

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**

December 13, 2019.

Item 3. **News Release**

A News Release dated and issued December 13, 2019 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. **Summary of Material Change**

City View Green announces amended private placement and warrant expiry date.

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**

December 13, 2019

City View Green Announces Amended Private Placement and Warrant Expiry Date

Toronto, Ontario--(Newsfile Corp. - December 13, 2019) - City View Green Holdings Inc. ("**CVG**") (the "**Company**") trading through the facilities of the Canadian Securities Exchange ("**CSE**") under the symbol "CVGR" and on the OTCQB® under the symbol "CVGRF" announces that it has repriced its non-brokered private placement previously announced on October 4, 2019 such that the remaining \$1,400,000 is proposed to be sold at a price of \$0.125/unit. Each unit will be comprised of one common share in the capital of the Company and one common share purchase warrant of the Company, with each warrant being exercisable into one common share in the capital of the Company for a period of three years from the date of issuance of the warrants at an exercise price of \$0.20/share. The proceeds of the private placement will be used for general working capital.

The Company also announces that further to its news release of October 4, 2019, it has extended the expiry date of the 6,700,000 common share purchase warrants referenced therein to September 20, 2020. All other terms of the warrants remain as previously disclosed.

About City View

City View Green is a vertically integrated cannabis company focused on extraction, edibles production and distribution. Upon receipt of its *Cannabis Act* processing and sales licences, City View will incorporate extraction and edibles production at its Brantford, Ontario facility. It is our intention that City View Green will produce the highest quality cannabis and hemp extracts and derivatives. Once operational, it is our expectation that City View will produce high quality oils, edible products, distillates and water-soluble products for the food and beverage markets. 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. For more information visit www.cityviewgreen.ca.

For further information contact:

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City View Green Holdings Inc.
Rob Fia, President
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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 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.

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