

## NATIONAL INSTRUMENT 62-103F1

### REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

#### 1. Security and Reporting Issuer

##### 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares of Koios Beverage Corp., formerly Super Nova Petroleum Corp. (the “**Company**”) of #800 – 1199 West Hastings Street, Vancouver, BC V6E 3T5.

##### 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

#### 2. Identity of the Acquiror

##### 2.1 State the name and address of the Acquiror

Williams St Company LLC (the “**Acquiror**”)  
3799 Williams Street, Unit B  
Denver, CO 80205

##### 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On April 13, 2018, the Company closed its acquisition of all of the issued and outstanding shares of Koios, Inc. (“**Koios**”) pursuant to a Share Exchange Agreement (the “**Agreement**”) dated October 20, 2017 among the Company, Koios and the shareholders of Koios (the “**Transaction**”). Pursuant to the Transaction, the Acquiror acquired an aggregate of 7,500,000 common shares (each, a “**Common Share**”), a limited liability company controlled by Christopher Miller, Chief Executive Officer and a director of the Company, as the sole member and manager of the Acquiror. The 7,500,000 Common Shares held by the Acquiror represent approximately 21.92% of the 34,213,707 total issued and outstanding Common Shares on an undiluted basis. Assuming exercise of all outstanding convertible securities of the Company, such that 66,767,383 Common Shares would be outstanding, the Acquiror would control 7,500,000 Common Shares representing approximately 11.23% of the total issued and outstanding Common Shares on a fully-diluted basis.

##### 2.3 State the name of any joint actors

Christopher Miller.

**3. Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the Acquiror's securityholding percentage in the class of securities.**

The Acquiror acquired 7,500,000 Common Shares. See Item 3.4 for the change in the Acquiror's security holding percentage.

**3.2 State whether the acquirer acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

The Acquiror acquired 7,500,000 Common Shares pursuant to the Transaction, which triggered the requirement to file this report.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the Transaction, the Acquiror held no securities of the Company.

Pursuant to the Transaction, the Acquiror acquired 7,500,000 Common Shares.

After the issuance of the Common Shares pursuant to the Transaction, the Acquiror owned and controlled 7,500,000 Common Shares or approximately 21.92% of the issued and outstanding Common Shares and approximately 11.23% of the total issued and outstanding Common Shares on a fully-diluted basis on completion of the Transaction.

**3.5 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the Acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.4 above.

**(b) the Acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the Acquiror or any joint actor, and**

Not applicable.

**(c) the Acquiror, either alone or together with any joint actors, has exclusive or shared control by does not have ownership.**

Not applicable.

- 3.6 If the Acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the Acquiror's securityholdings.**

Not applicable.

- 3.7 If the Acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the Acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **4. Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The 7,500,000 were acquired at a deemed price of \$0.20 per Common Share for aggregate consideration of \$1,500,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the Acquiror.**

The Acquiror was issued an aggregate of 7,500,000 Common Shares from treasury by the Company at a deemed price of \$0.20 per Common Share pursuant to the Transaction. These Common Shares were issued in exchange for the 7,500,000 shares of Koios previously held by the Acquiror which were transferred to the Company pursuant to the Transaction.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

The Acquiror was issued an aggregate of 7,500,000 Common Shares from treasury by the Company at a deemed price of \$0.20 per Common Share pursuant to the Transaction.

**5. Purpose of the Transaction**

**State the purpose or purposes of the Acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the Acquiror and any joint actors may have which relate to or would result in any of the following:**

**(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

The Common Shares acquired by the Acquiror pursuant to the Transaction were as a result of the Acquiror being a shareholder of Koios and were also acquired for investment purposes. The Acquiror intends to monitor the business and affairs of the Company, including its financial performance, and depending upon these factors, market conditions and other factors, additional securities of the Company may be acquired as is considered or deemed appropriate. Alternatively, some or all of the securities described herein may be disposed of in compliance with applicable securities regulatory requirements.

**(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

The Common Shares issued to the Acquiror pursuant to the Transaction were issued as part of the Transaction whereby Koios became a wholly-owned subsidiary of the Company.

**(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

**(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Not applicable.

**(e) a material change in the reporting issuer's business or corporate structure;**

Not applicable.

**(f) a material change in the reporting issuer's business or corporate structure;**

Other than completion of the Transaction which resulted in the Company acquiring the business of Koios and Koios, now a wholly-owned subsidiary of the Company, becoming a wholly-owned subsidiary of the Company, the Acquiror currently does not have any plans or future intentions that would result in a material change in the reporting issuer's business or corporate structure.

**(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

Not applicable.

**(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

**(i) the issuer ceasing to be a reporting issuer in any jurisdiction in Canada;**

Not applicable.

**(j) a solicitation of proxies from securityholders;**

Not applicable.

**(k) An action similar to any of those enumerated above;**

Not applicable.

**6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the Acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

The Company entered into the Agreement, which set out the terms and conditions for the completion of the Transaction. Pursuant to the Agreement, among other things, the issued and outstanding shares of Koios immediately prior to completion of the Transaction were exchanged for Common Shares of the Company as set out in the Agreement. Accordingly, as the Acquiror was a shareholder of Koios prior to completion of the Transaction, its shares of Koios were

exchanged for Common Shares of the Company pursuant to the Agreement on closing of the Transaction.

The Common Shares acquired by the Acquiror are subject to escrow under a voluntary escrow agreement pursuant to the Agreement, to be released as to 25% on the date that is 12 months from the date of the closing of the Transaction, and an additional 25% every three months thereafter over nine months and under an escrow agreement pursuant to National Policy 46-201, to be released as to 10% on closing of the Transaction and an additional 15% every six months thereafter over 36 months.

**7. Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the Acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

**8. Exemption**

**If the Acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for this transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**9. Certification**

**I, as the Acquiror, certify, or I, as the agent filing the report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.**

**DATED** this 13th day of April, 2018.

**WILLIAMS ST COMPANY LLC**

**Per:** "Christopher Miller"  
**CHRISTOPHER MILLER**