

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 11, 2022

Item 3 News Release

The news release was disseminated on **March 11, 2022** by way of the facilities of Globenewswire. 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 11, 2022, the Issuer announced that amended the terms of unsecured convertible debenture issue on February 12, 2021 in the principal amount of \$600,000. The convertible debenture bears interest at the rate of 15% per annum and matured on October 1, 2021; under the amended terms, the convertible debenture will now mature on October 1, 2022 and it will be convertible into units of the Company with a conversion price of \$0.13 per unit.

Unit

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached news release dated March 11, 2022

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 21, 2022

Koios Beverage Corp. Amends Convertible Debenture

DENVER, CO and VANCOUVER, BC, March 11, 2022 - Koios Beverage Corp. (CSE: FIT; OTC: FITSF) (the "Company" or "Koios") announces that it has amended the terms of an unsecured convertible debenture previously issued on [February 12, 2021](#) to an arm's length investor in the principal amount of \$600,000 (the "Convertible Debenture"). The Convertible Debenture bears interest at the rate of 15% per annum and matured on October 1, 2021; under the amended terms, the Convertible Debenture will now mature on October 1, 2022 and it will be convertible into units (each, a "Unit") of the Company with a conversion price of \$0.13 per Unit. Each Unit will be comprised of one common share (each, a "Share") and one Share purchase warrant that is exercisable to acquire one additional Share at a price of \$0.13 for a period of 12 months from issuance. All other terms of the Convertible Debenture remain unchanged. The total principal amount and all accrued and unpaid interest outstanding under the Convertible Debenture is \$857,846.99.

The amendment to the Convertible Debenture will allow the Company to preserve its capital for operational activities.

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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Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy 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 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.

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.