

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES<sup>1</sup>** **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of CNSX Issuer: **Kenieba Goldfields Ltd.** (the "Issuer").

Trading Symbol: **KEN**.

Date: **December 29, 2014**.

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

If yes provide date(s) of prior Notices: **N/A**.

Issued and Outstanding Securities of Issuer Prior to Issuance: **24,065,868**.

Date of News Release Announcing Private Placement: **December 22, 2014**.

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.055**.

**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 relations -hip to Issuer (2)
TBA							

(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.

<sup>1</sup>An 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.

1. Total amount of funds to be raised: **\$750,000**\_\_\_\_\_.
2. 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. **Unallocated working capital**\_\_\_\_\_.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable**\_\_\_\_\_.
4. 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. **Not applicable**
5. Description of securities to be issued:
  - (a) Class **Common shares**\_\_\_\_\_.
  - (b) Number : **15,000,000 common shares**\_\_\_\_\_.
  - (c) Price per security **\$0.05**\_\_\_\_\_.
  - (d) Voting rights **One vote per share**\_\_\_\_\_.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **Nil**
  - (a) Number \_\_\_\_\_.
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_.
  - (c) Exercise price \_\_\_\_\_.
  - (d) Expiry date \_\_\_\_\_.
7. Provide the following information if debt securities are to be issued:
  - (a) Aggregate principal amount \_\_\_\_\_.
  - (b) Maturity date \_\_\_\_\_.
  - (c) Interest rate \_\_\_\_\_.
  - (d) Conversion terms \_\_\_\_\_.
  - (e) Default provisions \_\_\_\_\_.

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):  
**TBA**.
  - (b) Cash **TBA**.
  - (c) Securities\_\_\_\_\_.
  - (d) Other\_\_\_\_\_.
  - (e) Expiry date of any options, warrants etc.\_\_\_\_\_.
  - (f) Exercise price of any options, warrants etc.\_\_\_\_\_.
9. 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 \_\_\_\_\_.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). \_\_\_\_\_.
11. State whether the private placement will result in a change of control. \_\_\_\_\_.
12. 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. \_\_\_\_\_.
13. 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 Multilateral 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: **all of the issued and outstanding shares of EA Education Group Inc. ("EAEG") in consideration for issuing to the owners of EAEG, Wen Xu and Weidong Wang (collectively, the "EA Founders") an aggregate of 120,000,000 common shares of the Company at a deemed price of \$0.05 per share for an aggregate compensation of \$6,000,000. EAEG is presently in the business of acting as (i) an education service provider (ii) an active promoter of international education & cultural exchange between Canada and China; and (iii) a provider of comprehensive student housing services for international junior and senior high school students in Canada. Its education service provide is currently primarily for international junior and senior high school students, however it has intentions of widening the services it offers to include Canadian students and other age groups.**
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: 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: **Share purchase agreement dated December 19, 2014 among the Issuer, and Wen Xu and Weidong Wang (collectively, the "EA Founders"). The EA Founders are arm's length parties to the Issuer.**
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:
  - (a) Total aggregate consideration in Canadian dollars: **\$6,000,000**.
  - (b) Cash: **Not applicable**.
  - (c) Securities (including options, warrants etc.) and dollar value: **120,000,000 common shares at a deemed price of \$0.05 per share**.
  - (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)  
**arm's length negotiation supported by a third party valuation**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Valuation report dated December 12, 2014 by RWE Growth Partners, Inc. concluding that the fair market value of EAEG as of October 31, 2014 is in the range of \$5.9 million to \$6.7 million, with a midpoint fair market value of \$6.3 million.**
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:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by (prior to issuance)	Describe relationship to Issuer <sup>(1)</sup>
Wen Xu	72,000,000 common shares	\$0.05	N/A	s.2.12	Nil	Arm's length
Weidong Wang	48,000,000 common shares	\$0.05	N/A	s.2.12	Nil	Arm's length
<b>TOTAL</b>	<b>120,000,000</b>					

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **1) reviewed minute books of EAEG to confirm EA Vendors shareholdings and no other shares outstanding; 2) included representations of good title in share purchase agreement; 3) reviewed audited financial statements of EAEG; 4) requested preparation of valuation report; 5) viewed material agreements of EAEG including but not limited to consulting agreements, leases, and co-operative agreements with partners of EAEG;**

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.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (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): Not applicable.
  - (b) Cash Not applicable.
  - (c) Securities Not applicable.
  - (d) Other Not applicable.
  - (e) Expiry date of any options, warrants etc. Not applicable.
  - (f) Exercise price of any options, warrants 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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated December 29, 2014

Simon Tam  
Name of Director or Senior Officer

"Simon Tam"  
Signature

Director  
Official Capacity