

**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**

December 28, 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 December 31, 2018 and were subsequently filed on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change**

On December 31, 2018, Sunniva announced the closing of the previously reported acquisition of 100% of the equity interests of LTYR Logistics, LLC (“**LTYR**”) (the “**Acquisition**”), which occurred on December 28, 2018.

**5.1 Full Description of Material Change**

On December 31, 2018, Sunniva announced the closing of the previously reported 100% acquisition of the equity interests of LTYR for total consideration of \$156,359 in cash; 1,436,949 Sunniva common shares at CAD \$3.71 per share; and 718,473 performance warrants that are convertible into Sunniva common shares for no additional consideration subject to achieving certain operational milestones at a price of CAD \$3.71 per share.

LYTR is revenue generating and operating in partnership under a third-party distribution licence in Northern California with fully automated sorting, weighing, packaging machines for large-scale distribution. LYTR has an existing sales force and additional distribution platform for real-time delivery solutions. LYTR will utilize Sunniva’s existing Cathedral City distribution and delivery license.

A copy of the membership interest purchase agreement for the Acquisition is concurrently being filed on SEDAR with this report,

**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**

Benjamin Rootman  
General Counsel and Corporate Secretary  
(587)430-0846

**9. Date of Report**

December 31, 2018.