

# VITALITY PRODUCTS INC.

## MANAGEMENT'S DISCUSSION & ANALYSIS

For the Years Ended January 31, 2015 and 2014

The following information should be read in conjunction with the audited financial statements and related notes for the years ended January 31, 2015 and 2014. These documents and additional information relating to the Company are on the SEDAR website at [www.sedar.com](http://www.sedar.com).

The following discussion and analysis of the financial conditions and financial performance contain forward-looking statements which involve known and unknown risks, uncertainties and other factors which may cause actual results to differ materially from any future results expressed or implied by such statements. Forward-looking statements include, but are not limited to, those with respect to: anticipated future operating results, anticipated levels of sales and anticipated timing and progress of product development and marketing. These statements are predictions only and actual results may differ materially. Factors that could cause such actual results to differ materially from any future results expressed or implied by such forward-looking statements include, but are not limited to, our ability to obtain additional equity, our ability to retain and expand our human resources, the successful development of our products, regulatory risks and expanding our channels of distribution.

The effective date of this document is June 1, 2015.

### Business Overview

Vitality Products Inc. (VPI - TSX-V) is a manufacturer, marketer and distributor of premium quality natural health products, including vitamins, minerals and nutritional supplements. The Company is focused on key growth categories and the Canadian Natural Health Food Market in Western Canada. The Company maintains a distribution facility in Burnaby, British Columbia and an agricultural property in Whatcom County, Washington. The Company moved its distribution facility from Surrey, BC to Burnaby, BC in February 2015 to improve operational efficiencies.

In September 2013, the Company announced the revitalization of one of Canada's oldest natural health companies with the launch of Vitality's new line of vitamins and supplements. The Company has formulated, branded and launched four products in key growth categories: multivitamins, digestion, stress and sleep.

The Company has introduced the following four unique products:

- Vitality® Time Release Super Multi+™
- Vitality® Time Release B Complete + C™
- Vitality® Digest+™
- Vitality® Relax+™

All four products are non-GMO (contain no genetically modified organisms), gluten-free, soy-free and vegan friendly. Vitality named the four products by their benefits to help retailers and consumers understand the products and added QR codes on labels to direct consumers online for additional product information. Vitality's new branding, products and product information are available at the Company's website: [www.vitality.ca](http://www.vitality.ca).

Vitality has selected Christmas Natural Foods Ltd. (Christmas) to focus on distribution of Vitality to independent Canadian Health Food Stores (HFS) in Western Canada including: British Columbia, Alberta, Saskatchewan and Manitoba. Vitality is now available for retailers to order from Christmas. More information on Christmas is available at [www.christmasnaturalfoods.com](http://www.christmasnaturalfoods.com).

## **Business Overview (Continued)**

The Company's products are available for sale in over 150 retail stores (2014 - over 50 retail stores) located in British Columbia, Alberta, Saskatchewan and Manitoba. A list of the retailers is available from Vitality at [www.vitality.ca](http://www.vitality.ca). Understanding the importance of online, Vitality has re-launched its corporate website ([www.vitality.ca](http://www.vitality.ca)) to be focused on retailers and consumers by providing product information, online shopping and access to natural health content.

Vitality commenced business in 1946 and its name and design were trademarked in 1952. The Company has leveraged its trademark to secure the social media properties: [www.facebook.com/vitality](http://www.facebook.com/vitality) and [@vitality](http://www.twitter.com/vitality). The Company is currently communicating to customers using [@vitality](http://www.twitter.com/vitality).

Vitality has developed a complete product line of Natural Health Products (NHPs). Health Canada requires a full licensing process for NHPs. Included in the definition of NHPs are certain food and beverage products claiming to benefit health: such as energy bars and juice with vitamins; supplements such as herbs, digestive enzymes, vitamins and minerals and essential fatty acids; and traditional personal care products. The Licensed Natural Health Products Database (LNHPD) contains product specific information on those natural products that have been issued a product license by Health Canada.

