FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

   Veritas Pharma Inc.
   3200 – 650 West Georgia Street
   Vancouver, BC, V6B 4P7

   (the "Company")

2. **Date of Material Change:**

   July 28, 2020

3. **Press Release:**

   A press release was disseminated on July 28, 2020 and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

   The Company has entered into debt settlement agreements with directors and officers to settle debt in the amount of $94,750 by the issuance of 1,263,333 common shares at a deemed price of $0.075 per share.

5. **Full Description of Material Change:**

   The Company has entered into debt settlement agreements with directors and officers to settle debt in the amount of $94,750 by the issuance of 1,263,333 common shares at a deemed price of $0.075 per share.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

   Not applicable.

7. **Omitted Information:**

   Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

   Peter McFadden, Interim CEO & CFO
   Telephone: (604) 827-5520

9. **Date of Report:**

   July 31, 2020