

**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 10, 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 September 10, 2019, and a copy is filed on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change**

On September 10, 2019, the Company announced that it has entered into a share purchase agreement dated September 10, 2019 (the “**Share Purchase Agreement**”), pursuant to which Sunniva has agreed to sell all of the issued and outstanding shares of its wholly-owned subsidiary, Natural Health Services Ltd. (“**NHS**”), to The Clinic Network Canada Inc. (“**TCNC**”), one of Canada’s largest providers of ‘out-of-hospital’ chronic pain management services, for CAD \$9.0 million (the “**Purchase Price**”) subject to customary working capital adjustments at closing. The Purchase Price will be paid by way of CAD \$4.5 million in cash and CAD \$4.5 million of security consideration through the issuance of 4,500,000 preferred shares of TCNC. Closing is anticipated to occur in the fourth quarter of 2019.

**5.1 Full Description of Material Change**

On September 10, 2019, the Company announced that it has entered into the Share Purchase Agreement, pursuant to which Sunniva has agreed to sell all of the issued and outstanding shares of its wholly-owned subsidiary NHS, to TCNC for the Purchase Price, subject to customary working capital adjustments at closing. The Purchase Price will be paid by way of CAD \$4.5 million in cash and CAD \$4.5 million of security consideration through the issuance of 4,500,000 preferred shares of TCNC. Closing is anticipated to occur in the fourth quarter of 2019.

NHS operates 7 medical cannabis clinics in Alberta, Saskatchewan, Manitoba and Ontario with dedicated physicians, with an additional 10 clinics participating in its affiliate clinic programs across Canada.

TCNC offers a comprehensive range of interdisciplinary medical services, as well as medical devices and products - including medical cannabis - for patients suffering from chronic pain. TCNC currently provides its services and products through a network of 12 community-based clinics in Alberta, Manitoba, Ontario, and Québec.

**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 Lyle  
Chief Financial Officer  
(587) 430-0688

**9. Date of Report**

September 20, 2019.

***Cautionary Statement regarding Forward-Looking Statements and other Cautionary Notes***

*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 NHS, the closing conditions of such sale, and the 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.*