

VERITAS PHARMA INC.

AMENDED NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Veritas Common Shares**”) of Veritas Pharma Inc. (“**Veritas**” or the “**Company**”) has been postponed to 12:00 noon (Pacific time) on April 29, 2021 and will be held at 3200 – 650 West Georgia Street, Vancouver, British Columbia for the following purposes:

1. To receive the Report of the Directors;
2. to receive the audited consolidated financial statements of the Company for the fiscal year ended April 30, 2020 and the report of the auditors thereon;
3. to determine the number of directors and elect directors for the ensuing year;
4. to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
5. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Amalgamation Resolution**”), the full text of which is set forth in Appendix A to the accompanying Amendment (as defined below), approving the acquisition of Indigenous Bloom Hemp Corporation (“**Hempco**”) by way of its amalgamation with the Company’s wholly-owned subsidiary, 12302161 Canada Inc. (“**Newco**”), and the transactions contemplated in the Business Combination Agreement dated September 4, 2020, as amended February 17, 2021, among the Company, Hempco and Newco;
6. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Consolidation Resolution**”), the full text of which is set forth in Appendix B to the Circular (as defined below), consolidating the issued and outstanding Veritas Common Shares on the basis of 2 pre-consolidation common shares for one post-consolidation common share; and
7. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

An Information Circular (the “**Circular**”) for the Meeting was mailed to Shareholders on or about March 9, 2021. This Amended Notice of Meeting is accompanied by an amendment (the “**Amendment**”) to the Circular and either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Amendment and in the Circular. The Amendment and the Circular are deemed to form part of this Notice of Meeting. Please read both the Circular and the Amendment carefully before you vote on the matters to be presented at the Meeting.

The Directors of the Company have fixed the close of business on March 1, 2021 as the record date for determining Shareholders entitled to receive notice of and to vote at the Meeting. Only Shareholders whose names have been entered into the register of the holders of Veritas Common Shares as at March 1, 2021 will be entitled to receive notice of and to vote at the Meeting in respect of such Veritas Common Shares.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by using one of the following methods:

- (a) by completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by hand delivery to the 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9;
- (b) by using a touch-tone phone to transmit voting choices to a toll-free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (c) by using the internet through the website of the Company's transfer agent at www.investorvote.com. Registered shareholders must follow the instructions that are given by the website and refer to the enclosed proxy form for the holder's account number and the proxy access number;

and in all cases ensuring that the proxy is received before 12:00 noon (Pacific time) on April 27, 2021 or no less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the postponed Meeting or any adjournment thereof.

The enclosed proxy supersedes and replaces the form of proxy mailed to Shareholders with the Meeting Materials on or about March 9, 2021. The previously mailed proxy is now void.

All non-registered Shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

All capitalized terms used in this Amended Notice of Meeting and in the Amendment have the same meaning as in the Circular unless otherwise defined.

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government decrees, the Company is requesting that Shareholders not attend the Meeting in person. Rather, the Company encourages Shareholders to submit their vote by proxy ahead of the Meeting in accordance with the instructions described above, in this Amendment and in the Circular.

Shareholders who have within 14 days of the date of the Meeting: (i) COVID-19 symptoms, (ii) been in close contact with another person with COVID-19 symptoms, or (iii) travelled outside of Canada, cannot attend the Meeting and should therefore vote only by proxy. For those Shareholders who attend the Meeting, physical distancing measures will be applicable, as directed by the Provincial Health Officer. The Company also reserves the right to change the location, date and time of the Meeting, based on developments with the COVID-19 pandemic.

DATED at Vancouver, British Columbia, as of this 24th day of March, 2021.

By order of the Board of Directors

“Peter McFadden”

Peter McFadden,
Interim Chief Executive Officer and Chief Financial Officer