larmour, President & CEO of Cloud Nine, states, “We are very pleased to have Mr. Sandher joined the Company as CFO with his extensive experience as CFO for technology companies. I believe Mr. Kulwant will contribute significantly to our overall strategy and growth in the burgeoning digital ESL marketplace.”

About Cloud Nine Education Group Ltd.

The Company specializes in the development and sale of its cloud-based digital English language curriculum, designed for teachers to be taught in a classroom environment. 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. Supporting international standards and best practices, comprehensive lesson plans for each lesson, flipped classroom assignments and support for Google Classroom, positions the company to be a leader in the digital ESL marketplace. Multimedia 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 with over 3,000 pages accessible through the cloud.

For more information regarding Cloud Nine, please contact:

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Email: psearle@c9eg.com

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