KOIOS BEVERAGE CORP.
(formerly SUPER NOVA PETROLEUM CORP.)

#800 – 1199 West Hastings Street
Vancouver, British Columbia
V6E 3T5

CSE FORM 2A

LISTING STATEMENT

DATE: April 16, 2018
(except as otherwise indicated)

NOTE TO READER

This Listing Statement has been prepared in connection with a securities exchange transaction which constitutes a "fundamental change" within the meaning of CSE Policy 8. As such, the disclosure that follows relates to the business of the new issuer, whose common shares must be requalified for listing on the CSE.

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Definitions

The following is a glossary of certain definitions used in this Listing Statement. Terms and abbreviations used in this Listing Statement and also appearing in the documents attached as schedules to the Listing Statement (including the financial statements) are defined separately if the terms and abbreviations defined below are not used therein, except where otherwise indicated. Any capitalized term used but not defined in this Listing Statement have the meanings ascribed thereon in the CSE's Policies. Words below importing the singular, where the context requires, include the plural and *vice versa*, and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

"**Affiliate**" means a Company that is affiliated with another Company as described below. A Company is an Affiliate of another Company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same person. A Company is "controlled" by a person if (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that person, and (b) the voting securities, if voted, entitle the person to elect a majority of the directors of the Company. A person beneficially owns securities that are beneficially owned by (a) a Company controlled by that person, or (b) an Affiliate of that person or an Affiliate of any Company controlled by that person;

"**Agreement**" means the Share Exchange Agreement dated October 20, 2017 among the Target, the Target Vendors and the Company;

"**Associate**" when used to indicate a relationship with a person or company, means (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the person or company, (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity, (d) in the case of a person, a relative of that person, including (i) that person's spouse or child, or (ii) any relative of the person or of his spouse who has the same residence as that person; but (e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company;

"**BCBCA**" means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended;

"**Board**" means the board of directors of the Company;

"**Bridge Loan**" means the bridge loan in the principal amount of $75,000 that was advanced to the Target by the Company pursuant to the Loan Agreement;

"**CEO**" means an individual who acted as the Company's chief executive officer, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as the Company's chief financial officer, or acted in a similar capacity, for any part of the most recently completed financial year;

"**Closing**" means the closing of the Transaction pursuant to the terms of the Agreement;

"**Closing Date**" means the date of the Closing, being April 13, 2018;

"**common shares**" means the common shares without par value of the Company;

"**Company**" means Koios Beverage Corp., formerly Super Nova Petroleum Corp., a company incorporated under the laws of the Province of British Columbia;

"**Concurrent Financing**" means the arm's length offering of 11,900,000 subscription receipts at a price per subscription receipt of $0.20 by the Company for gross proceeds of $2,380,000;

"**Concurrent Financing Escrow Agreement**" means the escrow agreement dated October 30, 2017 between the Company and Clark Wilson LLP whereby the proceeds of the Concurrent Financing were held by Clark Wilson LLP as escrow agent;

"**Consideration Shares**" means 15,000,000 fully paid and non-assessable common shares issued to the Target Vendors at the Closing, and "**Consideration Share**" means any one of them;

"**CPM**" means cost per thousand;

"**CSE**" means the Canadian Securities Exchange, operated by CNSX Markets Inc.;

"**CSE Approval**" means the final approval of the CSE in respect of the continued listing of the common shares of the Company on the CSE following completion of the Transaction, as evidenced by the issuance of the final approval bulletin of the CSE in respect thereof;

"**DSD**" means direct store delivery;

"**Escrow Agreement**" means the escrow agreement dated April 13, 2018 among the Company, AST Trust Company (Canada) and Williams St Company LLC;

"**FDA**" means the U.S. Food and Drug Administration;

"**Listing Statement**" means this CSE Form 2A Listing Statement dated effective April 16, 2018;

"**Loan Agreement**" means the loan agreement dated October 27, 2017 between the Target and the Company whereby the Company advanced the Bridge Loan to the Target;

"**MCT**" means medium-chain triglycerides;

"**PPC**" means pay-per-click;

"**Related Person**" has the meaning ascribed to it in CSE Policy 1;

"**Reporting Issuer**" has the meaning ascribed to it in the *Securities Act* (British Columbia), as amended;

"**RTD**" means ready to drink;

"**Second Bridge Loan**" means the second bridge loan in the principal amount of $45,000 that was advanced to the Target by the Company pursuant to the Second Loan Agreement;

"**Second Loan Agreement**" means the second loan agreement dated January 18, 2018 between the Target and the Company whereby the Company advanced the Second Bridge Loan to the Target;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval available on the Internet at www.sedar.com;

"**Target**" means Koios, Inc., a "C" corporation under the laws of the State of Colorado (formerly Koios, LLC, a limited liability company incorporated under the laws of the State of Colorado);

"**Target Membership Interest**" means a fully paid and non-assessable membership interest in the capital of the Target;

"**Target Securities**" means any Target Membership Interest or Target Shares, as applicable, and any other securities or other indebtedness of the Target convertible into a Target Membership Interest or Target Shares, as applicable;

"**Target Shares**" means fully paid and non-assessable shares of common stock in the capital of the Target following completion of the conversion of the Target from a limited liability corporation to a corporation, and "**Share**" means any one of them;

"**Target Vendors**" means the holders of Target Securities, and "**Target Vendor**" means any one of them;

"**Transaction**" means the closing of the Agreement, the Bridge Loan, the Second Bridge Loan, the Concurrent Financing and all transactions related to the Agreement;

"**U.S.**" or "**United States**" means the United States of America, its territories and possessions, and any state of the United States and the District of Columbia; and

"**Voluntary Escrow Agreement**" means the voluntary escrow agreement entered into by the Company and the Target Vendors on Closing.

"**we**", "**us**", or "**our**" may mean Koios, Inc., a "C" corporation under the laws of the State of Colorado, formerly Koios, LLC, a limited liability company incorporated under the laws of the State of Colorado or Koios Beverage Corp., formerly Super Nova Petroleum Corp., a company incorporated under the laws of the Province of British Columbia, or both, depending on the context.

FORWARD-LOOKING STATEMENTS

The information provided in this Listing Statement, including information incorporated by reference, may contain "forward-looking statements" about us. In addition, we may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by us that address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those

words or other similar or comparable words. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on our then current expectations and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- the competitive nature of the functional beverage industry, development and operations;
- the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interests; and
- other risks described in this Listing Statement and described from time to time in our documents filed with Canadian securities regulatory authorities.

Consequently, all forward-looking statements made in this Listing Statement and our other documents are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences or effects. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that we and/or persons acting on our behalf may issue. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation. See Section 17 – *Risk Factors*.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. We believe that this industry data is accurate and that the estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

Health Claim Disclaimer

Neither the Company nor the Target has conducted any scientific studies on the effects of its products which have been evaluated by Health Canada or the FDA. As each individual is different, the benefits, if any, of taking our products will vary from person to person. No claims or guarantees can be made as to the effects of our products on an individual's health and wellbeing.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

The Company amalgamated with Super Nova Minerals Corp. on October 2, 2012. On April 3, 2014, the Company changed its name to Super Nova Petroleum Corp. On April 11, 2018, the Company changed its name to Koios Beverage Corp. The Company's head office is located at #800 – 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5. The Company's registered and records office is located at 1100 – 736 Granville Street, Vancouver, British Columbia V6Z 1G3.

The Target was incorporated as Koios, LLC on February 6, 2014. The Target's head office is located at 3799 Williams St Unit B, Denver, Colorado 80205. The Target's registered and records office is located at 3799 Williams St Unit B, Denver, Colorado 80205. On March 20, 2018, the Target was restructured as a "C" corporation under the laws of the State of Colorado and in accordance with the limited liability operating agreement of the Target.

2.2 Jurisdiction of Incorporation

The Company was formed pursuant to an amalgamation under the BCBCA of 0922519 B.C. Ltd. and Super Nova Minerals Corp. on October 2, 2012. On April 3, 2014, the Company changed its name to Super Nova Petroleum Corp. On April 11, 2018, the Company changed its name to Koios Beverage Corp.

The Target was incorporated pursuant to the laws of the State of Colorado.

2.3 Inter-corporate Relationships

Prior to the Closing, the Company had no subsidiaries.

Prior to the Closing, the Target had no subsidiaries.

Following completion of the Transaction, the Company has one wholly-owned subsidiary, the Target.

2.4 Fundamental Change

The Company is requalifying for listing on the CSE following the Transaction, which constitutes a "fundamental change" under the policies of the CSE. Following the Closing, the Target is a wholly-owned subsidiary of the Company.

In consideration for the Transaction, and on closing thereof, the Company issued the Consideration Shares, pro rata, to the Target Vendors at a deemed price of $0.20 per Consideration Share.

In connection with the Transaction and pursuant to the Loan Agreement, the Company advanced the Bridge Loan to the Target as an unsecured bridge loan which: (i) bears an interest rate of 12.0% per annum; (ii) matures six (6) months following the date of advance of the Bridge Loan (the "**Maturity Date**"); and (iii) requires payment of principal and accrued interest on the Maturity Date, with no obligation to make payment of either principal or interest prior to the Maturity Date.

In connection with the Transaction and pursuant to the Second Loan Agreement, the Company advanced the Second Bridge Loan to the Target as an unsecured bridge loan which: (i) bears an interest rate of 12.0% per annum; (ii) matures six (6) months following the date of advance of the Second Bridge Loan (the "**Second Maturity Date**"); and (iii) requires payment of principal and accrued interest on the Second Maturity Date, with no obligation to make payment of either principal or interest prior to the Second Maturity Date.

On October 30, 2017, the Company completed the first tranche of the Concurrent Financing. The first tranche consisted of the sale of 9,725,000 subscription receipts (each, a "**Subscription Receipt**") for gross proceeds of $1,945,000. The Company paid an aggregate of $69,900 in finders' fees in connection with the first tranche.

On November 30, 2017, the Company completed the second tranche of the Concurrent Financing. The second tranche consisted of the sale of 1,750,000 Subscription Receipts for gross proceeds of $350,000. The Company paid an aggregate of $14,100 in finders' fees in connection with the second tranche.

On December 22, the Company completed the third and final tranche of the Concurrent Financing. The third tranche consisted of the sale of 425,000 Subscription Receipts for gross proceeds of $85,000. The Company paid an aggregate of $3,600 in finders' fees in connection with the third tranche. The Company exercised its over-allotment option and raised total gross proceeds of $2,380,000 from the closing of the first, second, and third tranches of the Concurrent Financing.

Upon Closing on April 13, 2018, each Subscription Receipt was automatically converted, for no additional consideration, into one common share of the Company.

The Consideration Shares are subject to the Voluntary Escrow Agreement. The Voluntary Escrow Agreement provides, among other things, that all Consideration Shares are 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.

The Company paid a finder's fee to a finder by the issuance of 1,500,000 common shares of the Company in connection with the Transaction.

The Transaction was completed pursuant to available exemptions under applicable legislation. The Consideration Shares are subject to a hold period expiring four months and one day after the Closing, in addition to any applicable escrow requirements under the Voluntary Escrow Agreement and the Escrow Agreement.

Closing of the Transaction occurred on April 13, 2018.

Following completion of the Transaction, the Company, renamed Koios Beverage Corp., is engaged in the business of producing nutritional beverage drinks using a proprietary blend of nootropics and natural organic compounds to enhance human productivity without using harmful chemicals or stimulants, through its wholly-owned subsidiary, Koios, Inc. Upon the Closing, the board of directors of the Company is comprised of four directors, of which two are nominees of the Company and two are nominees of the Target. The business of the Target is the business of the Company upon the Closing of the Transaction. In conjunction with the Transaction, the Company changed its name to Koios Beverage Corp.

2.5 Incorporation Outside Canada

This is not applicable to the Company. The Target was incorporated as Koios, LLC on February 6, 2014. On March 20, 2018, the Target was restructured as a "C" corporation under the name Koios, Inc. under the laws of the State of Colorado and in accordance with the limited liability operating agreement of the Target.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development of the Business

The Company

The Company is a Reporting Issuer in the Provinces of British Columbia, Alberta and Ontario and trades on the CSE under the stock symbol "SNP". Prior to Closing, the Company was a resource exploration company engaged in the acquisition and exploration of mineral properties and oil and gas properties. To date the Company has not generated any revenues or income from operations.

On June 6, 2014, the Company entered into a purchase and farm-in agreement (the "**Letter Agreement**") with BNV Energy Company LLC ("**BNV Energy**") and Norstra Energy Inc. to sell approximately 2,964 acres of its wholly owned Milford East Land for US$66,700 in cash. This acreage is contiguous to the south of the Company's Milford Colony farm-in lands in Lewis and Clark Country on the Albert Bakken Fairway ("**Bakken**") in northwest Montana.

On October 21, 2014, the Company issued 300,000 shares valued at $120,000 to BNV Energy as described in the Letter Agreement.

On September 21, 2015 by way of a purchase and sale agreement the Company assigned its 20% working interest in an exploration well in Bakken to BNV Energy. In consideration of the assignment, the Company received back from BNV Energy the 300,000 common shares of the Company which were issued pursuant to the Letter Agreement in October 2014. Also in consideration, BNV Energy cancelled an outstanding invoice in the amount of $43,597 (US$35,054).

In January 2016, the Company issued 54,544 common shares in settlement of convertible debentures in the amount of $27,272.

On January 14, 2016, the Company consolidated its common shares on the basis of one (1) post-consolidated common share for ten (10) pre-consolidated common shares.

In February 2016, the Company transferred 300,000 shares to Golden Dawn Minerals Inc. ("**GDM**") to settle accounts payable of $15,000.

In October 2016, the Company issued 13,399,333 special warrants to settle debts of $669,967 at a deemed price per special warrant of $0.05, of which 9,799,333 special warrants were issued to GDM to settle a debt of $489,966.65; 2,550,000 special warrants were issued to a company controlled by the CEO of the Company immediately prior to Closing to settle a debt of $127,500; and 525,000 special warrants were issued to a company controlled by the CFO immediately prior to Closing to settle a debt of $26,250. Each special warrant shall automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) 61 days after the closing of a significant transaction involving the Company. At the conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one common share purchase warrant. Each warrant shall be exercisable into a common share of the Company at $0.075 per common share for a period of two years from conversion.

In July 2017, the Company issued 2,377,505 special warrants to settle debts of $178,313 at a deemed price per special warrant of $0.075, of which 1,674,301 special warrants were issued to GDM to settle a debt of $125,573 and 703,204 special warrants were issued to a company controlled by the

CEO of the Company immediately prior to Closing to settle a debt of $52,740. Each special warrant will automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) 61 days after the closing of a significant transaction involving the Company. At conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one common share purchase warrant. Each warrant shall be exercisable into a common share of the Company at $0.10 per common share for a period of two years from conversion.

In December 2017, the Company entered into an Iron Ridge Property Agreement with GDM whereby the Company agreed to sell five mineral claims to GDM in consideration for the forgiveness of $50,000 in debt owed by the Company to GDM in respect of office rent and ancillary services provided to the Company by GDM from July 6, 2017 to November 30, 2017.

The Target

In 2014, the Target launched its first product, the Koios Nootropic Supplement, an all-natural, earth grown supplement that can enhance brain function. This product is a capsule that contains 11 ingredients that target the brain to increase cognitive function. Sales efforts in our first year were solely focused on ecommerce and developing retail relationships with sports nutrition stores. The product quickly gained momentum and we established relationships with certain natural grocery and sports nutrition distributors in the United States.

One of our first major retailers was Max Muscle Sports Nutrition. Our initial Koios Nootropic Supplement was available in over 150 Max Muscle Sports Nutrition locations across the United States within 10 months of our initial agreement with Max Muscle Sports Nutrition. We utilized in-store displays, samples and digital marketing to drive awareness and traffic at each Max Muscle location. In 2014, we focused on developing our partnership with Max Muscle Sports Nutrition and maximizing our efforts online.

The success we had with Max Muscle Sports Nutrition, combined with our online strategy, helped us get noticed by other distributors. In 2015, we signed distribution deals with Europa Sports and Muscle Foods USA. These new relationships increased our exposure in the nutritional supplement marketplace.

A partnership with WishingUWell, a company that provides Amazon.com strategy services for wellness brands, was also created that helped us leverage our presence on Amazon.com, eventually leading to the Koios Nootropic Supplement becoming one of the preferred products on Amazon.com.

In 2015, we started developing what would become our first beverage. We wanted to develop a product that was a first of its kind and make nootropics more appealing to the broader consumer demographic. Many people may be averse to taking a supplement, but the overall population is comfortable with consuming an RTD beverage. An RTD drink would allow us to meet the needs of new potential customers. We also saw the opportunity to take advantage of various health trends in the food, beverage, and wellness products marketplace. We believe consumers are looking for clean products that can provide health benefits. In conjunction with one of the top formulators in the United States, we began working on Berry Genius, our first RTD beverage.

We created two organic, functional beverage lines that can enhance human performance and productivity, without stimulants, all while adding to the consumer's overall health and wellness,

without compromising taste or satisfaction. Our line of beverages is one of the only functional beverage lines in the world to use a full panel of earth grown, top quality nootropics. We chose 10 ingredients that can enhance brain function, improve memory, enhance mood and create mental endurance. Our beverages are some of the few RTD beverages on the market that are infused with essential oils. Our Berry Genius RTD beverage contains MCT which aids in hydration, mental performance, fat loss, regulation of blood pressure and creates energy through an actual food source. Smart Soda, our other organic, functional beverage, not only can provide the user a short term burst of mental power but it can help build brain function over time.

