

**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**

October 17, 2024

**Item 3. News Release**

A News Release dated and issued October 17, 2024 through Newsfile Corp. and SEDAR+.

**Item 4. Summary of Material Change**

City View announces non-brokered private placement of up to \$1,000,000 and enters into IR 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**

October 17, 2024

# City View Announces Private Placement of up to \$1,000,000 and Enters into IR Agreement

Toronto, Ontario--(Newsfile Corp. - October 17, 2024) - City View Green Holdings Inc. (CSE: CVGR) (the "**Company**" or "**City View**"), an innovative Canadian-based cannabis-infused edibles manufacturing company, is announces that it intends to raise gross proceeds of up to \$1,000,000 through a non-brokered private placement of up to 100,000,000 units (the "**Units**") of the Company at a price of \$0.01 per Unit (the "**Private Placement**").

Each Unit shall consist of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant will entitle the holder thereof to acquire one common share of the Company at a price of \$0.05 per 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).

The Units will be offered to qualified purchasers in reliance upon exemptions from prospectus and registration requirements of applicable securities legislation. Directors and officers of the Company may acquire securities under the Private Placement, which will be considered a "related party transaction" as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Such participation is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The non-brokered private placement is subject to all necessary regulatory approvals. The Company will pay finders' fees to eligible finders in connection with the Private Placement, subject to compliance with applicable securities laws and CSE policies. The securities being issued in the Private Placement will be subject to a four-month and one day hold period in accordance with applicable Canadian securities laws. The Company intends to use the net proceeds of the Private Placement for general working capital purposes.

In addition, City View announces that it has entered into a marketing and consulting agreement with an arm's length marketing firm, Outside The Box Capital Inc. ("**OTBC**") of Oakville, Ontario, to provide marketing consulting and investor relations services, including marketing services through social media channels and online media distribution. In connection with this engagement, starting on October 15, 2024 and ending on February 15, 2025, the Company will pay OTBC a cash fee of \$25,000 per month to a maximum of \$75,000 over the term plus applicable taxes. OTBC has no direct relationship with the Company other than as set out in this press release.

*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 ViewGreen 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](http://www.cityviewgreen.ca).

For further information contact:  
City View Green Holdings Inc.  
Rob Fia, CEO & President  
Email: [rob@cityviewgreen.ca](mailto:rob@cityviewgreen.ca)

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

### **Forward-Looking information**

*All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.*

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