

**VERITAS PHARMA INC.**  
Suite 101 – 2386 East Mall, University of British Columbia  
Vancouver, British Columbia, Canada V6T 1Z3  
Telephone (778) 998-6260

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of Shareholders of **VERITAS PHARMA INC.** (the "**Company**") will be held at Suite 700 - 401 West Georgia Street, Vancouver, British Columbia, on Friday, January 25, 2019, at 10:00 a.m., Vancouver time, for the following purposes:

1. To receive the report of the Directors of the Company;
2. To receive and consider the audited financial statements of the Company for its fiscal period ended April 30, 2018, and the report of the auditor thereon;
3. To fix the number of Directors of the Company at four;
4. To elect Directors of the Company for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration;
6. To consider and, if thought fit, to pass an ordinary resolution ratifying and approving the existing 10% rolling stock option plan of the Company;
7. To consider and, if thought fit, to pass, with or without variation, a special resolution authorizing and approving the consolidation of the Company's issued and outstanding common shares on the basis of one (1) "new" share for every ten (10) "old" shares or such lesser ratio as the board of directors of the Company deems appropriate; and
8. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Information Circular dated December 20, 2018 and the form of Proxy accompany this Notice. The Information Circular contains details of matters to be considered at the Meeting.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of Proxy, or another suitable form of Proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

DATED at Vancouver, British Columbia, this 20<sup>th</sup> day of December, 2018.

BY ORDER OF THE BOARD

*"Lui Franciosi"*

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Lui Franciosi  
President, CEO and Director