In 2016, we continued to focus on our existing distribution networks while adding new ones. Our beverage products allowed us to open doors to natural grocery chains with which we previously had not done business. Sales doubled in 2016 due to our expanded product line, sales efforts and the addition of new retail partners. We added new stores across the United States every month. Having three products allowed for us to market more effectively in retail outlets, by taking more shelf space, and allowed for greater flexibility online. Customers could choose from a variety of products. The initial launch of both beverage products was successful and found distribution and shelf space in retailers across the United States. Also in 2016, we added KeHE Distributors, LLC, a natural food distributor in the United States, as one of our distributors.

Currently, we are an emerging functional beverage company which has an available distribution network of over 2,000 retail locations across the United States in which to sell our products. We have relationships with distributors in the United States, including Europa Sports, Muscle Foods USA, KeHE Distributors, LLC, and Wishing-U-Well. Distributor relationships such as ours generally take years of cultivation as distributors have stringent policies on the brands they will agree to distribute. Our distributors test and vet products to ensure that the companies they partner with are reputable, safe and share mutual values in regards to high quality nutrition and business standards We have spent years establishing each of these relationships. Many of our distributors have worked with and vetted our company extensively, and have sold our products across the United States. These available distributors are significant because we have invested the time necessary so that we are familiar to them, can sell existing Koios products with them, and are able to propose new products as we develop them. Although future business with these distributors is not guaranteed, these established relationships make it more likely to scale and introduce new products. Through our partnership with Wishing-U-Well, we also enjoy a presence online, including being an Amazon.com choice product.

We continue to focus on our traditional direct store delivery (previously defined as "**DSD**") and distribution relationships to foster continued growth. Additionally, we have added a robust online platform to drive ecommerce sales. The Target's products use a proprietary blend of nootropics and natural organic compounds.

Total revenue for the financial years ended December 31, 2016 and 2015 was $303,064 and $153,928, respectively. For the three months ended September 30, 2017, revenue was approximately $567. For the nine months ended September 30, 2017, revenue was approximately $23,835. The revenue in both the three and nine month periods ended September 30, 2017 correlates with difficulty accessing additional capital required to grow and expand our business. Following the completion of the Transaction, the Company expects to be capitalized sufficiently so that it can take advantage of the existing distribution networks, relationships with distributors, and e-commerce platform the Target has built over the past several years, as well as pursuing additional sales and marketing

opportunities. Please refer to Section 6 – *Management's Discussion and Analysis*, for more information regarding the Target's operating history.

3.2 Significant Acquisition and Disposition

Please refer to Section 3.1 – *General Development of the Business*.

3.3 Trends, Commitments, Events or Uncertainties

Prior to Closing, the Company was a resource exploration company engaged in the acquisition and exploration of mineral properties and oil and gas properties. Upon Closing of the Transaction, the Company's business model changed to focus on the operations of the Target, which operations are focused on the production of nutritional beverage drinks using a proprietary blend of nootropics and natural organic compounds to enhance human productivity without using harmful chemicals or stimulants. Companies in this industry are subject to many and varied kinds of risks and the Company's financial performance will be dependent upon many factors. For a detailed discussion of these risk factors, refer to Section 17 – *Risk Factors* in this Listing Statement. Apart from the risks noted in Section 17 – *Risk Factors*, the Company is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Company's business, financial condition or results of operations.

4. NARRATIVE DESCRIPTION OF BUSINESS

4.1 General

Following the completion of the Transaction, the business of the Target became the business of the Company. The Company, through the Target as a wholly-owned subsidiary acquired pursuant to the Transaction, is a scientifically-driven, performance lifestyle company that develops, manufactures, markets and distributes branded nutritional supplements and organic beverages, with a focus on the production of nutritional beverage drinks using a proprietary blend of nootropics and natural organic compounds to enhance human productivity without using harmful chemicals or stimulants.

The Company, through the Target as a wholly-owned subsidiary acquired pursuant to the Transaction, is an emerging functional beverage company which has an available distribution network of over 2,000 retail locations across the United States in which to sell our products. We have relationships with distributors in the United States, including Europa Sports, Muscle Foods USA, KeHE Distributors, LLC, and Wishing-U-Well. Through our partnership with Wishing-U-Well, we also enjoy a presence online, including being an Amazon.com choice product.

The Company's products use a proprietary blend of nootropics and natural organic compounds.

Business Objectives

Upon Closing, the Company's business objectives for the forthcoming 12 months are as follows:

1. release (i) our new powders for distribution through the Europa network; (ii) our new formula for the RTD beverages Berry Genius and Raspberry Wonder; and (iii) our new Fit Soda in the Denver market with two flavors and two functionalities, being protein and probiotics;

2. hire a sales team to cover the Denver and Los Angeles areas and a digital team that can strengthen and bolster our online strategies and sales funnels;

3. launch our bus tour for events in the Denver and Los Angeles areas with the eventual goal of taking it nationwide to support stores which sell our products across the United States;

4. add an additional 800 retail locations in Denver and Los Angeles that carry Koios and Fit Soda products, establish our own truck routes and have our own delivery vans;

5. bring production in house or use local relationships in Denver to produce smaller batches of our RTD beverages so we can increase cash flow and have greater flexibility with our manufacturing process; and

6. establish regional relationships with two major big box retailers such as Costco and Whole Foods.

Milestones

The following table list significant events and milestones that must be initiated or completed over the forthcoming 12 months for the Company's business objectives to be accomplished:

Objective	Milestone/Notes	Anticipated Cost	Anticipated Completion Date
Release our new powders for distribution through the Europa network, release our new formulas for the Koios RTD beverages Berry Genius and Raspberry Wonder, and release our new Fit Soda in the Denver market with two flavors and two functionalities, protein and probiotics.	Complete our research and development and the third party laboratory analysis and have our new powders packed by a co-packer.	$71,000(1)	End of June 2018
Hire a sales team to cover the Denver and Los Angeles areas and a digital team that can strengthen and bolster our online strategies and sales funnels.	Dedicate time and resources to the recruitment of qualified candidates who have relevant industry experience.	$500,000(2)	End of June 2018
Launch our bus tour for events in the Denver and Los Angeles areas with the eventual goal of taking it nationwide to support stores which sell our products across the United States.	Purchase a bus and wrap it with our logo and design.	$83,000(3)	End of June 2018
Add an additional 800 retail locations in Denver and Los Angeles that carry Koios and Fit Soda products.	Successfully execute on our localized sales strategy; establish our truck routes and purchase our own delivery vans.	$400,000(4)	End of August 2018

Objective	Milestone/Notes	Anticipated Cost	Anticipated Completion Date
Bring production in house or use local relationships in Denver to produce smaller batches of our RTD beverages so we can increase cash flow and have greater flexibility with our manufacturing process.	Find packing facilities at commercially reasonable rates for in house production or leverage our local relationships to permit the production of our RTD beverages in smaller batches.	$360,000[(5)]	End of June 2018
Establish regional relationships with two major big box retailers such as Costco and Whole Foods.	Provide appropriate resources to key team members to establish relationships with two major big box retailers.	$0[(6)]	End of August 2018

(1) Comprised of anticipated continued research and development costs for the forthcoming 12 months.

(2) Comprised of sales team salaries for the forthcoming 12 months, including the salary of the CEO following the Transaction, Chris Miller.

(3) Comprised of costs for purchase of bus and bus tour and associated costs.

(4) Comprised of initial costs for purchase of delivery vans and anticipated marketing expenses for the forthcoming 12 months not including purchase of bus and bus tour costs.

(5) Comprised of anticipated manufacturing costs for the forthcoming 12 months.

(6) Salaries for the forthcoming 12 months of the CEO following the Transaction, Chris Miller, and Gina Burrus – Sales already accounted for under “Hire Sales Team” milestone above.

While the Company intends to pursue these milestones, there may be circumstances where, for valid business reasons, a re-allocation of efforts may be necessary or advisable.

Available Funds and Principal Purposes

The total amount of funds available to the Company for achieving the business objectives set out above is approximately $1,809,000 (Estimated consolidated working capital as at March 31, 2018).

The Company expects to use the funds available to it as set out below:

Use of Proceeds	Funds to be Expended
Cost of completing listing on the CSE	$25,000
Complete our research and development and the third party laboratory analysis and have our new powders packed by a co-packer	$71,000(1)
Hire Sales Team	$500,000(2)
Purchase of Bus and Bus Tour	$83,000(3)
Execute on our localized sales strategy, establish our truck routes and purchase our own delivery vans.	$400,000(4)
Find packing facilities at commercially reasonable rates for in house production or leverage our local relationships to permit the production of our RTD beverages in smaller batches.	$360,000(5)
Provide appropriate resources to key team members to establish relationships with two major big box retailers.	$0(6)
General administrative expenses	$100,000
Unallocated Working Capital	$270,000
TOTAL	**$1,809,000**

(1) Comprised of anticipated continued research and development costs for the forthcoming 12 months.

(2) Comprised of sales team salaries for the forthcoming 12 months, including the salary of the CEO following the Transaction, Chris Miller.

(3) Comprised of costs for purchase of bus and bus tour and associated costs.

(4) Comprised of initial costs for purchase of delivery vans and anticipated marketing expenses for the forthcoming 12 months not including bus and bus tour costs.

(5) Comprised of anticipated manufacturing costs for the forthcoming 12 months.

(6) Salaries for the forthcoming 12 months of the CEO following the Transaction, Chris Miller, and Gina Burrus – Sales already accounted for under "Hire Sales Team" above.

Continued Research and Development Expenses

Research and development plays a critical role in the innovation process. To achieve our milestone of releasing new drink products in the forthcoming 12 months, we have allocated $71,000 into continued research and development. Our allocation for continued research and development includes $27,000 for additional formulation and creation of new flavors including Fit Soda. This includes the formulation of 3 new Koios flavors and the Fit Soda product line, shelf life testing, efficacy testing, cost of goods sold analysis and raw material projections for the year. The remaining allocation of $44,000 for continued research and development includes additional funds to enhance our products. We seek to enhance shelf life, efficacy, taste and deliver new variations of our RTD beverages. This includes research and development of plant-based proteins for use in Fit

Soda, additional products that can add additional value to the human body such as probiotics, and the research required to create these products through our formulators. Additional research and development, in theory, allows us to add additional variations of our products to our product line, allowing us to offer more to our existing and future consumers. New and innovative products can allow us to create more awareness of our brand and contribute to the achievement of our milestone of adding an additional 800 retail locations that carry our products.

Sales Team Expenses

Additional capital will allow us to expand our sales team, increasing our likelihood to achieve our business objectives and milestones, including adding an additional 800 retail locations in Denver and Los Angeles, bolstering our online strategies and sales funnels, and increasing our chances of establishing relationships with two major big box retailers. An increased presence through sales associates allows us to engage more store owners and interested buyers. Adding sales professionals will allow us to service our existing distribution partners with greater care and efficiency. We anticipate investing roughly $500,000 over the forthcoming 12 months into building our sales team, based on growth targets and using prior years as a model. Our allocation for sales team expenses includes the following salaries: Chris Miller, the CEO of the Company following the completion of the Transaction (US$120,000), Gina Burrus – Sales (US$60,000), Sales Person – Denver, Colorado (US$45,000), Digital Sales Personnel – (US$65,000), and Sales Person – Los Angeles, California (US$100,000). Achieving our milestones of adding an additional 800 retail locations in Denver and Los Angeles and bolstering our online strategies and sales funnels that carry our products will depend on our ability to build a qualified sales team and digital team, and executing our sales strategy. Additionally, sales team expenses will contribute to our achievement of the Company's milestone of establishing regional relationships with two major big box retailers such as Costco and Whole Foods.

Marketing Expenses

Our marketing strategy for the forthcoming 12 months includes: in store demos and promotion, free product sampling for distributors and consumers, digital marketing and promotion to consumers for direct sale, events and trade shows, influencers and sponsorships, and bus tour and product road shows. We expect to allocate the following amounts to the marketing methods listed above: $125,000 for in store demos and promotion; $32,000 for free product sampling for distributors and consumers; $130,000 for digital marketing and promotion to consumers for direct sale; $75,000 for events and trade shows, $25,000 for influencers and sponsorships, $13,000 for branded delivery vans and $83,000 for bus tour and product road shows. Being a relatively new brand, marketing and other related activities are essential to our survival, brand awareness and visibility. Our allocation for marketing expenses of $483,000 of our total amount of funds available of $1,809,000, or 26.7%, is congruent with our understanding of industry averages.

Manufacturing Expenses

Our expected manufacturing expenses will be $360,000 for the forthcoming 12 months. This includes supplement and drink production. We utilize third party co-packers to ensure quality and manufacturing standards are met. We currently do not have our own manufacturing facility. Co-packing is an industry norm and standard. We choose co-packers based on their reputation, certifications, production capacity, geographic location, quality assurance programs, product testing capabilities, rigorous health standards, experience and adherence to FDA guidelines and regulations. To manage costs and increase profit margins we are constantly searching for new

relationships in the co-packing space. Our current co-packing network, with relative certainty, will be used again in the future. However, we do not have binding contracts with any of them and the Company can seek alternative co-packers. Management may decide to use different co-packers in the future.

Co-packers charge fees for utilizing their services. Prices vary with each co-packer depending on the volume and quantity. Generally speaking, the fees associated with a co-packer can include warehousing cans and excess raw materials, use of canning and supplement lines, shipping and receiving services, testing services, and raw materials. Additional manufacturing costs that are factored into our estimate of manufacturing costs for the forthcoming 12 months include purchasing cans, wraps and raw materials to produce our products.

The Target's manufacturing and raw material costs in the financial year ended December 31, 2016 were $278,699. Using this prior financial year as a model, we expect our manufacturing costs for the forthcoming 12 months to create and sell our products will be $360,000.

To achieve our Company's milestones, manufacturing and co-packing are essential elements of our business model. Manufacturing the Company's products efficiently, safely and in a cost efficient manner is imperative to our milestones. Additionally, using third party co-packers reduces our downside and risk, as they must adhere to food manufacturing processes.

General Administrative Expenses

The Company's general administrative expenses for the financial years ended May 31, 2017, 2016 and 2015 were $114,924, $104,393, and $80,868, respectively. We used these figures as the basis to determine our expected general administrative expenses for the Company in the forthcoming 12 months. We estimate that the Company will incur $100,000 in general administrative expenses, using the Company's prior financial years as a model. The general administrative expenses will contribute generally to our Company's achievement of our milestones.

Related Party Expenses

The salary of Chris Miller, the CEO of the Company following the completion of the Transaction, in the amount of US$120,000, is the only proposed use of proceeds that will be made to a related party of the Company.

Principal Products and Services

Following Closing, the Company will be in the development stage, however, it will have three products for sale, including the Berry Genius RTD beverage, the Raspberry Wonder RTD beverage, and the Koios Nootropic Supplement.

The Company will continue to market its products through its website, its traditional DSD and distribution relationships, non-traditional marketing avenues such as events and Crossfit gyms, and through its localized sales strategy in the Denver and Los Angeles areas.

In 2014, the Target launched its first product, the Koios Nootropic Supplement, an all-natural, earth grown supplement that can enhance brain function. This product is a capsule that contains 11 ingredients that target the brain to increase cognitive function. Sales efforts in our first year were solely focused on ecommerce and developing retail relationships with sports nutrition stores. The

product quickly gained momentum and we established relationships with certain natural grocery and sports nutrition distributors in the United States.

In 2015, we started developing what would become our first beverage. We wanted to develop a product that was a first of its kind and make nootropics more appealing to the broader consumer demographic. Many people may be averse to taking a supplement, but the overall population is comfortable with consuming an RTD beverage. An RTD drink would allow us to meet the needs of new potential customers. We also saw the opportunity to take advantage of various health trends in the food, beverage, and wellness products marketplace. We believe consumers are looking for clean products that can provide health benefits. In conjunction with one of the top formulators in the United States, we began working on Berry Genius, our first RTD beverage.

We created two organic, functional beverage lines that can enhance human performance and productivity, without stimulants, all while adding to the consumer's overall health and wellness, without compromising taste or satisfaction. Our line of beverages is one of the only functional beverage lines in the world to use a full panel of earth grown, top quality nootropics. We chose 10 ingredients that can enhance brain function, improve memory, enhance mood and create mental endurance. Our beverages are some of the few RTD beverages on the market that are infused with essential oils. Our Berry Genius RTD beverage contains MCT which aids in hydration, mental performance, fat loss, regulation of blood pressure and creates energy through an actual food source. Smart Soda, our other organic, functional beverage, not only gives the user a short term burst of mental power but it can help build brain function over time.

The Company, through the Target as a wholly-owned subsidiary acquired pursuant to the Transaction, is an emerging functional beverage company which has an available distribution network of over 2,000 retail locations across the United States in which to sell our products. We have relationships with distributors in the United States, including Europa Sports, Muscle Foods USA, KeHE Distributors, LLC, and Wishing-U-Well. Through our partnership with Wishing-U-Well, we also enjoy a presence online, including being an Amazon.com choice product.

We continue to focus on our traditional DSD and distribution relationships to foster continued growth. Additionally, we have added a robust online platform to drive ecommerce sales.

Our products use a proprietary blend of nootropics and natural organic compounds.

Distribution Methods and Principal Markets

We distribute online through our own online portal. Our products are also distributed through traditional DSD and wholesale channels. We work with distributors in the United States. Our principal markets are natural grocery chains, sports nutrition stores, convenience stores, specialty nutrition outlets and online sales.

Localized Sales Strategy – Denver and Los Angeles

Our primary focus will be growing our market share in our local marketplaces in Denver, Colorado, and Los Angeles, California.

Our field team will focus on a variety of retail outlets. Our primary focus will be individually owned convenience stores, health clubs, CrossFit gyms and natural grocery stores. Stores who fit

this profile can make buying decisions without third party approval. We estimate that there are over 6,000 of these locations in the greater Denver area.

