

# 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 8, 2021**

### **Item 3 News Release**

The news release was disseminated on **March 8, 2021** by way of the facilities of Stockwatch. 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 March 8, 2021, the Issuer closed a private placement and issued 45,000,000 warrants ("Warrants") at a price of CAD \$0.02 per Warrant for gross aggregate proceeds of \$900,000 (the "Private Placement"). Each Warrant entitles the holder to acquire one unit of the Issuer (each, a "Unit"). Each Unit consists of one common share in the capital of the Issuer (each, a "Share") and one transferable common share purchase warrant (each, a "Conversion Warrant"). Each Warrant will entitle the holder thereof to acquire one Unit at a price of \$0.03 per Unit for a period of two (2) years from closing. Each Conversion Warrant will entitle the holder thereof to acquire one additional Share at a price of \$0.05 per Share until 5:00 p.m. (Vancouver time) on the date of expiration of the Conversion Warrant, which is two (2) years following the closing date.

All securities issued in connection with the Private Placement are subject to a statutory hold period of four months and one day from the date of issuance

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

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

Please see the attached news release dated March 8, 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**

April 1, 2021.

# Koios Beverage Corp. Closes Private Placement

**DENVER, CO and VANCOUVER, BC, MARCH 8, 2021 - Koios Beverage Corp. (CSE: KBEV; OTC: KBEVF) (the "Company" or "Koios")** is pleased to announce it has closed a non-brokered private placement of 45,000,000 warrants ("**Warrants**") at a price of CAD \$0.02 per Warrant for gross aggregate proceeds of \$900,000 (the "**Private Placement**"). Each Warrant entitles the holder to acquire one unit of the Company (each, a "**Unit**"). Each Unit consists of one common share in the capital of the Company (each, a "**Share**") and one transferable common share purchase warrant (each, a "**Conversion Warrant**"). Each Warrant will entitle the holder thereof to acquire one Unit at a price of \$0.03 per Unit for a period of two (2) years from closing. Each Conversion Warrant will entitle the holder thereof to acquire one additional Share at a price of \$0.05 per Share until 5:00 p.m. (Vancouver time) on the date of expiration of the Conversion Warrant, which is two (2) years following the closing date.

No finder's fees have been paid in connection with the Private Placement. The Company intends to use the net proceeds from the Private Placement for marketing, development of its products, investor relations activity, and for general working capital purposes.

To demonstrate continued support of the Company's growth plans, Chris Miller, the President, CEO, and a director of the Company and two insiders (the "**Insiders**") participated in the Private Placement. Such participation is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The related party transaction is exempt from minority approval, information circular and formal valuation requirements pursuant to the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the gross securities to be issued under the Private Placement nor the consideration to be paid by the Insiders will exceed 25% of the Company's market capitalization.

All securities issued in connection with the Private Placement are subject to a statutory hold period of four months and one day from the date of issuance.

None of the securities issued in connection with the Private Placement 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.

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:

Gina Burrus

844-255-6467

[gina@koiosbeveragecorp.com](mailto:gina@koiosbeveragecorp.com)

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: Statements pertaining to the use of proceeds and the closing of the Private Placement. 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.