

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 28, 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 28, 2019, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On November 28, 2019, the Company and CannaPharmaRx Canada Corp. (“**CannaPharmaRx**”), a subsidiary of CannaPharmaRx, Inc., jointly announced that they are extending the outside date of the share purchase agreement previously announced on June 11, 2019 with respect to the sale of the shares of Sunniva Medical Inc. (“**SMI**”) to CannaPharmaRx (the “**SMI Transaction**”) until December 20, 2019.

5.1 Full Description of Material Change

On November 28, 2019, the Company and CannaPharmaRx jointly announced that they are extending the outside date of the share purchase agreement previously announced on June 11, 2019 with respect to the SMI Transaction until December 20, 2019. The terms of the SMI Transaction, as amended on October 2, 2019, otherwise remain unchanged, with the purchase price to be satisfied by way of CAD \$16.0 million in cash (less outstanding indebtedness of SMI at closing) and CAD \$4.0 million by way of a promissory note of CannaPharmaRx. The Company and CannaPharmaRx continue to work as expeditiously as possible to complete the transaction on or prior to the amended outside date.

SMI, through its wholly-owned subsidiary, 1167025 B.C. Ltd., owns the Sunniva Canada Campus 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.

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

December 5, 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, statement regarding the completion of the SMI Transaction, 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. 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.