Our sales representatives will also seek to expand key relationships so that we may saturate stores with our unique door clings, window stickers, coolers and additional marketing material. Within 15 months of the date of the Closing, we hope to add 1,200 new locations which will carry Koios and Fit Soda products. Out of those 1,200 new locations, we hope to identify and develop 800 key accounts. These key accounts will receive more of our attention through demos, bus tour events, delivery status and will become our ambassadors, helping us spread the excitement of the brand. Specific metrics will be monitored to evaluate profitability and efficiency with all accounts.

Our field representatives will also have a quota for meeting with buyers who represent small to medium size retailers. These buyers oversee stores like Marczyk Fine Foods, Lucky's Market and Alfalfa's Market. These small to medium size retailers typically have a loyal customer base and the barrier to entry, especially for local products, is not unreasonable. Success in these types of stores could help grow the awareness of our brand. Buyers from bigger chains monitor these smaller chains for up and coming trends and products they should consider bringing into their portfolio. We have built a database of every location and associated buyer in the area, so our representatives have the data to pursue this distribution network.

Key personnel will be responsible for meeting with buyers from big box retailers in the Rocky Mountain region. Bigger retailers have a chain of command and a very specific product set to which they adhere. Generally, getting into a bigger retailer can take months of focused effort and persistence. Key personnel will be responsible for the goal of placing our products in at least two big box retailers such as Whole Foods and Costco within 12 months from the date of Closing. If our products begin to be carried by big dox retailers such as Whole Foods and Costco, we intend to deploy all the assets we have at our disposal to drive volume in these accounts. Demos, bus tour events, tastings and other marketing techniques will be implemented to encourage brand inoculation. A pricing strategy has been developed to attempt to protect margins. A detailed plan and budget have also been built for onboarding larger accounts.

If and when Whole Foods and King Soopers are solidified as distributors of our products, we plan to begin conversations with New Age Beverages Corp. to develop a business relationship. New Age Beverages Corp. is one of the largest DSD distribution companies in the United States. We estimate that New Age Beverages Corp. has over 10,000 accounts in the Rocky Mountain region. We hope to develop a business relationship with New Age Beverages Corp. in the 15 months from the date of Closing.

We also intend to maintain our existing relationship with Europa Sports. Europa is our biggest distributor. Europa manages over 50,000 sports nutrition stores across the United States. Europa has over 15 field representatives and hundreds of inside sales representatives who manage its network of stores. We have spent the past few years developing this relationship and believe it can still be one of our biggest opportunities. We will have monthly sales targets with Europa. Europa will focus on working with each representative each week to place our products in existing and new accounts.

If we are successful saturating the Denver and Los Angeles markets we intend to devote further time and effort to Europa. We intend to travel the United States in the tour bus visiting stores in every state.

The statements made under the heading "Localized Sales Strategy – Denver and Los Angeles" relate to the Company's milestones and there is no assurance that these milestones will be achieved.

Online and E-Commerce

Nootropics and biohacking are two keywords that are being increasingly searched for on the Internet. A portion of our marketing will be focused on capturing people who are already searching for the types of products we sell. Our website, in the past, has been in the top million websites worldwide for traffic.

Our intention is to utilize cutting edge PPC campaigns in conjunction with our tour bus efforts to generate thousands of leads per month, which could then be converted into paying customers. We estimate traffic on the site will increase with the additional marketing budget and the traffic we drive from tour bus events. We will focus on building sophisticated sales funnels that will maximize our CPM per visitor.

We have allocated in our personnel budget for a full-time digital team, who will manage the sales funnels and extra inbound traffic. Within 15 months, through combined digital and real time marketing, we plan to generate millions of visits to our website. Additional attention will be given to our Amazon.com portal. Ad spends and promotion will be increased to attempt to generate more sales via Amazon and our partners at WishingUWell.

Our digital team will also be responsible for maintaining our online community. To date, we have over 8,000 followers on Facebook.

We believe the majority of millennials make their purchasing decisions based on the people they follow online. We are constantly adding new athletes, artists and various brand ambassadors to our roster.

The statements made under the heading "Online and E-Commerce" relate to the Company's milestones and there is no assurance that these milestones will be achieved.

Events

We intend to use our tour bus to create events around Denver and Los Angeles that bring people and attention to the brand. We intend to partner with local celebrities and other like-minded businesses to tap into other people's followings. For example, with respect to a summer sale being held by Max Muscle, we would partner with Max Muscle and create announcements targeted to their already existing database that our tour bus and marketing team will be in attendance. We would park our tour bus in front of their store and interact with all sale attendees with the goal of capturing their information, introducing them to the brand and eventually converting them into long-term buyers of our products. An event schedule for the tour bus would be distributed to all management. It is our goal to be involved with an event every weekend in some capacity. This not only introduces us to more people but helps us continue to build our brand's "tribe" through high touch personal interaction. We intend to film and release online every event we appear at to create more awareness for the brand. Other third party events that we may attend throughout the year based on strategic coordination and planning include the CrossFit Games, Europa Expos, Natural Food Expos, SXSW, ESPORTS events, Sundance film festival and music events.

Bus Tour

We have designed a bus tour that will facilitate our retailers to sell our products. The bus tour would allow us to be on the road in different locations and cities connecting with our audience live. It also allows our brand and our partner's brands to be seen throughout the day and night. According to Outdoor Advertising Association of America ("**OAAA**"), mobile advertising can be the most effective and efficient form of outdoor advertising, reaching more consumers at a lower CPM than any other form of advertising. According to OAAA, a single vehicle wrap can generate 80,000 daily impressions. We intend to geo-target events across the United States that coincide with each city we intend to tour by bus. In each city we intend to tour by bus, we also intend to visit our retail partners, parking the bus in front of their locations and promoting that we will be at their retail locations. This strategy may give our company preferred placement and treatment and additional social media engagement.

Research and Development Programs

As noted above, we hope to have our new powder products available for distribution to retail stores by the end of July 2018. They have been developed in partnership with Nutra Science Labs of New York, an INC 5000 company.

As well, new formulations of the existing Koios RTD beverages are expected to be completed by the end of July 2018. We are working with various flavor houses and developers to complete these new formulations. Our management expects that these new formulas will provide greater efficacy, taste and improved margins.

We have been developing another product, Fit Soda, since October 2015 and hope to have working prototypes available for field testing by the end of July 2018.

The total research and development costs to complete the principal products not yet fully developed described above is $71,000.

The majority of Koios formulas have been developed in house. We partner with formulators and ingredient providers in the United States to make our products.

Once new products are developed and field tested they will be analyzed by third party laboratories. Final formulas are analyzed by the third party laboratories to ensure our shelf life testing, labeling, quantities and label claims are correct. The third party laboratories we use also help us develop the formulas since we do not have our own lab. We will work with our existing co-packers to produce the new products at scale. The estimated cost associated with these steps is $30,000. Our management anticipates that these steps will be completed by the end of July 2018.

The statements made under the heading "*Research and Development Programs*" relate to the Company's milestones and there is no assurance that these milestones will be achieved.

Production and Sales

Our products are produced through co-packing, which means we purchase raw materials, ship them to a co-packer, and have the co-packer package our products.

Material Leases

Our office lease is in good standing. Our office is located at 3799 Williams St Unit B, Denver, Colorado 80205, and it measures 2000 square feet.

Specialized skill and knowledge requirements for the production of the Target's products

Formulating our beverages and supplements requires deep knowledge and skill in formulating, chemistry, biology and food science.

We use several formulators and co-packers to produce both its supplement and beverage product lines. Access to our formulators' deep knowledge and skill is readily available. We guide general product development, but those products are then vetted by our formulators and third party laboratories.

Raw materials for our products

The sources of the raw ingredients that are used in our products include: ConnOils, GILLCO, Allen Flavors and Flavorman. Pricing and availability of these raw ingredients varies.

Intellectual Property and Trademarks

All of our products' names and logos are trademarked. The importance of our products' names, logos, and our trademarks is to protect our brand from competitors and other companies attempting to replicate our products. We have spent hundreds of thousands of dollars to create a market niche and space and it is important that our logos and trademarks are protected so they are not copycatted.

Seasonality

The beverage industry is seasonal, with higher volumes seen in the second and third quarter of the year, which correspond with warmer months.

Employees

As at the most recent financial year end of the Company, we have four employees.

Competition

We are a niche brand serving a niche area of the market that is rapidly expanding. We are one of the leaders in nootropics beverages available in the United States and Canada. As a result, we are somewhat insulated from our competition in that we have a head start on the market and have name recognition. Additionally, with the release of FIT SODA, we will have created a category that does not exist currently, which will allow us to take a leading position free of any existing competitors in the functional soda space.

However, the beverage industry is highly competitive. The principal areas of competition are pricing, packaging, distribution channel penetration, development of new products and flavors and marketing campaigns. Our products compete generally with a wide range of drinks produced by a relatively large number of manufacturers, most of which have substantially greater financial, marketing and distribution resources and name recognition than we do.

Important factors affecting our ability to compete successfully include the taste and flavor of our products, trade and consumer promotions, rapid and effective development of new, unique cutting edge products, attractive and different packaging, branded product advertising and pricing. Our products compete with all liquid refreshments and with products of much larger and substantially better financed competitors, including the products of numerous nationally and internationally known producers, such as The Coca Cola Company, Dr. Pepper Snapple Group, PepsiCo, Inc., Nestle, Waters North America, Inc., Hansen Natural Corp. and Red Bull. We also compete with companies that are smaller or primarily local in operation. Our products also compete with private label brands such as those carried by supermarket chains, convenience store chains, drug store chains, mass merchants and club warehouses.

Competition in the beverage and supplement space is fierce. Shelf space in major retailers is expensive. Smaller companies like ours will need to continue to innovate to meet consumer demand for healthier and more functional alternatives.

Regulation

The production, marketing and sale of our beverage products are subject to the rules and regulations of various federal, state and local health agencies. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or production may be stopped, thus adversely affecting our business, financial condition and results of operations. Similarly, any adverse publicity associated with any noncompliance may damage our reputation and our ability to successfully market our products. Furthermore, the rules and regulations are subject to change from time to time and while we closely monitor developments in this area, we have no way of anticipating whether changes in these rules and regulations will impact our business adversely. Additional or revised regulatory requirements, whether labeling, environmental, tax or otherwise, could have an adverse effect on our business, financial condition and results of operations.

4.2 Asset Backed Securities

Neither the Company nor the Target has any asset backed securities.

4.3 Companies with Mineral Projects

Neither the Company nor the Target has any mineral projects.

4.4 Companies with Oil and Gas Operations

Neither the Company nor the Target has oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Consolidated Financial Information – Annual Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and related notes thereto appearing elsewhere in this Listing Statement. This information should only be read in conjunction with the financial statements, and accompanying notes, included elsewhere in this Listing Statement. The selected financial

information is derived from the audited financial statements of the Company for the years ended May 31, 2017, May 31, 2016 and May 31, 2015 and the unaudited condensed interim financial statements for the six months ended November 30, 2017. This information should only be read in conjunction with the audited financial statements for the years ended May 31, 2017, May 31, 2016 and May 31, 2015, and accompanying notes, and the unaudited condensed interim financial statements for the six months ended November 30, 2017, and accompanying notes, which are incorporated into the Listing Statement by reference and can be found by accessing the Company's public documents filed on SEDAR at www.sedar.com.

	For the six month Interim Period Ended November 30, 2017 (unaudited) ($)	**For the Year Ended May 31 (audited)**		
		2017 ($)	**2016 ($)**	**2015 ($)**
Total Revenue	-	-	-	-
Total Expenses	136,420	312,176	315,673	265,906
Income (Loss) From Operations (before tax)	32,717	365,232	(95,377)	714,125
Net Income (Loss) for the period	32,717	(677,408)	(200,296)	(980,031)
Income (Loss) per share – Basic and diluted	(0.01)	(0.14)	(0.05)	(0.22)
Dividends	-	-	-	-
Balance Sheet Data:	**As at November 30, 2017**	**As at May 31, 2017**	**As at May 31, 2016**	**As at May 31, 2015**
Total Current Assets	2,310,842	2,457	10,832	2,531
Total Current Liabilities	354,567	556,627	926,043	739,718
Shareholders' Equity (deficit)	(4,772,178)	(554,170)	(915,211)	(737,187)

The following selected financial information is subject to the detailed information contained in the financial statements of the Target and related notes thereto appearing elsewhere in this Listing Statement. This information should only be read in conjunction with the financial statements, and accompanying notes, included elsewhere in this Listing Statement. The selected financial information is derived from the audited financial statements of the Target for the years ended December 31, 2016 and December 31, 2015 and the unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2017 which are attached hereto as Schedule C. This information should only be read in conjunction with the audited financial statements, and accompanying notes, included elsewhere in this Listing Statement.

	For the nine month Interim Period Ended September 30, 2017 (unaudited) (US$)	For the Year Ended December 31 (audited)	
		2016 (US$)	2015 (US$)
Revenue	23,835	303,064	153,928
Total Operating Expenses	102,781	587,235	403,683
Net and Comprehensive (Loss)	(78,946)	(219,171)	(249,755)
Balance Sheet Data:	**As at September 30, 2017**	**As at December 31, 2016**	**As at December 31, 2015**
Current Assets	1,680	32,549	116,419
Non-current Assets	5,000	4,300	4,300
Current Liabilities	238,036	189,259	171,308
Members' Deficiency	**As at September 30, 2017**	**As at December 31, 2016**	**As at December 31, 2015**
Members' contributions	275,729	275,729	158,379
Deficit	(507,085)	(428,139)	(208,968)

5.2 Consolidated Financial Information – Quarterly Information

The results of the Company for each of the eight most recently completed quarters ending at the end of the most recently competed fiscal year, namely May 31, 2017, are summarized below:

Fiscal 2017 (prepared in accordance with IFRS)				
	August 31, 2016	November 30, 2016	February 28, 2017	May 31, 2017
Revenue	-	-	-	-
Net Income (loss)	(74,470)	(83,179)	(50,506)	(469,253)
Basic and diluted income (loss) per common share	(0.02)	(0.02)	(0.01)	(0.10)

Fiscal 2016 (prepared in accordance with IFRS)				
	August 31, 2015	November 30, 2015	February 29, 2016	May 31, 2016
Revenue	-	-	-	-
Net Income (loss)	(42,625)	(10,809)	(87,690)	(100,790)
Basic and diluted income (loss) per common share	(0.00)	(0.00)	(0.01)	(0.02)

The Target has not been a reporting issuer for the eight most recently completed quarters ended at the end of the most recently completed financial year and has not prepared quarterly financials for all such periods.

5.3 Dividends

Neither the Company nor the Target has a dividend policy and neither pays dividends to its shareholders or owners of its membership interests, respectively. Following the Closing, the Company does not have a dividend policy nor does it pay dividends to its shareholders.

5.4 Foreign Generally Accepted Accounting Principles (GAAP)

Section 5.4 is not applicable to the Company or the Target.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company

The Company's management's discussion and analysis of its financial statements for the years ended May 31, 2017, May 31, 2016 and May 31, 2015 and for its interim period ended November 30, 2017 is incorporated into the Listing Statement by reference and can be found by accessing the Company's public documents filed on SEDAR at www.sedar.com.

The Target

Annual MD&A

The Target's management's discussion and analysis of its financial statements for the years ended December 31, 2016 and December 31, 2015 is attached hereto as Schedule D.

Interim MD&A

The Target's management's discussion and analysis of its financial statements for its interim period ended September 30, 2017 is attached hereto as Schedule D.

7. MARKET FOR SECURITIES

Prior to Closing, the common shares of the Company were listed on the CSE under the symbol "SNP". The common shares of the Company are currently listed on the CSE under the symbol "KBEV".

The Target's securities are not listed, posted for trading or quoted on any exchange or other quotation or trade reporting system.

8. CONSOLIDATED CAPITALIZATION

In July 2017, the Company issued 2,377,505 special warrants to settle debts of $178,313 at a deemed price of $0.075 per special warrant, of which 1,674,301 special warrants were issued to GDM to settle a debt of $125,573 and 703,204 special warrants were issued to a company controlled by the CEO of the Company immediately prior to Closing to settle a debt of $52,740. Each special warrant will automatically convert on the earlier of i) the second anniversary of the date of the issuance of

the special warrants, and ii) 61 days after the closing of a significant transaction involving the Company. At conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one share purchase warrant. Each warrant shall be exercisable into a common share of the Company at $0.10 per share for a period of two years from conversion.

In July 2017, the Company completed a private placement through the issuance of 1,000,000 units at a price per unit of $0.075 for total proceeds of $75,000. Each unit consisted of one common share and one common share purchase warrant exercisable at $0.10 per share for a period of two years from the date of issuance.

In October, November and December 2017, the Company issued 11,900,000 Subscription Receipts at a price per Subscription Receipt of $0.20 for gross proceeds of $2,380,000 under the Concurrent Financing. Upon Closing, the Subscription Receipts were automatically converted, for no additional consideration, into 11,900,000 common shares of the Company.

9. OPTIONS TO PURCHASE SECURITIES

As of the date of this Listing Statement, there are no outstanding options to acquire common shares of the Company.

The Company has not granted options to any person who is not, or was not previously, a director, officer, employee or consultant.

10. DESCRIPTION OF THE SECURITIES

10.1 Description of Company's Securities

The Company is authorized to issue an unlimited number of common shares with no par value. As at the date of this Listing Statement the Company has 34,213,707 common shares issued and outstanding.

The holders of the common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each common share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the common shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may be resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

10.2 10.6 - Miscellaneous Securities Provisions

None of the matters set out in sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Company.

