

**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 30, 2019.

**Item 3. News Release**

A News Release dated and issued July 30, 2019 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

**Item 4. Summary of Material Change**

City View Green closes sale and leaseback of 49 Easton Road in Brantford, ON.

**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 30, 2019

# City View Green Closes Sale and Leaseback of 49 Easton Road in Brantford, Ontario

Toronto, Ontario--(Newsfile Corp. – July 30, 2019) - City View Green Holdings Inc. (formerly Icon Exploration Inc.) (the "**Company**" or "**City View Green**") trading through the facilities of the Canadian Securities Exchange ("**CSE**") under the symbol "CVGR" is pleased to announce the completion of the transfer of its option to purchase 49 Easton Road in Brantford to an arms-length financier who has now acquired the property. In return, the Company has entered into a 5-year lease with a 5-year renewable term with the new landlord who will finance all the required buildout and capital improvements required by City View Green to obtain the required Health Canada Licenses and in turn become a fully operational Cannabis grow and extraction facility. As part of the lease terms, City View Green has acquired the right of first refusal to purchase the property and building back should the new owner decide to sell. In conjunction with the signing of the new lease, City View Green has issued the new landlord 1,000,000 common share purchase warrants, each of which is exercisable into one common share of the Company at a price of \$0.18 for a period of 5 years. The Company also announces that it has closed on the debt settlement agreements previously announced July 24, 2019 and has issued 2,693,460 common shares in settlement of aggregate debt of \$580,019. All securities are subject to a 4 month hold period in accordance with applicable securities laws.

Ian MacDonald, CEO of City View Green Holdings Inc. stated: "City View Green is pleased to close this transaction which provides non-dilutive financing to complete the buildout of our facility located at 49 Easton Road, Brantford Ontario. This transaction will enable City View Green to complete the construction at the facility and obtain the applicable Health Canada Cannabis licensing to enter into full operations".

City View Green which began trading March 5, 2019, 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 Green 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](http://www.cityviewgreen.ca).

For further information contact:

City View Green Holdings Inc.  
Ian MacDonald, CEO  
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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 and information such as completion of the buildout and obtaining Health Canada Cannabis licenses and entering into operations at 49 Easton Road, Brantford, Ontario 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.***

*This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.*