



March 20, 2018

FILED BY SEDAR

British Columbia Securities Commission (Principal Regulator)
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

**RE: Sunniva Inc. (the "Company")
Final Short Form Prospectus dated March 20, 2018 (the "Prospectus")**

We refer to the Prospectus of the Company relating to an offering of units.

We, as counsel to the underwriters, hereby consent to the use of and reference to our firm opinion under the headings "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" and to the reference to our firm name on face page of the Prospectus and under the heading "Interest of Experts".

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

Yours truly,

"CASSELS BROCK & BLACKWELL LLP"