

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Super Nova Petroleum Corp. (the “**Company**”)
318 - 1199 West Hastings Street
Vancouver, BC V6E 2R1

Item 2 Date of Material Change

September 27, 2017

Item 3 News Release

The news release dated September 29, 2017 was disseminated through Market News and Stockwatch on September 29, 2017.

Item 4 Summary of Material Change

On September 29, 2017, the Company announced it has entered that it has signed a letter of intent (the “**Letter of Intent**”) dated September 27, 2017 with Koios, LLC. (“**Koios**” or the “**Target**”), pursuant to which the Company proposes to purchase all of the issued and outstanding securities of the Target (the “**Target Securities**”) from the owners of the Target (the “**Transaction**”). Upon completion of the Transaction, the Target will become a wholly-owned subsidiary of the Company and the Company will carry on the business of the Target.

The Letter of Intent provides that the Company will issue an aggregate of 15,000,000 common shares of the Company (each, a “**Consideration Share**”) to the owners of the Target in exchange for all of the issued and outstanding Target Securities at a deemed price of \$0.20 per Consideration Share.

In connection with the Transaction, the Company intends to complete the following:

- (a) an unsecured bridge loan in the amount of \$75,000 to the Target (the “**Bridge Loan**”) which will be offered on the terms which will include, but not be limited to: (i) an interest rate of 12.0% per annum; (ii) a maturity date of six (6) months following the date of advance of the Bridge Loan (the “**Maturity Date**”); (iii) principal and accrued interest payable on the Maturity Date, with no obligation to make payment of either principal or interest prior to the Maturity Date; and (iv) covenants limiting the Target’s ability to use proceeds from the Bridge Loan for purposes other than maintenance of working capital. The advance of the Bridge Loan is expected to occur no later than thirty (30) days after execution of the Letter of Intent; and
- (b) a non-brokered private placement of subscription receipts (each, a “**Subscription Receipt**”) of the Company for aggregate gross proceeds of up to \$2,000,000 at a price of \$0.20 per Subscription Receipt (the “**Financing**”). The Company will also have an over-allotment option to sell up to an additional 20% of the aggregate number of Subscription Receipts sold in the Financing. The net proceeds from the Financing will allow Koios to start producing next generation products, through advanced research and development. Koios intends on expanding its product line to meet consumer demand and to be more competitive on store shelves. One of the products that Koios new products is FIT SODA,

which will be a healthy soda with nutritional benefits such as added protein. Koios intends on expanding its current sales force to capitalize on retail growth and drive bottom line revenue. Koios also intends on expanding its digital presence through increased marketing and progressive ecommerce strategies.

The Consideration Shares will be subject to a voluntary escrow agreement (the “**Escrow Agreement**”), to be effective as of the closing of the Transaction (the “**Closing**”). The Escrow Agreement will provide, among other things, that all Consideration Shares will be deposited into escrow with an escrow agent, to be determined by the Company, at the Closing to be released from escrow as follows:

- (a) 25% on the first anniversary of the Closing;
- (b) 25% on the date that is 15 months following the Closing;
- (c) 25% on the date that is 18 months following the Closing; and
- (d) 25% on the date that is 21 months following the Closing.

Upon the Closing, the board of directors of the Company will be comprised of four directors, of which two will be nominees of the Company and two will be nominees of the Target.

The Company will pay a finder’s fee of 1,500,000 common shares of the Company in connection with the Transaction.

Conditions of the transaction

Completion of the Transaction remains subject to, among other things, satisfactory due diligence by the parties, entry into a definitive agreement, approval of the Canadian Stock Exchange, completion of the Financing, approval of the shareholders of the Company, if applicable, and other conditions which are customary for transactions of this nature.

The Transaction will be completed pursuant to available exemptions under applicable legislation. The Consideration Shares are expected to be subject to a hold period expiring four months and one day after the Closing.

Closing of the proposed Transaction is expected to be on or before December 31, 2017.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached news release which was filed on SEDAR.

5.1 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Wolf Wiese, Chief Executive Officer, 604.221.8936

Item 9 Date of Report

September 29, 2017

SUPER NOVA PETROLEUM CORP.

CSE (CNSX): SNP
OTC: SNOVF

NEWS RELEASE

SUPER NOVA PETROLEUM CORP ANNOUNCES LETTER OF INTENT FOR PROPOSED ACQUISITION OF NOOTROPIC BEVERAGE COMPANY AND \$2M NON-BROKERED PRIVATE PLACEMENT

Vancouver, BC, September 29, 2017 - Super Nova Petroleum Corp. (CSE/CSNX: SNP; OTC: SNOVF) (the “**Company**” or “**Super Nova**”) announces that it has signed a letter of intent (the “**Letter of Intent**”) dated September 27, 2017 with Koios, LLC. (“**Koios**” or the “**Target**”), pursuant to which the Company proposes to purchase all of the issued and outstanding securities of the Target (the “**Target Securities**”) from the owners of the Target (the “**Transaction**”). Upon completion of the Transaction, the Target will become a wholly-owned subsidiary of the Company and the Company will carry on the business of the Target.

About Koios

Koios is an emerging functional beverage company whose products are currently available in over 2,000 retail locations across the country. The company has relationships with some of the largest and most reputable distributors in the country; Europa Sports, Muscle Foods USA, KeHE, and Wishing-U-Well. Together these distributors represent over 80,000 brick and mortar locations across the United States from sports nutrition stores to large natural grocery chains including Whole Foods and Sunflower markets. Through our partnership with Wishing-U-Well Koios also enjoys a large presence online, including being an Amazon choice product.