Vitality has applied for and received 92 Natural Health Product Numbers (NPNs) for its NHPs and all 92 NHPs are registered in the LNHPD and have received an eight digit NPN. The issuance of a product license means that the product has been assessed by Health Canada, found to be safe, effective and of high quality under its recommended condition of use. This is an adequate number of approvals for the Company to proceed with a marketing and licensing program of its NHPs.

Over the years multiple formulations have been developed. Previously many of these products were registered with Drug Identification Numbers or were simply distributed as food supplements. In 1979 many new products formulations were added including nine time release formulations. Since 2003, the Company has transitioned 60 former natural health products and researched, formulated and received licenses for an additional 32 natural health products. An NPN is required to sell products in Canada.

The development costs of formulating, testing and registering our 92 NHPs with Health Canada are well in excess of \$500,000. Historically, the Company has expensed all of these development costs under its accounting policies. This key strategic asset is not recognized on our statements of financial position. The Company expects to generate income from the many years of investment in our NHPs.

Vitality attended and exhibited at the 2015 Canadian Health Food Association (CHFA) West Conference and Trade Show in Vancouver, BC in April 2015. The Company is a member of CHFA, Canada's largest trade association dedicated to natural health and organic products. CHFA West is one of Canada's largest trade shows for the natural health and organics industry. According to CHFA, the natural health product industry contributes \$3 billion, and the organic product industry contributes another \$3 billion, to the Canadian economy. The Company had the opportunity to meet with retailers at its own booth and provide information regarding Vitality's four new products.

Vitality attended and exhibited at the VEG Expo in Vancouver, BC in June 2014, the Vancouver Health Show in Vancouver, BC in November 2014, the Victoria Health Show in Victoria, BC in January 2015, the Wellness Show in Vancouver, BC in February 2015, and the Kelowna Health Show in Kelowna, BC in April 2015. The Company had the opportunity at these trade shows to meet with consumers at its own booth, sell its products and provide information regarding Vitality's four new products.

## Business Overview (Continued)

On July 22, 2014, the Company appointed Vitality One World Health Inc. on an exclusive basis the right to distribute and sell the Company's 92 NHPs for countries outside of North America. The Company is to receive an aggregate fee of \$100,000 from Vitality One World Health Inc. and a royalty fee based upon Vitality One World Health Inc.'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.

The Company continues to investigate opportunities to market and distribute its 92 products, including products with time release vitamins and minerals formulations, and its website, [www.vitality.ca](http://www.vitality.ca). 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.

## Selected Annual Information

The following table sets out selected audited financial information of the Company and is derived from the audited financial statements prepared by management. The statements are prepared in conformity with International Financial Reporting Standards ("IFRS") and are expressed in Canadian dollars.

Fiscal Year	Revenues	Net (Loss) Income	Net (Loss) Income Per Share (Basic and Diluted)	Total Assets	Total Long-term Financial Liabilities
2015	\$63,916	\$(177,712)	\$(0.01)	\$286,778	\$0
2014	\$5,301	\$(184,774)	\$(0.01)	\$286,607	\$0
2013	\$171	\$(168,084)	\$(0.01)	\$263,270	\$0

There are several factors that have caused year-to-year variations in the Company's financial condition and results in operations. During fiscal 2014, the Company launched Vitality's new line of vitamins and supplements after years of development. The introduction of four products in key growth categories to the market in September 2013 resulted in a 3,000% increase in revenues to \$5,301 for the year ended January 31, 2014 (2013 - \$171). Revenues continued to increase during fiscal 2015 to \$63,916, an increase of 1,106% in revenues over fiscal 2014.

Total assets increased slightly in fiscal 2015 to \$286,778 (2014 - \$286,607) as a decrease in inventories to \$754 (2014 - \$26,197) was offset by increases in cash and cash equivalents to \$19,296 (2014 - \$6,112), in accounts receivable to \$17,763 (2014 - \$12,654), and in prepaid expenses to \$8,467 (2014 - \$833).

Total assets increased in fiscal 2014 to \$286,607 (2013 - \$263,270) primarily as a result of inventories increasing. Inventories of \$26,197 in fiscal 2014 (2013 - \$4,510) consist primarily of finished goods of Vitality's new line of vitamins and supplements. The Company's primary asset on its statements of financial position during fiscal years 2015, 2014 and 2013 is its agricultural property in Whatcom County, Washington. This land is recorded at its historical cost of \$237,750.

