

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

December 30, 2015.

Item 3 News Release

The news release concerning the material changes described herein was disseminated through CNW Newswire on December 30, 2015.

Item 4 Summary of Material Change

The Company reported their financial results for the third quarter ended October 31, 2015.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The financial results of the Company for the three months ended October 31, 2015 show a net loss of \$44,738 or \$0.00 per share compared to a net loss of \$36,487 or \$0.01 per share for the same period last year. The Company’s general and administrative expenses for the three months ended October 31, 2015 increased to \$67,341 (2014 - \$47,844) primarily due to the Company’s efforts in improving sales.

Sales for the three months ended October 31, 2015 increased 105% to \$33,899 (2014 - \$16,532). 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. Vitality continues to investigate business opportunities to market and license the Company’s other 88 natural health products and its website, www.vitality.ca. Each of the Company’s 92 natural health products (NHPs) has a Natural Product Number (NPN) licensed by Health Canada.

The Company’s products are available for sale in 240 retail stores (2014 - 130 retail stores) located in British Columbia, Alberta, Saskatchewan and Manitoba. A list of the retailers is available at the Company’s website, www.vitality.ca.

Further to the Company’s news release dated July 22, 2014, Vitality One World Health Inc.’s exclusive distribution rights of the Company’s 92 NHPs for countries outside of North America have been terminated effective December 28, 2015. Vitality One World Health Inc. had not sold any of the Company’s products and has not made any payments to the Company. Any inquiries made of Vitality for distribution of our NHPs outside of North America may now be made directly with the Company.

The Company's condensed interim financial statements and management's discussion and analysis for the nine months ended October 31, 2015 and 2014 are available on the SEDAR website at www.sedar.com.

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

January 6, 2016.