

**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

January 11, 2017

Item 3 Date of News Release

The Company disseminated the news release on January 11, 2017, 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 appointed Linda Sampson as a director of the Company, resignation of Len Werden as director of the Company and the issuance of 800,000 incentive stock options at \$0.45 with a one-year term to directors, management and consultants.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated January 11, 2017, 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, President, 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 11th day of January, 2017

VERITAS PHARMA INC.

"Dr. Lui Franciosi"

Per: Dr. Lui Franciosi