

# Form 51-102F3

## *Material Change Report*

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

**Koios Beverage Corp. (the “Issuer”)**  
810 – 789 West Pender Street  
Vancouver, British Columbia  
V6C 1H2

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

**February 20, 2019**

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

The news release was disseminated on **February 20, 2019** 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 that it granted a total of 1,000,000 stock options to purchase up to 1,000,000 common shares of the Issuer at a price of \$0.30 per common share for a period of two years to an advisory board member and a director of the Issuer.

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

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

Please see the attached news release dated February 20, 2019.

**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**

March 1, 2019.

# Former Key Account Manager for Constellation Brands Joins Koios Beverage Advisory Board

VANCOUVER, Feb. 20, 2019 /CNW/ - Koios Beverage Corp. (CSE: KBEV)(OTC: KBEVF) (the "Company" or "Koios"), a market leader in the functional beverage space, is pleased to announce the appointment of Aussie Jiwani to the Company's Advisory Board.



KOIOS Nootropic Beverage (CNW Group/Koios Beverage Corp.)

Mr. Jiwani was the Key Account Managers for BC Retail Chains and Grocery for Arterra Wines Canada (formerly Constellation Brands Canada) and before that was National Account Manager with Molson Coors Canada, the largest beer producer in the country. He has worked in the alcoholic beverage industry for 23 years.

"It would be difficult to find anyone with more experience in the sales and distribution of beverages anywhere in North America," said Koios CEO Chris Miller. "Obviously, we are absolutely thrilled Mr. Jiwani has agreed to join our team, and we look forward to working together in advancing our brand across the US and Canada in the coming years."

Koios is best known as a leading producer of nootropic beverages and supplements - sometimes known as 'Smart Drinks' - with a proprietary blend of natural ingredients that have been shown to enhance mental focus, memory, cognitive function and alertness. Koios also operates Cannavated Beverage Corp., a wholly owned subsidiary that develops CBD beverages.

Aussie said he is excited to be back working with an innovative beverage company, particularly one that is working in the emerging functional beverage space.

"I've spent most of my life in the beverage industry, and I know a winner when I see one," said Jiwani. "Koios is a young company, but I believe they are uniquely positioned to blaze bold new trails and eventually become market leaders."

Miller says he and the Koios team consider the inclusion of Mr. Jiwani on the Advisory Board as an important next step for the Company.

"Having just added 3,000 additional retail locations, KOIOS is growing at an accelerated rate, and with that comes new challenges," Miller said. "Aussie has the experience and the connections to help us scale effectively and the help us grow market share efficiently."

## **About Aussie Jiwani**

Mr. Jiwani is a veteran executive in the North American beverage industry, becoming the National Account Managers with both Molson Coors Canada and Key Account Manager with what is now Arterra Wines Canada (formerly Constellations Brands Canada). He has consistently been recognized for setting record sales figures, developing new sales territories, and building up large new corporate accounts or acquisitions.

A long-time Vancouver resident, Mr. Jiwani assisted in organizing the Molson Indy Vancouver race series and the Molson 2010 Winter Olympics.

## **Grant of Options**

As compensation for working with Koios on the Advisory Board, the Company granted to Mr. Jiwani 500,000 stock options to purchase up to 500,000 common shares of the Company pursuant to its Stock Option Plan. Each option is exercisable for a period of two years at an exercise price of \$0.30 per common share. 100% of the stock options vest on the date that is four months from the date of grant.

The Company also granted to Mr. Miller 500,000 stock options to purchase up to 500,000 common shares of the Company pursuant to its Stock Option Plan. Each option is exercisable for a period of two years at an exercise price of \$0.30 per common share. 100% of the stock options vest on the date that is four months from the date of grant.

On behalf of the Board of Directors of the Company.  
Chris Miller, CEO and Director, KOIOS BEVERAGE CORP.

## **About Koios Beverage Corp.**

The Company, through its wholly-owned subsidiary Koios, Inc., is an emerging functional beverage company which has an available distribution network of more than 5,000 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 growing CBD market. Koios uses a proprietary blend of nootropics and natural organic compounds to enhance human productivity without using harmful chemicals or stimulants. Koios products have been shown to 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/>

## **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 Advisory Board member's expertise will benefit the Company; the statement with respect to the growth and size of the functional and CBD infused beverage markets; and statements regarding the business of the Company. 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: (i) adverse market conditions; (ii) changes to the growth and size of the functional and CBD infused beverage markets; (iii) consumer acceptance and adoption of functional and CBD infused beverages as compared to other beverages; and (iv) 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.*

SOURCE Koios Beverage Corp.

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<http://www.newswire.ca/en/releases/archive/February2019/20/c0456.html>

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