

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

Item 1 Name and Address of Company

Veritas Pharma Inc. (the "Company")
Suite 310, 221 West Esplanade
North Vancouver, BC V7M 3J3

Item 2 Date of Material Change

November 9, 2018

Item 3 Date of News Release

The Company disseminated the news release on November 6, 2018, 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 further to its news release dated September 20, 2018, it has completed its first closing of a non-brokered private placement of 8,210,527 shares ("Shares") at a price of \$0.19 per Share for aggregate gross proceeds of \$1,560,000 (the "Offering").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated November 6, 2018, 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 19h day of November, 2018

VERITAS PHARMA INC.

"Dr. Lui Franciosi"

Per: Dr. Lui Franciosi