

# MORGAN E. PETITTI

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September 19, 2024

OTC Markets Group Inc.  
300 Vesey Street, 12<sup>th</sup> Floor  
New York, New York 10282

Re: Vitality Prime, Inc. (f/k/a SpectralCast, Inc., a State of Florida corporation), a State of Wyoming corporation (the "Company" or "Issuer").

Subj.: Letter with Respect to Adequate Current Information for the Issuer: Annual Report for the Year Ended June 30, 2024.

Dear Ladies and Gentlemen:

I write to provide the OTC Markets Group Inc. with an opinion with respect to the Company. OTC Markets Group Inc. is entitled to rely on such opinion in determining whether to permit quotations in the Issuer's securities (the "Securities") in the OTC Markets Group Inc. quotation venue and in deciding whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act").

I am a U.S. resident and I have been retained by the Issuer solely for the purpose of reviewing the current information supplied by the Issuer. I do not own any shares of the Issuer's securities and will not receive any shares of the Issuer's securities as payment for services rendered, currently or in the future.

I have examined such corporate records, e.g. Articles of Incorporation, Bylaws, corporate minutes and other documents and such questions of law as I have considered necessary or appropriate for purposes of rendering this letter. I am authorized to practice law in the State of Ohio, including the laws of the United States. I am permitted to practice before the Securities and Exchange Commission (the "Commission") and have not been prohibited from practice thereunder.

I am not currently and have not been in the preceding five (5) years, suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case. I am not currently and have not been in the preceding five (5) years, subject of an investigation, hearing, or proceeding by the Commission, the U.S. Commodity Futures Trading Commission ("CFTC"), the Financial Industry Regulatory Authority ("FINRA"), or any other federal, state, or foreign regulatory agency.

On July 31, 2024, the Issuer posted on the OTC Disclosure and News Service its Annual Report for the Year Ended June 30, 2024, prepared in accordance with Rule 15c2-11(a)(5) promulgated under the Securities and Exchange Act of 1934 (the "Exchange Act"). I have reviewed all such documents (the

“Information”) in connection with the preparation of this letter and find them to be suitable for public disclosure.

It is my belief that the Information (i) constitutes “adequate current public information” concerning the Securities and the Issuer and “is available” within the meaning of Rule 144(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Exchange Act, (iii) complies as to form with the OTC Markets Group Inc. Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com), and (iv) has been posted on the OTC Disclosure and News Service.

The opinion and conclusions herein are based upon documentation and facts made available to me by the Company and are based on the accuracy of those documents and facts. The documentation that was provided to me was believed to be true and reliable in its contents. Below is the information posted to the OTC Disclosure and News Service on July 31, 2024 which I have reviewed in rendering this opinion:

1. Annual Report for the Year Ended June 30, 2024.
2. Balance Sheet for the years ended June 30, 2024 and 2023 (unaudited).
3. Statement of Operations for the years ended June 30, 2024 and 2023 (unaudited).
4. Statement of Changes in Shareholders’ Deficit for the years ended June 30, 2020 through 2024 (unaudited).
5. Statement of Cash Flows for the years ended June 30, 2024 and 2023 (unaudited).
6. Notes to Financial Statements (Unaudited).

I personally met with Dennis Collins, CEO and Director of the Issuer, and Sreenath Reddy, VP and Director of the Issuer, to discuss and review the above documentation with management of the Issuer and with a majority of the Board of Directors. In the event that the facts and information in all such documents are determined not to be true, this opinion shall be null and void.

The party responsible for preparation of the financial statements of the Issuer is:

David E. Severson, CPA  
4110 Third Avenue 101  
San Diego, California 92103  
Email: [david@cpaoffice.net](mailto:david@cpaoffice.net)  
Phone: 619.871.2658

The Transfer Agent for the Issuer is:

Colonial Stock Transfer, Co., Inc.  
66 Exchange Place, Suite 100  
Salt Lake City, Utah 84111  
Phone: 801.355.5740  
Email: [kalyshachandler@colonialstock.com](mailto:kalyshachandler@colonialstock.com)

The Transfer Agent is listed with the Commission and also has Depository Trust Corporation approval. As of June 30, 2024, there were 12,045,923 shares of Common Stock issued and outstanding of the Issuer. The Company's Transfer Agent was the source of confirmation of the common shares outstanding of the Issuer, via email on September 5, 2024.

To the best of counsel's knowledge, after inquiry of management and the directors of the Issuer, neither the Issuer, nor counsel or any 5% holder is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

The Company was incorporated in the State of Florida on June 19, 2006; however, the Company did not file public information with the Commission or OTC Markets Group, Inc. until 2012. Therefore, I cannot determine if the Company was a "shell company" as defined in Rule 405 of the Securities Act and Exchange Act during that timeframe.

Currently, the Company is a designer and manufacturer of specialty electronics. It integrates and cultivates high-tech consumer electronic products with the aim of building a global encrypted network -- the Orbital Organic Network, also known as the Overnet. The Company's wireless layer creates an individually controlled content environment with access to all forms of media obtained through one location source. The Issuer has designed patented solutions for creating a public/private terrestrial network through the mass deployment of technologies. The Company also sells and installs LED lighting for commercial, residential and specialty use.

In August of 2022, the Company amended its corporate name to Vitality Prime, Inc., re-domiciled with the State of Wyoming and conducted a 1:4 reverse stock split.

In its Annual Report year ended June 30, 2024, the Company indicates it is not a "shell company" as it is pursuing an identified business plan, maintains assets valued at \$125,419.00 and reported operating expenses of \$8,000.00. Accordingly, I believe the Company is not currently a "shell company."

The OTC Markets Group Inc. is entitled to rely on the opinion set forth hereinabove when determining whether to permit quotations in the Issuer's Securities in the OTC Markets Group Inc. quotation venue and the OTC Markets Group Inc. is hereby granted permission to post this letter on the OTC Disclosure and News Service for viewing by the public and regulators. However, this letter and the opinions set forth herein may not be quoted in whole or in part, relied upon by any other person or entity, filed with any government agency or otherwise referred to or utilized for any other purpose, without, in each instance, my prior written consent.

Respectfully submitted,



**Morgan E. Petitti, Esq.**