

# FORM 11

## **NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: **CITY VIEW GREEN HOLDINGS INC.** (the "Issuer").

Trading Symbol: **CVGR**

Date: **September 15, 2020**

### **1. New Options Granted:**

Date of Grant: **September 14, 2020**

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company</b>	<b>Insider Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
Rob Fia	President, CEO & Director	Y	7,000,000	\$0.10	09/14/25	2,950,000
Tim Peterson	Chairman & Director	Y	2,800,000	\$0.10	09/14/25	2,950,000
Eric Myung	CFO	Y	400,000	\$0.10	09/14/25	Nil
Joseph Heng	Director	Y	700,000	\$0.10	09/14/25	1,900,000
Stephen McNeill	Director	Y	700,000	\$0.10	09/14/25	
Donald Robinson	Director	Y	700,000	\$0.10	09/14/25	100,000
Karl Wirtz	Consultant	N	700,000	\$0.10	09/14/25	1,460,000
Randy MacLeod	Consultant	N	420,000	\$0.10	09/14/25	150,000
John Duck	Consultant	N	350,000	\$0.10	09/14/25	Nil
Sonesh Sira	Consultant	N	350,000	\$0.10	09/14/25	Nil
Rokshanara Khatun	Consultant	N	200,000	\$0.10	09/14/25	Nil

Total Number of optioned shares proposed for acceptance: **14,320,000** .

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
2509688 Ontario Inc.	200,000 <sup>(3)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
169 Bartley Dr Inv.	8,000 <sup>(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
Craig Belcher	100,000	\$0.15	Jun 3, 2019	Jun 3, 2024
CFN Global Corp.	205,332 <sup>(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
Paul Fia	200,000 <sup>(2)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
	200,000 <sup>(2)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
	250,000	\$0.15	Jun 3, 2019	Jun 3, 2024
Rob Fia	640,000	\$0.375	Jan 9, 2018	Jan 9, 2023
	1,400,000 <sup>(2)(3)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
	800,000 <sup>(2)(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
	750,000	\$0.15	Jun 3, 2019	Jun 3, 2024
	750,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
David Flynn	150,000	\$0.15	Jun 3, 2019	Jun 3, 2024
	350,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
James Grieve	250,000	\$0.15	Jun 3, 2019	Jun 3, 2024
Joseph (Joe) Heng	526,400	\$0.375	Jan 9, 2018	Jan 9, 2023
	1,200,000 <sup>(2)(3)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
	600,000 <sup>(2)(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
	100,000	\$0.15	Jun 3, 2019	Jun 3, 2024
	200,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Giancarlo Lancia	300,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Stephen McNeill	480,000	\$0.375	Jan 9, 2018	Jan 9, 2023
	100,000	\$0.15	Jun 3, 2019	Jun 3, 2024
	150,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Eric Myung	300,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Steve Naraine	200,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Amin Nikdel	50,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Leonidas Notidis	400,000 <sup>(2)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
	200,000 <sup>(2)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
Pentor Finance Corp.	200,000 <sup>(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
Tim Peterson	360,000 <sup>(2)(3)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
	1,000,000 <sup>(2)(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024

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Primentis Inc.	150,000	\$0.15	Jun 3, 2019	Jun 3, 2024
David Roff	800,000 <sup>(3)</sup>	\$0.25	Feb 27, 2019	Feb 27, 2024
	400,000 <sup>(3)</sup>	\$0.75	Feb 27, 2019	Feb 27, 2024
Joel L Rubinovich	200,000	\$0.18	Jul 24, 2019	Jul 24, 2024
Peter Saunders	500,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024
Rajiv Vohra	500,000 <sup>(4)</sup>	\$0.15	Oct 4, 2019	Oct 4, 2024

**NOTES:**

- (1) Set out number of optioned shares for each grant with different terms.
- (2) Issued pursuant to a securities exchange transaction completed February 27, 2019 with all of the securityholders of 2590672 Ontario Inc. All of these options are subject to vesting provisions: 1/3 of the options vest on each of the 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> anniversaries of the grant date.
- (3) Common shares issued on exercise of these options are subject to escrow pursuant to the terms of an Escrow Agreement dated February 27, 2019 with Computershare as escrow agent.
- (4) Vest 50% after 6 months (i.e., April 4, 2020) and remaining 50% after 12 months (i.e., October 4, 2020)

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **Shareholder approval to a 15% rolling stock option plan was last obtained June 17, 2019.**
- (b) State the date of the news release announcing the grant of options. **September 15, 2020**
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **227,077,942**
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. **13%**
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **4,471,959**
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. **N/A**
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. **N/A**

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: September 15, 2020.

Rob Fia  
Name of Director or Senior  
Officer

"Rob Fia"  
Signature

CEO & President  
Official Capacity