

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**

March 5, 2020

Item 3 **News Release**

The news release was disseminated on **March 5, 2020** 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 Josh Lumam has been appointed to the Issuer’s board of directors. Josh Luman has also been issued 350,000 stock options of the Issuer at a price of \$0.16 per share. The stock options will expire 4 years from the date of grant and will be subject to vesting restrictions.

Item 5 **Full Description of Material Change**

Item 5.1 **Full Description of Material Change**

Please see the attached news release dated March 5, 2020.

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 5, 2020



Koios Appoints Former Molson Coors Global Brand Director Josh Luman to its Board of Directors

The Company has added Josh Luman to its board of directors. Luman, who has also served on Koios' board of advisors since May of 2018, previously held an executive role at Molson Coors, the second-largest beer brewer in the United States, for whom Luman was a global brand director, as well as the general manager of affiliated brewer Blue Moon. Additionally, Luman co-founded the River Dog Brewing Co., based in Ridgeland, SC. A graduate of the College of Charleston's MBA program, Luman is expected to play a key role on Koios' board of directors in the midst of the Company's growth of its product range, as well as its reach through its many retail sales channels.

VANCOUVER, March 5, 2020 /CNW/ - **Koios Beverage Corp. (CSE: KBEV; OTC: KBEVF) (the "Company" or "Koios")** is pleased to announce that it has appointed Josh Luman, an experienced beverage industry executive, to its board of directors. Luman is being transitioned to this role from the Company's board of advisors, which he has served on since May 15, 2018. With greater involvement in Koios' business activities in this capacity, the Company believes Luman's expertise in the beverage industry will be instrumental to the Company's growth in 2020 and beyond.

Luman's experience in the beverage industry includes an executive role in the Molson Coors Beverage Company ("**Molson Coors**", formerly known as *MillerCoors*), in which Luman was a global brand director, as well as the general manager of the affiliated brewer Blue Moon Brewing Company ("**Blue Moon**"). This position uniquely enabled Luman to become acquainted with the business of a large-

scale beer brewing conglomerate (Molson Coors is the second-largest brewer in the United States), as well as a comparatively smaller-scale "craft" brewer. While Blue Moon was under Luman's leadership, it opened the *Blue Moon Brewery* in Denver's RiNo neighbourhood in 2016, its first fixed brewing facility¹. The Blue Moon Brewery also featured a taproom open to the public, as a customer-facing component of the Blue Moon brand.

Additionally, Luman co-founded his own brewery, the River Dog Brewing Co. ("River Dog") in Ridgeland, South Carolina. Luman holds an MBA degree with a specialty in marketing from the College of Charleston in South Carolina.

On the Koios board of directors, Luman will work alongside other board members including Koios founder Chris Miller, Vice President of Sales Erik LeVang, and Sherron Lewis, the Senior Vice President of a Denver-based mortgage bank with more than US \$100 million in annual revenues. The Company anticipates that Luman's experience and expertise can enhance Koios' existing and future efforts in product development, production, distribution, and marketing. Further, it is believed that Luman's connections with high-calibre professionals in distribution and sales can unlock new opportunities for the Company.

Luman will be issued 350,000 stock options in the Company at a price of \$0.16 per share, the price at which the Company's shares closed at the end of trading on March 4, 2020. The stock options will expire 4 years from the date of grant will be subject to vesting restrictions.

Koios CEO Chris Miller commented, "We are delighted to welcome Josh to our board of directors during this very exciting time for our company. As we continue to expand our footprint in the functional beverage space, both with new products as well as new retail and distribution partners, having Josh on board will be key as we navigate this expansion. During his time at Molson Coors, Josh attained a perspective that very few beverage industry executives have had the privilege of gaining, and we are confident that his perspective will help Koios achieve some very positive results."

Josh Luman added, "I am thankful to Chris, as well as the other members of the Koios board of directors for appointing me to this position, as the Company continues to gain traction with what I anticipate to be even more growth on the horizon. I have always been a believer in the functional beverages market, having witnessed the evolution of many different trends in the beverage space over the course of my career. The *KOIOS*[™] and *Fit Soda*[™] functional beverage products have shown very impressive performance to date, and I look forward to playing a role in building on that success to make Koios an even more well-known name in the beverage industry."

References:

1 - <https://www.denverpost.com/2016/07/22/blue-moon-brewery-denver-rino/>

About Koios Beverage Corp.

The Company is an emerging functional beverage company which has an available distribution network of more than 4,400 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 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 produces one of the only drinks in the world infused 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.koiosbeveragecorp.com>.

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Often, but not always, forward-looking information and information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information in this news release includes statements regarding: Potential outcomes from the appointment of Josh Luman to the Company's board of directors. The forward-looking information reflects 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 information. Although the Company believes that the assumptions and factors used in preparing the forward-looking information are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. 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 beverage markets; and (iii) other factors beyond the control of the Company. The Company operates in a rapidly evolving environment. New risk factors emerge from time to time, and it is impossible for the Company's management to predict all risk factors, nor can the Company assess the impact of all factors on Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking information. The forward-looking information included in this news release are made as of the date of this news release and the Company expressly disclaims any intention or obligation to update or revise any forward-looking information whether

as a result of new information, future events or otherwise, except as required by applicable law.

The statements in this news release 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 the Company's products will vary from person to person. No claims or guarantees can be made as to the effects of the Company's products on an individual's health and well-being. The Company's products are not intended to diagnose, treat, cure, or prevent any disease.

View original content to download multimedia:
<http://www.prnewswire.com/news-releases/koios-appoints-former-molson-coors-global-brand-director-josh-luman-to-its-board-of-directors-301016913.html>

SOURCE Koios Beverage Corp.

View original content to download multimedia:
<http://www.newswire.ca/en/releases/archive/March2020/05/c1877.html>

%SEDAR: 00033678E

For further information: Gina Burrus, gina@koiosbeveragecorp.com

CO: Koios Beverage Corp.

CNW 06:00e 05-MAR-20