

**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**

November 18, 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 November 18, 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 November 18, 2019, the Company announced that for personal reasons, Kevin Wilkerson has resigned from his position of President of the Company and from the position of President and Chief Executive Officer of Sun CA Holdings, Inc., the Company’s main US subsidiary, effective December 2, 2019.

**5.1 Full Description of Material Change**

On November 18, 2019, the Company announced that for personal reasons, Kevin Wilkerson has resigned from his position of President of the Company and from the position of President and Chief Executive Officer of Sun CA Holdings, Inc., the Company’s main US subsidiary, effective December 2, 2019.

The Company has not announced any replacement for Mr. Wilkerson at this time.

In addition to this leadership change, Mr. Michael Barker, a director on the Company’s board of directors (the “**Board**”), has resigned from the Board effective November 15, 2019.

**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**

Dr. Anthony F. Holler  
Chief Executive Officer  
(587) 430-0680

**9. Date of Report**

November 29, 2019.

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

*This material change report contains forward-looking information or statements. All statements that are or information which is not historical facts, including without limitation, the effective date of Mr. Wilkerson's resignation, are "forward-looking information or statements". Forward-looking information or 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 are based on assumptions and 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 information or statements. Such risks and uncertainties include, among others, the risk factors included in the 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 information or 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 information or 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 information or statements. Sunniva assumes no obligation to update any forward-looking information or statements, even if new information becomes available as a result of future events, new information or for any other reason except as required by law.*