

## 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

June 8, 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 June 8, 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 June 8, 2020, the Company announced that effective June 6, 2020 it had terminated the previously announced Share Purchase Agreement dated June 11, 2019, as amended, with respect to the sale of Sunniva’s wholly-owned subsidiary Sunniva Medical Inc. (“**SMI**”) to CannaPharmaRx, Inc. (“**CannaPharma**”). SMI is the indirect owner of an approximate 114-acre property in Okanagan Falls, British Columbia (the “**OK Falls Property**”), through its wholly-owned subsidiary 1167025 B.C. Ltd.

Following termination of the Share Purchase Agreement with CannaPharma, 1167025 B.C. Ltd. entered into a Purchase and Sale Agreement (the “**Sale Agreement**”) with an independent real estate investment fund (the “**Buyer**”) pursuant to which it has agreed to sell the OK Falls Property to the Buyer for gross proceeds of CA\$9,000,000 (the “**OK Falls Transaction**”).

#### 5.1 Full Description of Material Change

On June 8, 2020, the Company announced that effective June 6, 2020 it had terminated the previously announced Share Purchase Agreement dated June 11, 2019, as amended, with respect to the sale of Sunniva’s wholly-owned subsidiary SMI to CannaPharma. SMI is the indirect owner of the OK Falls Property, through its wholly-owned subsidiary 1167025 B.C. Ltd.

Following termination of the Share Purchase Agreement with CannaPharma, 1167025 B.C. Ltd. entered into the Sale Agreement with the Buyer pursuant to which it has agreed to sell the OK Falls Property to the Buyer for gross proceeds of CA\$9,000,000. Closing of the OK Falls Transaction is subject to completion of due diligence of the OK Falls Property by the Buyer, but is not subject to a financing condition. Closing of the OK Falls Transaction is expected to occur on or before July 15, 2020.

Following discharge of the existing mortgage on the OK Falls Property and other anticipated closing costs, including legal fees and a 3% commission payable to the agent for the Buyer, net cash proceeds at closing to Sunniva are expected to be approximately CA\$5.2 million.

Sunniva will retain ownership of SMI and 1167025 B.C. Ltd. and various equipment and assets currently on site.

**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**

June 11, 2020.

***Cautionary Note Regarding Forward-Looking Information or Statements***

*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 termination of the SMI Transaction, the anticipated closing date of the OK Falls Transaction, the closing conditions and the estimated net cash proceeds from the Sale Agreement, 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. 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.*