

**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**

June 11, 2019.

**3. News Release**

The news release announcing the material change described in this material change report was disseminated through the services of PR Newswire on June 12, 2019, and was subsequently filed on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change**

The Company has entered into a share purchase agreement dated June 11, 2019 (the “**Agreement**”), pursuant to which the Company has agreed to sell Sunniva Medical Inc. (“**SMI**”) to CannaPharmaRx, Inc. (“**CannaPharmaRx**”) in an all-cash transaction for CAD \$20 million less certain outstanding liabilities in SMI, including the mortgage on the property.

**5. Full Description of Material Change**

On June 12, 2019, the Company announced that it has entered into the Agreement, pursuant to which the Company has agreed to sell SMI to CannaPharmaRx in an all-cash transaction for CAD \$20 million less certain outstanding liabilities in SMI, including the mortgage on the property. Net proceeds payable to Sunniva are anticipated to be approximately CAD \$15.5 million. Closing is anticipated to occur on or around July 5, 2019. The Agreement is subject to certain closing conditions including completion of a financial audit of SMI and receipt of sufficient financing by CannaPharmaRx.

SMI owns the Sunniva Canada Campus, which includes construction assets for a planned 759,000 square foot greenhouse located on an approximately 114-acre property in Okanagan Falls, British Columbia.

A copy of the Agreement is concurrently being filed on SEDAR with this report.

**5.1 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**

June 19, 2019.

*This material change report contains forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding the anticipated closing date of the sale of SMI, the closing conditions of such sale, and the net proceeds to be obtained therefrom are “forward-looking statements.” Forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such risks and uncertainties include, among others, the risk factors included in Sunniva’s continuous disclosure documents available on [www.sedar.com](http://www.sedar.com). These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Although Sunniva has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other risk factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements. Sunniva assumes no obligation to update any forward-looking statement, even if new information becomes available as a result of future events, new information or for any other reason except as required by law.*