

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 13, 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 14, 2020, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On May 13, 2020, the Company was made aware that it has been named in an action (the “Action”) commenced by Matrix Venture Capital Management Inc. (“Matrix”) whereby Matrix has filed a Notice of Motion (the “Notice of Motion”) with the Supreme Court of British Columbia seeking a Bankruptcy Order under the *Bankruptcy and Insolvency Act* (Canada) in respect to the property of Sunniva in connection with a promissory note issued by Sunniva to Matrix on October 11, 2019 in the amount of USD\$6,000,000.

5.1 Full Description of Material Change

On May 13, 2020, the Company was made aware that it has been named in the Action commenced by Matrix whereby Matrix has filed the Notice of Motion with the Supreme Court of British Columbia seeking a Bankruptcy Order under the *Bankruptcy and Insolvency Act* (Canada) in respect to the property of Sunniva in connection with a promissory note issued by Sunniva to Matrix on October 11, 2019 in the amount of USD\$6,000,000.

The Notice of Motion was filed on May 6, 2020 and served on the Company on May 13, 2020. A hearing for the Action has been scheduled for June 1, 2020. The Company intends to defend the Action.

The Company has been reviewing potential strategic and restructuring alternatives and will continue to evaluate its options in the context of the Action.

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 the Company's intent to defend the Action, the outcome of the review process of all strategic and restructuring alternatives available to the Company, 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.