

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Veritas Pharma Inc.
(the "Company")
101 - 2386 East Mall
Vancouver, BC V6T 1Z3

Item 2 Date of Material Change

April 26, 2016

Item 3 Date of News Release

The Company disseminated the news release on April 26, 2016, via Newswire and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions.

Item 4 Summary of Material Change

The Company announced that it has completed the first tranche of its non-brokered private placement of 2,096,250 units ("Units") at a price of \$0.40 per Unit for aggregate gross proceeds of \$838,500.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated April 26, 2016, which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Dr. Lui Franciosi, CEO and Director, (778) 968-6260
Email: lui@veritaspharmainc.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 26th day of April, 2016.

VERITAS PHARMA INC.

"Dr. Lui Franciosi"

Per: Dr. Lui Franciosi