

## 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

March 16, 2020.

#### 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 March 17, 2020, 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 March 17, 2020, the Company announced that it and CannaPharmaRx Canada Corp. (“CannaPharmaRx”) had amended the terms of the Share Purchase Agreement announced on June 11, 2019, as amended on October 2, 2019, and November 27, 2019, with respect to the sale of Sunniva Medical Inc. (“SMI”) to CannaPharmaRx (the “SMI Transaction”). Following the amendment, the purchase price will be settled with approximately CAD \$12.9 million in cash and approximately CAD \$7.1 million through the issuance of 3,566,687 shares of Series C Convertible, Redeemable Preferred Stock of CannaPharmaRx, Inc. Both parties have agreed to extend the outside date for closing of the SMI Transaction until March 31, 2020.

#### 5.1 Full Description of Material Change

On March 17, 2020, the Company announced that it and CannaPharmaRx Canada Corp. (“CannaPharmaRx”) had amended the terms of the Share Purchase Agreement announced on June 11, 2019, as amended on October 2, 2019 and November 27, 2019, with respect to the sale of Sunniva Medical Inc. (“SMI”) to CannaPharmaRx (the “SMI Transaction”). Both parties have agreed to extend the outside date for closing of the SMI Transaction until March 31, 2020. In addition, prior to the amendment, the purchase price was to be settled with CAD \$16.0 million in cash and a CAD \$4.0 million promissory note. Following the amendment, the purchase price will be settled with CAD \$12.9 million in cash and CAD \$7.1 million through the issuance of 3,566,687 shares of Series C Convertible, Redeemable Preferred Stock of CannaPharmaRx, Inc. Following the settlement of indebtedness of SMI at closing and the mortgage on the Sunniva Canada Campus property in Okanagan Falls, British Columbia, including the previously received approximately CAD \$1.9 million in deposits, net cash proceeds at closing to Sunniva are expected to be approximately CAD \$7.3 million. Both parties have agreed to extend the outside date for closing of the SMI Transaction until March 31, 2020.

**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**

March 26, 2020.

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

*This material change report contains forward-looking information or statements. All statements or information that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, statements regarding the closing of the SMI Transaction and the estimate of net cash proceeds from 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”, “planned”, “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 Sunniva’s continuous disclosure documents available on [www.sedar.com](http://www.sedar.com) and risks and uncertainties arising from the adverse impact of the COVID-19 (novel coronavirus) pandemic on the business, operations, personnel and results of Sunniva and on the SMI Transaction. 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.*