

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Veritas Pharma Inc. (the "Issuer").

Trading Symbol: VRT

Date: February 20, 2017

### 1. New Options Granted:

Date of Grant: February 20, 2017

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exerc ise Price	Expiry Date	No. of Options Granted in Past 12 Months
bullVestor Medien GmbH	Consultant <sup>(1)</sup>	No	100,000	\$0.47	February 20, 2018	0
Loud Media & Awareness GmbH	Consultant <sup>(1)</sup>	No	100,000	\$0.47	February 20, 2018	0
<b>TOTAL</b>			<b>200,000</b>			

(1) Does not provide Investor Relation services to the Company

Total Number of optioned shares proposed for acceptance: 200,000.

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
482130 BC Ltd. <sup>(2)</sup>	100,000	\$0.45	January 11, 2017	January 11, 2018
David Greenway	100,000	\$0.45	January 11, 2017	January 11, 2018
Jamie Hyland	100,000	\$0.45	January 11, 2017	January 11, 2018
Linda Sampson	250,000	\$0.45	January 11, 2017	January 11, 2018
Yari Nieken	250,000	\$0.45	January 11, 2017	January 11, 2018
Donald Ross Carlow	200,000	\$0.32	September 6, 2016	September 6, 2021

Matthew Hamilton	200,000	\$0.32	September 6, 2016	September 6, 2021
482130 BC Ltd. <sup>(2)</sup>	300,000	\$0.32	September 6, 2016	September 6, 2021
Franciosi Consulting Ltd. <sup>(3)</sup>	100,000	\$0.32	September 6, 2016	September 6, 2021
Jesse McConnell	200,000	\$0.25	January 4, 2016	January 4, 2021
Leonard Werden	300,000	\$0.25	January 4, 2016	January 4, 2021
Franciosi Consulting Ltd. <sup>(3)</sup>	300,000	\$0.25	January 4, 2016	January 4, 2021
<b>TOTAL</b>	<b>2,400,000</b>			

(1) Set out number of optioned shares for each grant with different terms.

(2) David Alexander is the President of 482130 BC Ltd.

(3) Luigi Franciosi is the principal of Franciosi Consulting Ltd.

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. N/A
- (b) State the date of the news release announcing the grant of options. February 20, 2017
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 36,291,060
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. 7.16%
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. 1,029,106
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. \$0.22
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. N/A

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated February 22, 2017.

David Alexander  
Name of Director or Senior  
Officer

"David Alexander"  
Signature

CFO  
Official Capacity