

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: **CNI**

Date: **January 15, 2018**

1. New Options Granted:

Date of Grant: **January 2, 2018**

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Kevin Kowbel	Consultant	No	400,000	\$0.07	January 2, 2023	Nil

Total Number of optioned shares proposed for acceptance: **400,000**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Marilyn Wong	75,000	\$0.10	April 22, 2015	April 22, 2020
Stacy Wickett	20,000	\$0.10	April 22, 2015	April 22, 2020
Cameron Metcalf	20,000	\$0.10	April 22, 2015	April 22, 2020
Fergus Fadden	25,000	\$0.10	April 22, 2015	April 22, 2020
Cory Thomas	5,000	\$0.10	April 22, 2015	April 22, 2020
Kulwant Sandher	175,000	\$0.14	April 4, 2017	April 4, 2022
James Matkin	100,000	\$0.14	April 4, 2017	April 4, 2022
Fergus Fadden	100,000	\$0.14	April 4, 2017	April 4, 2022
Jason Deering	50,000	\$0.14	April 4, 2017	April 4, 2022
Cory Thomas	25,000	\$0.14	April 4, 2017	April 4, 2022
Jefferson Li	25,000	\$0.14	April 4, 2017	April 4, 2022
Cameron Metcalf	25,000	\$0.14	April 4, 2017	April 4, 2022
Stacy Wickett	25,000	\$0.14	April 4, 2017	April 4, 2022
Allan Larmour	100,000	\$0.14	July 26, 2017	July 26, 2022
Betty Riske	25,000	\$0.14	September 5, 2017	September 5, 2019
David Palmieri	25,000	\$0.14	September 5, 2017	September 5, 2019
Dustin Riske	25,000	\$0.14	September 5, 2017	September 5, 2019
Simone Riske-Falco	25,000	\$0.14	September 5, 2017	September 5, 2019
Sherri Duperron	300,000	\$0.08	November 21, 2017	November 21, 2022
Alissa Levy	500,000	\$0.06	December 8, 2017	December 8, 2022
Kant Trivedi	500,000	\$0.06	December 8, 2017	December 8, 2022

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

Shareholder approval was not required for the grant of options.

- (b) State the date of the news release announcing the grant of options.

Not applicable

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- (c) State the total issued and outstanding share capital at the date of grant or amendment.

As of the date of grant, a total of 36,507,519 common shares of the Issuer are issued and outstanding.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

The aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options represent 7.04% of the issued and outstanding shares of the Issuer.

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

The number of remaining shares reserved for issuance under the Issuer's Stock Option Plan equals 1,080,751.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Not applicable

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

There are no proposed material changes in the affairs of the Issuer.

4. 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.
2. As of the date hereof there is no 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 CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated January 15, 2018

Allan Larmour
Name of Director or Senior Officer

/s/ "Allan Larmour"
Signature

President, CEO, Director
Official Capacity