CITY VIEW GREEN HOLDINGS INC.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2022

Introduction

The following interim Management's Discussion & Analysis ("MD&A") of City View Green Holdings Inc. ("City View" or the "Company") for the three and six months ended June 30, 2022 summarize the activities of City View for the three and six months ended June 30, 2022 and should be read in conjunction with the audited financial statements for the year ended December 31, 2021 and 2020, together with the notes thereto, and unaudited condensed interim financial statements for the three and six months ended June 30, 2022, together with the notes thereto.

Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of August 26, 2022, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of City View's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Forward-looking statements	Assumptions	Risk factors
For twelve-month period ending June 30, 2023, the Company will be able to continue its business activities.	The Company has anticipated all material costs; the operating activities of the Company for the twelve-month period ending June 30, 2023, and the costs associated therewith, will be consistent with City View's current expectations.	Unforeseen costs to the Company will arise; any particular operating costs increase or decrease from the date of the estimation; changes in economic conditions.
Management's outlook regarding future trends.	Financing will be available for City View's operating activities.	Changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond City View's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause City View's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated pursuant to the Canada Business Corporations Act on February 5, 2008. The Company continued into British Columbia from the jurisdiction of Canada, under the BCBCA, on February 18, 2011. On February 27, 2019, the Company completed a reverse take-over business combination with 2590672 Ontario Inc. wherein the Company acquired 100% of the issued and outstanding common shares of 2590672 Ontario Inc. and began trading on the Canadian Securities Exchange ("Exchange") under the symbol "CVGR". The Company's registered office is located at 1173 Dundas Street East, Suite 132, Toronto, Ontario, M4M 3P1.

On April 30, 2021, the Company received the cannabis processing license from Health Canada. The processing license allows the Company to produce cannabis edibles and related products and to conduct development activities, including the formulation of proprietary cannabis infused edibles.

On April 21, 2022, the Company also received its cannabis research licence under Health Canada. This licence permits the Company to conduct controlled human sensory (taste) trials of cannabis infused products. Activities granted include, 1) to possess cannabis for the purpose of research, and 2) to produce cannabis for the purpose of research. As an essential part of new product development, taste tests will lead the Company to bring to market high quality edibles that are reflective of market trends and consumer preference.

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 through its wholly owned subsidiary, 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.

Operational Highlights

On March 10, 2022, the Company and Infusion Works Inc. ("Infusion") agreed to a settlement (the "Settlement") to terminate the asset purchase transaction (the "Asset Purchase Transaction"). In conjunction with the termination, Mr. Karl Wirtz resigned as a director of the Company.

Under the terms of the Settlement, the parties agreed:

- Infusion will continue to provide its expertise to the Company and its subsidiaries;
- Infusion will provide contract manufacturing services for Pawsperity and Therasnax pet snacks;
- Infusion will no longer have the right to appoint a nominee to the Company's board;
- The Company will not issue to Infusion the Third Tranche consideration shares previously required under the Asset Purchase Transaction;
- Of the consideration shares previously issued to Infusion under the Asset Purchase Transaction, 8,542,222 shares held in escrow will be released quarterly over the next 3 years based on the value of services Infusion contributes to the Company;
- Infusion will transfer certain intellectual property relating Pawsperity and Therasnax pet snacks;
- Any profits associated with Pawsperity and Therasnax pet snacks will be for the sole benefit of the Company; and
- Infusion will transfer the Panacea trademark and related intellectual properties to the Company.

On March 16, 2022, the Company granted 500,000 stock options to a consultant of the Company exercisable at $0.10 per common share. The options vest immediately and expire in 3 years.

On March 17, 2022, the Company closed a non-brokered private placement, pursuant to which it issued an aggregate of 9,600,000 units for aggregate gross proceeds of $480,000. Each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one common shares of the Company at a price of $0.10 per share for a period of 2 years from the closing date, subject to acceleration from and after the date that is fourth months and one day after the closing date, if the closing price of the Company's common shares on the CSE is equal to or exceeds $0.11

for 5 consecutive trading days, at which time the Company may accelerate the expiry date of the warrants to the date that is 30 following the date on which the Company issues notice to all the warrant holders of the new expiry date.

On March 17, 2022, the Company also issued 1,261,784 common shares to certain creditors of the Company to settle an aggregate debt of $88,325.

In April 2022, the Company announced that its line of Pawsperity™ hemp formulated dog treats will be carried by PETVALU, Canada's largest pet specialty retailer.

On May 2, 2022, the Company issued 3,250,000 share purchase warrants to a consultant in partial consideration for consulting advisory services. The warrants expire on December 31, 2022 and are each exercisable for one common share of the Company at a price of $0.10 per share.

On May 2, 2022, the Company issued a promissory note in the amount of $200,000. The note bears interest of 10% per annum and is due on May 2, 2024.

On June 20, 2022, the Company issued a promissory note in the amount of $100,000. The note bears interest of 0.005833% per month on the outstanding principal, less any payment towards principal in any given month, and shall accrue and be payable on December 31, 2022.

As a security for the obligations, the Company provided a general security agreement to the lender. The Company also issued 750,000 warrants of the Company. Each warrant is exercisable for one common share of the Company at a price of $0.10 per share for a period of 2 years.

