

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Sunniva Inc. (“**Sunniva**” or the “**Company**”)
1200 Waterfront Centre
200 Burrard Street, PO Box 48600
Vancouver, British Columbia
V7X 1T2

2. Date of Material Change

September 18, 2018.

3. News Release

The news releases announcing the material change described in this material change report were disseminated through the services of CISION (Canada News Wire) on September 18 and September 19, 2018, and were subsequently filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On September 18, 2018, Sunniva announced a bought deal offering of units (the “**Units**”), as amended on September 18, 2018, pursuant to which a syndicate of underwriters (the “**Underwriters**”) co-led by Beacon Securities Limited (“**Beacon**”) and Canaccord Genuity Corp. have agreed to purchase, on a bought deal basis, 3,800,000 Units at a price of \$5.27 per Unit (the “**Offering Price**”) for aggregate gross proceeds to the Company of \$20,026,000 (the “**Offering**”). (All figures are in Canadian dollars unless otherwise stated).

Each Unit shall consist of one common share (a “**Common Share**”) in the capital of the Company and one-half (1/2) of one common share purchase warrant (each whole warrant, a “**Warrant**”) of the Company. Each whole Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price per Common Share of \$6.85 for a period of 24 months from the Closing Date (as defined below).

The Company has granted the Underwriters an option (the “**Over-Allotment Option**”), exercisable, in whole or in part, by Beacon, on behalf of the Underwriters, giving notice to the Company at any time and from time to time up to 30 days following the Closing Date, to purchase, or to find substituted purchasers for, up to an additional number of Units equal to 15% of the number of Units sold pursuant to the Offering at the Offering Price to cover over-allotments, if any, and for market stabilization purposes.

5.1 Full Description of Material Change

On September 18, 2018, Sunniva announced a bought deal offering of Units, as amended on September 18, 2018, pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 3,800,000 Units at a price of \$5.27 per Unit for aggregate gross proceeds to the Company of \$20,026,000.

Each Unit shall consist of one Common Share in the capital of the Company and one-half (1/2) of one Warrant of the Company. Each whole Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price per Common Share of \$6.85 for a period of 24 months from the Closing Date.

The closing of the Offering is expected to occur on or about October 10, 2018 (the “**Closing Date**”) and is subject to the completion of formal documentation and receipt of regulatory approval, including the approval of the Canadian Securities Exchange. The net proceeds from the Offering will be used for working capital and general corporate purposes.

The Company has granted an Over-Allotment Option, exercisable, in whole or in part, by Beacon, on behalf of the Underwriters, giving notice to the Company at any time and from time to time up to 30 days following the Closing Date, to purchase, or to find substituted purchasers for, up to an additional number of Units equal to 15% of the number of Units sold pursuant to the Offering at the Offering Price to cover over-allotments, if any, and for market stabilization purposes.

The Units to be issued under the Offering will be offered by way of a short form prospectus to be filed in the provinces of British Columbia, Alberta and Ontario (and such other provinces as agreed between the Company and the Underwriters) and may be offered in the United States to Qualified Institutional Buyers pursuant to exemptions from the registration requirements under rule 144A of the United States Securities Act of 1933, as amended, in a manner that does not require the Units to be registered in the United States. The Units may be also sold in such other jurisdictions as the Company and Beacon may agree.

5.2 Disclosure for Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

David Negus
Chief Financial Officer
587-430-0851

9. Date of Report

September 19, 2018.