

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

October 11, 2018

Item 3 News Release

The news release dated October 11, 2018 was disseminated through CNW on October 11, 2018.

Item 4 Summary of Material Change

On October 11, 2018, the Company announced that it closed a non-brokered private placement financing (the "Offering"). Pursuant to the Offering, the Company sold 7,645,282 units (each, a "Unit") at a price of \$0.265 per Unit for gross proceeds of \$2,025,999.73. Each Unit was comprised of one common share and one share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one additional share at a price of \$0.35 per share until October 11, 2021. The proceeds of the Offering will be used for general working capital purposes.

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.

None of the securities issued in the Offering have been registered under the *United States Securities Act of 1933*, as amended (the "1933 Act"), and none of them have been 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.

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

October 12, 2018



Koios Beverage Corp Begins Production of Single-Serving Stick Packages

/THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES FOR DISSEMINATION IN THE UNITED STATES/

VANCOUVER, Oct. 11, 2018 /CNW/ - Koios Beverage Corp.(CSE: KBEV; OTC: KBEVF:US) (the "**Company**" or "**Koios**"), is pleased to introduce single-serving samples of its brain-healthy proprietary nootropics powder, starting with its most popular flavour, blueberry lemonade.

The on-the-go travel-sized packages, called stick packs, are now in production. They will be available after Dec. 1, the Company announced Thursday.

"As we develop increasingly sophisticated direct to consumer channels via our e-commerce platforms it is important that our product offering expands to meet consumer demand," says Chris Miller, CEO and founder. "Stick packs allow us to create special offers online that will attract new customers who will eventually be lifelong consumers of the brand. They also give us tremendous flexibility at the retail level, by being able to merchandise in several key areas within each store," he said. "It creates more impressions within the consumer's mind and will lead to more conversions over time."

Koios's unique blend of nootropics and natural organic compounds helps enhance focus, memory retention, mental capacity and concentration, without using harmful chemicals or artificial stimulants. Its formula includes superfoods such as lion's mane mushroom, which contains bioactive substances with beneficial effects on the body, brain, heart and gut.

Also Thursday, the Company announced it has closed a non-brokered private placement financing (the "**Offering**"). Pursuant to the Offering, the Company sold 7,645,282 units (each, a "**Unit**") at a price of \$0.265 per Unit for gross proceeds of \$2,025,999.73. Each Unit was comprised of one common share and one share purchase warrant (each, a "**Warrant**"), with each Warrant entitling the holder to purchase one additional share at a price of \$0.35 per share until Oct. 11, 2021. The use of proceeds of the Offering will be used for general working capital purposes.

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.

None of the securities issued in the Offering have been registered under the *United States Securities Act of 1933*, as amended (the "**1933 Act**"), and none of them have been 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 Koios Beverage Corp.

The company 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. Koios is also the sole

owner of Cannavated Beverage Corp., a subsidiary that develops beverage products and formulas for the expanding cannabis market. Through its agreement with Keef Brands, the largest producer of cannabis beverages in North America, Cannavated enjoys distribution throughout the state of Colorado and is preparing for distribution in additional U.S. states where cannabis use is legal.

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. For more information, please visit our website: <https://www.mentaltitan.com/>

On behalf of the Board of Directors of the Company.

KOIOS BEVERAGE CORP.

"Chris Miller"

Chris Miller, CEO and Director

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 timing for the availability of the Company's new products; the Company's strategy to grow its distribution network; the continued growth of the market of health-conscious consumers; and the Company's expected growth of its market share. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements.

Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include: adverse market conditions; production delays; competition; changes to the growth and size of the functional beverage market and the cannabis-infused beverage market; consumer acceptance and adoption of functional beverages and cannabis-infused beverages as compared to other beverages; 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's products which have not 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's products will vary from person to person. No claims or guarantees can be made as to the effects of Koios's products on an individual's health and wellbeing.

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<http://www.newswire.ca/en/releases/archive/October2018/11/c6277.html>

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