

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 12, 2021

Item 3 News Release

The news release was disseminated on **February 16, 2021** by way of the facilities of Globnewswire. 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

On February 12, 2021, the Issuer closed a private placement and issued a \$600,000 principal amount convertible debenture (the “Convertible Debenture”) to an arm’s-length investor. The Convertible Debenture is unsecured and bears interest at the rate of 15% per annum. The principal amount of the Convertible Debenture and accrued interest is payable on October 1, 2021.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached news release dated February 16, 2021.

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, 2021.

All Five KOIOS™ Flavours Now Sold in Good Earth Natural Foods, Utah's Largest Purveyor of Sports Nutrition Products

Building upon an established presence of the Company's beverage products in approximately 50 retail stores in Utah, KOIOS™ is now sold in Good Earth natural food markets. Good Earth is a chain which carries Utah's largest selection of sports nutrition products as well as vitamins, herbs, and supplements. KOIOS™ has had impressive performance in the natural foods category to date, and the Company anticipates that Good Earth could further strengthen the market position of KOIOS™ as a nootropic beverage.

DENVER, CO and VANCOUVER, BC, FEBRUARY 16, 2021 - Koios Beverage Corp. (CSE: KBEV; OTC: KBEVF) (the "Company" or "Koios") is pleased to announce that all five flavours of its nootropic beverage product KOIOS™ are now being carried by Good Earth Natural Foods Inc. ("Good Earth"), a chain of natural food markets in Utah. Adding onto the existing presence of the Company's products in approximately 50 retail points of sale in the state of Utah, the placement of KOIOS™ in Good Earth stores could enable the Company to further penetrate the functional beverages segment in Utah, which has a total population of approximately 3.2 million people¹. Good Earth offers Utah's largest selection of sports nutrition products, as well as the state's largest selection of products in several other categories. Based on the performance of KOIOS™ to date in the natural food and beverage channel, Koios anticipates that Good Earth could be a catalyst in the Company's efforts to gain additional market share in the functional beverages vertical.

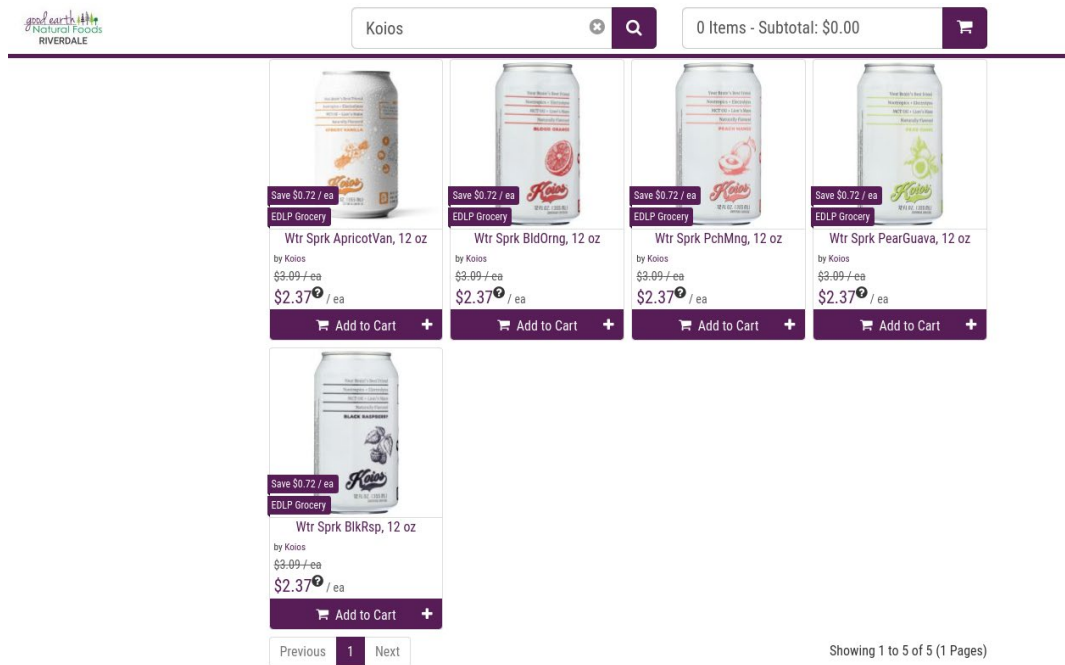
Good Earth was founded in 1973 with its first store in Provo, out of its proprietors' dedication to health. Later adding new locations through family partnerships, Good Earth steadily grew to its current position as a prominent player in Utah's natural foods category. In addition to sports nutrition products, Good Earth's stores have standard grocery departments including produce, dairy, and bulk foods. Taking a knowledge-based approach to its health-centric value proposition, Good Earth also carries a wide range of books and printed literature. Further, each store has a dedicated staff of *Wellness Consultants* whose specialties include sports nutrition, digestive health, and holistic remedies. To enrich the customer experience, Good Earth regularly hosts various informational seminars, as well as interactive in-store experiences (e.g., body composition testing). Although nootropic supplements and capsules are currently sold in Good Earth stores, KOIOS™ will be the only nootropic beverage product available in the chain.

