

**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 10, 2017

Item 3 Date of News Release

The Company disseminated the news release on January 10, 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 further to its news release dated January 9, 2017, it has completed its non-brokered private placement of 9,916,590 units ("Units") at a price of \$0.22 per Unit for aggregate gross proceeds of \$2,181,650 (the "Offering").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated January 10, 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 10th day of January, 2017

VERITAS PHARMA INC.

"Dr. Lui Franciosi"

Per: Dr. Lui Franciosi