10.7 Prior Sales of Common Shares

In July 2017, the Company completed a private placement through the issuance of 1,000,000 units at a price per unit of $0.075 for total proceeds of $75,000. Each unit consisted of one common share and one common share purchase warrant exercisable at $0.10 per share for a period of two years from the date of issuance.

Upon Closing, 15,000,000 Consideration Shares were issued to the Target Vendors at a deemed price of $0.20 per Consideration Share, 1,500,000 common shares were issued to a finder pursuant to the Agreement at a deemed price of $0.20 per common share, and 11,900,000 common shares were issued upon the automatic conversion of 11,900,000 Subscription Receipts for no additional consideration.

10.8 Stock Exchange Price

The common shares of the Company are currently listed on the CSE under the symbol KBEV. The following table sets out the high and low trading prices of the Company's common shares for the periods indicated as reported by Stockwatch:

Period	High CDN$	Low CDN$	Volume
From April 1 to the date of this Listing Statement(1)	0.60	0.60	0
Month ending March 31, 2018(1)	0.60	0.60	0
Month ending February 28, 2018(1)	0.60	0.60	0
Month ending January 31, 2018(1)	0.60	0.60	0
Month ending December 31, 2017(1)	0.60	0.60	0
Quarter ending November 30, 2017	0.61	0.18	1,758,703
Quarter ending August 31, 2017	0.22	0.10	593,899
Quarter ending May 31, 2017	0.175	0.09	231,038
Quarter ending February 28, 2017	0.28	0.07	114,757
Quarter ending November 30, 2016	0.135	0.06	93,452
Quarter ending August 31, 2016	0.25	0.06	215,906
Quarter ending May 31, 2016	0.06	0.04	199,206

(1) Trading of the common shares of the Company was halted on October 20, 2017 at the request of the Company in connection with the announcement of the entry into the Agreement.

11. ESCROWED SECURITIES AND POOLING AGREEMENTS

As of the date of this Listing Statement, 15,000,000 common shares of the Company were subject to an escrow agreement or a voluntary pooling agreement.

Upon completion of the Transaction, the table below sets out the number of shares held by principals and certain other shareholders of the Company that are held in escrow subject to the Voluntary Escrow Agreement:

Designation of Class Held in Escrow	Number of Securities Held in Escrow	Percentage of Class
Common Shares of the Company	15,000,000	43.84%[1]

(1) Based on 34,213,707 common shares issued and outstanding on completion of the Transaction.

The above-noted shares are subject to the Voluntary Escrow Agreement. The Voluntary Escrow Agreement provides, among other things, that all Consideration Shares are 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.

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* ("**NP 46-201**"), all shares of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. Upon completion of the Transaction, the Company is an "emerging issuer" as defined in NP 46-201.

The following securities of the Company (the "**Escrowed Securities**") are held by, and are subject to the terms of the Escrow Agreement:

Name	Designation of Security	Quantity	Percentage of Shares after completion of the Transaction[1]
Williams St Company LLC[2]	Common Shares	7,500,000	21.92%
Total	**Escrowed Securities**	**7,500,000**	**21.92%**

(1) Based on 34,213,707 common shares issued and outstanding upon completion of the Transaction.

(2) Williams St Company LLC, a limited liability company owned and controlled by Mr. Miller. Mr. Miller is the only director or officer after completion of the Transaction holding securities carrying more than 1% of the voting rights attached to the Company's outstanding securities, taking into account common shares issued and outstanding upon completion of the Transaction and securities convertible into common shares.

As the Company is an "emerging issuer" as defined in NP 46-201, the following automatic timed releases apply to the Company's securities held by its principals who are subject to escrow:

On the Listing Date	1/10 of the escrow securities
6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	the remaining escrow securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a "principal" is: (a) a person or company who has acted as a promoter of an issuer within two years of the date of an initial public offering prospectus; (b) a director or senior officer of an issuer or any of its material operating subsidiaries at the time of an initial public offering prospectus; (c) a person or company that holds securities carrying more than 20% of the voting rights attached to an issuer's outstanding securities immediately before and immediately after the issuer's initial public offering; and (d) a person or company that: (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries. A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the issuer held by such a person will be subject to escrow requirements.

The automatic time release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each principal's escrowed securities are released on the listing date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If, within 18 months of the listing date, an issuer meets the "established issuer" criteria, as set out in NP 46-201, the escrowed securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario that number of escrowed securities that would have been eligible for release from escrow if the issuer had been an "established issuer" on the listing date will be immediately released from escrow. The remaining escrowed securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the listing date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Company's board of directors, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) subject to

the approval of the Company's board of directors, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities; (c) subject to the approval of the Company's board of directors, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**") or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holder, the holder's spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

Under the terms of the Escrow Agreement, 10% of each Escrowed Securities holder's Escrowed Securities (a total of 750,000 Escrowed Securities) were released from escrow under the Escrow Agreement on Closing. However, those Escrowed Securities released from escrow under the Escrow Agreement on Closing are held in escrow pursuant to the Voluntary Escrow Agreement. The remaining 6,750,000 Escrowed Securities are held in escrow under the Escrow Agreement immediately following the Closing.

12. PRINCIPAL SHAREHOLDERS

12.1 Principal Shareholders

To the knowledge of the directors and executive officers of the Company, no person or corporation beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company, other than the following principal holder:

Name of Principal Shareholder	Upon Closing of the Transaction	
	Number and Class of Securities Beneficially Owned Directly or Indirectly	**Percentage of Class Owned (Non-Diluted)**
Williams St Company LLC[(1)]	7,500,000 common shares	21.92%[(2)]

(1) Williams St Company LLC, a limited liability company owned and controlled by Mr. Miller.

(2) Based on 34,213,707 common shares issued and outstanding on a non-diluted basis and 11.23% based on 66,767,383 common shares issued and outstanding on a fully-diluted basis upon Closing.

13. DIRECTORS AND OFFICERS

13.1 – 13.3, 13.5 Directors and Officers

The following table sets the name, residence and principal occupation of each director and executive officer of the Company. In addition, the table shows the date on which each individual first became a director and/or officer and the number of common shares of the Company that each individual beneficially owns, or exercises control or direction over, directly or indirectly, as of the date of this Listing Statement. The information as to shares owned beneficially, not being within the knowledge of the Company, has been forwarded by the directors and officers individually.

Name and Municipality of Residence and Position with the Company	Principal Occupation for the past five years	Director/Officer Since	Number of Common Shares Held[(1)]
Chris Miller[(2)] Denver, Colorado CEO and Director	Mr. Miller is the founder and principal of the Target. He also leads the sales and marketing teams. An entrepreneur at an early age, his first exit from a company he founded and grew was in 2008, at the age of 27. Mr. Miller created the Target out of the huge need he saw in the marketplace for sustainable and earth grown products that could enhance human productivity, ultimately reaching hundreds of thousands of people around the United States and Canada within the first three years of operation. He is involved in crafting company culture, executing the vision and driving high level marketing and sales efforts. Mr. Miller's lifelong obsession with sports led him to playing rugby at The University of Nevada, where he graduated with a degree in economics.	Closing Date	7,500,000[(3)]

Name and Municipality of Residence and Position with the Company	Principal Occupation for the past five years	Director/Officer Since	Number of Common Shares Held[(1)]
Anthony Jackson Vancouver, British Columbia CFO and Director	Mr. Jackson, age 37, is the founder of Jackson & Company, Chartered Accountants, which assists private and public companies in a variety of industries with full service accounting, and tax services. He is also a principal of Bridgemark Financial Corp., which provides corporate compliance, financial advisory, and financial reporting services to public and private companies. Prior to founding Jackson & Company, Mr. Jackson spent a number of years working at Ernst & Young LLP and obtaining his Chartered Accountant designation, before moving on to work as a senior analyst at a boutique investment banking firm. Mr. Jackson holds a Bachelor of Business Administration degree (B.B.A) from Simon Fraser University and the professional designation of Chartered Accountant (CA). Mr. Jackson has extensive experience as a director and CFO of numerous publicly traded companies.	Closing Date	Nil
Scott Walters[(2)] Toronto, Ontario Director	Scott Walters is co-founder and chief executive officer of Molecular Science Corp. Mr. Walters has extensive business experience developing successful medical cannabis start-ups focused on providing scalable services to the sector. Mr. Walters is the CEO of Molecular Science Corp that provides the industry with cannabis-focused ancillary services and software backed by commercial science teams. Mr. Walters previously developed and led THC BioMed, Canabo Medical and Empower Clinics (USA) as founding CEO. Prior to his 2013 pivot to cannabis-focused industries, Scott spent 20 years in investment banking and derivatives trading with a focus on resources and technology at leading Canadian banking firms.	Closing Date	Nil

Name and Municipality of Residence and Position with the Company	Principal Occupation for the past five years	Director/Officer Since	Number of Common Shares Held[(1)]
Konstantin Lichtenwald[(2)] Vancouver, British Columbia Director	Since March 2012, Mr. Lichtenwald has served as vice president at Bridgemark Financial Corp.	October 10, 2017	Nil

Notes:

(1) The information as to common shares beneficially owned or over which a director and or officer exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors and or officers individually.

(2) Member of the audit committee (the "**Audit Committee**").

(3) All 7,500,000 common shares of the Company are held by Williams St Company LLC, a limited liability company owned and controlled by Mr. Miller.

Information contained in this Listing Statement regarding the board of directors and officers of the Company includes disclosure regarding directors and executive officers of the Company immediately following the Closing.

Immediately upon Closing of the Transaction, Dieter Benz, Stefan Bender, and Wolf Wiese resigned as directors, and Mr. Wiese, Ke Feng (Andrea) Yuan and Andrew Brown resigned as officers such that following the Closing, the board of directors of the Company consists of Konstantin Lichtenwald, Chris Miller, Anthony Jackson and Scott Walters, Chris Miller serves as Chief Executive Officer and Anthony Jackson serves as Chief Financial Officer. As of the date of this Listing Statement, the directors and executive officers of the Company beneficially own, directly or indirectly, as a group 7,500,000 common shares of the Company representing approximately 21.92% of all outstanding voting securities of the Company on a non-dilutive basis (based on 34,213,707 common shares issued and outstanding upon Closing of the Transaction).

13.4 Board Committees

The Company has one Board committee, being its Audit Committee.

The overall purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor. The Company has adopted an audit committee charter which sets out the Audit Committee's mandate, organization, power and responsibilities.

Each Audit Committee member has had extensive experience reviewing financial statements. Each member has an understanding of the Company's business and has an appreciation for the relevant accounting principles for that business. The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to

comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Upon completion of the Transaction, the current members of the Audit Committee are Scott Walters, Konstantin Lichtenwald, and Chris Miller.

13.5 Director and Officer Principal Occupations

The principal occupation of the Company's directors and officers is disclosed in the table above.

13.6 – 13.9 Penalties, Sanctions and Bankruptcy

None of the Company's directors or officers immediately prior to completion of the Transaction, nor any of the Company's directors or officers following the completion of the Transaction, nor a shareholder holding a sufficient number of the Company's securities to affect materially control of the Company is, or has been within 10 years before the date of this Listing Statement, a director or officer of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Company, none of the Company's directors or officers immediately prior to completion of the Transaction, nor any of the Company's directors or officers following the completion of the Transaction, nor a shareholder holding a sufficient number of the Company's securities to affect materially control of the Company, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Except as disclosed herein, none of the directors or officers immediately prior to completion of the Transaction, nor any of the Company's directors or officers following the completion of the Transaction, nor a shareholder holding a sufficient number of the Company's securities to affect materially control of the Company has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Chris Miller has previously filed for personal bankruptcy. Mr. Miller successfully exited a company in 2011. As a result of the tax treatment of that exit, Mr. Miller was left with a much larger tax liability than anticipated. Mr. Miller subsequently began working on the business that would become the Target. To protect the Target from his potential personal tax liability, Mr. Miller filed for personal bankruptcy. The bankruptcy was discharged in April 2017.

13.10 Existing or Potential Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests with they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

To the knowledge of the Company, other than as disclosed in Section 22 – *Material Contracts*, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management immediately prior to completion of the Transaction, nor among the Company and any of the Company's promoters, directors, officers or other members of management following the completion of the Transaction, as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promotes and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

13.11 Directors and Officers

The following sets out details respecting the directors and officers of the Company upon completion of the Transaction:

Chris Miller, age 36, Chief Executive Officer and Director
Denver, Colorado

Mr. Miller is the founder and principal of the Target. He also leads the sales and marketing teams. An entrepreneur at an early age, his first exit from a company he founded and grew was in 2008, at the age of 27. Mr. Miller created the Target out of the huge need he saw in the marketplace for sustainable and earth grown products that could enhance human productivity, ultimately reaching hundreds of thousands of people around the United States and Canada within the first three years of operation. He is involved in crafting company culture, executing the vision and driving high level marketing and sales efforts. Mr. Miller's lifelong obsession with sports led him to playing rugby at The University of Nevada, where he graduated with a degree in economics.

Mr. Miller will devote 100% of his time to perform the work required in connection with acting as the CEO and a director of the Company and has not entered into a non-competition agreement with the Company. It is expected that following completion of the Transaction, Mr. Miller will enter into a consultant agreement with the Company. Upon completion of the Transaction, Mr. Miller indirectly owns 7,500,000 common shares in the Company, being 50% of the Consideration Shares issued to the Target Vendors upon Closing.

Anthony Jackson, age 37, Chief Financial Officer and Director
Vancouver, British Columbia

Mr. Jackson, age 37, is the founder of Jackson & Company, Chartered Accountants, which assists private and public companies in a variety of industries with full service accounting, and tax services. He is also a principal of Bridgemark Financial Corp., which provides corporate compliance, financial advisory, and financial reporting services to public and private companies. Prior to founding Jackson & Company, Mr. Jackson spent a number of years working at Ernst & Young LLP and obtaining his Chartered Accountant designation, before moving on to work as a senior analyst at a boutique investment banking firm. Mr. Jackson holds a Bachelor of Business Administration degree (B.B.A) from Simon Fraser University and the professional designation of Chartered Accountant (CA). Mr. Jackson has extensive experience as a director and CFO of numerous publicly traded companies.

Mr. Jackson will devote 10% of his time in connection with acting as the CFO and a director of the Company and has not entered into a non-competition agreement with the Company. Mr. Jackson is not expected to enter into a consultant agreement or employment agreement with the Company upon completion of the Transaction. To the knowledge of the management of the Company, Mr. Jackson does not hold any securities of the Company upon completion of the Transaction.

Konstantin Lichtenwald, age 33, Director

Mr. Lichtenwald has been a director of the Company since October 10, 2017.

Since March 2012, Mr. Lichtenwald has served as vice president of Bridgemark Financial Corp. He is a manager at Jackson & Company Chartered Accountants, where he provides professional accounting, and taxation services to small, large and mid-size private and public companies across British Columbia and Canada-wide. Mr. Lichtenwald worked at Ernst & Young GmbH, Germany, in the assurance department. Mr. Lichtenwald earned his bachelor of business administration degree from Pforzheim University, Germany, and holds the professional designation of Chartered Professional Accountant (CPA, CGA), where he is a member of Chartered Professional Accountants of British Columbia and Canada. Mr. Lichtenwald has had extensive experience as a controller and CFO of numerous publicly traded and private corporations in several industries.

Mr. Lichtenwald will devote the time necessary to perform the work required in connection with acting as a director of the Company and has not entered into a non-competition agreement with the Company. Upon completion of the Transaction, Mr. Lichtenwald continues to serve as a director of the Company. To the knowledge of the management of the Company, Mr. Lichtenwald does not hold any securities of the Company upon completion of the Transaction.

Scott Walters, age 45, Director
Toronto, Ontario

Scott Walters is co-founder and chief executive officer of Molecular Science Corp. Mr. Walters has extensive business experience developing successful medical cannabis start-ups focused on providing scalable services to the sector. Mr. Walters is the CEO of Molecular Science Corp that provides the industry with cannabis-focused ancillary services and software backed by commercial science teams. Mr. Walters previously developed and led THC BioMed, Canabo Medical and Empower Clinics (USA) as founding CEO. Prior to his 2013 pivot to cannabis-focused industries, Scott spent 20 years in investment banking and derivatives trading with a focus on resources and technology at leading Canadian banking firms.

Mr. Walters will devote the time necessary to perform the work required in connection with acting as a director of the Company and has not entered into a non-competition agreement with the Company. To the knowledge of the management of the Company, Mr. Walters does not hold any securities of the Company upon completion of the Transaction.

14. CAPITALIZATION

14.1 Issued Capital

The following tables provide information about our capitalization as of the date of this Listing Statement:

Issued Capital[(1)]	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total Outstanding **(A)**	34,213,707	66,767,383	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) **(B)**	13,500,000	28,673,602	39.46%	42.95%
Total Public Float (A-B)	**20,713,707**	**38,093,781**	**60.54%**	**57.05%**
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in shareholder agreement and securities held by control block holders **(C)**	16,500,000	16,500,000	48.23%	24.71%
Total Tradeable Float (A-C)	**17,713,707**	**50,267,383**	**51.77%**	**75.29%**

(1) Figures are reported to the best of the knowledge of management of the Company.

