

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

August 12, 2021 and August 24, 2021

Item 3 News Release

The news release was disseminated on **August 24, 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 August 12, 2021, the Issuer finalized an agreement with Blackbeard Beverage Company (“**Blackbeard**”), who is a distributor for Carolina Canners Inc. (“**Carolina Canners**”), an independent bottler for Pepsi beverages on the east coast of the United States. Carolina Canners and Blackbeard will each respectively provide full-service manufacturing and distribution of all four *Fit Soda*TM flavours east of the Mississippi River.

The Issuer also announced the resignation of Mr. Theo van der Linde as the Company’s Chief Financial Officer and the appointment of Mr. Chris Miller as the Issuer’s interim 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 August 24, 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

August 24, 2021.

Koios Teams up with Blackbeard Beverage, a Distribution Company Owned by a Pepsi Bottler in North and South Carolina

DENVER, CO and VANCOUVER, BC, AUGUST 24, 2021 - Koios Beverage Corp. (CSE: KBEV; OTC: KBEVF) (the "Company" or "Koios") is pleased to announce that pursuant to a one-year renewable agreement finalized on August 12, 2021, Koios has entered into a partnership with Blackbeard Beverage Company ("Blackbeard"), who is a distributor for Carolina Canners Inc. ("Carolina Canners"), an independent bottler for Pepsi beverages on the east coast of the United States. Carolina Canners and Blackbeard will each respectively provide full-service manufacturing and distribution of all four *Fit Soda*[™] flavours east of the Mississippi River. Blackbeard has already confirmed an order of 216 pallets of *Fit Soda*[™] (each containing 104 cases and 2,496 cans) valued at USD \$575,000, the largest single wholesale order of canned beverages in the Company's history.

Blackbeard has already started to procure raw materials for the production, canning, and packaging of *Fit Soda*[™] at Carolina Canners, to fill an order for 54 pallets of each flavour, which Carolina Canners is to manufacture. Subsequently, Blackbeard is to distribute this order to its accounts in the grocery category to include more than 1,000 supermarket locations of *Food Lion* located in the mid-Atlantic and southeastern regions of the United States. Following the Company's [February 18, 2021 press release](#) in which it announced its own in-house canning facility located in the Denver, Colorado area, Koios has started to explore opportunities to further expand its manufacturing pipeline as its beverage products such as *Fit Soda*[™] continue to build sustained popularity among consumers in the United States. More than 700,000 units of *Fit Soda*[™] were sold in 2020 after being launched in July of the prior year.

In the 1960s, Carolina Canners was formed through the amalgamation of several bottlers, including two bottlers for Pepsi, who created a joint venture in 1968 to capitalize on growing demand for packaged beverages including canned sodas. After choosing Cheraw, South Carolina as its principal location in which to operate, Carolina Canners began manufacturing beverages for clients to include Pepsi. In 1972 Carolina Canners added a bottle line for non-returnable bottles, and in 2013 made a USD \$26 million investment into injection moulding and blow moulding machinery to produce its own plastic bottles. Carolina Canners has also established several distribution relationships with wholesalers and grocers in several states to provide greater value to the beverage brands it services.



Blackbeard, who is a beverage distributor for Pepsi Bottler Carolina Canners, has placed a USD \$575,000 purchase order for all four varieties of Fit Soda™ to distribute to accounts on the east coast of the United States to include more than 1,000 Food Lion supermarkets

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With two canning lines, Carolina Canners' facility in Cheraw has the capacity to produce more than 1.15 million beverage cans in an eight-hour shift, and currently produces more than 9.1 million cases of beverage cans per year in addition to over 14.65 million cases of bottled products per year. This capacity could prove instrumental in satisfying continued demand for *Fit Soda™* with sustained interest in eastern regions of the United States.

Koios Chief Executive Officer Chris Miller commented, "This business relationship with Blackbeard and Carolina Canners is a major development for us because *Fit Soda™* can now

be manufactured and distributed from the same production facility as some of the nation's largest beverage brands. Furthermore, to have secured the largest purchase order in the Company's history through Blackbeard before production has even started is a magnificent validation of the *Fit Soda*™ product as a relevant beverage to a large segment of the U.S. population. Placing *Fit Soda*™ in Food Lion supermarkets will also boost our store count by about 25%, increasing our footprint to more than 5,000 points of sale across the country. We look forward to working with Blackbeard and Carolina Cannery, as established players in the Pepsi ecosystem. We believe they can be key partners in helping build Koios' market share as we continue our launch of *Fit Soda*™."

Sterling Whitley, CSO of Blackbeard commented, "We are enthusiastic about working with Koios because their *Fit Soda*™ functional beverage product offers a new dimension of value to consumers in the carbonated beverages category. The general public is far more conscious nowadays about what their beverages contain both in terms of specific attributes they want (e.g., electrolytes) as well as ingredients they want to cut down on or avoid (e.g., sugar). In just its second year, *Fit Soda*™ has performed exceptionally well as a new beverage product, and we take pride in being Koios' newest partner to both distribute and facilitate manufacturing of their entire line of *Fit Soda*™ functional beverages. Starting later in 2021 we intend to start shipping *Fit Soda*™ made in Carolina Cannery's production facility to several of our accounts throughout various markets on the east coast, which we anticipate could help to scale *Fit Soda*™'s market presence and build momentum as Koios and its distribution partners continue to roll *Fit Soda*™ out across the United States."

The Company also announces that Mr. Theo van der Linde has resigned as the Company's Chief Financial Officer, effective immediately. Mr. Chris Miller will continue on as the Company's interim Chief Financial Officer while a suitable replacement is being sought. Koios would like to thank Mr. van der Linde for his time and contributions made to the Company.

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 Blackbeard’s 216-pallet order of *Fit Soda*™ including successful manufacture by Carolina Cannery and distribution by Blackbeard in markets in the eastern United States. 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.