

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: **Cloud Nine Education Group Ltd. (the "Issuer")**

Trading Symbol: **CNI**

Date: **July 11, 2018**

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **June 26, 2018**

Issued and Outstanding Securities of Issuer Prior to Issuance: **37,407,519**

Date of News Release Announcing Private Placement: **Not applicable**

Closing Market Price on Day Preceding the Issuance of the News Release: **Issuer relying on market price of \$0.05 per common share of the Issuer (a "Common Share") as at June 26, 2018, the filing date of the initial Form 9; current market price per Common Share as at July 11, 2018, is \$0.04**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date (1)	Describe relationship to Issuer (2)
H.L.G. Vancouver, BC	630,000	\$0.10 per Common Share	Not applicable	NI 45-106, § 2.3	Nil	July 13, 2018	Unrelated
P. L. Vancouver, BC	290,000	\$0.10 per Common Share	Not applicable	NI 45-106, § 2.5	700,000 Common Shares & 500,000 securities convertible into Common Shares	July 13, 2018	Related
Y.L. Surrey, BC	1,580,000	\$0.10 per Common Share	Not applicable	NI 45-106, § 2.3	Nil	July 13, 2018	Unrelated
SUBTOTAL:	2,500,000 Common Shares	\$250,000 in gross proceeds raised					

Suntec Holdings Corp.	125,000	\$0.10 per Common Share (deemed)	Not applicable	NI 45-106, § 2.14	Nil	July 13, 2018	Unrelated
SUBTOTAL: (shares for debt)	125,000 Common Shares	\$12,500 in debt settlement					
TOTAL:	2,625,000 Common Shares	\$250,000 gross proceeds raised & \$12,500 debt settled					

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: **The private placement will raise \$250,000 in gross proceeds and settle an additional \$12,500 in debt.**
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **The proceeds from the private placement will be used for working capital and for general corporate purposes.**
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable**
- If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **Please refer to table above. With this private placement, the Issuer intends to issue 125,000 Common Shares in order to settle a bona fide debt to an unrelated party.**
- Description of securities to be issued:
 - Class: **Common Shares**
 - Number: **2,625,000 Common Shares**
 - Price per security: **\$0.10 per Common Share**
 - Voting rights: **Each Common Share entitles the holder to one vote**
- Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - Number: **Not applicable**
 - Number of securities eligible to be purchased on exercise of Warrants (or options): **Not applicable**

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- (c) Exercise price: **Not applicable**
- (d) Expiry date: **Not applicable**
7. Provide the following information if debt securities are to be issued: **Not applicable**
- (a) Aggregate principal amount: **Not applicable**
- (b) Maturity date: **Not applicable**
- (c) Interest rate: **Not applicable**
- (d) Conversion terms: **Not applicable**
- (e) Default provisions: **Not applicable**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer) **Suntec Holdings Corp., Suite 2008, 5511 Hollybridge Way, Richmond, British Columbia, V7C 03A (Anna Gou holds 100% of Suntec Holdings Corp.)**
- (b) Cash: **Not applicable**
- (c) Securities: **250,000 Common Shares**
- (d) Other: **Not applicable**
- (e) Expiry date of any options, warrants, etc.: **Not applicable**
- (e) Exercise price of any options, warrants etc.: **Not applicable**
8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: **The finder, Suntec Holdings Corp., is an unrelated party to the Issuer.**
9. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.): **Not applicable**
10. State whether the private placement will result in a change of control. **Not applicable**
11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **Not applicable**

12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **Not applicable**
2. Provide details of the acquisition including the date, parties to and type of agreement (e.g.: sale, option, license, etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **Not applicable**
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: **Not applicable**
 - (a) Total aggregate consideration in Canadian dollars: **Not applicable**
 - (b) Cash: **Not applicable**
 - (c) Securities (including options, warrants etc.) and dollar value: **Not applicable**
 - (d) Other: **Not applicable**
 - (e) Expiry date of options, warrants, etc. if any: **Not applicable**
 - (f) Exercise price of options, warrants, etc. if any: **Not applicable**
 - (g) Work commitments: **Not applicable**
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation, etc.). **Not applicable**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Not applicable**
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: **Not applicable**
7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **Not applicable**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **Not applicable**

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **Not applicable**
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **Not applicable**

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated July 11, 2018

Allan Larmour
Name of Director or Senior Officer

/s/ Allan Larmour
Signature

Chief Executive Officer, Director
Official Capacity