

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

City View Green Holdings Inc.  
345 Danforth Avenue  
Toronto, ON M4K 1N7

**Item 2. Date of Material Change**

April 3, 2025

**Item 3. News Release**

A News Release dated and issued April 3, 2025 through Newsfile Corp. and SEDAR+.

**Item 4. Summary of Material Change**

City View Green Holdings announced a proposed change of business, a proposed spinout of 2590672 Ontario Inc. and a change of auditor.

**Item 5. Full Description of Material Change**

See news release, a copy of which is attached hereto.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

Rob Fia, President  
Telephone: 416.722.4994

**Item 9. Date of Report**

April 3, 2025

# City View Green Holdings Inc. Announces Proposed Change of Business and Spin-Out of 2590672 Ontario Inc

Toronto, Ontario--(Newsfile Corp. - April 3, 2025) - City View Green Holdings Inc. (CSE: CVGR) (OTC Pink: CVGRF) (the "Company" or "City View"), an innovative Canadian-based cannabis-infused edibles manufacturing company, announces that after a thorough evaluation of the Company's existing resources and a review of strategic options for the corporation generally, City View's board of directors and management determined to refocus its business operations from an "cannabis issuer" to an "investment issuer" (the "Proposed COB").

The Board of the Company believes that its network of business contacts, the depth of experience of its management team and its overall entrepreneurial approach will enable it to identify and capitalize upon investment opportunities as an "investment issuer". Any proposed investments in third parties will be conditional upon the Company obtaining shareholder approval for the Proposed COB. If shareholders approve the Proposed COB, City View's primary focus will be to seek returns through investments in the securities of other companies. City View will continue to review opportunities to extract residual value from its existing assets, provided City View may abandon some or all of such assets if it determines appropriate.

If the Proposed COB is approved by shareholders, City View will continue its operations as a diversified investment and merchant banking firm focused on public companies and commodities. City View's proposed investment activities will include (i) public companies, (ii) near public companies and private capital, (iii) global venture capital initiatives and (iv) strategic physical commodities. However, City View may take advantage of special situations and merchant banking opportunities, as such opportunities arise, and make investments in other sectors which the Company identifies from time to time as offering particular value. The investment objective of City View will be to provide investors with long-term capital growth by investing in a portfolio of undervalued companies.

The Proposed COB considered a fundamental change / change of business under Policy 8 of the Canadian Securities Exchange ("CSE") and, as such, will subject to all of the requirements of Policy 8 including, but not limited to, CSE and shareholder approval.

As part of the Proposed COB, City View has entered into an agreement of principle with an arm's length party (the "Target") whereby the Company will acquire an ownership interest in the Target in exchange for the issuance of shares in the capital of City View (the "Proposed Acquisition").

The Target is a technology company whose primary focus is assisting online creators and influencers monetize their YouTube, Twitch and X livestreams by matching the individual creators and influencers with brands. The individual creators and influencers will be able to control their content directly through the Targets proprietary live broadcast software. The creators and influencers will use the proprietary live broadcast software to integrate the ads into their livestreams. The Target, using AI, will be able to track all interactions by the viewers with the ads, bill the advertisers accordingly and remit payment to the creators and influencers.

City View is still conducting its due diligence investigations of the Target and no definitive agreement has been entered into between the Company and Target and there can be no assurance that any agreement will be entered into.

As part of the Proposed COB, City View announces its intention to spin-out (the "Spin-Out Transaction") its wholly owned subsidiary, 2590672 Ontario Inc. ("SubCo"). Following the Spin-Out Transaction, the Company will remain a reporting issuer with a view to completing a reverse take-over transaction with a business that has yet to be identified.

City View expects that the Spin-Out Transaction will increase shareholder value by providing Shareholders more flexibility as to their specific investment strategy and risk profile, as it would enable Shareholders to realize the expected growth and returns from the cannabis sector through direct ownership in SubCo.