Public Securityholders (Registered)

The following table sets forth information regarding the number of registered "public securityholders of the Company, being persons other than persons enumerated in section (B) of the *Issued Capital* table above:

Class of Security: Common Shares

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	1	16
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	1	2,500
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	91	19,511,439
Unable to confirm	83	699,752
TOTAL:	**176**	**20,213,707**

Public Securityholders (Beneficial)

The following table sets forth information regarding the number of beneficial "public securityholders of the Company, being persons other than persons enumerated in section (B) of the *Issued Capital* table above who either: (i) hold securities in their own name as registered shareholders; or (ii) hold securities through an intermediary where the Company has been given written confirmation of shareholdings:

Class of Security: Common Shares

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	116	2,637
100 – 499 securities	50	12,251
500 – 999 securities	23	13,940
1,000 – 1,999 securities	24	27,752
2,000 – 2,999 securities	31	70,676
3,000 – 3,999 securities	22	71,953
4,000 – 4,999 securities	4	16,880
5,000 or more securities	100	4,270,752
Unable to confirm	0	0
TOTAL:	**370**	**4,486,841**

Non-Public Securityholders (Registered)

The following table sets forth information regarding the number of registered "non-public securityholders of the Company, being persons enumerated in section (B) of the issued capital chart:

Class of Security: Common Shares

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	3	13,500,000
Unable to confirm	0	0
TOTAL:	**3**	**13,500,000**

14.2 Convertible Securities

The following table summarizes the outstanding securities convertible into common shares in our authorized capital as of the date of this Listing Statement:

Description of Security (include conversion/exercise terms, including conversion/exercise price)	Number of convertible/exchangeable securities outstanding	Number of listed securities issuable upon conversion/exercise
Warrants[(1)]	1,000,000	1,000,000
Special Warrants (October 2016)[(2)]	13,399,333	26,798,666
Special Warrants (July 2017)[(3)]	2,377,505	4,755,010

(1) 1,000,000 warrants are exercisable at a price of $0.10 per common share until July 19, 2019.

(2) 13,399,333 special warrants will automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) 61 days after the closing of a significant transaction involving the Company. At conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one common share purchase warrant. Each warrant shall be exercisable into a common share of the Company at $0.075 per common share for a period of two years from conversion.

(3) 2,377,505 special warrants will automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) 61 days after the closing of a significant transaction involving the Company. At conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one common share purchase warrant. Each warrant shall be exercisable into a common share of the Company at $0.10 per common share for a period of two years from conversion.

14.3 Other Listed Securities

The Company has no other listed securities reserved for issuance that are not included in section 14.2.

15. EXECUTIVE COMPENSATION

The Company

A summary of the Company's executive compensation for the most recent financial year (May 31, 2017) is set forth in Schedule B to this Listing Statement.

Upon completion of the Transaction, the Company intends to enter into a consulting agreement with Chris Miller, which will provide for his compensation as CEO of the Company following Closing, which is anticipated to consist of an annual salary of US$120,000 and options to purchase common shares.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No directors, executive officers or employees, no former directors, executive officers or employees, and no proposed directors, executive officers, or employees of the Company are indebted to the Company as at the date of this Listing Statement or were indebted to the Company since the beginning of the most recently completed financial year of the Company.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No directors or executive officers of the Company, or associates of such directors or executive officers, and no proposed directors or executive officers of the Company, or associates of such proposed directors or executive officers, are indebted to the Company as at the date of this Listing Statement or were indebted to the Company since the beginning of the most recently completed financial year of the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

17. RISK FACTORS

The following are certain factors relating to the Company's business which prospective investors should carefully consider before deciding whether to purchase common shares in the Company's authorized capital. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Listing Statement. These risks and uncertainties are not the only ones we are facing. Additional risk and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our operations. If any such risks actually occur, the business, financial condition, liquidity and results of our operations could be materially adversely affected.

Forward Looking Information

Certain information set out in this Listing Statement includes or is based upon expectations, estimates, projections or other "forward looking information". Such forward looking information includes projections or estimates made by us about our future business operations. While such forward looking statements and the assumptions underlying them are made in good faith and

reflect our current judgment regarding the direction of our business, actual results will almost certainly vary (sometimes materially) from any estimates, predictions, projections, assumptions or other type of performance suggested here.

Risk Factors Related to the Company's common shares

Speculative Nature of Investment Risk

An investment in our common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. We have no history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the development and planning phases of our business and have not started commercialization of our products and services. Our operations are not yet sufficiently established such that we can mitigate the risks associated with our planned activities.

Volatility of Stock Price and Market Conditions

The market price of the common shares has been and may continue to be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may adversely affect the market price of the common shares, even if our company is successful in maintaining revenues, cash flows or earnings. The purchase of the common shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Securities of the Company should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in our company should not constitute a major portion of an investor's portfolio.

Risk Factors Associated with the Business of the Company

We may need to raise further capital

Our business strategy is based in part on the scalability of our operations. In order to expand our operations we will need to raise additional funds in the future, and such funds may not be available on commercially reasonable terms, if at all. If we cannot raise enough funds on acceptable terms, we may not be able to fully implement our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated requirements. This could seriously harm our business, financial condition and results of operations.

We rely on third party co-packers to manufacture our products

We rely on third party co-packers to manufacture our products. If we are unable to maintain good relationships with our co-packers and/or their ability to manufacture our products becomes constrained or unavailable to us, our business could suffer. We do not directly manufacture our products, but instead outsource such manufacturing to established third party co-packers. These third-party co-packers may not be able to fulfill our demand as it arises, could begin to charge rates that make using their services cost inefficient or may simply not be able to or willing to provide their services to us on a timely basis or at all. In the event of any disruption or delay,

whether caused by a rift in our relationship or the inability of our co-packers to manufacture our products as required, we would need to secure the services of alternative co-packers. We may be unable to procure alternative packing facilities at commercially reasonable rates and/or within a reasonably short time period and any such transition could be costly. In such case, our business, financial condition and results of operations would be adversely affected. Large co-packing minimums have affected our cash flow in the past. We have worked diligently to develop relationships with co-packers in the Denver area that will allow us to produce product on demand.

We rely on distributors to distribute our products in the DSD sales channel

We rely on distributors to distribute our products in the DSD sales channel. If we are unable to secure such distributors and/or we are unable to maintain good relationships with our existing distributors, our business could suffer. We distribute our products in the DSD sales channel by entering into agreements with direct-to-store delivery distributors having established sales, marketing and distribution organizations. We similarly are seeking to expand our online distribution. Many of our distributors are affiliated with and manufacture and/or distribute other beverage products. In many cases, such products compete directly with our products. The marketing efforts of our distributors are important for our success. If our products prove to be less attractive to our distributors and/or if we fail to attract distributors, and/or our distributors do not market and promote our products with greater focus in preference to the products of our competitors, our business, financial condition and results of operations could be adversely affected.

If we are unable to maintain good relationships with our existing customers, our business could suffer

Our customers are material to our success. If we are unable to maintain good relationships with our existing customers, our business could suffer. Unilateral decisions could be taken by our distributors, grocery chains, convenience chains, drug stores, nutrition stores, mass merchants, club warehouses and other customers to discontinue carrying all or any of our products that they are carrying at any time, which could cause our business to suffer. The majority of our revenues are derived from two of our customers and our online channel. Accordingly, if sales to either of these customers were to significantly decline or cease entirely, our business, results of operations and financial condition may be significantly harmed.

Increases in cost or shortages of raw materials or increases in costs of co-packing could harm our business

The principal raw materials used by us are flavors and ingredient blends as well as aluminum cans, the prices of which are subject to fluctuations. We are uncertain whether the prices of any of the above or any other raw materials or ingredients we utilize will rise in the future and whether we will be able to pass any of such increases on to our customers. We do not use hedging agreements or alternative instruments to manage the risks associated with securing sufficient ingredients or raw materials. In addition, some of these raw materials, such as our distinctive sleek 12 ounce can, are available from a single or a limited number of suppliers. As alternative sources of supply may not be available, any interruption in the supply of such raw materials might materially harm us.

Our ability to accurately estimate demand for our products could adversely affect our business and financial result

We may not correctly estimate demand for our products. If we materially underestimate demand for our products and are unable to secure sufficient ingredients or raw materials, we might not be able to satisfy demand on a short-term basis, in which case our business, financial condition and results of operations could be adversely affected.

We depend upon our trademarks and proprietary rights, and any failure to protect our intellectual property rights or any claims that we are infringing upon the rights of others may adversely affect our competitive position

Our success depends, in large part, on our ability to protect our current and future brands and products and to defend our intellectual property rights. We cannot be sure that trademarks will be issued with respect to any future trademark applications or that our competitors will not challenge, invalidate or circumvent any existing or future trademarks issued to, or licensed by, us.

There can be no assurance that our trade secrets, including our proprietary ingredient blends will not become known to competitors

Our products are manufactured using our proprietary blends of ingredients. These blends are created by third-party suppliers to our specifications and then supplied to our co-packers. Although all of the third parties in our supply and manufacture chain execute confidentiality agreements, there can be no assurance that our trade secrets, including our proprietary ingredient blends will not become known to competitors. We believe that our competitors, many of whom are more established and have greater financial and personnel resources than we do, may be able to replicate or reverse engineer our processes, brands, flavors, or our products in a manner that could circumvent our protective safeguards. Therefore, we cannot give you any assurance that our confidential business information will remain proprietary. Any such loss of confidentiality could diminish or eliminate any competitive advantage provided by our proprietary information.

We may incur material losses as a result of product recall and product liability

We may be liable if the consumption of any of our products causes injury, illness or death. We also may be required to recall some of our products if they become contaminated or are damaged or mislabeled. A significant product liability judgment against us, or a widespread product recall, could have a material adverse effect on our business, financial condition and results of operations. The amount of the insurance we carry is limited, and that insurance is subject to certain exclusions and may or may not be adequate.

Key Personnel Risk

Our success will depend on our directors and officers to develop our business and manage our operations, and on our ability to attract and retain key quality assurance, scientific, sales, public relations and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on our business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future, which may adversely impact our operations.

We are dependent on our ability to attract and retain qualified technical, sales and managerial personnel.

Our future success depends in part on our continuing ability to attract and retain highly qualified technical, sales and managerial personnel. Competition for such personnel in the beverage industry is intense and we may not be able to retain our key managerial, sales and technical employees or attract and retain additional highly qualified technical, sales and managerial personnel in the future. Any inability to attract and retain the necessary technical, sales and managerial personnel could materially adversely affect us.

We are subject to significant competition in the beverage industry

The beverage industry is highly competitive. The principal areas of competition are pricing, packaging, distribution channel penetration, development of new products and flavors and marketing campaigns. Our products compete with a wide range of drinks produced by a relatively large number of manufacturers, most of which have substantially greater financial, marketing and distribution resources and name recognition than we do.

Important factors affecting our ability to compete successfully include the taste and flavor of our products, trade and consumer promotions, rapid and effective development of new, unique cutting edge products, attractive and different packaging, branded product advertising and pricing. Our products compete with all liquid refreshments and with products of much larger and substantially better financed competitors, including the products of numerous nationally and internationally known producers, such as The Coca Cola Company, Dr. Pepper Snapple Group, PepsiCo, Inc., Nestle, Waters North America, Inc., Hansen Natural Corp. and Red Bull. We also compete with companies that are smaller or primarily local in operation. Our products also compete with private label brands such as those carried by supermarket chains, convenience store chains, drug store chains, mass merchants and club warehouses. There can be no assurance that we will compete successfully in the functional beverage industry. The failure to do so would materially adversely affect our business, financial condition and results of operations.

Our business is substantially dependent upon awareness and market acceptance of our products and brands by our targeted consumers

We compete in an industry that is brand-conscious, so brand name recognition and acceptance of our products are critical to our success and significant marketing and advertising could be needed to achieve and sustain brand recognition. Our business is substantially dependent upon awareness and market acceptance of our products and brands by our targeted consumers. Our business depends on acceptance by our independent distributors of our brand as one that has the potential to provide incremental sales growth rather than reduce distributors' existing beverage sales. The development of brand awareness and market acceptance is likely to require significant marketing and advertising expenditures. There can be no assurance that we will achieve and maintain satisfactory levels of acceptance by independent distributors and retail consumers. Any failure of our brand to maintain or increase acceptance or market penetration would likely have a material adverse effect on business, financial condition and results of operations.

Our sales are affected by seasonality

As is typical in the beverage industry, our sales are seasonal. Our highest sales volumes generally occur in the second and third quarters, which correspond to the warmer months of the year in our major markets. Consumer demand for our products is also affected by weather conditions. Cool, wet spring or summer weather could result in decreased sales of our beverages and could have an adverse effect on our results of operations.

Our business is subject to many regulations and noncompliance is costly

The production, marketing and sale of our beverage products are subject to the rules and regulations of various federal, state and local health agencies. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or production may be stopped, thus adversely affecting our business, financial condition and results of operations. Similarly, any adverse publicity associated with any noncompliance may damage our reputation and our ability to successfully market our products. Furthermore, the rules and regulations are subject to change from time to time and while we closely monitor developments in this area, we have no way of anticipating whether changes in these rules and regulations will impact our business adversely. Additional or revised regulatory requirements, whether labeling, environmental, tax or otherwise, could have an adverse effect on our business, financial condition and results of operations.

Global Economy Risk

We will be dependent upon the capital markets to raise additional financing in the future, while we establish a client base for our product. As such, we are subject to liquidity risks in meeting our development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact our ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to us and our management. If uncertain market conditions persist, our ability to raise capital could be jeopardized, which could have an adverse impact on our operations and the trading price of our common shares on the CSE.

18. PROMOTER CONSIDERATION

Following the completion of the Transaction, Mr. Miller is considered a promoter of the Company. See "Section 13 Directors and Officers" for disclosure regarding Mr. Miller. Mr. Miller will not receive any consideration for acting as promoter. Mr. Miller indirectly received 7,500,000 Consideration Shares at Closing, being 50% of the Consideration Shares issued to the Target Vendors at Closing. The 7,500,000 Consideration Shares were issued to Williams St Company LLC, a limited liability company controlled by Mr. Miller.

19. LEGAL PROCEEDINGS

There are no legal proceedings material to the Company to which the Company is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Company to be contemplated.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, or an associate or affiliate of a director, executive officer or principal shareholder of the Company, has any material interest, direct or indirect, in any transaction which has occurred within the three years before the date of this Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Company or a subsidiary of the Company.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditors

The Company's auditor is Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, of Suite 1500 – 1140 West Pender Street, Vancouver, British Columbia V6E 4G1.

21.2 Transfer Agent and Registrar

The Company's registrar and transfer agent is AST Trust Company (Canada) of Suite 1600 – 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.

22. MATERIAL CONTRACTS

Except as described herein, the Company has not entered into any material contracts within the two years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business and disclosed in this Listing Statement

(a) Share Exchange Agreement dated October 20, 2017 among the Target, the Target Vendors, and the Company, as described elsewhere in this Listing Statement;

(b) Loan Agreement dated October 27, 2017 between the Target and the Company, as described elsewhere in this Listing Statement;

(c) Concurrent Financing Escrow Agreement dated October 30, 2017 between the Company and Clark Wilson LLP, as described elsewhere in this Listing Statement; and

(d) Second Loan Agreement dated January 18, 2018 between the Target and the Company, as described elsewhere in this Listing Statement.

Except as described herein, the Target has not entered into any material contracts within the two years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business and disclosed in this Listing Statement

(a) Share Exchange Agreement dated October 20, 2017 among the Target, the Target Vendors, and the Company;

(b) Loan Agreement dated October 27, 2017 between the Target and the Company; and

(c) Second Loan Agreement dated January 18, 2018 between the Target and the Company, as described elsewhere in this Listing Statement.

23. INTEREST OF EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an Associate or Affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company and no such person is a promoter of the Company or an Associate or Affiliate of the Company. Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants is independent of the Company in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Company and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company and its respective securities.

25. FINANCIAL STATEMENTS

The following financial statements of the Company are incorporated into the Listing Statement by reference and can be found by accessing the Company's public documents filed on SEDAR at www.sedar.com:

- Audited financial statements of the Company for the years ended May 31, 2017, May 31, 2016 and May 31, 2015, and unaudited financial statements for the six month interim period ended November 30, 2017. This information should only be read in conjunction with the accompanying notes, which are incorporated into the Listing Statement by reference and can be found by accessing the Company's public documents filed on SEDAR at www.sedar.com.

Attached hereto as Schedule C are the following financial statements:

- Audited financial statements of the Target for the years ended December 31, 2016 and December 31, 2015, together with the auditor's report thereon;

- Unaudited condensed interim consolidated financial statements of the Target for the three and nine months ended September 30, 2017; and

- Unaudited pro-forma consolidated financial statements of the new issuer giving effect to the Transaction as at November 30, 2017, for the year ended December 31, 2016 and the nine months ended September 30, 2017.

SCHEDULE A

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Koios Beverage Corp., hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to Koios Beverage Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 16th day of April, 2018.

"*Chris Miller*"
Name: Chris Miller
Title: Chief Executive Officer and a director

"*Anthony Jackson*"
Name: Anthony Jackson
Title: Chief Financial Officer and a director

"*Scott Walters*"
Name: Scott Walters
Title: Director

"*Konstantin Lichtenwald*"
Name: Konstantin Lichtenwald
Title: Director

CERTIFICATE OF THE TARGET

The foregoing contains full, true and plain disclosure of all material information relating to Koios, Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 16th day of April, 2018.

"*Chris Miller*"
Name: Chris Miller
Title: President, Chief Executive Officer and Director

SCHEDULE B

EXECUTIVE COMPENSATION

For the purpose of this Statement of Executive Compensation:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

"**NEO**" or "**named executive officer**" means:

(a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,

(b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,

(c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

"**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites[1] ($)	Value of All Other Compensation ($)	Total Compensation ($)
Wolf Wiese[2] *CEO and Director*	2017 2016	60,000[3] 60,000[3]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	60,000 60,000
Ke Feng (Andrea) Yuan[4] *CFO*	2017 2016	Nil 20,000[5]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 20,000
Andrew Brown[6] *Corporate Secretary*	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Dieter Benz[7] *Director*	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Stefan Bender[8] *Director*	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) $15,000, if the NEO or director's total salary for the financial year is $150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than $150,000 but less than $500,000, or (c) $50,000 if the NEO or director's total salary for the financial year is $500,000 or greater.

