

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

July 24, 2019.

Item 3. News Release

A News Release dated and issued July 24, 2019 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

City View Green announces debt settlements and other transactions.

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

July 25, 2019.

City View Green Announces Debt Settlements and Other Transaction

Toronto, Ontario – July 24, 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 has negotiated debt settlements with arm's length creditors. Pursuant to the debt settlement agreements, the Company has settled aggregate debt of \$580,019 outstanding as at July 24, 2019, in consideration for which it will issue 2,693,460 common shares at a deemed price of \$0.15 per share (\$404,019) and 977,778 common shares at a deemed price of \$0.18 per share (\$176,000). When issued, these shares will be subject to a 4 month hold period in accordance with applicable securities laws.

The Company also announces that in conjunction with the pending execution of a new lease agreement on its Brantford property, it has agreed to issue to the landlord 1,000,000 common share purchase warrants, each of which will be exercisable into one common share of the Company at a price of \$0.18 for a period of 5 years. When issued, these securities will be subject to a 4 month hold period in accordance with applicable securities laws.

In addition, the Company announces that it has granted 300,000 stock options to a consultant. Each option is exercisable for a common share of the Company at a price of \$0.18 for a period of 5 years. These securities will have a hold period expiring November 25, 2019 in accordance with the policies of the CSE.

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:

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CVG Green Holdings Inc.
Rob Fia, President
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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 regarding proposed debt settlement transactions and issuance of warrants 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.**