Some of our key retailers include Max Muscle Sports Nutrition, Nutrition Zone, Total Nutrition, Colorado Nutrition, Nutrition Depot, Ready Fit Go, Ultimate Sports Nutrition, Better Health Natural Grocers, Villa Sports and Pete’s Fresh Markets. KOIOS can also be found at various, 7-11’s, Conoco’s, Gold’s Gyms, Woodman’s Markets, Alfalfa’s, Crunchy Grocers, Mothers Market, True Fit Gyms and Total Nutrition.

Koios uses a proprietary blend of nootropics and natural organic compounds to enhance human productivity without using harmful chemicals or stimulants.

Koios enhances focus, concentration, mental capacity, memory retention, cognitive function, alertness, brain capacity and creates all day mental clarity. Our ingredients are specifically designed to target brain function by increasing blood flow, oxygen levels and neural connections in the brain.

Koios is one of the only drinks in the world to infuse its products with MCT oil. MCT oil is derived from coconuts and has been shown to help the body burn fat more effectively, creates lasting energy from a natural food source, produces ketones in the brain, allowing for greater brain function and clarity, supports healthy hormone production and improves immunity.

Transaction

The Letter of Intent provides that the Company will issue an aggregate of 15,000,000 common shares of Super Nova (each, a “**Consideration Share**”) to the owners of the Target in exchange for all of the issued and outstanding Target Securities at a deemed price of \$0.20 per Consideration Share.

In connection with the Transaction, Super Nova intends to complete the following:

- (a) an unsecured bridge loan in the amount of \$75,000 to the Target (the “**Bridge Loan**”) which will be offered on the terms which will include, but not be limited to: (i) an interest rate of 12.0% per annum; (ii) a maturity date of six (6) months following the date of advance of the Bridge Loan (the “**Maturity Date**”); (iii) principal and accrued interest payable on the Maturity Date, with no obligation to make payment of either principal or interest prior to the Maturity Date; and (iv) covenants limiting the Target’s ability to use proceeds from the Bridge Loan for purposes other than maintenance of working capital. The advance of the Bridge Loan is expected to occur no later than thirty (30) days after execution of the Letter of Intent; and
- (b) a non-brokered private placement of subscription receipts (each, a “**Subscription Receipt**”) of the Company for aggregate gross proceeds of up to \$2,000,000 at a price of \$0.20 per Subscription Receipt (the “**Financing**”). The Company will also have an over-allotment option to sell up to an additional 20% of the aggregate number of Subscription Receipts sold in the Financing. The net proceeds from the Financing will allow Koios to start producing next generation products, through advanced research and development. Koios intends on expanding its product line to meet consumer demand and to be more competitive on store shelves. One of the products that Koios new products is FIT SODA, which will be a healthy soda with nutritional benefits such as added protein. Koios intends on expanding its current sales force to capitalize on retail growth and drive bottom line revenue. Koios also intends on expanding its digital presence through increased marketing and progressive ecommerce strategies.

The Consideration Shares will be subject to a voluntary escrow agreement (the “**Escrow Agreement**”), to be effective as of the closing of the Transaction (the “**Closing**”). The Escrow Agreement will provide, among other things, that all Consideration Shares will be deposited into escrow with an escrow agent, to be determined by the Company, at the Closing to be released from escrow as follows:

- (a) 25% on the first anniversary of the Closing;
- (b) 25% on the date that is 15 months following the Closing;
- (c) 25% on the date that is 18 months following the Closing; and
- (d) 25% on the date that is 21 months following the Closing.

Upon the Closing, the board of directors of Super Nova will be comprised of four directors, of which two will be nominees of the Company and two will be nominees of the Target.

The Company will pay a finder’s fee of 1,500,000 common shares of the Company in connection with the Transaction.

Conditions of the transaction

Completion of the Transaction remains subject to, among other things, satisfactory due diligence by the parties, entry into a definitive agreement, approval of the Canadian Stock Exchange, (the “**CSE**”), completion of the Financing, approval of the shareholders of the Company, if applicable, and other conditions which are customary for transactions of this nature.

The Transaction will be completed pursuant to available exemptions under applicable legislation. The

Consideration Shares are expected to be subject to a hold period expiring four months and one day after the Closing.

Closing of the proposed Transaction is expected to be on or before December 31, 2017.

Completion of the Transaction is subject to a number of conditions, including CSE acceptance. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Super Nova should be considered highly speculative.

The CSE has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

SUPER NOVA PETROLEUM CORP.

“Wolf Wiese”
Wolf Wiese
CEO

For further information, please contact:

Corporate Communications
604-221-8936

Forward-Looking Statements

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding: the parties will enter into a definitive agreement regarding the Transaction; the date of closing of the Transaction; the consideration to be payable in connection with the Closing; the terms of the proposed Financing and the expected use of proceeds thereof; the terms of the proposed Bridge Loan and the expected changes to management of Super Nova in connection with the Closing. The forward-looking statements reflect management’s current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements.

Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include, among other things: that the parties may not be able to agree to terms for the definitive agreement by the agreed upon deadline or at all; that the CSE may not approve the Transaction as proposed or at all; that the parties may not be able to satisfy the conditions to closing of the Transaction; that Super Nova may not be able to complete the Financing and the Bridge Loan; general market conditions and volatility of commodity prices; and other factors beyond the control of the parties. Super Nova expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.