

**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

October 11, 2016

Item 3 Date of News Release

The Company disseminated the news release on October 11, 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 advancing \$750,000 to Cannevert Therapeutics Ltd. With this payment, the Company has made 50% of the payments required to earn an 80% ownership interest in Cannevert Therapeutics Ltd.

In order to facilitate the payment of \$250,000 to Cannevert Therapeutics Ltd., the Company entered into a Promissory Note Agreement dated August 12, 2016 between the Company and an arm's length lender to borrow an aggregate of \$225,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated October 11, 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 17th day of October, 2016.

VERITAS PHARMA INC.

"Dr. Lui Franciosi"

Per: Dr. Lui Franciosi