It is anticipated that the Spin-Out Transaction will be completed pursuant to a statutory plan of arrangement (the "Arrangement") pursuant to the *Business Corporations Act* (British Columbia) and will be subject to Canadian Securities Exchange ("CSE"), regulatory and court approval, as well as shareholder approval by not less than two-thirds of the votes cast at an annual special meeting (the "Meeting") of City View shareholders. City View will apply for an interim order from the Supreme Court of British Columbia in the first quarter of 2025 (the "Interim Order"), authorizing the Company to call a special meeting of Shareholders to approve the Arrangement. Full details of the Spin-Out Transaction will be included in the management information circular (the "Circular") to be sent to the Company's shareholders in connection with the Meeting.

The exchange ratio for the Shareholders to receive shares of SubCo has not yet been determined. No Company options or warrants will entitle the holders to receive any shares or other convertible securities of SubCo, except to the extent such holders exercise such options or warrants, as the case may be, to acquire common shares of City View prior to the effective date of the Arrangement. There will be no change in shareholders' holdings in City View as a result of the Arrangement.

It is anticipated that SubCo will submit an application to the CSE to have its common shares listed for trading through the facilities of the CSE. Final listing approval will be subject to SubCo satisfying all of the listing conditions of the CSE.

After careful consideration, the Board of Directors has unanimously determined that the Arrangement is in the best interests of the Company. A description of the various factors considered by the Board of Directors in arriving at this determination will be provided in Circular.

Completion of the Arrangement is subject to a number of customary conditions, including the following:

- (a) City View obtaining the requisite approval of Shareholders at the Meeting;
- (b) the approval of the Supreme Court of British Columbia;
- (c) CSE approval of the Arrangement by; and
- (d) CSE approval for the listing of the SubCo Shares upon completion of the Arrangement.

Further details, including management and board composition, will be contained in the Circular, which will be mailed to shareholders in advance of the Meeting following receipt of the Interim Order. Shareholders are cautioned that there can be no assurance that the Arrangement will be completed on the terms described herein or at all.

*Completion of the Proposed COB is subject to a number of conditions, including the acceptance and approval of City Views disclosure document by the CSE and shareholder approval. The Proposed COB cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed COB will be accepted by the CSE and/or completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular and/or listing statement to be prepared in connection with the Proposed COB, any information released or received with respect to the Proposed COB may not be accurate or complete and should not be relied upon. Trading in the securities of City View should be considered highly speculative.*

*The CSE has in no way passed upon the merits of the Proposed COB and has neither approved nor disapproved the contents of this press release.*

The Company also announces that it has changed its auditor from Zeifmans LLP ("Former Auditor") to Horizon Assurance LLP ("Successor Auditor"). The change of auditor occurred at the request of the

Company. The Former Auditor was terminated as the auditor of the Company effective March 24, 2025, and the board of directors of the Company appointed the Successor Auditor as the Company's auditor effective March 24, 2025. The change of auditor has been approved by the Company's board of directors and its audit committee. In compliance with applicable regulatory requirements, the appointment of the Successor Auditor will be brought before the next shareholders' meeting.

There were no reservations in the Former Auditor's audit reports in connection with the audits of the Company's two most recently completed financial years. There are no "reportable events" (as the term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations*) between the Company and the Former Auditor.

In accordance with National Instrument 51-102, the required letters from the Former Auditor and the Successor Auditor have been reviewed by the audit committee and the board of directors, the Notice of Change of Auditor has been approved by the audit committee and the board of directors, and these documents have been filed under the Company's profile on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

For further information contact:

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*Neither the Canadian Securities Exchange nor its regulations services accept responsibility for the adequacy or accuracy of this release.*

#### **Disclaimer for Forward-Looking Information**

*This press release contains forward-looking statements which are not composed of historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, availability and costs of financing needed in the future, changes in equity markets and delays in the development of projects. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.*

**THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE**

**REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.**



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