The Company's net loss increased in fiscal 2014 as the Company recognized a share-based compensation expense of \$11,005. No share-based compensation expenses were recorded in fiscals 2015 or 2013. The share-based compensation expense is generally high due to the assumptions required in the Black-Scholes option-pricing model, specifically, the Company's stock price volatility over the past five years.

## Summary of Quarterly Results

The following table sets out selected unaudited financial information of the Company and is derived from unaudited condensed interim financial statements prepared by management. The condensed interim financial statements are prepared in conformity with IFRS and are expressed in Canadian dollars.

Fiscal Period	Revenues	Net (Loss) Income	Net (Loss) Income Per Share (Basic and Diluted)
2015 Q4	\$27,469	\$(48,369)	\$(0.00)
2015 Q3	\$16,532	\$(36,487)	\$(0.01)
2015 Q2	\$6,983	\$(51,195)	\$(0.00)
2015 Q1	\$12,932	\$(41,661)	\$(0.00)
2014 Q4	\$252	\$(46,870)	\$(0.00)
2014 Q3	\$4,511	\$(36,696)	\$(0.00)
2014 Q2	\$57	\$(60,205)	\$(0.01)
2014 Q1	\$481	\$(41,003)	\$(0.00)

During the fourth quarter of fiscal 2015, the Company's sales increased to \$27,469 (2014 Q4 - \$252) as Vitality's new line of vitamins and supplements was ordered by more retail stores located in Western Canada. The cost of sales increased to \$13,015 (2014 Q4 - \$82), travel expense increased to \$3,052 (2014 Q4 - \$811) and wages and salary expense increased to \$29,565 (2014 Q4 - \$20,391) due to the Company's efforts in improving sales. In addition, promotion expense for fiscal 2015 totaled \$18,975 (2014 - \$6,487).

During the second, third and fourth quarters of fiscal 2015, the Company applied for and received financial assistance under an available government program. The Company received \$52,042 which was used to reduce eligible costs associated with graduate internships offered by Vitality. The maximum amount available to the Company for the approved projects is \$56,968. As a result, the Company's net loss decreased during the second, third and fourth quarters of fiscal 2015 as wages and salary expense was reduced by \$10,136 in the second quarter, \$23,033 in the third quarter, and \$18,873 in the fourth quarter.

During the third quarter of fiscal 2015, the Company's sales increased to \$16,532 (2014 Q3 - \$4,511) as Vitality's products were ordered by more retail stores located in Western Canada. The cost of sales increased to \$5,175 (2014 Q3 - \$1,598), travel expense increased to \$1,199 (2014 Q3 - \$298) and wages and salary expense increased to \$21,801 (2014 Q3 - \$8,257) due to the Company's efforts in improving sales.

During the fourth quarter of fiscal 2014 and the first and second quarters of fiscal 2015, the Company applied for and received financial assistance under an available government program. The Company received \$14,245 which was used to reduce eligible costs associated with a graduate internship offered by Vitality. As a result, the Company's net loss decreased during 2014 Q4, 2015 Q1 and 2015 Q2 as wages and salary expense was reduced by \$5,191 in 2014 Q4, \$8,192 in 2015 Q1 and \$862 in 2015 Q2.

During the second quarter of fiscal 2015, the Company's sales increased to \$6,983 (2014 Q2 - \$57) as Vitality's products were ordered by more retail stores located in British Columbia and Alberta. The cost of sales increased to \$2,194 (2014 Q2 - \$Nil), promotion expense increased to \$2,851 (2014 Q2 - \$295), travel expense increased to \$1,505 (2014 Q2 - \$74) and wages and salary expense increased to \$21,834 (2014 Q2 - \$4,486) due to the Company's efforts in improving sales.

During the first quarter of fiscal 2015, the Company's sales increased to \$12,932 (2014 Q1 - \$481) as Vitality's products were ordered by more retail stores located in British Columbia and Alberta. The cost of sales increased to \$3,792 (2014 Q1 - \$Nil), promotion expense increased to \$7,630 (2014 Q1 - \$110), travel expense increased to \$1,829 (2014 Q1 - \$11) and wages and salary expense increased to \$20,130 (2014 Q1 - \$10,834) due to the Company's efforts in improving sales.

