

SUNNIVA INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on June 27, 2018

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the holders of common shares of Sunniva Inc. (“**Sunniva**” or the “**Corporation**”) will be held at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, B.C., V7X 1T2, on June 27, 2018 at 8:00 a.m. (Pacific Time) (the “**Meeting**”), for the following purposes:

A. MEETING MATTERS

1. to receive the financial statements and management’s discussion and analysis of the Corporation for the financial year ended December 31, 2017;
2. to fix the number of directors at eight (8) and to elect directors of the Corporation for the ensuing year;
3. to appoint MNP LLP as the Corporation’s auditors for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to consider and, if thought advisable, pass an ordinary resolution ratifying, confirming and approving the Corporation’s Advance Notice By-Law which is discussed under *Business of the Meeting – Special Business – Advance Notice By-Law* and the complete text of which is set out in Schedule A to the attached Circular (as defined below) for the Meeting; and
5. to consider and, if thought advisable, pass an ordinary resolution ratifying, confirming and approving the adoption of the Amended and Restated Stock Option Plan which is discussed under *Business of the Meeting – Special Business - Amended and Restated Stock Option Plan* and the complete text of which is set out in Schedule B to the attached Circular for the Meeting.

Accompanying this notice of meeting are: (i) a management proxy circular of the Corporation dated May 23, 2018 (the “**Circular**”); and (ii) a form of proxy. The Circular contains important information about what the Meeting will cover, who can vote and how to vote. Please read it carefully. A holder of common shares of the Corporation (a “**Shareholder**”) entitled to vote at the Meeting may attend the Meeting in person or be represented by proxy. If you are a Shareholder that is entitled to vote at the Meeting, but you are unable to attend the Meeting in person, you are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be completed, dated, signed and received:

- By the Corporation’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), by fax within North America at 1- 866-249-7775, outside North America at (416) 263-9524, or by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- or use a touch-tone phone to transmit voting choices to the toll-free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder’s account number and the proxy access number;
- or log on to Computershare’s website at, www.investorvote.com. Registered shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder’s account number and the proxy access number.

In any case, such proxy must be received no later than 8:00 a.m. (Pacific Time) on June 25, 2018 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the adjourned Meeting.

A copy of the financial statements and management’s discussion and analysis of the Corporation for the financial year ended December 31, 2017 are being sent on the same date as this notice of meeting to each registered Shareholder entitled to receive notice of the Meeting.

The directors have fixed May 18, 2018 as the record date for the purposes of determining Shareholders entitled to receive notice of the Meeting and to vote thereat. Accordingly, Shareholders of record as at the close of business on May 18, 2018 will be entitled to attend and vote at the Meeting and any adjournment thereof.

DATED at Vancouver, British Columbia this 23rd day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Signed (Dr. Anthony Holler)

Dr. Anthony F. Holler
Chairman of the Board, Chief Executive Officer and
Director

Whether or not you expect to attend the Meeting in person, please complete, date, sign and return the accompanying form of proxy at your earliest convenience. The accompanying Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of meeting.