

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SUPER NOVA PETROLEUM CORP.
318-1199 W. Pender Street
Vancouver, BC V6E 2R1
Telephone: (604) 221-8936

Item 2. Date of Material Change

October 23, 2017

Item 3. News Release

News Release was issued October 23, 2017

Item 4. Summary of Material Change

Super Nova Petroleum Corp. announces execution of definitive agreement for acquisition of Koios, LLC

Item 5. Full Description of Material Change

Vancouver, BC, October 23, 2017 - **Super Nova Petroleum Corp.** (CSE/CSNX: SNP; OTC: SNOVF) (the "**Company**" or "**Super Nova**") announces that, further to its press release dated September 27, 2017, it has entered into a share exchange agreement dated October 20, 2016 (the "**Agreement**") with Koios, LLC, a private company incorporated in the State of Colorado ("**Koios**"), pursuant to which the Company will acquire 100% of the issued and outstanding securities of Koios (the "**Transaction**") which would constitute a "major acquisition" for Super Nova under the policies of the Canadian Securities Exchange (the "**CSE**").

In consideration for the Transaction, and on closing thereof, the Company will issue an aggregate of 15,000,000 common shares in the capital of Super Nova, pro rata, to the Koios shareholders at a deemed price of \$0.20 per 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; 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 and 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 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 January 15, 2018.

About Koios

Koios is an emerging functional beverage company whose products are currently available in over 2,000 retail locations across the country. Koios 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.

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

Not applicable.

Item 7. Omitted Information

The undersigned is aware of no information of a material nature that has been omitted.

Item 8. Executive Officer

Mr. Wolf Wiese, Chief Executive Officer of the issuer, is knowledgeable about the material change and this report. He can be contacted at (604) 221-8936.

Item 9. Date of Report

Dated October 23, 2017 at Vancouver, British Columbia.