

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

November 6, 2024

Item 3. News Release

A News Release dated and issued November 6, 2024 through Newsfile Corp. and SEDAR+.

Item 4. Summary of Material Change

City View announces completion of strategic review and debt settlements

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

November 6, 2024

City View Green Holdings Inc. Announces Completion of Strategic Review and Debt Settlements

Toronto, Ontario--(Newsfile Corp. - November 6, 2024) - City View Green Holdings Inc. (CSE: CVGR) (OTCQB: CVGRF) ("**City View**" or the "**Company**"), an innovative Canadian-based cannabis-infused edibles manufacturing company, is excited to announce, after a strategic review by Management and the Board, the realignment of its business model that will better position the Company for long-term growth and success in an evolving cannabis industry. City View will now focus on becoming a premier branding and product innovation company. Going forward the Company will operate out of leased licensed facilities.

This strategic transition represents a proactive response to the rapidly changing dynamics of the cannabis sector, allowing City View to operate with greater agility and focus on what it does best: creating high-quality, consumer-driven cannabis-infused edibles. By leveraging licensed facilities, City View will reduce its capital expenditures and operational complexities, allowing the Company to concentrate resources on product development, brand building, and expanding market presence.

City View also announces that it has negotiated debt settlements with arm's length and non-arm's length creditors pursuant to which it will settle aggregate debt of \$2,349,623 in consideration for which it will issue an aggregate of 78,320,764 common shares at a deemed price of \$0.03 per share. All shares issued in connection with the debt settlements will have a hold period expiring 4 months and 1 day after their date of issuance, in accordance with the policies of the CSE and applicable securities laws.

Certain debt settlements will constitute a related party transaction within the meaning of Multilateral Instrument 61-101 ("**MI 61-101**") as certain directors and officers, and a company with common directors and officers, will be issued an aggregate of 20,972,366 shares in settlement of an aggregate \$629,171 debt. The Company expects to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in these debt settlement transactions by the related parties will not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

Rob Fia, CEO and President of the Company stated: "City View would like to thank our debtholders for working with us to arrive at a settlement. The debt settlement removes a substantial amount of indebtedness from our balance sheet and now clears the path for management to execute on the vision for the Company. After months of analysis in an ever-changing cannabis industry, the Company made the important decision to operate out of leased licensed facilities to focus on branding and manufacturing to react quickly to cannabis opportunities in Canada and Europe. We are excited for the prospect for City View going forward."

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.

For further information contact:

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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.

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