

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

November 5, 2020.

Item 3. News Release

A News Release dated and issued November 5, 2020 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

City View Green Holdings Inc. issues 2nd tranche of shares to Infusion Works Inc. under the Definitive Asset Purchase Agreement.

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

November 5, 2020

City View Green Holdings Inc. Issues 2nd Tranche of Shares to Infusion Works Inc. under the Definitive Asset Purchase Agreement

Toronto, Ontario- November 5, 2020 - City View Green Holdings Inc. (“**City View**” or the “**Company**”), trading through the facilities of the Canadian Securities Exchange (“**CSE**”) under the symbol “CVGR” and on the OTCQB® under the symbol “CVGRF”, and further to the press release dated April 30, 2020 announcing the closing of an asset purchase transaction (“**Transaction**”) with Infusion Works Inc. (“**Infusion Works**”) pursuant to which the Company acquired equipment for the production of cannabis-infused food products including certain IP related to the production thereof, City View is pleased to announce that it has now issued the second tranche of 13,938,634 shares to Infusion Works as it has now received from Infusion Works the payment of a deposit of \$439,238, which the Company will use towards the purchase of certain new food manufacturing equipment as required under the terms of the Transaction. These shares are subject to a hold period expiring on February 27, 2021, as required under applicable securities laws and the policies of the Canadian Securities Exchange. In addition, these shares are subject to an escrow agreement pursuant to which 1/8 of the shares will be released from escrow every three months, for a total term of two years, commencing on the date that all escrow conditions have been met, which conditions include the assignment to the Company of certain contracts with economic benefits upon receipt of a Health Canada Licence, together with the delivery and assignment of product formulations, dosing technology and other documents and agreements.

Infusion Works is a consumer goods food company with the goal of leading in the development of cannabis-infused brands in several food categories. The company utilizes high-quality automated manufacturing practices from the food industry, resulting in low cost production of high-quality, consistent food products. To create these high-quality cannabis-infused food products, the company has invested significantly in food research and development as it relates to cannabis-infused foods. In addition, the company is developing its “white label” co-manufacturing and co-packing services to a growing list of current producers who are licensed by Health Canada to cultivate and/or produce cannabis and cannabis-related goods (“**LP**”). These services include co-manufacturing of cannabis-infused baked goods, chocolate and sugar confectionery, hemp-based CBD pet snacks and co-packing of dried cannabis and pre-rolls, vapes, concentrates and extraction capabilities.

The Company also announces that the issuance of 550,000 share purchase warrants to certain consultants (previously disclosed in its October 8, 2020 news release) was delayed and these warrants were issued on November 3, 2020. Consequently, these warrants, and any underlying common shares issued on exercise thereof, will have a hold period expiring March 4, 2021, in accordance with the policies of the CSE and applicable securities laws.

Rob Fia, CEO & President Commented:

“We are pleased to advance the second tranche of shares to Infusion Works and to receive the equipment deposit funds of \$439,238. City View is currently reviewing several pieces of equipment for purchase to be installed by year end or early 2021 that may include baking, chocolate or gummy manufacturing equipment.”

For further information contact:

City View Green Holdings Inc.
Rob Fia, CEO & President
Email: rob@cityviewgreen.ca

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

About City View

City View Green is a leading cannabis-infused food company focused on the development of food brands, extraction and distribution. Upon the anticipated receipt of its *Cannabis Act* processing and sales licences (“**Cannabis Licences**”), City View will incorporate cannabis-infused food production and extraction at its Brantford, Ontario facility. Once operational, it is our expectation that City View will produce high quality cannabis-infused food, oils, distillates, and water-soluble products for the food and beverage markets. In addition, City View owns a 27.5% stake in Budd Hutt Inc. (“**Budd Hutt**”), a retail-focused cannabis company with access to cannabis cultivation and production licences in Alberta and other retail opportunities across Canada. Through its relationship with Budd Hutt, the Company anticipates securing shelf space, product placement, and distribution opportunities for City View's products. For more information visit www.cityviewgreen.ca.

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.