FORM 13

NOTICE OF AMENDMENT OF WARRANT TERMS

Name of Listed Issuer: Sunniva Inc. (the “Issuer”).

Trading Symbol: SNN

Date: October 16, 2019

Date of Press Release announcing amendment: October 16, 2019\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Closing price of underlying shares on the day prior to the announcement:$1.39\_\_\_\_\_\_\_

Closing price of underlying shares at the time of issuance\_$2.85\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

As additional consideration for entering into a Membership Interest Purchase Agreement among the Issuer, LTYR Logistics, LLC (“**LTYR**”), the members of LTYR (the “**Members**”) and CP Logistics, LLC (the “**Purchaser**”) dated effective December 21, 2018, the Members received 718,473 performance warrants (“**Performance Warrants**”), which subject to certain Milestones (as defined below), are convertible, for no additional consideration, into 718,473 shares of the voting common stock of the Issuer (the “**Performance Shares**”).

1. **Current terms of warrants to be amended:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Date Issued | Issue Price | Exercise Price | Market Price of underlying shares | Number of Warrants | Expiry Date | Percentage of Warrant class held by Insiders |
| December 21, 2018 | N/A | N/A | $2.85 | 718,473 | December 28, 2020 | 33% |
| **Performance Warrant Terms:**The Performance Warrants are convertible into Performance Shares upon the satisfaction of the following milestones (the “**Milestones**”) (i) the receipt by the Purchaser of all required licenses and permits to allow for operations of a cannabis distribution business in the State of California, and (ii) the receipt of a Certificate of Occupancy and issuance of a business license to operate a cannabis distribution business at the property located at 1335 West 16th Street, Long Beach, CA 90813 from the Business License Division of the City of Long Beach to the satisfaction of Purchaser. |
|  |  |  |  |  |  |  |

Pursuant to Policy 6, Section 7.4, Amendments are permitted provided that:

1. The warrants are not listed for trading;
2. The exercise price is higher than the current market price;
3. No warrants have been exercised in the last 6 months;
4. At least 10 trading days remain before expiry.
5. **Amendment(s)**
	* + 1. Extension – amended expiry date: N/A\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*The term of a warrant may not extend past the date that would have been allowed on the date of issuance.*

* + - 1. Repricing – amended exercise price:­­­­­­­­­­­­­­­­­­­­­­­­­ N/A\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*If the amended price is below the market price of the underlying security at the time the warrants were issued, and following the amendment the exercise price is below the closing price of the underlying security for any 10 consecutive trading days by more than the permitted private placement discount, the term of the warrants must be amended to 30 days. The amended term must be announced by press release and Form 13 and* *the 30 day term will commence 7 days from the end of the 10 day period. See Policy 6 section 7.4 for details.*

1. **Amended terms of warrants:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Date Issued | Issue Price | Exercise Price | Market Price of underlying shares | Number of Amended Warrants | Expiry Date | Percentage of Warrant class held by Insiders |
| December 21, 2018 | N/A | N/A | $2.85 | 718,473 | December 28, 2020 | 33% |
| **Amended Performance Warrant Terms:**The Performance Warrants are convertible into Performance Shares upon the satisfaction of the following milestones (the “**Milestones**”) (i) the receipt by the Purchaser of all required licenses and permits to allow for operations of a cannabis distribution business in the State of California, and (ii) the receipt of a Certificate of Occupancy and issuance of a business license to operate a cannabis distribution business at the property located at 84-845 Avenue 48, Suite 1, Coachella, CA, 92203 from the Business License Division of the City of Coachella, California to the satisfaction of Purchaser. |
|  |  |  |  |  |  |  |

listed Issuers must obtain appropriate corporate approvals prior to any change, modification or amendment of outstanding warrants or other convertible securities (including non-listed securities). The amendment of the terms of a warrant (or other security) may be considered to be the distribution of a new security under securities laws and require exemptions from legislative requirements. Furthermore, the amendment of the terms of a security held by an insider or a related party may be considered to be a related party transaction under Multilateral Instrument 61-101 and require exemptions from provisions of that rule. Issuers should consult legal counsel before amending the terms of a security.

**4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

1. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
2. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).
3. All of the information in this Form 13 Notice of Amendment of Warrant Terms is true.

Dated October 16, 2019 .

 David Lyle
Name of Director or Senior Officer

 /s/ David Lyle
Signature

 Chief Financial Officer
Official Capacity