

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Vitality Products Inc. (“Vitality” or the “Company”)
837 West Hastings Street
Suite 304
Vancouver, BC V6C 3N6

Item 2 Date of Material Change

July 22, 2014.

Item 3 News Release

The news release concerning the material changes described herein was disseminated through CNW Newswire on July 22, 2014.

Item 4 Summary of Material Change

Vitality has appointed Vitality One World Health Inc. on an exclusive basis the right to distribute and sell the Company's 92 natural health products for countries outside of North America.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Vitality has appointed Vitality One World Health Inc. (the “Distributor”) on an exclusive basis the right to distribute and sell the Company's 92 natural health products (“NHPs”) for countries outside of North America.

The Company is to receive an aggregate fee of \$100,000 from the Distributor and a royalty fee based upon the Distributor's gross sales of the Company's products for the exclusive right to distribute and sell the Company's products in countries outside of North America for an initial term of three years.

Vitality One World Health Inc. of Vancouver, BC is an independent contractor and is not a related party of the Company. For more information, distribution and sale of Vitality outside of North America, Vitality One World Health Inc. may be contacted at #1150 - 789 West Pender Street, Vancouver, BC V6C 1H2 or info@vitalityoneworld.com.

The Company continues to investigate opportunities to market and distribute its 92 NHPs, each with its own Natural Product Number (NPN) licensed by Health Canada. The Company's NHPs include non-GMO, gluten-free, soy-free and vegan friendly products, and vitamins, minerals and supplements with time release formulations. Any inquires made of Vitality for distribution of our

NHPs outside of North America will be referred to the Distributor. All product launches involve risks including but not limited to the availability of financing on favourable terms, human resources, availability of product ingredients at favourable costs, changes to government regulations, adverse sales and competition.

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

Not applicable.

Item 8 Executive Officer

W. Douglas Grant
President & CEO
Tel: (604) 683-6611
E-mail: info@vitality.ca

Item 9 Date of Report

July 25, 2014.