

**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 19, 2016

Item 3 Date of News Release

The Company disseminated the news release on April 19, 2016, via Stockwatch and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions.

Item 4 Summary of Material Change

The Company announced that Donald Ross Carlow has been appointed as an additional director of the Company effective April 12, 2016.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated April 19, 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: info@seashoremachine.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 19th day of May, 2016.

VERITAS PHARMA INC.

"Dr. Luigi Franciosi"

Per: Dr. Luigi Franciosi