

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cloud Nine Education Group Ltd. (the “**Company**”)
Suite 610, 700 West Pender Street
Vancouver, British Columbia V6C 1G8

Item 2 Date of Material Change

February 3, 2021

Item 3 News Release

The news release dated February 3, 2021 was disseminated via Stockwatch.

Item 4 Summary of Material Change

The Company announced that it has closed a non-brokered private placement of 6,235,666 units for gross proceeds of \$1,870,700.

Item 5 Full Description of Material Change.

5.1 Full Description of Material Change

See the attached news release 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

None.

Item 8 Executive Officer

Allan Larmour, President and Chief Executive Officer
Telephone: 778-240-7724

Item 9 Date of Report

February 3, 2021

CLOUD NINE EDUCATION GROUP LTD.

Suite 610, 700 West Pender Street
Vancouver, British Columbia
V6C 1G8

CSE: CNI

NEWS RELEASE

CLOUD NINE CLOSES \$1.87 MILLION NON-BROKERED PRIVATE PLACEMENT

Vancouver, B.C., February 3, 2021 – Cloud Nine Education Group Ltd. (CSE:CNI) ("**Cloud Nine**" or the "**Company**") is pleased to announce that it has closed the first tranche of its non-brokered private placement of 6,235,666 units (each, a "**Unit**") for gross proceeds of \$1,870,700 (the "**Offering**").

Each Unit consists of one (1) common share in the capital of the Company (each, a "**Share**") and one-half (½) of one (1) transferable common share purchase warrant (each, a "**Warrant**"). Each whole Warrant entitles the holder to acquire one (1) Share at a price of \$0.75 per Share for a period of twelve (12) months following the date of closing of the Offering.

The net proceeds from the Offering are expected to be used to fund the Company's general working capital.

In connection with the Offering, the Company shall pay to an eligible person, a finder's fee of \$30,456 and issue 40,608 finder's warrants (the "**Finder's Warrant**"). The Finder's Warrants are non-transferable and exercisable on the same terms as the Warrants issued under the Offering.

All securities to be issued pursuant to the Offering will be subject to a four (4) month and one (1) day hold period in accordance with applicable Canadian securities laws.

None of the foregoing securities will be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

ON BEHALF OF THE BOARD

Cloud Nine Education Group Ltd.

Allan Larmour
CEO

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy of accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contain herein.

Disclaimer for Forward-Looking Information

Certain statements in this press release are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the use of proceeds of the Offering. Such statements are qualified in their entirety by the inherent risks and uncertainties that the proceeds of the Offering may be used other than as set out in this news release and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.