(2) Wolf Wiese has been the CEO of the Company since October 2, 2012 and a director of the Company since October 2, 2012.

(3) These fees were paid to Quorum Capital Corp., a private company wholly owned by Wolf Wiese, as compensation for Mr. Wiese's provision of services as CEO of the Company. Neither Mr. Wiese nor Quorum Capital Corp. received additional compensation for Mr. Wiese's services as a director of the Company.

(4) Ke Feng (Andrea) Yuan has been the CFO of the Company since December 1, 2015.

(5) The amount was paid to Black Dragon Financial Consulting Services Inc., a company wholly-owned by Ms. Yuan.

(6) Andrew Brown has been the corporate secretary of the Company since November 1, 2015.

(6) Dieter Benz has been a director of the Company since October 20, 2014.

(8) Stefan Bender has been a director of the Company since December 29, 2015.

Stock Options and Other Compensation Securities

The Company did not grant or issue any compensation securities to any director or NEO in the financial year ended May 31, 2017. As at May 31, 2017:

(a) Wolf Wiese the CEO and a director of the Company, owned an aggregate of 62,500 compensation securities, comprised solely of stock options, each of which is exercisable into one common share of the Company (each, a "**Share**") at a price of $0.70 per Share until February 7, 2019;

(b) Ke Feng (Andrea) Yuan, the CFO of the Company, did not own any compensation securities;

(c) Andrew Brown, the Corporate Secretary of the Company, did not own any compensation securities;

(d) Dieter Benz, a director of the Company, did not own any compensation securities; and

(e) Stefan Bender, a director of the Company, did not own any compensation securities.

Stock Option Plans and Other Incentive Plans

The Company's Share Option Plan dated for reference December 3, 2012 (the "**Plan**") is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares.

The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Option Plan is administered by the directors of the Company. All options expire on a date not later than ten years after the date of grant of such option. There are currently options to purchase 62,500 Common Shares outstanding under the Plan and all current outstanding options expire within 5 years of the date of grant.

Employment, Consulting and Management Agreements

Quorum Capital Corp. ("**QCC**"), a private company wholly-owned by Wolf Wiese, the CEO and a director of the Company, entered into a consulting agreement with the Company on August 1, 2011 (the "**QCC Agreement**") pursuant to which Mr. Wiese, through QCC, provides executive management services to the Company. Pursuant to the terms of the QCC Agreement, QCC receives $60,000 per annum ($5,000/month) plus tax for services provided to the Company by QCC/Mr. Wiese. In addition, QCC/Mr. Wiese is entitled to receive incentive stock options and an incentive bonus as may be determined by the Board from time to time in its sole discretion. All documented reasonable expenses incurred by QCC in connection with its duties are also reimbursed by the Company.

The term of the QCC Agreement was for an initial period of three years ending July 31, 2014, with automatic renewals for consecutive periods of one year unless the Company or QCC provide the other party with written notice of non-renewal at least 30 days prior to expiration of the agreement. The QCC Agreement has been renewed and remains current.

The Company is entitled at any time to terminate the QCC Agreement for cause, or upon the death of Mr. Wiese or dissolution of QCC, without notice and without liability for any claim, action or demand. Subject to change of control provisions, the Company is entitled to terminate the QCC Agreement for other than cause by paying to QCC a lump sum amount equal to one year's consulting fee ($60,000). QCC is entitled to terminate the QCC Agreement at any time by providing 30 days' advance written notice to the Company, in which case any compensation to which QCC would have been entitled to ceases on the date of termination. In the event of a change of control (as such term is defined in the QCC Agreement), then the Company is required to pay QCC a lump sum amount equal to one year's consulting fee ($60,000) plus any unpaid expenses due to it at the time of termination. In addition, the Company is required to enter into a services contract with QCC or Wolf Wiese for consulting services for a minimum of one year commencing on the date of termination and all stock options granted to QCC/Mr. Wiese will remain valid for the duration of the subsequent contract.

QCC has accrued its consulting fees pursuant to the terms of the QCC Agreement; however, no funds were paid to QCC/Mr. Wiese since December 2012. In October 2016, the Company issued 2,550,000 special warrants (the "**Special Warrants**") to settle debt of $127,500 owing to QCC. In July 2017, the Company issued 703,204 special warrants (the "**2017 Special Warrants**") to settle debt of $52,740.29 owing to QCC.

The Special Warrants were valued at $0.05 per Special Warrant. Each Special Warrant shall automatically convert on the earlier of i) the second anniversary of the date of the issuance of the Special Warrants, and ii) 61 days after the closing of a significant transaction involving the Company. At the conversion, each Special Warrant shall convert into a share unit (a "**Unit**") of the Company. Each Unit consists of one common share

and one share purchase warrant (a "**Warrant**"). Each Warrant is exercisable into a common share of the Company at $0.075 per share for a period of two years from conversion.

The 2017 Special Warrants were issued at a deemed value of $0.075 per 2017 Special Warrant. Each 2017 Special Warrant shall automatically convert on the earlier of i) the second anniversary of the date of the issuance of the 2017 Special Warrants, and ii) 61 days after the closing of a significant transaction involving the Corporation. At the conversion, each 2017 Special Warrant shall convert into a share unit (a "**Unit**") of the Corporation. Each Unit consists of one common share and one share purchase warrant (a "**2017 Warrant**"). Each 2017 Warrant is exercisable into a common share of the Company at $0.10 per share for a period of two years from conversion.

Oversight and Description of Director and NEO Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussions relating to compensation, but disclose their interest in, and abstain from voting on, decisions related to their own respective compensation.

The overall objective of the Company's compensation strategy is to offer short, medium and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest calibre and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard.

Executive officers' compensation is currently composed of two major components: a short term compensation component, which includes the payment of management fees to certain NEOs, and a long-term compensation component, which includes the grant of stock options under the Plan. Management fees primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The Company intends to further develop these compensation components.

The management fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time.

The second component of the executive officers' compensation is stock options. The objectives of the Company's compensation policies and procedures are to align the interests of the Company's employees with the interests of the shareholders of the Company. Therefore, a significant portion of total compensation granted by the Company, being the grant of stock options, is based upon overall corporate performance.

Although it has not to date, the Board may in the future consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is expected to be discretionary, depending on, among other factors, the financial performance of the Company and the performance of the executive. The Board considers that the payment of such discretionary annual cash bonuses may satisfy the medium term compensation component.

The Company relies on Board discussion, without formal objectives, criteria and analysis, when determining executive compensation. There are currently no formal performance goals or similar conditions that must be satisfied in connection with the payment of executive compensation.

The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in management fees are to be evaluated on an individual basis and are performance and market-based. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

SCHEDULE C

FINANCIAL STATEMENTS

Audited financial statements for the Target for the years ended
December 31, 2016 and December 31, 2015

KOIOS LLC
FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(Expressed in US dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the members of Koios LLC

We have audited the accompanying financial statements of Koios LLC, which comprise the statements of financial position as at December 31, 2016 and 2015, and the statements of comprehensive loss, changes in members' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Koios LLC as at December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Koios LLC's ability to continue as a going concern.

(signed) "DMCL LLP"

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
February 5, 2018

KOIOS LLC
STATEMENTS OF FINANCIAL POSITION
As at December 31, 2016 and 2015
(Expressed in US dollars)

	December 31, 2016	December 31, 2015
ASSETS		
Current		
Cash	$ 32,549	$ 34,778
Production Deposits (note 7)	-	81,641
	32,549	116,419
Non-current		
Deposits	4,300	4,300
	$ 36,849	$ 120,719
LIABILITIES AND MEMBERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities (note 9)	$ 28,692	$ 17,547
Loan payable (notes 3 and 5)	160,567	153,761
	189,259	171,308
Members' Deficiency		
Members' contributions	275,729	158,379
Deficit	(428,139)	(208,968)
	(152,410)	(50,589)
	$ 36,849	$ 120,719

Subsequent event (note 10)

Approved and authorized for issue by the Members on February 5, 2018

"Chris Miller"	*"Jeff Koslosky"*
President	Director

The accompanying notes are an integral part of these financial statements.

KOIOS LLC
STATEMENTS OF COMPREHENSIVE LOSS
For the years ended December 31, 2016 and 2015
(Expressed in US dollars)

		2016		2015
Revenue	$	303,064	$	153,928
Advertising		74,011		93,086
Office expenses		74,853		32,240
Professional fees		16,575		16,668
Raw material purchases		278,699		144,523
Rent		10,721		12,937
Salaries & commissions		91,269		90,117
Travel		31,107		14,112
Other		10,000		-
Total operating expenses		587,235		403,683
Net loss before other items		(284,171)		(249,755)
Other items				
Reimbursement of production expenses (note 8)		65,000		50,201
Net and comprehensive loss	$	(219,171)	$	(199,554)

The accompanying notes are an integral part of these financial statements.

KOIOS LLC
STATEMENT OF CHANGES IN MEMBERS' DEFICIENCY
For the years ended December 31, 2016 and 2015
(Expressed in US dollars)

	Members' Contributions	Deficit	Total deficiency
Balance, January 1, 2015	$ 16,778	$ (9,414)	$ 7,364
Contributions from members	141,601	-	141,601
Net loss for the year	-	(199,554)	(199,554)
Balance, December 31, 2015	158,379	(208,968)	(50,589)
Contributions from members	117,350	-	117,350
Net loss for the year	-	(219,171)	(219,171)
Balance, December 31, 2016	$ 275,729	$ (428,139)	$ (152,410)

The accompanying notes are an integral part of these financial statements.

KOIOS LLC
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2016 and 2015
(Expressed in US dollars)

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (219,171)	$ (199,554)
Changes in non-cash working capital		
Deposits	81,644	(85,941)
Accounts payable and accrued liabilities	11,145	17,547
Net cash flows used in operating activities	(126,385)	(267,948)
CASH FLOWS FROM FINANCING ACTIVITIES		
Member contributions	97,350	148,965
Short-term loans received	26,806	153,761
Net cash flows provided by financing activities	124,156	302,726
NET CASH INFLOW (OUTLFOW)	(2,229)	34,778
CASH – beginning	34,778	-
CASH – ending	$ 32,549	$ 34,778

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Koios LLC (the "Company") was incorporated on February 6, 2014, under the laws of the State of Colorado, USA. The head office, principal address and the registered and records office of the Company are located at 3799 Williams Street, Unit B, Denver, CO, 80205.

The Company is a nootropic drinks and supplement brand that engages in the development, marketing, and distribution of it supplements. The Company sells its products online as well as through retail stores.

At December 31, 2016, the Company had accumulated losses of $428,139, a loss of $219,171 during the year then ended, a working capital deficiency of $156,710, and a members' deficiency of $152,410. These conditions raise material uncertainty that may cast significant doubt as to the ability of the Company to continue operating as a going concern.

The Company requires additional financing to continue to be able to operate, meet its obligations as they fall due, and succesfully carry out its business activities. Because of continuing operating losses, the Company's continuance as a going concern for the foreseeable future is dependent upon its ability to obtain adequate financing. It is not possible to predict whether financing efforts will be successful.

These financial statements have been prepared in accordance with accounting principles applicable to a going concern and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND USE OF ESTIMATES AND JUDGMENTS

Basis of presentation and statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Issues Committee ("IFRIC"). The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements were approved and authorized for use by the Members on February 5, 2018.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND USE OF ESTIMATES AND JUDGMENTS (Continued)

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets to the extent they are expected to be realized within 12 months after the end of the reporting period. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the group commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

Revenue recognition

The Company sells product through its wholesale accounts and has e-commerce sales through its website mentaltitan.com. Sales are recognized when the goods are shipped. Revenue excludes sales tax and is recorded net of discounts and an allowance for estimated returns unless the terms of the sale are final.

Inventory

Deposits for raw material purchases or production, are recognized as production deposits on the statement of financial position, until the production has been completed. Finished goods or raw materials on hand at balance date are recorded in inventory. At December 31, 2016 and 2015, the net realizable value of inventory was determined by management to be nominal.

Foreign currency translation

The Company's financial statements are prepared in US dollars, the currency of the primary economic environment that it operates in.

Critical accounting estimates and significant management judgments

The preparation of financial statements in accordance with IFRS requires the Company to use judgment in applying its accounting policies and make estimates and assumptions about reported amounts at the date of the financial statements and in the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Other significant judgments
The preparation of these financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment in applying the Company's financial statements is the assessment of the Company's ability to continue as a going concern and whether there are events or

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND USE OF ESTIMATES AND JUDGMENTS (Continued)

New accounting pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

New standard IFRS 15 "Revenue from Contracts with Customers"

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

3. LOAN AND ADVANCES PAYABLE PAYABLE

Balance, January 1, 2015	$	-
Advances received		153,761
Balance, December 31, 2015		153,761
Advances received		6,806
Balance, December 31, 2016	$	160,567

The advances are unsecured, non-interest bearing and is due on demand.

4. MEMBER CONTRIBUTIONS

Koios LLC is a limited liability corporation, accordingly there are no owner shares or issued share capital. During the year ended December 31, 2017, members of the Company made contributions of $117,350 (2016: $141,601).

5. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the year ended December 31, 2016 and 2015 was as follows:

		December 31, 2016		December 31, 2015
Salaries and benefits	$	4,078	$	44,555

The balances due to key management personnel as at December 31, 2016 and 2015 was as follows:

		December 31, 2016		December 31, 2015
J&J Ventures Inc. – Member of the Company	$	150,000	$	150,000
Chris Miller – CEO/Member of the Company		10,567		3,761
	$	160,567	$	153,761

The advances from the member are unsecured, non-interest bearing, and due on demand.

6. FINANCIAL INSTRUMENT RISK MANAGEMENT

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

		December 31, 2016		December 31, 2015
Loans and receivables:				
Cash	$	32,549	$	34,777
Production deposits		-		81,640
Deposits		4,300		4,300
	$	36,849	$	120,711

Financial liabilities included in the statement of financial position are as follows:

		December 31, 2016		December 31, 2015
Non-derivative financial liabilities:				
Accounts payable	$	18,692	$	17,547
Loan payable		160,567		153,761
	$	179,259	$	171,308

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The carrying value of Company's financial assets and liabilities as at December 31, 2016 and 2015 approximate their fair value due to their short terms to maturity.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures.

Credit risk

The Company's principal financial assets are cash, trade accounts receivable and deposits. The Company's credit risk is primarily concentrated in its deposits.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. It also manages liquidity risk by continually monitoring actual and projected cash flows to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Foreign exchange risk

The Company's functional and reporting currency is the US dollar and major sales and purchases are transacted in US dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposued to interest rate risk.

6. FINANCIAL INSTRUMENT RISK MANAGEMENT (Continued)

Capital Management

In the management of capital, the Company includes components of members' deficiency and loans from members. The Company aims to manage its capital resources to ensure financial strength and to maximize its financial flexibility by maintaining strong liquidity and by utilizing alternative sources of capital including equity, debt and bank loans or lines of credit to fund continued growth. The Company sets the amount of capital in proportion to risk and based on the availability of funding sources. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. As a young growth company, members contributions and loans from members have been the primary source of capital to date. Additional debt and/or equity financing may be pursued in future as deemed appropriate to balance debt and equity. To maintain or adjust the capital structure, the Company will require additional member contributions, take on additional debt or sell assets to reduce debt.

6. PRODUCTION DEPOSITS

The Company is required to provide deposits to vendors in advance of production. These amounts have been included in production deposit on the statement of financial position. During the year ended December 31, 2016, $81,641 of production deposits was included in raw material purchase expense (2015: $nil).

7. PRODUCTION COST REIMBURSEMENTS

The Company received payments from a supplement vendor. These payments represented the vendor's share of the costs incurred by the Company. During the year ended December 31, 2016, the Company received $65,000 (2015: $50,201) towards these costs. These amounts have been included in other items in the statement of comprehensive loss.

Subsequent to Decemebr 31, 2016, the cost sharing agreement was terminated. A condition of this termination is for the Company to make a payment of $10,000 to the vendor. This amount has been accrued.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2016	December 31, 2015
Accounts payable	$ 18,692	$ 17,547
Accrued liabilities	10,000	-
	$ 28,692	$ 17,547

9. SUBSEQUENT EVENT

Subsequent to December 31, 2016 the Company received two bridge loans of C$75,000 and C$45,000 for working capital requirements. The bridge loans have maturity dates of April 27, 2018 and June 18, 2018, are unsecured and bear interest at 12%.

Unaudited condensed interim consolidated financial statements for the Target
for the three and nine months ended September 30, 2017

KOIOS LLC
FINANCIAL STATEMENTS
SEPTEMBER 30, 2017

(Expressed in US dollars)

KOIOS LLC
INTERIM CONDENSED STATEMENTS OF FINANCIAL POSITION
(Expressed in US dollars)

	September 30, 2017 (Unaudited)	December 31, 2016
ASSETS		
Current		
Cash	$ 1,680	$ 32,549
Non-current		
Deposit	4,300	4,300
Equipment	700	-
	$ 6,680	$ 36,849
LIABILITIES AND MEMBERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities (note 5)	$ 28,050	$ 28,692
Loan payable (notes 3 and 4)	209,986	160,567
	238,036	189,259
Members' Deficiency		
Members' equity	275,729	275,729
Deficit	(507,085)	(428,139)
	(231,356)	(152,410)
	$ 6,680	$ 36,849

Subsequent events (note 6)

Approved and authorized for issue by the Members on February 5, 2018

"Chris Miller"
President

"Jeff Koslosky"
Director

The accompanying notes are an integral part of these financial statements.