Trends

Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the
- spread of the virus, and their effect on labour availability and supply lines;
- Availability of essential supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; or
- Ability to obtain funding

The Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", the Company is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Discussion of Operations

Three Months Ended June 30, 2022 Compared to Three Months Ended June 30, 2021

The Company's net loss totaled $668,560 for the three months ended June 30, 2022 with basic and diluted loss per share of $0.00, compared to net loss of $674,304 for the three months ended June 30, 2021, with basic and diluted loss per share of $0.00. The Company had $51,480 of revenue during the period. The increase in net loss was mainly due to the following:

- General and administration decreased to $60,099 for the three months ended June 30, 2022 (2021 - $102,173) due to lower support costs for the current period.
- Supplies increased to $105,643 for the three months ended June 30, 2022 (2021 - $nil) as Company began production of its Pawsperity and Therasnax pet snacks during the current year.

Six Months Ended June 30, 2022 Compared to Six Months Ended June 30, 2021

The Company's net loss totaled $1,224,327 for the six months ended June 30, 2022 with basic and diluted loss per share of $0.00, compared to net loss of $1,195,735 for the six months ended June 30, 2021, with basic and diluted loss per share of $0.00. The Company had $112,200 of revenue during the period. The increase in net loss was mainly due to the following:

- Consulting increased to $349,158 for the six months ended June 30, 2022 (2021 - $240,560) as the Company hired more consultants during the current period.
- Professional fees increased to $123,341 for the six months ended June 30, 2022 (2021 - $53,534) due to higher legal costs.
- Supplies increased to $128,875 for the six months ended June 30, 2022 (2021 - $nil) as Company began production of its Pawsperity and Therasnax pet snacks during the current year.

Liquidity and Financial Position

The activities of the Company have been financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

Cash Flows

At June 30, 2022, the Company had cash and cash equivalents of $9,446. The decrease in cash and cash equivalents of $33,209 from the December 31, 2021 cash and cash equivalents balance of $42,655 was as a result of cash outflow in operating activities of $230,366 and cash outflow in investing activities of $388,277, partially offset by cash inflow from financing activities of $585,434.

Operating activities were affected by adjustments of depreciation and amortization of $422,982, share-based compensation of $37,800, accrued interest of $9,271, interest expense on lease liabilities of $190,245, gain on debt settlement of $37,545, and net change in non-cash working capital balances of

$365,208 due to changes in amounts receivable and prepaid rent and deposit, and accounts payable and accrued liabilities.

Investing activities included purchase of plant and equipment for $122,369 and lease payments of $265,908.

Financing activities included proceeds from issuance of units of $205,000, proceeds from promissory notes payable of $300,000, shares to be issued of $130,434, partially offset by advances to a related party of $50,000.

Liquidity and Financial Position

As at June 30, 2022, the Company had a working capital deficiency of $1,983,666 (December 31, 2021 – working capital deficiency of $1,603,855). The Company also incurred a net loss of $1,224,327 during the period ended June 30, 2022 and has yet to achieve profitable operations thereby accumulating a deficit of $40,463,121 (December 31, 2021 - $39,238,794). These continuing losses cast significant doubt about the Company's ability to continue as a going concern. Accordingly, the Company will need to raise additional capital through equity issuance and other available means in order to continue funding its operations. The outcome of these matters cannot be predicted at this time.

Related Party Transactions

Related parties include key management being the Company's executive officers, the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The following related party transactions were conducted in the normal course of operations and were made on an arm's length basis:

	Three Months Ended June 30, 2022 $	Three Months Ended June 30, 2021 $	Six Months Ended June 30, 2022 $	Six Months Ended June 30, 2021 $
Consulting	61,250	75,000	132,500	112,500
Professional fees	10,789	16,986	22,259	28,047
	72,039	**91,986**	**154,759**	**140,547**

As at June 30, 2022, $407,485 (December 31, 2021 - $269,469) included in accounts payable and accrued liabilities was payable to key management personnel.

As at June 30, 2022, the Company owes a director of the Company $20,000 (December 31, 2021 - $20,000). The advance is non-interest bearing and repayable on demand.

During the six months ended June 30, 2022, the directors of the Company subscribed for an aggregate of 2,000,000 units for gross proceeds of $100,000 (six months ended June 30, 2021 – an aggregate of 2,712,500 units for gross proceeds of $181,000).

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

Other than the transactions described in "Subsequent Events" section, there are no proposed transactions of a material nature being considered by the Company. The Company continues to evaluate properties and corporate entities that it may acquire in the future.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Capital Risk Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and financial markets in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, or adjusting spending. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital structure to consist of share capital, shares to be issued, contributed surplus, and deficit, which at June 30, 2022 totaled a deficit of $716,748 (December 31, 2021 – surplus of $77,565). The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. Selected information is provided to the Board of Directors of the Company. The Company is not subject to any capital requirements imposed by a lending institution.

Financial Risk Management

The Company's financial risk exposures and the impact on the Company's financial instruments are as follows:

Credit risk

The Company's credit risk is primarily attributable to cash and accounts receivable. The Company has no significant concentration of credit risk arising from financial instruments.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company has a working capital deficiency of $1.983,666 (December 31, 2021 - working capital deficiency of $1,603,855). The Company had a cash balance of $9,446 (December 31, 2021 - $42,655) to settle current financial liabilities of $2,616,738 (December 31, 2021 - $2,177,200). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms, except short term loans.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

Interest rate risk

The Company's primary interest rate risk consists of interest rate fluctuations, which may affect the Company's interest-bearing debts and lease obligations. The Company does not currently use derivative instruments to limit interest rate risks. There has been no change to the Company's exposure to market risks or the manner in which these risks are managed and measured from the prior year.

Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is exposed to foreign currency risk with respect to the expenditures incurred by its US subsidiaries.

Fair Value

The carrying amount of each accounts payable and accrued liabilities and short-term loans approximates their fair value because of the short-term maturities of these items.

Risks and Uncertainties

Please refer to the section entitled "Risks and Uncertainties" in the Company's MD&A for the year ended December 31, 2021.