## **Summary of Quarterly Results (Continued)**

During the third quarter of fiscal 2014, the Company's sales increased to \$4,511 (2013 Q3 - \$19) due to the launch of Vitality's new line of vitamins and supplements in September 2013.

During the second and third quarters of fiscal 2014, the Company applied for and received financial assistance under an available government program. The Company received \$20,000 which was used to reduce eligible costs associated with the market assessment and commercialization strategy project for Vitality. As a result, the Company's net loss decreased during the second quarter of fiscal 2014 as wages and salary expense was reduced by \$5,908. The Company's net loss decreased during the third quarter of fiscal 2014 as consulting fees was reduced by \$750 and wages and salary expense was reduced by \$13,342.

During the second quarter of fiscal 2014, the Company's net loss increased significantly as a result of increases in share-based compensation and consulting fees. The Company recognized a share-based compensation expense of \$11,005 (2013 Q2 - \$Nil). Consulting fees increased to \$12,675 (2013 Q2 - \$7,500). \$5,175 was paid to consultants for services related to Vitality branding, label design, marketing materials and website development.

During the first quarter of fiscal 2014, the Company's net loss increased due to an increase in consulting fees to \$9,390 (2013 Q1 - \$7,500). \$1,890 was paid to consultants for services related to Vitality branding and label design.

The Company's results over the past eight quarters reflect its launch of Vitality's new line of vitamins and supplements after years of development. The Company will continue to incur losses until such time that the Company's revenue increases to an amount where revenue exceeds expenses.

## **Results of Operations**

The financial results of the Company for its year ended January 31, 2015 show a net loss of \$177,712 or \$0.01 per share compared to a net loss of \$184,774 or \$0.01 per share for the same period last year. The Company's general and administrative expenses for the year ended January 31, 2015 increased to \$217,452 (2014 - \$188,395) primarily due to the launch of Vitality's new line of vitamins and supplements in September 2013. During the year ended January 31, 2015, promotion expense increased to \$18,975 (2014 - \$6,487), travel expense increased to \$7,585 (2014 - \$1,194) and wages and salary increased to \$93,330 (2014 - \$43,968) due to the Company's efforts in improving sales. The Company added two employees in June 2014 and one employee in September 2014.

Sales for the year ended January 31, 2015 were \$63,916 (2014 - \$5,301). The Company commenced distribution of Vitality's new line of natural health products in September 2013 by introducing four products in key growth categories to the market. The Company continues to investigate business opportunities to market and license its 92 products and its website, [www.vitality.ca](http://www.vitality.ca).

During the year ended January 31, 2015, the Company received \$61,096 (2014 - \$25,191) of government assistance that offset additional resources spent on the Vitality branding, product development, label design, marketing materials, website development, salaries and expanding distribution channels.

The financial results of the Company for the three months ended January 31, 2015 show a net loss of \$48,369 or \$0.00 per share compared to a net loss of \$46,870 or \$0.00 per share for the same period last year. Sales for the three months ended January 31, 2015 were \$27,469 (2014 - \$252). The Company's general and administrative expenses for the three months ended January 31, 2015 increased to \$62,823 (2014 - \$47,040). During the three months ended January 31, 2015, promotion expense increased to \$5,890 (2014 - \$1,376), travel expense increased to \$3,052 (2014 - \$811) and wages and salary expense increased to \$29,565 (2014 - \$20,391) due to the Company's efforts in improving sales.

## Transactions with Related Parties

Effective September 1, 2013, the Company pays \$500 per month for office rent in Vancouver, BC and administration to Consolidated Firstfund Capital Corp., a related company with common directors and a common officer. The decrease in rent and administration to \$500 per month from \$3,000 per month is due to Vitality adding a full-time employee that previously was a full-time employee of Firstfund providing services to Vitality. For additional information on transactions with related parties refer to Note 9 of the audited financial statements and related notes for the years ended January 31, 2015 and 2014.

