

**CLOUD NINE EDUCATION GROUP LTD.
(THE "COMPANY")**

CERTIFIED RESOLUTIONS

I, Allan Larmour, President, Chief Executive Officer and Director of the Company, hereby certify, for and on behalf of the Company and not in my personal capacity, that the following are true and correct extracts of the resolutions approved by the directors of the Company on February 19, 2019, which resolutions have not been rescinded or amended and are in full force and effect as of the date hereof:

WHEREAS:

- A. pursuant to the Articles of the Company, the the board of directors wishes to consolidate all of the issued and outstanding common shares of the Company on the basis of every **five (5)** old common shares being consolidated into **one (1)** new common share (the "**Share Consolidation**");
- B. any fraction share remaining after giving effect to the aforementioned Share Consolidation will be cancelled.

IT IS HEREBY RESOLVED THAT

- 1. subject to approval of the Canadian Securities Exchange (the "**Exchange**"), the Share Consolidation on the basis of every **five (5)** old common shares being consolidated into **one (1)** new common share above be and is hereby approved;
- 2. any remaining fractional share after giving effect of the Share Consolidation will be cancelled is hereby approved
- 3. the application to the Exchange for approval of the Share Consolidation and the listing of the common shares of the Company on a post-consolidation basis be and is hereby ratified, confirmed and approved and that any one director or officer of the Company be and is hereby authorized to file with the Exchange all documents, certificates, declarations, and other things as may be necessary or advisable in connection with the Share Consolidation and such listing; and
- 4. any one director or officer of the Company is hereby authorized and directed, in the name of and on behalf of the Company, to take all such actions, do all such things, enter into, execute, affix the common seal of the Company to and deliver or cause to be delivered all such documents, agreements, and writings, as they may in their sole discretion deem necessary or advisable in connection with any of the matters referred to in the preceding resolutions, or any of them, or in respect thereof, or in connection with any actions to be taken by the Company in the performance and fulfilment of its obligations as contemplated by the agreements and the transactions referred to in the preceding resolutions and execution by any one director or officer of the Company will be conclusive proof of their authority to act on behalf of the Company.

DATED this 15th day of March, 2019.

Signed: "*Allan Larmour*"

ALLAN LARMOUR
President, Chief Executive Officer and Director