KOIOS LLC
INTERIM CONDENSED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in US dollars)
(Unaudited)

	Three months ended **September 30, 2017**	Nine months ended **September 30, 2017**
Revenue	$ 567	$ 23,835
Office expenses	-	1,027
Professional fees	-	7,620
Raw material purchases	618	61,033
Rent	-	6,757
Salaries and commissions	2,660	23,526
Travel	-	2,818
Total operating expenses	3,278	102,781
Net and comprehensive loss	$ (2,711)	$ (78,946)

The accompanying notes are an integral part of these financial statements.

KOIOS LLC
INTERIM CONDENSED STATEMENT OF CHANGES IN MEMBERS' DEFICIENCY
For the nine month period ended September 30, 2017
(Expressed in US dollars)
(Unaudited)

	Members' Contributions	Deficit	Total deficiency
Balance, December 31, 2016	$ 275,729	$ (428,139)	$ (152,410)
Net loss	-	(78,946)	(78,946)
Balance, September 30, 2017	$ 275,729	$ (507,085)	$ (231,356)

The accompanying notes are an integral part of these financial statements.

KOIOS LLC
INTERIM CONDESNED STATEMENTS OF CASH FLOWS
(Expressed in US dollars)
(Unaudited)

		Nine months ended September 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$	(78,946)
Changes in non-cash working capital		
Accounts payable and accrued liabilities		(642)
Net cash flows used in operating activities		(79,588)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment		(700)
Net cash flows used in investing activities		(700)
CASH FLOWS FROM FINANCING ACTIVITIES		
Short-term loans received		49,419
Net cash flows provided by financing activities		49,419
NET CASH OUTLFOW DURING THE PERIOD		(30,869)
CASH – beginning		32,549
CASH – ending	$	1,680

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Koios LLC (the "Company") was incorporated on February 6, 2014, under the laws of the State of Colorado, USA. The head office, principal address and the registered and records office of the Company are located at 3799 Williams Street, Unit B, Denver, CO, 80205.

The Company is a nootropic drinks and supplement brand that engages in the development, marketing, and distribution of it supplements. The Company sells its products online as well as through retail outlets.

At September 30, 2017, the Company had accumulated losses of $507,085, a loss of $78,946 for the period then ended, a working capital deficiency of $236,356, and a deficiency in members equity of $231,356. These conditions raise material uncertainty that may cast significant doubt as to the ability of the Company to continue operating as a going concern.

The Company requires additional financing to continue to be able to operate, meet its obligations as they fall due, and succesfully carry out its business activities. Because of continuing operating losses, the Company's continuance as a going concern for the foreseeable future is dependent upon its ability to obtain adequate financing. It is not possible to predict whether financing efforts will be successful.

These financial statements have been prepared in accordance with accounting principles applicable to a going concern and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND USE OF ESTIMATES AND JUDGMENTS

Basis of presentation and statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The comparative information has not been provided as it was impracticable to determine the appropriate cut-off of revenues and expenses.

These financial statements were approved and authorized for use by the Members on February 5, 2018.

3. LOAN AND ADVANCES PAYABLE PAYABLE

Balance, December 31, 2016	$	160,567
Advances received		49,419
Balance, September 30, 2017	$	209,986

4. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the nine month period ended September 30, 2017 were as as follows:

	Three months ended	Nine months ended
	September 30, 2017	
Salaries and benefits	$ 2,660	$ 29,419

The balances due to key management personnel as at December 31, 2016 and 2015 was as follows:

	September 30, 2017	December 31, 2016
J&J Ventures Inc. – Member of the Company	$ 189,419	$ 150,000
Chris Miller - CEO/Member of the Company	20,567	10,567
	$ 209,986	$ 160,567

The advances from the member are interest free, due on demand. As at the date of the financial statements no demand has been made for repayment.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2017	December 31, 2016
Accounts payable	$ 18,050	$ 18,692
Accrued liabilities	10,000	10,000
	$ 28,050	$ 28,692

5. SUBSEQUENT EVENT

Subsequent to September 30, 2017 the Company received two bridge loans of C$75,000 and C$45,000 for working capital requirements. The bridge loans have marurity dates of April 27, 2018 and June 18, 2018 respectively, are unsecurited and bear interest at 12% per annum payable on repayment of the bridge loans.

Unaudited pro-forma consolidated financial statements of the new issuer giving effect to the Transaction as at November 30, 2017, for the year ended December 31, 2016 and the nine months ended September 30, 2017

SUPER NOVA PETROLEUM CORP.

PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Expressed in US Dollars)

NOVEMBER 30, 2017

SUPERNOVA PETROLEUM CORP.

PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in US Dollars – Unaudited)

SUPER NOVA PETROLUEM CORP.

PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Unaudited)

(Expressed in US Dollars)

AS AT NOVEMBER 30, 2017

	SUPER NOVA PETROLEUM CORP.	KOIOS LLC	Note 2	Pro-forma adjustments	Pro-forma consolidation
ASSETS					
Current					
Cash	$ 28,290	$ 1,680	b)	$ 1,773,133	$ 1,869,037
			c)	65,934	
Restricted cash in lawyer's trust	1,773,133		b)	(1,773,133)	-
Advance to Koios	60,750		d)	(60,750)	-
Receivables and prepayments	9,609			-	9,609
	1,871,782	1,680		5,184	1,878,646
Non-current assets					
Deposit	-	4,300		$ -	$ 4,300
Equipment	-	700		$ -	$ 700
Goodwill	-	-	e)	$ 2,661,356	$ 2,661,356
Total Assets	$ 1,871,782	$ 6,680		$ 2,666,540	$ 4,545,002
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current					
Accounts payable and accrued liabilities	$ 194,811	$ 28,050	h)	$ (50,000)	$ 172,861
Short term loan	14,580	-		-	14,580
Due to related parties	77,809	209,986		-	287,795
	287,199	238,036		(50,000)	475,235
Shareholders' equity					
Share capital	$ 2,485,343	$ 275,729.00	b)	$ 1,789,693	$ 7,950,880.62
			d)	(60,750)	
			f)	243,000	
			g)	997,661	
				65,934	
				2,430,000	
			e)	(275,729)	
Share subscription receipts	1,789,693	-	b)	(1,789,693)	-
Special warrants	997,661	-	g)	(997,661)	-
Reserves	177,350	-		-	177,350
Deficit	(3,865,464)	(507,085)	f)	(243,000)	(4,058,464)
			h)	50,000	
			e)	507,085	-
	1,584,583	(231,356)		2,716,540	4,069,767
Total liabilities and shareholders' equity	$ 1,871,782	$ 6,680		$ 2,666,540	$ 4,545,002

The accompanying notes are an integral part of the pro-forma consolidated financial statements.

SUPER NOVA PETROLEUM CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS
(Expressed in US Dollars – Unaudited)

SUPER NOVA PETROLUEM CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE
(Unaudited)
(Expressed in US Dollars)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

	SUPER NOVA PETROLEUM CORP.	KOIOS LLC	Note 2	Pro-forma adjustments	Pro-forma consolidation
REVENUE	$ -	$ 23,835		$ -	$ 23,835
OPERATING EXPENSES					
Administrative fees	97,518	-		-	97,518
Consulting fees	25,881	-		-	25,881
Filing fees and regulatory fees	9,908	-		-	9,908
Office	6,331	1,027		-	7,358
Professional fees	21,363	7,620		-	28,983
Raw material purchases	-	61,033		-	61,033
Rent	10,419	6,757		-	17,176
Salaries and commissions	-	23,526		-	23,526
Travel	-	2,818		-	2,818
Total operating expenses	171,420	102,781		-	247,857
Other expenses (income)					
Interest	19,759	-			19,759
Mineral exploration tax credit	(138)	-	h)	138	-
Foreign exchange loss	1,083	-	h)	(1,083)	-
Gain on write-off of accounts payable and accrued liabilit	-	-		-	-
Gain on settlment of debt	176,049	-	h)	(176,049)	-
	196,754	-		(176,995)	19,759
Net loss for the period	$ (368,174)	$ (78,946)		$ 176,995	$ (243,781)
Basic and diluted loss per common share					$ (0.01)
Weighted average number of common shares outstanding					48,675,540

The accompanying notes are an integral part of the pro-forma consolidated financial statements.

SUPER NOVA PETROLEUM CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS
(Expressed in US Dollars – Unaudited)

SUPER NOVA PETROLUEM CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE
(Unaudited)
(Expressed in US Dollars)
FOR THE YEAR ENDED DECEMBER 31, 2016

	SUPER NOVA PETROLEUM CORP.	KOIOS LLC	Note 2	PRO-FORMA ADJUSTMENTS	PRO-FORMA CONSOLIDATION
REVENUE	$ -	$ 303,064		$ -	$ 303,064
OPERATING EXPENSES					
Administrative fees	97,518			-	97,518
Advertising	-	74,011			
Consulting fees	25,881	-	f)	243,000	268,881
Filing fees and regulatory fees	9,908	-		-	9,908
Office	6,331	74,853		-	81,184
Professional fees	21,363	16,575		-	37,938
Raw material purchases	-	278,699		-	278,699
Rent	10,419	10,721		-	21,140
Salaries and commission	-	91,269		-	91,269
Travel	-	31,107		-	31,107
Other	-	10,000		-	10,000
Total operating expenses	171,420	587,235		243,000	927,644
Other expenses (income)					
Interest	19,759	-	h)	(19,759)	-
Mineral exploration tax credit	(138)	-	h)	138	-
Foreign exchange loss	1,083	-	h)	(1,083)	-
Reimbursement of production expenses	-	(65,000)	h)	65,000	-
Loss on settlment of debt	176,049	-	h)	(176,049)	-
	196,754	(65,000)		(131,754)	-
Net (loss) for the period	$ (368,174)	$ (219,171)		$ (111,246)	$ (624,580)
Basic and diluted loss per common share					$ (0.01)
Weighted average number of common shares outstanding					48,675,540

The accompanying notes are an integral part of the pro-forma consolidated financial statements.

1. BASIS OF PRESENTATION

The unaudited pro-forma consolidated statement of financial position and the unaudited pro-forma consolidated statement of comprehensive loss has been prepared by management for disclosure in the Listing Statement of Super Nova Petroleum Corp. (the "Company" or "Super Nova") dated February XX, 2018, in conjunction with the acquisition of 100% interest in Koios LLC ("Koios"), in exchange for the issuance of the Company's common shares.

These unaudited pro-forma consolidated financial statements have been compiled in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), using the significant accounting policies on a basis consistent with the Company's accounting policies.

The unaudited pro-forma consolidated financial statements are not necessarily indicative of the financial position or results of operations which would have resulted if the combination had actually occurred as set out in Note 2.

The unaudited pro-forma consolidated financial statements has been derived from and should be read in in conjunction with the following:

i) The audited consolidated financial statements of the Company as at May 31, 2017 and the statements for the nine month period ended September 30, 2017 as derived from the unaudited financial statements for the six month period ended November 30, 2017;

ii) The unaudited financial statements of Koios as at and for the nine months ended September 30, 2017; and

iii) The additional information set out in Note 2 of this pro-forma consolidated statement of financial position.

The unaudited pro-forma consolidated statement of financial position as at May 31, 2017 has been prepared assuming the acquisition and associated financings as described in Note 2 closed on May 31, 2017.

It is management's opinion that this unaudited pro-forma consolidated statement of financial position includes all adjustments necessary for the fair presentation of the acquisition. The unaudited pro-forma consolidated statement of financial position is not intended to reflect the financial position or results of operations of the Company, which would have actually resulted had the Acquisition been effected on the dates indicated. Actual amounts recorded upon consummation of the Acquisition will differ from those recorded in the unaudited pro-forma consolidated statement of financial position and the differences may be material.

2. PRO-FORMA TRANSACTIONS

The unaudited pro-forma consolidated financial statements were prepared based on the following assumptions:

a) The unaudited pro-forma consolidated statement of financial position gives effect to the acquisition as if it had occurred on May 31, 2017. The unaudited pro-forma consolidated statement of comprehensive loss gives effect to the acquisition as if it occurred on the first day of the period presented. The financial statements have been translated to US Dollars using an exchange rate of 0.81, to reflect the functional currency of the group post acquisition.

b) The restricted cash held in the lawyer's trust will be released to the Company's general accounts, at the same time as the subscription receipts are converted into common shares of the Company.

2. PRO-FORMA TRANSACTIONS (continued)

c) The funds received in the December 2017 tranche of the private placement, where 425,000 subscription receipts were received for proceeds of $65,934 (C$85,000 less finder's fees of C$3,600) have been included in share capital and included in cash.

d) The October 27, 2017 bridge loan of $60,750 (C$75,000) will be applied towards the consideration paid to Koios' members. The January 18, 2018 bridge loan of $36,450 (C$45,000) has not been reflected in the pro-forma adjustments as it does not impact the net cash position of the combined entities.

e) As consideration for acquiring 100% interest in Koios, the Company will issue 15,000,000 common shares of the Company to the members of Koios. The fair value of the shares issued is assumed to be C$0.20 per share based on the concurrent private placement as described in the Company's November 30, 2017 interim condensed financial statements, for total consideration of $2,430,000.

The acquisition is accounted for as a business as defined under IFRS 3 Business Combination.

The assets and liabilities of Koios assumed on the acquisition are as follows:

Assets acquired		
Cash	$	1,680
Deposit		4,300
Equipment		700
Liabilities assumed		
Accounts payable and accrued liabilities		(28,050)
Loans payable		(209,986)
Net liabilities assumed	$	(231,356)

The net liabilities of Koios of $231,356, assumed on the acquisition, are recognized initially at fair value. It is assumed the carrying amounts of Koios' net liabilities approximates fair value. The difference between the purchase consideration and the net liabilities has been applied to goodwill. Accordingly, the pro-forma financial statements include goodwill of $2,661,356.

f) The Company granted 1,500,000 common shares of the Company as a finder's fee. The fair value of the shares issued is assumed to be C$0.20 per share based on the concurrent private placement as described in the Company's November 30, 2017 interim condensed financial statements, for total consideration of $243,000. These amounts are included in the pro-forma consulting expense for the year.

g) The special warrants will be converted into shares and share purchase warrants on completion of this transaction.

h) Transactions related to the restructuring of both the Company and Koios are not expected to reoccur after the transaction has closed. These amounts have been removed from the pro-forma income statement.

SCHEDULE D

MD&As of the Target

KOIOS, LLC
MANAGEMENT'S DISCUSSION & ANALYSIS

For the year ended December 31, 2016
(Prepared by Management)

February 5, 2018

INTRODUCTION

The following management's discussion and analysis ("**MD&A**") is a review of operations, current financial position and outlook for Koios, LLC (the "**Company**") and should be read in conjunction with the Company's audited financial statements for the financial year ended December 31, 2016 ("**Fiscal 2016**") and for the financial year ended December 31, 2015 ("**Fiscal 2015**") and notes thereto. Readers are encouraged to review the Company's financial statements in conjunction with this document. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**").

As used in this MD&A and unless otherwise indicated, the terms "we", "us", "our", and "Company", refer to Koios, LLC. Unless otherwise specified, all dollar amounts are expressed in United States dollars.

This MD&A contains forward-looking statements. Forward-looking statements may also be made in the Company's other reports filed with or furnished to the Canadian securities commissions. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from such statements. The words "aim," "anticipate," "believe," "continue," "could," "expect," "intend," "likely", "may," "optimistic," "plan," "potential", "predict", "should," "would," and other similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance, and therefore you should not put undue reliance upon them. The material assumptions supporting these forward-looking statements include, among other things the Company's ability to:

- obtain any necessary financing on acceptable terms;
- keep pace with rapid changes in consumer demands;
- compete with other organic nutrition and beverage companies;
- manage expansion effectively;
- enforce its intellectual property rights;
- retain its skilled personnel;
- develop cutting edge products and
- follow general economic and financial market conditions.

Some of the factors that may cause actual results to differ materially from those indicated in these statements are found in the section "Risk Factors" in the Listing Statement to which this MD&A is attached.

The forward-looking statements contained in this MD&A reflect our views and assumptions only as of the date of this MD&A. The Company undertakes no obligation to update or revise any forward-looking statements after the date on which the statement is made, except as required by applicable laws, including the securities laws of Canada.

OVERALL PERFORMANCE

As the Company was incorporated on February 6, 2014 it has not yet achieved profitable operations.

Our Company is at an early stage in its development, and management has been actively pursuing retail and wholesale opportunities which would support our Company's plans to offer the best organic products that enhance human productivity.

As of December 31, 2016 we had a working capital deficiency of $156,710. As of December 31, 2016 and December 31, 2015 we had cash of $32,549 and $34,778, respectively. The ability of our Company to continue as a going concern is dependent on the continued financial support of related parties and on our ability to obtain financing. Our Company is working to raise the capital needed to build the Company's business. As a result, for Fiscal 2016 and for Fiscal 2015, net cash flows provided from financing activities were $124,156 and $302,726, respectively, and net cash flows used in operating activities during Fiscal 2016 and Fiscal 2015 were $126,385 and $267,948, respectively.

We expect that our operations will continue to generate a loss for a foreseeable future. As a result of the above, for the year ended December 31, 2016, the Company had a net and comprehensive loss of $219,171. In comparison, for the year ended December 31, 2015, we had a net and comprehensive loss of $199,554.

