

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 19, 2019.

Item 3. News Release

A News Release dated and issued December 19, 2019 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

City View Green announces 1st tranche closing of private placement.

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 19, 2019

Not for distribution to United States newswire services or for dissemination in the United States.

City View Green Announces 1st Tranche Closing of Private Placement

Toronto, Ontario--(Newsfile Corp. – December 19, 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 complete a first tranche closing of the private placement announced on December 13, 2019 and has issued 2,400,000 units for gross proceeds of \$300,000. No finder’s fees was paid in connection with this closing.

All securities issued under the first tranche closing are subject to a hold period expiring April 17, 2020 in accordance with applicable securities laws and the policies of the Canadian Securities Exchange.

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:

City View Green Holdings Inc.
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City View 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.

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.***