

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

December 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 December 19, 2019, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On December 19, 2019, the Company announced the closing of the previously reported sale of Sunniva’s wholly-owned subsidiary, Natural Health Services Ltd. (“**NHS**”) on December 18, 2019 (the “**Transaction**”). The original share purchase agreement (the “**Original Agreement**”) dated September 10, 2019 was amended and restated to set out a revised transaction structure under which Cura-Can Health Corp. (“**Cura-Can**”), instead of its wholly-owned subsidiary, The Clinic Network Canada Inc. (“**TCNC**”), acquired NHS.

5.1 Full Description of Material Change

On December 19, 2019, the Company announced the closing of the Transaction on December 18, 2019. The Original Agreement dated September 10, 2019 was amended and restated to set out a revised transaction structure under which Cura-Can, instead of TCNC, acquired NHS. Pursuant to the Transaction, Cura-Can paid a purchase price of CA \$9,000,000 comprised of CA \$250,000 in cash and CA \$8,750,000 of security consideration through the issuance of 7,000,000 Class A common shares (the “**Cura Shares**”) of Cura-Can (the “**Consideration**”). Sunniva is entitled to certain conversion rights for the Cura Shares based on Cura-Can’s ability to effect a liquidity event for TCNC. The Consideration replaces the prior consideration for NHS pursuant to the Original Agreement of CA \$4,500,000 million in cash and CA \$4,500,000 million of security consideration through the issuance of 4,500,000 preferred shares of TCNC.

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 Holler
Chairman and Chief Executive Officer
(866) 786-6482

9. Date of Report

December 24, 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, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, statements regarding Sunniva's operations and growth opportunities and the conversion rights for the Cura Shares based on Cura-Can's ability to complete a liquidity event for TCNC 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. With respect to forward-looking information and statements contained herein, Sunniva has made numerous assumptions including, among other things, assumptions about general business and economic conditions. 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.