

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Koios Beverage Corp. (the “**Company**”)
800 - 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

May 3, 2018

Item 3 News Release

The news release dated May 3, 2018 was disseminated through Newsfile Corp. on May 3, 2018.

Item 4 Summary of Material Change

On May 3, 2018, the Company announced a non-brokered private placement financing (the “**Offering**”) of common shares of the Company (each, a “**Share**”) at a price of \$0.40 per Share for gross proceeds of a minimum of \$2.5-Million and up to a maximum of \$5-Million.

Completion of the Offering is subject to a number of conditions, including, without limitation, receipt of all necessary regulatory approvals. Finders’ fees may be paid in connection with the Offering.

All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities legislation. The Company clarifies that further to its news release dated April 13, 2018, all Shares issued in connection with the concurrent financing that closed on April 13, 2018 are not subject to any hold period.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

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

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Chris Miller, Chief Executive Officer, 604.283.1722

Item 9 Date of Report

May 3, 2018

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DISSEMINATION IN THE UNITED STATES**

KOIOS BEVERAGE CORP.

NEWS RELEASE

KOIOS BEVERAGE CORP. ANNOUNCES PRIVATE PLACEMENT UP TO \$5-MILLION

VANCOUVER, BC, May 3, 2018 – Koios Beverage Corp. (CSE: KBEV) (the “**Company**” or “**Koios Bev**”), is pleased to announce a non-brokered private placement financing (the “**Offering**”) of common shares of the Company (each, a “**Share**”) at a price of \$0.40 per Share for gross proceeds of a minimum of \$2.5-Million and up to a maximum of \$5-Million.

Completion of the Offering is subject to a number of conditions, including, without limitation, receipt of all necessary regulatory approvals. Finders’ fees may be paid in connection with the Offering.

All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities legislation. The Company clarifies that further to its news release dated April 13, 2018, all Shares issued in connection with the concurrent financing that closed on April 13, 2018 are not subject to any hold period.

None of the securities issued in the Offering will be registered under the *United States Securities Act of 1933*, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About the Company’s Business

The Company, through its wholly-owned subsidiary Koios, Inc., is an emerging functional beverage company which has an available distribution network of more than 2,000 retail locations across the United States in which to sell its products. Koios has relationships with some of the largest and most reputable distributors in the United States, including Europa Sports, Muscle Foods USA, KeHE, and Wishing-U-Well. Together these distributors represent more than 80,000 bricks and mortar locations across the United States - from sports nutrition stores to large natural grocery chains including Whole Foods and Sunflower markets. Through its partnership with Wishing-U-Well, Koios also enjoys a large presence online, including being an Amazon choice product.

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

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

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

On behalf of the Board of Directors of the Company.

KOIOS BEVERAGE CORP.

“Chris Miller”

Chris Miller, CEO and Director

For further information, please contact:
604-283-1722

Forward-Looking Statements

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding the proceeds to be raised pursuant to the Offering and resale restrictions relating to the securities to be issued. The forward-looking statements reflect management’s current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements including: (i) adverse market conditions; (ii) the inability of the Company to complete the Offering at all or on the terms announced; or (iii) the Company not receiving all necessary regulatory approvals. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

Koios has not conducted any scientific studies on the effects of Koios’ products which have been evaluated by Health Canada or the U.S. Food and Drug Administration. As each individual is different, the benefits, if any, of taking Koios’ products will vary from person to person. No claims or guarantees can be made as to the effects of Koios’ products on an individual’s health and wellbeing.