

**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

May 31, 2019

Item 3 News Release

The news release concerning the material changes described herein was disseminated through CNW Newswire on May 31, 2019.

Item 4 Summary of Material Change

The Company reported its financial results for the fourth quarter and the fiscal year ending January 31, 2019.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company reported its financial results for the fourth quarter and the fiscal year ending January 31, 2019.

Sales for the year was \$528,041, 26% higher than sales of \$417,438 during the same period in fiscal 2018. Sales for the fourth quarter increased 39% to \$109,977 (2018 Q4 - \$78,906) through new stores, reorders and online sales growth. The Company’s highest sales month to date was January 2019 when the Company recorded \$70,277 of sales.

The Company is in a strong position for growth in fiscal 2020 with \$824,641 in total assets at January 31, 2019 from \$478,232 at January 31, 2018. The overall increase in current assets during the past three years is due to the growth of the Company’s sales, expanding distribution of Vitality products and financing activities through the issuance of share capital.

During fiscal 2019 the Company achieved the following milestones:

- Successfully financed \$500,000 for the growth of the business. The Company, in April 2019, received aggregate exercise proceeds of \$103,350 due to the exercise of 689,000 share purchase warrants. The proceeds of the share purchase warrants exercised will be used for the Company’s general corporate and working capital purposes.

- Invested in online marketing in Canada and achieved a 378% increase in online sales on Amazon.ca.
- Explored new markets for growth including the United States, Japan and China for its 92 licensed natural health and wellness products. Currently five licenses are in use in Canada.

Fourth Quarter Results:

During the fourth quarter of fiscal 2019, the Company's financial results show a net loss of \$52,960 (2018 Q4 - \$11,701). Vitality sales increased 39% to \$109,977 (2018 Q4 - \$78,906). The cost of sales increased to \$35,048 (2018 Q4 - \$25,057) and wages and salary increased to \$59,212 (2018 Q4 - \$33,813).

Year End Results:

The financial results of the Company for its year ended January 31, 2019 show a net loss of \$354,958 or \$0.01 per share compared to a net loss of \$27,468 or \$0.00 per share for the same period last year. The Company's net loss increased in fiscal 2019 as the Company recognized a share-based compensation expense of \$252,220.

Sales for the year ended January 31, 2019 of the Company's products increased 26% to \$528,041 (2018 - \$417,438). The Company's general and administrative expenses for the year ended January 31, 2019 increased to \$722,773 (2018 - \$316,954). Share-based compensation increased to \$252,220 (2018 - \$Nil). Wages and salary increased to \$185,039 (2018 - \$132,977), consulting fees increased to \$97,373 (2018 - \$65,799), travel increased to \$25,920 (2018 - \$8,591) and promotion increased to \$61,650 (2018 - \$33,690) as the Company expanded distribution and grew sales.

With current assets, the Company will focus on same store sales growth, and expansion into the United States including online sales and new products in fiscal 2020. Vitality's products are available for sale in 575 retail stores (2018 - 525 retail stores) located in Canada and online at vitality.ca, amazon.ca and well.ca. A list of the retailers is available at www.vitality.ca.

The Company's audited financial statements and management's discussion and analysis for the years ended January 31, 2019 and 2018 are available on SEDAR 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

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

Item 9 Date of Report

June 3, 2019