Form 51–102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Vitality Products Inc.
Suite 304 - 837 West Hastings Street
Vancouver, BC V6C 3N6

Item 2. Date of Material Change

April 17, 2008

Item 3. News Release

News Release dated April 17, 2008 was filed on SEDAR and disseminated via CNW Group on April 17, 2008.

Item 4. Summary of Material Change

Vitality Products Inc. (the "Company") has entered into a share subscription agreement with Consolidated Firstfund Capital Corp. ("Firstfund") to issue 46,000 Class "A" Preference Shares, Series 6 for share subscriptions received that total $460,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has entered into a share subscription agreement with Firstfund to issue 46,000 Class "A" Preference Shares, Series 6 for share subscriptions received that total $460,000. The Class "A" Preference Shares, Series 6 with a par value of $10 each in the capital stock of the Company will each be non-voting and have a 6% cumulative dividend payable annually. The Class "A" Preference Shares, Series 6 plus all unpaid dividends accrued thereon will be convertible to common shares in the capital stock of the Company for a period of five years. The conversion price for the first two years is $0.10 per common share and the conversion price in each of the subsequent three years is 10% higher than the conversion price in the preceding year.

Firstfund is a related company with common directors and common officers and controlled by a common director. William N. Grant, a director and officer of the Company, owns 72.2% of Firstfund. Firstfund made the $460,000 investment through cash advances to the Company to cover the Company's cash requirements from August 2003 to June 2007. These cash advances have been accounted for as shares subscriptions in the Company's audited financial statements and the Company now wishes to complete this private placement transaction. The transaction has been approved by the Company's independent Board members and is subject to regulatory approval.

5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable

Item 7. Omitted Information

None

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and the Report and may be contacted:

William N. Grant, President & CEO, Telephone: 604-683-6611.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 25th day of April, 2008.