

**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**

August 11, 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 August 11, 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 August 11, 2020, the Company announced that its wholly-owned subsidiary 1167025 B.C. Ltd. has closed the previously reported sale of its OK Falls Property (the “Property”) for gross proceeds of CA\$6,800,000.

**5.1 Full Description of Material Change**

On August 11, 2020, Sunniva announced that its wholly-owned subsidiary 1167025 B.C. Ltd. closed the previously reported sale of its OK Falls Property to an unrelated British Columbia investment company (the “Buyer”) for gross proceeds of CA\$6,800,000. Following discharge of the existing mortgage on the Property and other anticipated closing costs, including legal fees and a 3% commission payable to the agents for the Buyer, net cash proceeds at closing to Sunniva are expected to be approximately CA\$3.2 million. Sunniva will retain ownership of 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**

August 19, 2020.