Certain industry and economic factors affect the Company's current and future performance. The natural food and supplement market and the provision of natural organic food products is a tremendous growth industry. A general trend in American consumer society is a greater awareness and importance placed on health and wellness products and services. Interest in organic products has increased substantially in the past decade. However, the market for nutritional organic products is highly competitive and the Company competes against many established nutritional organic products companies that have a greater number of locations and greater brand recognition in the United States. There is a risk that the market is saturated or becomes saturated with other product offerings.

Certain parts of the Company's business have had a disproportionate effect on revenue, expenses, and cash needs. We do not directly manufacture our products, but instead outsource such manufacturing to established third party co-packers. These third party co-packers may not be able to fulfill our demand as it arises, could begin to charge rates that make using their services cost inefficient or may simply not be able to or willing to provide their services to us on a timely basis or at all. In the event of any disruption or delay, whether caused by a rift in our

relationship or the inability of our co-packers to manufacture our products as required, we would need to secure the services of alternative co-packers.

We may be unable to procure alternative packing facilities at commercially reasonable rates and/or within a reasonably short time period and any such transition could be costly. In such case, our business, financial condition and results of operations would be adversely affected.

Large co-packing minimums have affected our cash flow in the past. Our Company has worked to develop relationships with co-packers in the Denver, Colorado area that will allow us to produce product on demand. Producing smaller batches of our product will allow us to manage cash flow, and invest those monies into marketing, staffing and promoting the Company, which would have significant effect on revenue.

SELECTED ANNUAL INFORMATION

For each of Fiscal 2016 and Fiscal 2015, the financial data was prepared in accordance with IFRS.

Total revenue for Fiscal 2016 and Fiscal 2015 was $303,064 and $153,928, respectively.

Net and comprehensive loss for Fiscal 2016 and Fiscal 2015 was $219,171 and $199,554, respectively.

Assets as of December 31, 2016 and December 31, 2015 were $36,849 and $120,719, respectively. Assets in Fiscal 2016 decreased primarily due to lower production deposits to vendors in advance of production.

Factors that have caused period to period variations include co-packing requirements, market changes and the cost of raw materials.

DISCUSSION OF OPERATIONS

The following table provides selected audited financial information for Fiscal 2016 and Fiscal 2015:

	Financial year ended December 31,	
	2016	2015
Revenue	$303,064	$153,928
Net and comprehensive loss	$(219,171)	$(199,554)
Total Operating Expenses	$587,235	$403,683

Revenue

For the year ended December 31, 2016, revenue was approximately $303,064 or, an increase of $149,136 or 97% from $153,928 in revenue for Fiscal 2015. This revenue growth was mainly associated with an increase in sales through wholesale channels. The wholesale growth is

attributed to establishing a relationship with two nationwide wholesalers, Europa Sports and WishingUWell. The overall increase in revenue from Fiscal 2015 to Fiscal 2016 was primarily attributable to an increase in sales volume, as opposed to increases in product pricing. We also added two new products to our line in Fiscal 2016 which had a positive effect on sales growth as it allowed us to establish more shelf space and attract a wider audience.

Total Operating Expenses

For Fiscal 2016, total operating expenses increased by $183,552 or 45% to $587,235 from $403,683 for Fiscal 2015. As our Company grew additional contract and in house labor was required to meet the demands of our growing sales numbers. Additionally, we increased our raw material purchases. Our website was enhanced to be as efficient as possible and convert customers, due to increased traffic. These additional costs added to our administrative costs. Additionally, brokers and outside sales representatives were brought on board to service our traditional brick and mortar retail locations.

Net and Comprehensive Loss

As a result of the above, for the year ended December 31, 2016, the Company had a net and comprehensive loss of $219,171. In comparison, for the year ended December 31, 2015, we had a net and comprehensive loss of $199,554.

LIQUIDITY AND CAPITAL RESOURCES

To build the Company into an iconic organic beverage brand in the United States, we need to continue to raise capital. As a young growth company we are cognizant that as at December 31, 2016 we were not capable of sustaining our working capital requirements. In order to reach sustainable business operations, we will continue our plan of creating science driven organic products that fuel human productivity, and taking market share through data driven retail and digital sales techniques, and a positive return to our shareholders.

As of December 31, 2016 we had a working capital deficiency of $156,710. As of December 31, 2016 and December 31, 2015 we had cash of $32,549 and $34,778, respectively. The ability of our Company to continue as a going concern is dependent on the continued financial support of related parties and obtaining financing. Our Company is working to raise the capital needed to build the business. As a result, for Fiscal 2016 and Fiscal 2015, net cash flows provided from financing activities were $124,156 and $302,726 respectively, and net cash flows used in operating activities during Fiscal 2016 and Fiscal 2015 were $126,385 and $267,948, respectively.

Our operating activities in the financial year ended December 31, 2016 were funded by:

- Member contributions; and
- Cash from operations.

We manage the capital structure and make adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. As a young growth company, member contributions and loans from members have been the primary source of capital to date. Additional debt and/or equity financing may be pursued in the future as deemed appropriate

to balance debt and equity. To maintain or adjust the capital structure, the Company may require additional member contributions, take on additional debt or sell assets to reduce debt.

While our Company's management plans to generate increased revenues and to continue financing our Company through member contributions and loans from members, there can be no assurance that sufficient revenue or financing will occur to meet our cash needs for the next 12 months. The ability to achieve our projected future operating results is based on a number of assumptions which involve significant judgments and estimates, which cannot be assured. If we are unable to achieve our projected operating results, our liquidity could be adversely impacted and we may need to seek additional sources of financing. Our operating results could adversely affect our ability to raise additional capital to fund our operations and there is no assurance that debt or equity financing, member contributions or from members will be available in sufficient amount, on acceptable terms, or in a timely basis.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair value of our cash, accounts receivable, deposits, accounts payable, and loans payable as at December 31, 2016 and December 31, 2015 approximate their carrying value due to the immediate or short-term maturity of these financial instruments.

Financial liabilities measured at fair value at December 31, 2016 and December 31, 2015 consisted of the derivative financial liability, which is measured using level 3 inputs, which are inputs that are not based on observable market data. The fair value of the derivative liability is determined by the Black-Scholes option pricing model using the historical volatility as an estimate of future volatility.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities".

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's board of directors and corporate officers. Directors and key management personnel were remunerated during Fiscal 2015 and Fiscal 2016. Allocations can be seen in our financial statements.

During Fiscal 2016, the Company obtained further advances from related parties. The advances are unsecured, non-interest bearing and are due on demand. The balance due to key management personnel as at December 31, 2016 and December 31, 2015 was $160,567 and $153,761, respectively. The advances from the members are interest free, due on demand. As at the date of this MD&A no demand has been made for repayment.

Chris Miller, the Company's President, was paid $nil during Fiscal 2016 and $20,018 during Fiscal 2015 for services provided to the Company.

OUTSTANDING SHARE DATA

The Company is a limited liability company and has no shares outstanding.

PROPOSED TRANSACTIONS

The Company has entered into a share exchange agreement between the Company, the Company's members, and Super Nova Petroleum Corp. dated October 20, 2017, which is discussed in greater detail in the Listing Statement to which this MD&A is attached.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

New standard IFRS 15 "Revenue from Contracts with Customers"

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

KOIOS, LLC
MANAGEMENT'S DISCUSSION & ANALYSIS

For the three and nine months ended September 30, 2017
(Prepared by Management)

February 5, 2018

INTRODUCTION

The following management's discussion and analysis ("**MD&A**") is a review of operations, current financial position and outlook for Koios, LLC (the "**Company**") and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2017 and notes thereto and audited financial statements for the year ended December 31, 2016 ("**Fiscal 2016**") and notes thereto. Readers are encouraged to review the Company's financial statements in conjunction with this document. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**").

As used in this MD&A and unless otherwise indicated, the terms "we", "us", "our", "Company", and refer to Koios, LLC. Unless otherwise specified, all dollar amounts are expressed in United States dollars.

This MD&A contains forward-looking statements. Forward-looking statements may also be made in the Company's other reports filed with or furnished to the Canadian securities commissions. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from such statements. The words "aim," "anticipate," "believe," "continue," "could," "expect," "intend," "likely", "may," "optimistic," "plan," "potential", "predict", "should," "would," and other similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance, and therefore you should not put undue reliance upon them. The material assumptions supporting these forward-looking statements include, among other things the Company's ability to:

- obtain any necessary financing on acceptable terms;
- keep pace with rapid changes in consumer demands;
- compete with other organic nutrition and beverage companies;
- manage expansion effectively;
- enforce its intellectual property rights;
- retain its skilled personnel;
- develop cutting edge products and
- follow general economic and financial market conditions.

Some of the factors that may cause actual results to differ materially from those indicated in these statements are found in the section "Risk Factors" in the Listing Statement to which this MD&A is attached.

The forward-looking statements contained in this MD&A reflect our views and assumptions only as of the date of this MD&A. The Company undertakes no obligation to update or revise any forward-looking statements after the date on which the statement is made, except as required by applicable laws, including the securities laws of Canada.

OVERALL PERFORMANCE

As the Company was incorporated on February 6, 2014 it has not yet achieved profitable operations.

Our Company is at an early stage in its development, and management has been actively pursuing retail and wholesale opportunities which would support our Company's plans to offer the best organic products that enhance human productivity.

As of September 30, 2017 and December 31, 2016 we had a working capital deficiency of $236,356 and $156,710, respectively and cash of $1,680 and $32,549, respectively. The ability of our Company to continue as a going concern is dependent on the continued financial support of related parties and on our ability to obtain financing. Our Company is working to raise the capital needed to build the Company's business. As a result, for the nine months ended September 30, 2017 and year ended December 31, 2016, net cash flows provided from financing activities were $49,419 and $124,156, respectively, and net cash flows used in operating activities for the nine months ended September 30, 2017 and year ended December 31, 2016 were $79,588 and $126,385, respectively.

We expect that our operations will continue to generate a loss for a foreseeable future. As a result of the above, for the nine months ended September 30, 2017, the Company had a net and comprehensive loss of $78,946. In comparison, for Fiscal 2016, we had a net and comprehensive loss of $219,171.

Certain industry and economic factors affect the Company's current and future performance. The natural food and supplement market and the provision of natural organic food products is a tremendous growth industry. A general trend in American consumer society is a greater awareness and importance placed on health and wellness products and services. Interest in organic products has increased substantially in the past decade. However, the market for nutritional organic products is highly competitive and the Company competes against many established nutritional organic products companies that have a greater number of locations and greater brand recognition in the United States. There is a risk that the market is saturated or becomes saturated with other product offerings.

Certain parts of the Company's business have had a disproportionate effect on revenue, expenses, and cash needs. We do not directly manufacture our products, but instead outsource such manufacturing to established third party co-packers. These third party co-packers may not be able to fulfill our demand as it arises, could begin to charge rates that make using their services cost inefficient or may simply not be able to or willing to provide their services to us on

a timely basis or at all. In the event of any disruption or delay, whether caused by a rift in our relationship or the inability of our co-packers to manufacture our products as required, we would need to secure the services of alternative co-packers.

We may be unable to procure alternative packing facilities at commercially reasonable rates and/or within a reasonably short time period and any such transition could be costly. In such case, our business, financial condition and results of operations would be adversely affected.

Large co-packing minimums have affected our cash flow in the past. Our Company has worked to develop relationships with co-packers in the Denver, Colorado area that will allow us to produce product on demand. Producing smaller batches of our product will allow us to manage cash flow, and invest those monies into marketing, staffing and promoting the Company, which would have significant effect on revenue.

DISCUSSION OF OPERATIONS

Revenue

For the three months ended September 30, 2017, revenue was approximately $567. For the nine months ended September 30, 2017, revenue was approximately $23,835. The revenue in both the three and nine month periods ended September 30, 2017 correlates with difficulty accessing additional capital required to grow and expand the Company. The Company entered into a letter of intent in December 2016 (the "**2016 Letter of Intent**") to raise significant capital. After months of vetting and variables that were outside of our control, the Company decided to cancel the transaction contemplated by the 2016 Letter of Intent and seek alternative funding sources. The time invested into the transaction contemplated by the 2016 Letter of Intent slowed down operations and our ability to generate sales, products and grow the Company, which also directly correlated to our loss in revenue.

Total Operating Expenses

For the three months ended September 30, 2017, total operating expenses were $3,278. For the nine months ended September 30, 2017, total operating expenses were $102,781. The total operating expenses for both the three and nine month periods ended September 30, 2017 correlate with the decrease in sales activity as a result of capital constraints and the focus on the transaction contemplated by the 2016 Letter of Intent, as mentioned above and throughout this MD&A

Net and Comprehensive Loss

As a result of the above, for the three months ended September 30, 2017, the Company had a net and comprehensive loss of $2,711. For the nine months ended September 30, 2017, the Company had a net and comprehensive loss of $78,946. The net and comprehensive loss for both the three and nine month periods ended September 30, 2017 is primarily due to the decrease in sales activity as a result of capital constraints and the focus on the transaction contemplated by the 2016 Letter of Intent, as mentioned above and throughout this MD&A.

Assets as at September 30, 2017 were $6,680. Assets as at December 31, 2016 were $36,849. Assets as at September 30, 2017 decreased compared to as at December 31, 2016 primarily due to a decrease in our cash.

Current liabilities as at September 30, 2017 were $238,036. Current liabilities as at December 31, 2016 were $189,259. The increase in current liabilities as at September 30, 2017 compared to as at December 31, 2016 is due primarily to an increase in loan payable.

The beverage industry is highly competitive. The principal areas of competition are pricing, packaging, distribution channel penetration, development of new products and flavors and marketing campaigns. Our products compete with a wide range of drinks produced by a relatively large number of manufacturers, most of which have substantially greater financial, marketing and distribution resources and name recognition than we do.

Important factors affecting our ability to compete successfully include the taste and flavor of our products, trade and consumer promotions, rapid and effective development of new, unique cutting edge products, attractive and different packaging, branded product advertising and pricing. Our products compete with all liquid refreshments and with products of much larger and substantially better financed competitors, including the products of numerous nationally and internationally known producers, such as The Coca Cola Company, Dr. Pepper Snapple Group, PepsiCo, Inc., Nestle, Waters North America, Inc., Hansen Natural Corp. and Red Bull. We also compete with companies that are smaller or primarily local in operation. Our products also compete with private label brands such as those carried by supermarket chains, convenience store chains, drug store chains, mass merchants and club warehouses.

We do not directly manufacture our products, but instead outsource such manufacturing to established third party co-packers. These third party co-packers may not be able to fulfill our demand as it arises, could begin to charge rates that make using their services cost inefficient or may simply not be able to or willing to provide their services to us on a timely basis or at all. In the event of any disruption or delay, whether caused by a rift in our relationship or the inability of our co-packers to manufacture our products as required, we would need to secure the services of alternative co-packers.

We may be unable to procure alternative packing facilities at commercially reasonable rates and/or within a reasonably short time period and any such transition could be costly. In such case, our business, financial condition and results of operations would be adversely affected.

Large co-packing minimums have affected our cash flow in the past. Our Company has worked to develop relationships with co-packers in the Denver, Colorado area that will allow us to produce product on demand. Producing smaller batches of our product will allow us to manage cash flow, and invest those monies into marketing, staffing and promoting the company, which would have significant effect on revenue.

LIQUIDITY AND CAPITAL RESOURCES

To build the Company into an iconic organic beverage brand in the United States, we need to continue to raise capital. As a young growth company we are cognizant that as at September 30, 2017 we were not capable of sustaining our working capital requirements. In order to reach

sustainable business operations, we will continue our plan of creating science driven organic products that fuel human productivity, and taking market share through data driven retail and digital sales techniques, and a positive return to our members.

We manage the capital structure and make adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. As a young growth company, member contributions and loans from members been the primary source of capital to date. Additional debt and/or equity financing may be pursued in the future as deemed appropriate to balance debt and equity. To maintain or adjust the capital structure, the Company may require additional member contributions, take on additional debt or sell assets to reduce debt.

While our Company's management plans to generate increased revenues and to continue financing our Company through member contributions and loans from members, there can be no assurance that sufficient revenue or financing will occur to meet our cash needs for the next 12 months. The ability to achieve our projected future operating results is based on a number of assumptions which involve significant judgments and estimates, which cannot be assured. If we are unable to achieve our projected operating results, our liquidity could be adversely impacted and we may need to seek additional sources of financing. Our operating results could adversely affect our ability to raise additional capital to fund our operations and there is no assurance that debt or equity financing, member contributions or loans from members will be available in sufficient amount, on acceptable terms, or in a timely basis.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair value of our cash, accounts receivable, deposits, accounts payable, and loans payable approximate their carrying value due to the immediate or short-term maturity of these financial instruments.

Financial liabilities measured at fair value consisted of the derivative financial liability, which is measured using level 3 inputs, which are inputs that are not based on observable market data. The fair value of the derivative liability is determined by the Black-Scholes option pricing model using the historical volatility as an estimate of future volatility.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities".

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's board of directors and corporate officers. Allocations can be seen in our financial statements.

During the nine months ended September 30, 2017, the Company obtained further advances from related parties. The advances are unsecured, non-interest bearing and are due on demand. The balance due to key management personnel as at September 30, 2017 was $209,986. The

advances from the members are interest free, due on demand. As at the date of this MD&A no demand has been made for repayment.

Chris Miller, the Company's President, was paid $nil during the nine months ended September 30, 2017.

OUTSTANDING SHARE DATA

The Company is a limited liability company and has no shares outstanding.

PROPOSED TRANSACTIONS

The Company has entered into a share exchange agreement between the Company, the Company's members, and Super Nova Petroleum Corp. dated October 20, 2017, which is discussed in greater detail in the Listing Statement to which this MD&A is attached.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

New standard IFRS 15 "Revenue from Contracts with Customers"

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.