

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

April 15, 2019.

3. News Release

The news release announcing the material change described in this material change report was disseminated through the services of CISION (Canada News Wire) on April 15, 2019, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On April 15, 2019, the Company announced the completion of a non-brokered offering (the “**Offering**”) of CAD\$4,300,000 for a total of 4,300,000 units of the Company (“**Units**”). Each Unit consists of a principal amount of unsecured promissory notes of the Company (“**Promissory Notes**”) and common share purchase warrants of the Company (“**Warrants**”).

5.1 Full Description of Material Change

On April 15, 2019, the Company announced the completion of the Offering. Proceeds of the Offering will be used to provide short term working capital for operations at the Company’s extraction facility in California, purchase of additional biomass inventory, capital costs at the Sunniva California Campus and general corporate purposes. Each Unit consists of a principal amount of Promissory Notes and Warrants. The closing included an insider of the Company subscribing, directly or indirectly, for CAD\$1,000,000 for a total of 1,000,000 Units which demonstrates management and insiders’ commitment to the Company. The Company anticipates holding a secondary closing of the Offering within the next 10 days.

The Units issued under the Offering were issued under the following terms:

Promissory Notes

- **Maturity:** The earlier of (i) two business days following receipt by the Company of proceeds from the sale of any or all of the Company’s Canadian assets following the closing date, which, in the aggregate, are equal to or greater than the proceeds of the Offering; and (ii) 6 months from the closing date.
- **Interest Rate:** 10% (annual rate).

Warrants

- Number of Warrants: 0.1897 Warrants per Unit (each Warrant entitles the holder to acquire one common share of the Company at the Warrant Exercise Price).
- Warrant Exercise Price: CAD\$5.27 per Warrant.
- Warrant Term: 24 months from closing

A finder's fee of 5% payable in cash was paid to certain investment advisors for introducing certain purchasers of Units to the Company.

In connection with the Offering, CAD\$1,000,000 worth of Units were acquired by an "associated entity" of an "interested party" (both as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101")) of the Company as set out below (the "**Interested Subscriber**"):

Insider	Position	Units Acquired
Barbara Holler	Associated entity of the Chief Executive Officer and director of the Company	1,000,000

The acquisitions of Units by the Interested Subscriber constituted a "related party transaction" within the meaning of MI 61-101. The Company relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the participation in the Offering by the Interested Subscriber did not exceed 25% of the Company's market capitalization.

Resolutions of the board of directors were passed on April 9, 2019, approving the Offering. No materially contrary view or abstention was expressed or made by any director in connection with the above resolutions, other than Dr. Anthony F. Holler, a director of the Company who abstained from the approval due to his interest in the Offering.

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) 430-0688

9. Date of Report

April 23, 2019.

Cautionary Statement regarding Forward-Looking Statements and other Cautionary Notes

This material change report includes statements containing certain “forward-looking information” within the meaning of applicable securities law (“forward-looking statements”), including, but not limited to, statements relating to the Company’s use of proceeds from the Offering, and the intention for a secondary closing for the Offering within 10 days of the closing date. Forward-looking statements are frequently characterized by words such as “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this material change report. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.