

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

May 7, 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 May 8, 2020, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On May 8, 2020, The Company was made aware that its subsidiary Sunniva Medical Inc. (“SMI”), along with SMI’s wholly owned subsidiary, 1167025 B.C. Ltd. (“1167025”), were named in a petition filed in the Supreme Court of British Columbia (the “Court”) in connection with a mortgage (the “Mortgage”) between 1167025 and Shuttleworth Properties Ltd. (the “Petitioner”) dated June 14, 2018. The Mortgage is in respect of an approximately 114-acre property in Okanagan Falls, British Columbia (the “Property”) owned by 1167025 that is the site of the Sunniva Canada Campus, which includes construction assets for a planned 759,000 square-foot greenhouse. The Company has 21 days to file a response to the Petition.

5.1 Full Description of Material Change

On May 8, 2020, The Company was made aware that its subsidiary SMI, along with SMI’s wholly owned subsidiary, 1167025, were named in a petition filed in the Court in connection with the Mortgage between 1167025 and the Petitioner dated June 14, 2018. The Mortgage is in respect of the Property owned by 1167025 that is the site of the Sunniva Canada Campus, which includes construction assets for a planned 759,000 square-foot greenhouse.

The remedies sought by the Petitioner include, among other things, a declaration that the Mortgage is in default, and an order fixing a time limit for payment of the amount payable under the Mortgage (the “Redemption Period”) plus certain legal costs associated with the proceeding. In the event that the amount payable under the Mortgage, together with costs of the proceeding, has not been paid by the expiration of the Redemption Period, then the Petitioner has the right to apply to the Court for, among other things, an order to foreclose on the Property.

The Company has 21 days to file a response to the Petition. The Company is party to a share purchase agreement pursuant to which it proposes to sell the shares of SMI to CannaPharmaRx Canada Corp. (the “SMI Transaction”).

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

May 20, 2020.

Cautionary Note Regarding Forward-Looking Information or Statements

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, proceedings, expectations or beliefs of future performance, potential outcomes of the proceedings commenced by the Petition, and statements regarding the closing 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. 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 and the risk that the court will issue an order of foreclosure in respect of the Property pursuant to the Petition. 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.