## Liquidity and Capital Resources

The Company had a working capital deficit of \$1,077,933 as at January 31, 2015, including cash and cash equivalents of \$19,296. During the year ended January 31, 2015, the Company's cash position increased \$13,184 as the net loss for the year of \$177,712 was primarily offset by changes in non-cash operating working capital, including an increase in accounts payable and accrued liabilities of \$177,883. The Company alone does not have adequate working capital to continue its operations for a minimum of six months. In order to carry on its operations, the Company is dependent on the continued support of its lenders, principal shareholders, reaching profitable operations and obtaining additional equity.

On September 30, 2014, the Company issued 5,980,000 common shares in the capital of the Company to Consolidated Firstfund Capital Corp., a related company managed by a common director, pursuant to the conversion of 46,000 Class "A" Preference Shares, Series 6 at a deemed value of \$10 per share in the capital of the Company, plus cumulative preferred shares dividends in arrears of \$138,000, at the conversion price of \$0.10 per common share.

At January 31, 2015, the Company had received a cumulative total of \$650,000 from a related company managed by a common director to assist the Company in managing its working capital since July 2009. This amount is unsecured, non-interest bearing and due on demand with no specific terms of repayment. The Company had cumulative undeclared preferred shares dividends in the amount of \$243,481 as at January 31, 2015. The Company intends to pay these undeclared preferred shares dividends out of the cash flows from its future operations or in common shares of the Company in lieu of cash.

## Additional Disclosure of Financial Information

The following is supplementary financial information not included in the financial statements:

	<u>January 31, 2015</u>	<u>January 31, 2014</u>
<u>Rent and administration</u>		
Office rent and administration in Vancouver, BC	\$ 6,000	\$ 23,500
Factory rent and expenses in Surrey, BC	<u>5,133</u>	<u>8,279</u>
	<u>\$ 11,133</u>	<u>\$ 31,779</u>

## Financial Instruments and Other Instruments

Financial instruments include cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities. Financial instruments are initially recognized at fair value and their subsequent measurement is dependent on their classification. Refer to Note 3(m) and Note 12(a) of the audited financial statements and related notes for the years ended January 31, 2015 and 2014 for financial instruments classifications and fair value measurements disclosure.

The fair values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments. The Company's cash and cash equivalents have been valued using Level 1 inputs and are measured at fair value on a recurring basis.

## **Financial Instruments and Other Instruments (Continued)**

Currency risk is the risk that the value of financial assets and liabilities will fluctuate due to changes in foreign currencies. The Company is exposed to currency risk primarily arising from accounts payable balances denominated in U.S. dollars. The Company does not use derivative instruments to hedge its exposure to this risk.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity by managing adequate cash and cash equivalents balances and by raising equity or debt financing. The Company has no assurance that such financing will be available on favourable terms. As at January 31, 2015, the Company has a working capital deficit which exposes it to liquidity risk. In general, the Company attempts to avoid exposure to liquidity risk by obtaining corporate financing through the issuance of common shares. All of the Company's financial liabilities have a maturity of less than one year.

Credit risk is the risk that a contracting entity will not complete its obligations under a financial instrument and cause a financial loss. The financial instruments that subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. The maximum amount of credit risk exposure is limited to the carrying amount of the balances in the financial statements. The Company mitigates the risk associated with cash and cash equivalents by dealing only with large financial institutions with good credit ratings. The Company views the credit risk associated with accounts receivable as minimal as the balance consists of GST/HST rebates, government assistance program claims due from the Government of Canada and accounts receivable due from customers, primarily distributors, with no history of defaults.

## **Changes in Accounting Policies including Initial Adoption**

The financial statements of the Company for the years ended January 31, 2015 and 2014 are audited and have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The IASB issued a number of new and revised International Accounting Standards ("IAS"), International Financial Reporting Standards ("IFRS"), amendments and related interpretations as set out in Note 4 to the financial statements for the years ended January 31, 2015 and 2014. Effective February 1, 2014, the Company adopted the following new and revised IFRS that were issued by the IASB: IAS 32, "*Financial Instruments: Presentation*"; IAS 36, "*Impairment of Assets*"; IAS 39, "*Financial Instruments: Recognition and Measurement*"; IFRS 10, "*Consolidated Financial Statements*"; IFRS 12, "*Disclosure of Interests in Other Entities*"; IAS 27, "*Separate Financial Statements*"; and IFRIC 21, "*Levies*". The application of the new and revised IFRS that were issued by the IASB and adopted by the Company effective February 1, 2014 did not have a material impact on the Company's financial statements.

