

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

City View Green Holdings Inc.
#132 – 1173 Dundas Street East
Toronto, ON M4M 3P1

Item 2. Date of Material Change

June 27, 2019.

Item 3. News Release

A News Release dated and issued June 27, 2019 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

City View Green announces proposed \$3,000,000 private placement financing.

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

June 27, 2019.

City View Green Announces Proposed \$3,000,000 Private Placement

Toronto, Ontario – June 27, 2019 – City View Green Holdings Inc. (formerly Icon Exploration Inc.) (the "**Company**" or "**City View**") trading through the facilities of the Canadian Securities Exchange ("**CSE**") under the symbol "CVGR", announces that it intends to raise up to \$3,000,000 by way of a non-brokered private placement of up to 15,000,000 units (the "**Units**") at a price of \$0.20 per Unit. Each Unit shall be comprised of one common share in the capital of the Company (each, a "**Share**") and one-half (½) of one common share purchase warrant of the Company (each whole warrant, a "**Warrant**"), with each Warrant being exercisable into one common share (each a "**Warrant Share**") for a period of two years from the date of issuance of the Warrants at an exercise price of \$0.30/Warrant Share; except that, from and after the date that is four months and 1 day after the date of issuance of the Warrants, in the event the closing price of the Company's common shares on the CSE is at least \$0.30/share for any 10 consecutive trading days during the Warrant exercise period, then the Company may anytime thereafter accelerate the expiry date of the Warrants to the date that is 30 days following the date on which the Company issues notice to all the Warrant holders of the new expiry date (and the Company will also issue a press release on the same date as it issues notice confirming the new expiry date of the Warrants).

The proceeds of the private placement will be used for the purchase of processing equipment, the roll out of a direct route to market QSR (Quick Service Restaurant) concept and other products created or acquired over the next few months, the purchase of required cultivation inventory, operational overhead costs and for general working capital. All securities issued under this private placement will be subject to a 4 month hold pursuant to Canadian securities laws.

Ian MacDonald, CEO of City View Green stated, "This investment from a strategic investor is a vote of confidence in City View's business plan and priced at a significant premium over current market share price. The capital will allow the company to accelerate a number of initiatives. In addition, the company is moving on closing on the sale and leaseback transaction for the buildout of our Brantford facility"

About City View

City View has been structured to be a vertically integrated cannabis company focused on seed to retail. Upon receipt of its *Cannabis Act* licence, City View will incorporate growing, extraction, production and retail at their Brantford, Ontario facility. It is our intention that City View will grow exceptional quality cannabis and produce high quality extracts. Once legalized, it is our expectation that City View will produce high quality edible products, distillates and water-soluble products for the beverage market. In addition, City View owns a 19.9% stake in Budd Hutt Inc. Budd Hutt is a retail focused Cannabis company with access to licenses in Alberta and other retail opportunities across Canada. We expect that Budd Hutt will secure shelf space and distribution opportunities for City View's products. City View's Future is Green. Follow the Green. For more information visit www.cityviewgreen.ca.

For further information contact:

CVG Green Holdings Inc.
Ian MacDonald, CEO
Email: ian@cityviewgreen.ca

CVG Green Holdings Inc.
Rob Fia, President
Email: rob@cityviewgreen.ca

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

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This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

Disclaimer for Forward-Looking Information

*This press release contains forward-looking statements regarding a financing that are based on the beliefs of management and reflect the Company's current expectations. 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. 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. **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.***