

# Form 51-102F3

## *Material Change Report*

**Item 1**            **Name and Address of Company**

**Koios Beverage Corp. (the “Issuer”)**  
900 - 885 West Georgia Street  
Vancouver, British Columbia  
V6C 3H1

**Item 2**            **Date of Material Change**

**December 5, 2018**

**Item 3**            **News Release**

The news release was disseminated on **December 5, 2018** by way of the facilities of CNW Group Ltd. The news release was also filed on SEDAR and posted to the Issuer’s disclosure hall with the CSE.

**Item 4**            **Summary of Material Change**

The Issuer announced the appointment of Theo van der Linde as Chief Financial Officer, effective immediately.

**Item 5**            **Full Description of Material Change**

**Item 5.1**          **Full Description of Material Change**

Please see the attached news release dated December 5, 2018.

**Item 5.2**          **Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7**            **Omitted Information**

Not applicable.

**Item 8**            **Executive Officer**

Chris Miller, director and CEO  
Business Telephone: 844-255-6467

**Item 9**            **Date of Report**

December 10, 2018.



# Koios Appoints New CFO

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

VANCOUVER, Dec. 5, 2018 /CNW/ - Koios Beverage Corp. (CSE: KBEV; OTC: KBEVF) (the "**Company**" or "**Koios**"), is pleased to announce that it has engaged the services of Theo van der Linde as its chief financial officer ("CFO"), effective immediately.

Mr. van der Linde is a chartered accountant with more than 20 years of experience in finance, reporting, regulatory requirements, public company administration, equity markets and the financing of publicly traded companies. Mr. van der Linde has worked and is currently working on projects in South Africa, West-Africa, East-Africa, Peru, United Kingdom, Sri-Lanka, the United States and Norway. He has served as a CFO and director for a number of TSX Venture Exchange and Canadian Securities Exchange (CSE) listed companies over the past several years.

"We are very excited to have Theo join our team, Koios will benefit greatly from his vast experience with equity markets, not only in Canada but around the world," said Chris Miller, the Company's CEO.

The appointment follows the resignation of Anthony Jackson as the Company's CFO. Koios would like to thank Mr. Jackson for his years of service to the Company and wishes him well with his future endeavors.

## **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. For more information, please visit our website: <https://www.mentaltitan.com/> and [koiosbeveragecorp.com](https://www.koiosbeveragecorp.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 with respect to the statement that the Advisory Board member's expertise will benefit the Company; and the statement with respect to the growth and size of the functional beverage market. 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) changes to the growth and size of the functional beverage market; and (iii) consumer acceptance and adoption of functional beverages as compared to other beverages. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity or performance. Further, any forward-looking statement speaks only as of the date on which such statement is made and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of such factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers should consult all of the information set forth herein and should also refer to the risk factor disclosure outlined in the Company's documents filed from time-to-time with the British Columbia Securities Commission on SEDAR at [www.sedar.com](http://www.sedar.com).*

*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.*

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<http://www.newswire.ca/en/releases/archive/December2018/05/c4806.html>

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