At the date of authorization of the financial statements, the IASB and IFRIC have also issued a number of new and revised standards and interpretations as set out in Note 4 to the financial statements for the years ended January 31, 2015 and 2014, which are not yet effective for the relevant reporting periods. The Company has not early adopted these standards, amendments and interpretations, however the Company is currently assessing what impact the application of these standards or amendments will have on the financial statements of the Company. These standards and interpretations will be first applied in the financial report of the Company that relates to the annual reporting period beginning on or after the effective date of each pronouncement.

The Company continues to monitor the development of IFRS with respect to any potential impact to the financial statements of the Company.

## Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Management maintains appropriate information systems, procedures and controls to ensure that information that is publicly disclosed is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A, the financial statements for January 31, 2015 and 2014 and all related public filings.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing certificates are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Disclosure of Outstanding Share Data

At June 1, 2015, the Company has 25,867,285 issued and outstanding common shares.

At June 1, 2015, the Company has 2,500 issued and outstanding Class "A" Preference shares, Series 1. The Class "A" Preference shares, Series 1, with a par value of \$10 each have a 6% cumulative dividend payable annually commencing September 30, 1993. At June 1, 2015, the Company has cumulative Preference shares dividends arrears of \$34,003.

At June 1, 2015, the Company has 26,920 issued and outstanding Class "A" Preference shares, Series 3. The Class "A" Preference shares, Series 3, with a par value of \$10 each have a 6% cumulative dividend payable annually commencing January 31, 2003. At June 1, 2015, the Company has cumulative Preference shares dividends arrears of \$215,330.

At June 1, 2015, the Company has no outstanding share purchase warrants.

At June 1, 2015, the Company has 415,000 stock options outstanding as follows:

<u>Date of Grant</u>	<u>Number of Optioned Shares</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
January 13, 2011	150,000	\$0.10	January 13, 2016
July 16, 2013	265,000	\$0.10	July 16, 2018

## **Off-Balance Sheet Arrangements**

The Company had no off-balance sheet arrangements during the year ended January 31, 2015.

## **Directors and Officers**

List of directors and officers of the Company:

Bruce J. McDonald, Surrey, British Columbia  
Chairman of the Board and Director

W. Douglas Grant, Vancouver, British Columbia  
President, Chief Executive Officer and Director

Robert H. Grant, New Westminster, British Columbia  
Chief Financial Officer, Secretary and Director

Richard V. Gannon, Vancouver, British Columbia  
Director

Brian L. Gessner, Vancouver, British Columbia  
Director

Stuart E. Pennington, Blaine, Washington  
Director

At the annual general meeting held on July 22, 2014, shareholders re-elected Richard V. Gannon, Brian L. Gessner, Robert H. Grant, W. Douglas Grant, Bruce J. McDonald and Stuart E. Pennington as Directors of the Company for the ensuing year.

Robert C. Fletcher passed away suddenly on December 22, 2013. Mr. Fletcher was a member of the Board of Directors and Chief Financial Officer and Secretary of the Company. Mr. Fletcher's contributions over his years of service to the Company were greatly appreciated and he will be missed.

Robert H. Grant, a Director of the Company, was appointed Chief Financial Officer and Secretary by the Board of Directors effective December 22, 2013. Robert H. Grant has served on the Board of Directors since July 21, 1992.

## **Investor Relations**

We appreciate your continued support. Investor relations activities currently are limited to the Company's quarterly reports and news releases. For more information on Vitality, please visit our website at [www.vitality.ca](http://www.vitality.ca).

On behalf of the Board of  
**Vitality Products Inc.**

"W. Douglas Grant" (signed)

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W. Douglas Grant  
President & CEO  
June 1, 2015