



Deloitte Restructuring Inc.
8 Adelaide St. West
Suite 200
Toronto, ON M5H 0A9
Canada

Estate No. 33-2618513

Tel: 416-775-7326
Fax: 416-601-6690
www.deloitte.ca

**IN THE MATTER OF THE PROPOSAL OF
VITALITY CBD NATURAL HEALTH PRODUCTS INC.**

To the Creditors of Vitality CBD Natural Health Products Inc.:

Please take notice that on February 14, 2020 (the “**Filing Date**”), Vitality CBD Natural Health Products Inc. (the “**Company**”) filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act* (the “**BIA**”) and Deloitte Restructuring Inc. has been named as Trustee (“**Deloitte**” or the “**Trustee**”) under the NOI. Related entities Eureka 93 Inc., LiveWell Foods Canada Inc. and Artiva Inc. (the “**Related Entities**”) also filed NOIs on the Filing Date and creditors of those entities will be sent a separate notice.

Pursuant to Section 69(1) of the BIA, the effect of filing an NOI is an automatic stay of proceedings (the “**Stay**”) against all creditors from continuing or commencing any actions against the Company. The Company has 30 days within which to file a Proposal to its creditors, or to seek an extension of the time from the Ontario Superior Court of Justice (the “**Court**”) to file a Proposal.

Enclosed with this letter are the following documents for your records:

- A copy of the NOI;
- A list of known creditors with debts greater than \$250 as at the Filing Date;
- A Certificate of Filing of a NOI issued by the Official Receiver; and
- The Consent of the Trustee.

The Company is continuing to operate and maintain its business in the ordinary course during the NOI proceedings and the Trustee is required to monitor the Company’s business and affairs during the Stay and to report any material adverse changes to the Office of the Superintendent of Bankruptcy and the Court.

The Company has negotiated for new financing called “debtor-in-possession” or “DIP” financing to provide additional liquidity during the NOI proceedings for which it will be seeking Court approval. The Company will also be seeking an administrative consolidation of its proposal proceedings with the Related Entities.

The NOI generally prohibits the Company from paying for goods and services that were received on or before the Filing Date and if you are owed monies for goods or services supplied on or before the Filing Date, you will have the opportunity to file a Proof of Claim once a claims process is established. Suppliers should provide invoices to the Company for goods and services delivered up to and including Filing Date and prepare separate invoices for all goods and services delivered after the Filing Date.

Notice to Creditors of Vitality CBD Natural Health Products Inc.

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Updates and information related to the NOI proceedings will be posted on Deloitte's website at www.insolvencies.deloitte.ca under the link entitled "Eureka 93 Inc. et al". Should you have additional questions, please contact Stacey Greenbaum by e-mail at sgreenbaum@deloitte.ca or by telephone at 416-874-4320.

Dated at Toronto, Ontario this 19th day of February, 2020.

Yours truly,

DELOITTE RESTRUCTURING INC.

In its capacity as the Proposal Trustee for
Vitality CBD Natural Health Products Inc.
and not in its personal or corporate capacity

A handwritten signature in cursive script, reading "Hartley Bricks".

Per: Hartley Bricks, MBA, CPA, CA, CIRP, LIT
Senior Vice President

Enc.

District of: Ontario
Division No. 12 - Ottawa
Court No.
Estate No.

- FORM 33 -
Notice of Intention To Make a Proposal
(Subsection 50.4(1) of the Act)

In the matter of the proposal of
Vitality CBD Natural Health Products Inc.
of the City of Ottawa, in the Province of Ontario

Take notice that:

1. I, Vitality CBD Natural Health Products Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. Deloitte Restructuring Inc. of Bay Adelaide East, 8 Adelaide Street West, Suite 200, Toronto, ON, M5H 0A9, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Ottawa in the Province of Ontario, this 14th day of February 2020.



Vitality CBD Natural Health Products Inc.
Insolvent Person

To be completed by Official Receiver:

Filing Date

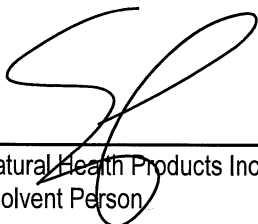
Official Receiver

District of: Ontario
 Division No. 12 - Ottawa
 Court No.
 Estate No.

- FORM 33 -
 Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of
 Vitality CBD Natural Health Products Inc.
 of the City of Ottawa, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Bennett Jones	1 First Canadian Place Suite 3400, P.O. Box 130 Toronto ON M5X 1A4		120,722.24
Brian Baker	brian.baker@eshiftcare.com		130,000.00
Canada Revenue Agency	875 Heron Rd., Ottawa ON K1A 1A2		4,045.22
International Process Plants and Equipment	410 Princeton Heightstown Rd Princeton Junction NJ 09550 USA		317,574.47
Karen E. Wootton Legal Services	300 N. Main Street, 2nd Floor Las Cruces NM 88001 USA		1,155.78
MNP LLP	1155, Boul, Rene-Levesque O., 23 E Stage Montreal QC H3B 2K2		147,865.24
Parsons Behle & Latimer	201 South Main St., Suite 1800 Salt Lake City Utah 84111 USA		8,553.68
Total			729,916.63



 Vitality CBD Natural Health Products Inc.
 Insolvent Person



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 12 - Ottawa
Court No. 33-2618513
Estate No. 33-2618513

In the Matter of the Notice of Intention to make a
proposal of:

Vitality CBD Natural Health Products Inc.
Insolvent Person

DELOITTE RESTRUCTURING INC/RESTRUCTURATION
DELOITTE INC
Licensed Insolvency Trustee

Date of the Notice of Intention: February 14, 2020

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: February 17, 2020, 08:30

E-File/Dépôt Electronique

Official Receiver

Place Bell Canada, 160 Elgin Street, 11th Floor, Suite B-100, Ottawa, Ontario, Canada, K2P2P7, (877)376-9902

Canada



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NOTICE OF INTENTION TO MAKE A PROPOSAL

(Section 50.4(1))

VITALITY CBD NATURAL HEALTH PRODUCTS INC.

of the City of Ottawa,
in the Province of Ontario

CONSENT OF TRUSTEE TO ACT UNDER PROPOSAL

WE, DELOITTE RESTRUCTURING INC. ("Deloitte"), of the City of Toronto, in the Province of Ontario hereby consent to being appointed as Trustee under the Notice of Intention to Make a Proposal of Vitality CBD Natural Health Products Inc.

Deloitte's consent is provided subject to the following conditions:

- a) no representative of Deloitte will cross the border into the United States for any reason with respect to these Proposal proceedings;
- b) in the event that the Company or any affiliate or subsidiaries seek protection in the United States either through a concurrent Chapter 11 filing pursuant to the United States Bankruptcy Code or a recognition of this proceeding under Chapter 15, Deloitte cannot act as the foreign representative; and
- c) Deloitte cannot act in any capacity with enhanced powers which include management or decision making capacities or taking possession and control of the operations of the Company or their subsidiaries, related companies, or affiliates in Canada, the United States, or elsewhere., including as an interim receiver or receiver, or monitor pursuant to the *Companies Creditors Arrangement Act*, should the Company subsequently file under that Act.

Dated at Toronto, Ontario this 14th day of February, 2020.

DELOITTE RESTRUCTURING INC.
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