More information about Good Earth can be found on its website:

<http://goodearthenaturalfoods.com>

¹ <https://www.census.gov/quickfacts/UT>

Also boasting the largest selection of nutritional supplements in Utah, Good Earth carries a vast array of vitamins, minerals, supplements, herbs, homeopathics, and tinctures. At a later date, the Company intends to negotiate a potential placement of its KOIOS™ supplement products (offered in two flavours, *Blueberry Lemonade* and *Gummy Bear*) as well as its *Fit Soda*™ functional beverages (offered in four flavours, *Orange Cream*, *Root Beer Vanilla Float*, *Black Cherry Cola*, and *Sparkling Citrus*) in Good Earth stores to complement its KOIOS™ canned nootropic beverages.



All five flavours of the Company's KOIOS™ nootropic beverages are available for purchase at Good Earth stores in Utah, including through curbside pickup order portals of select locations as shown above

Readers using news aggregation services may be unable to view the media above. Please access the Company's profile on SEDAR for a version of this press release containing all published media.

Koios Chief Executive Officer Chris Miller commented, "Our beverage products are already sold in dozens of stores across the state of Utah, and it is a wonderful development for the state's largest retailer of sports nutrition products to take on KOIOS™ as part of its offerings. Good Earth is renowned for its relationship-based approach to retail, underpinned by an unparalleled level of acumen in health and well-being. Their Wellness Consultants, who characterize the in-store experience, have an eclectic range of experience in areas that include bodybuilding, herbal medicine, reiki, and botany. I am confident that their ability to intelligently recommend KOIOS™ as a potentially beneficial addition to a given person's nutritional regime can help to make the placement of our products in Good Earth stores a success as we continue to make targeted moves in the functional beverage category in 2021."

In addition, the Company reports today that it has issued a CAD \$600,000 principal amount convertible debenture (the "Convertible Debenture") to an arm's-length investor by way of a

private placement (the "Private Placement"). The Convertible Debenture is unsecured and bears interest at the rate of 15% per annum. The principal amount of the Convertible Debenture and accrued interest is payable on October 1, 2021 (the "Maturity Date"). The holder shall have the right at its option to convert all or a portion of the principal amount of the Convertible Debenture into common share at a price that is the lesser of the five-day volume weighted average price ("VWAP") for five trading sessions on the Canadian Securities Exchange ("CSE") immediately prior to the issue date and a 25% discount to the VWAP for the five-day trading sessions prior to conversion per common share or such minimum price as may be permitted by the CSE.

The Company shall have the right, at its option, to redeem at any time prior to the Maturity Date, whole or any part of the Convertible Debenture then outstanding, at a redemption price (the "Redemption Price") equal to 115% of the aggregate principal amount of the Convertible Debenture to be redeemed as of the business day immediately preceding the redemption date, together with all interest accrued and remaining unpaid.

The Company intends to use the proceeds from the Private Placement for working capital purposes. All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of Koios in the United States nor shall there be any offer, solicitation or sale of the Convertible Debentures in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful. The Convertible Debenture described in this press release (and any common shares issued upon the conversion or maturity of the Convertible Debenture) have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons," as such term is defined in Regulation S under the U.S. Securities Act, unless an exemption from such registration is available.

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:

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THE CANADIAN SECURITIES EXCHANGE (CSE) HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.

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 recent placements of KOIOS™ canned beverages in Good Earth natural food markets in Utah, the intended use of funds from the Private Placement and the conversion of the Convertible Debenture. 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.

This news release may contain trademarked names of third-party entities (or their respective offerings with trademarked names) typically in reference to (i) relationships had by Koios with such third-party entities as referred to in this release and/or (ii) client/vendor/service provider parties whose relationship with Koios is/are referred to in this release. All rights to such trademarks are reserved by their respective owners or licensees.