

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

March 10, 2022

Item 3. News Release

A News Release dated and issued March 10, 2022 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

City View Green Holdings Inc. announces settlement with Infusion Works Inc.

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

March 17, 2022

City View Green Holdings Inc. Announces Settlement with Infusion Works Inc.

Toronto, Ontario--(Newsfile Corp. - March 10, 2022) - City View Green Holdings Inc.(CSE: CVGR) (OTCQB: CVGRF) ("**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", announces that it has negotiated a settlement (the "**Settlement**") with Infusion Works Inc. ("**Infusion**") whereby the amended and restated asset purchase agreement between the parties dated April 20, 2020 (refer to the Company's news release dated April 30, 2020) is now terminated. The profit-sharing agreement between the parties (refer to the Company's news release dated April 30, 2020) is also now terminated. In conjunction with these terminations, Karl Wirtz has resigned as a director of the Company. The Company thanks Karl for his contributions to the Board during his term with the Company.

Under the principal terms of the Settlement, the parties agreed:

- Infusion will continue to provide its baking, product formulation and related expertise to the Company and its subsidiaries;
- Infusion will provide contract manufacturing services for Pawsperity and Therasnax pet snacks for the Company's wholly-owned subsidiary, Pawsperity Pet Snacks Inc.;
- Infusion will no longer have the right to appoint a nominee to the Company's Board;
- The Company will not issue to Infusion the Tranche 3 consideration shares (being 23,231,057 common shares) previously required under the April 30, 2020 agreement;
- Of the consideration shares previously issued to Infusion under the April 30, 2020 agreement, 8,542,222 common shares are currently held in escrow and were previously to be released as to 1/8 every three months. Under the terms of the Settlement, these shares will be released quarterly over the next three years based on the value of services Infusion contributes to City View or Pawsperity Pet Snacks Inc. during that time;
- Infusion will transfer certain IP relating to Pawsperity and Therasnax;
- Any profits associated with Pawsperity, Therasnax and Pawsperity Pet Snacks Inc. will be for the sole benefit of the Company;
- Infusion will transfer the Panacea trademark and related IP to the Company.

Rob Fia, CEO, City View, commented:

"City View and Infusion arrived at a mutually agreed settlement that was in the best interest of both parties to advance City View's business forward. City View will lean on Infusion's expertise in food manufacturing through a contract manufacturing agreement to produce delectable cannabis infused edibles and pet snacks. In addition, this settlement saves City View shareholders over 23,000,000 in share dilution that would have otherwise been issued if not for this settlement. We are pleased to update our shareholders about this development and expect to update our shareholders on other positive developments in the near term."

For further information contact:
City View Green Holdings Inc.
Rob Fia, CEO & President
Email: rob@cityviewgreen.ca
Follow us on Twitter:



<https://twitter.com/cityviewgreen1>

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

About City View

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.

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.



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