

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

April 30, 2021

Item 3. News Release

A News Release dated and issued April 30, 2021 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

City View Green Holdings Inc. Receives Processing License from Health Canada

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

April 30, 2021

City View Green Holdings Inc. Receives Processing License from Health Canada

Toronto, Ontario – April 30, 2021 – 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**” is pleased to announce that the Company’s wholly-owned subsidiary, 2590672 Ontario Inc. (“**259ON**”), a licensed producer under the Cannabis Act, has received a processing licence from Health Canada effective April 30, 2021 (the “**Processing License**”). The Processing License allows 259ON to produce cannabis edibles and related products and will also allow the Company to conduct development activities, including the formulation of proprietary cannabis infused edibles.

Rob Fia, CEO & President of City View, commented:

“We are excited to achieve this significant milestone for City View. Our team has worked hard over the last year to arrive at this stage and our plan positions the Company to evolve into a leading edibles manufacturer for both white label customers and branded City View edibles. Our cannabis infused edibles will not only look and taste great, but they will also be differentiated through research and development and will be cost competitive. City View’s focus will be on automation and high-quality standards leveraging our experienced team’s know how. City View will report on the progress of this evolution soon.”

The Company also announces it has now completed a second tranche closing of its non-brokered private placement previously announced on April 9, 2021. Under this tranche, the Company has issued 1,312,500 units for gross proceeds of \$105,000. No commissions or finder’s fees were paid in connection with this closing. All securities issued under this second tranche closing are subject to a hold period expiring September 1, 2021, in accordance with applicable securities laws and the policies of the CSE.

The Company also announces it has negotiated a debt settlement with an arm’s-length creditor. Pursuant to the debt settlement agreement, the Company and the lender under a line-of-credit facility have agreed to settle an aggregate \$220,472 owing thereunder in consideration for 2,755,900 common shares issued at a deemed price of \$0.08/share. These debt settlement shares are subject to a hold period expiring September 1, 2021, in accordance with applicable securities laws and the policies of the CSE.

About City View Green Holdings Inc.

City View is a leading consumer packaged goods company focused on the development of cannabis-infused edibles. With the receipt of its Cannabis Act processing licence on April 30, 2021, City View will incorporate cannabis-infused food production at its Brantford, Ontario high-capacity facility. 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 our white label partner products. For more information visit: www.cityviewgreen.ca or www.buddhutt.com

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.

Disclaimer for Forward-Looking Information

This press release contains forward-looking statements which are not composed of historical facts. 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. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. 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. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, availability and costs of financing needed in the future, changes in equity markets, delays in the development of projects, and ability to predict or counteract potential impact of COVID-19 coronavirus on factors relevant to the Company's business. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

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.