

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

City View Green Holdings Inc.
345 Danforth Avenue
Toronto, ON M4K 1N7

Item 2. Date of Material Change

June 20, 2024

Item 3. News Release

A News Release dated and issued June 20, 2024 through Newsfile Corp. and SEDAR+.

Item 4. Summary of Material Change

City View Green announces first tranche closing and extension of its non-brokered private placement, and engagement of marketing firm Rocket Invest AI Corp.

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

June 20, 2024

City View Green Announces First Tranche Closing and Extension of its Non-Brokered Private Placement

Toronto, Ontario--(Newsfile Corp. - June 20, 2024) - City View Green Holdings Inc. (CSE: CVGR) (OTC Pink: CVGRF) ("**City View**" or the "**Company**"), an innovative Canadian-based cannabis-infused edibles manufacturing company, announces that further to its May 6, 2024, news release, it has now completed a first tranche (the "**First Tranche**") of its non-brokered private placement (the "**Offering**"). Under the First Tranche, the Company has issued 9,500,000 Units for gross proceeds of \$95,000. No finder's fees were paid in connection with the First Tranche. All securities issued under the First Tranche are subject to a hold period expiring October 21, 2024, in accordance with applicable securities laws and the policies of the Canadian Securities Exchange (the "CSE").

The First Tranche comprises the initial portion of the Offering, which is hereby extended, under which City View is selling up to \$1,000,000 units of the Company at a price of \$0.01/unit. Each unit consists of one common share (each a "**Share**") in the capital of the Company and one-half common share purchase warrant (each a "**Warrant**"). Each whole Warrant entitles the holder thereof to acquire one common share of the Company (each a "**Warrant Share**") at a price of \$0.05 per Warrant Share for a period of 3 years following the date of issuance; except that, from and after the date that is one year after the closing date, if the average closing price of the Company's common shares on the CSE is equal to or exceeds \$0.055 during any 10 trading day period, then the Company may anytime thereafter accelerate the expiry date of the Warrants to the date that is 30 days following the date on which the Company issues notice to all the Warrant holders of the new expiry date (and the Company will also issue a press release on the same date as it issues notice confirming the new expiry date of the Warrants). Refer to the Company's May 6, 2024 news release for further details on the Offering.

Rob Fia, the Company's President, CEO and director (the "**Insider**") participated in the First Tranche and purchased 1,500,000 Units for \$15,000. Participation by the Insider in this financing is considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the Insider's participation in the Offering in reliance of sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that participation in the Offering by the Insider did not exceed 25% of the fair market value of the Company's market capitalization. The Company did not file a material change report at least 21 days prior to the closing of the First Tranche as participation of the Insider had not been confirmed at that time.

In addition, City View announces that it has engaged marketing firm Rocket Invest AI Corp ("**Rocket Invest AI**"), an arm's length third party, to provide various marketing services through multiple social media platforms as well as facilitating communication with the financial community. The initial term of the agreement is for 3 months effective June 20 2024, for which Rocket Invest AI will be paid \$30,000 CAD.

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.

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 license on April 30, 2021. For more

information visit: www.cityviewgreen.ca.

For further information contact:

City View Green Holdings Inc.
Rob Fia, CEO & President
Phone: 416.722.4994
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 COVID19 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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