

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 8, 2022

Item 3 **News Release**

The news release was disseminated on **February 8, 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 8, 2022, the Issuer closed a private placement and issued 27,443,000 units at a price of \$0.10 per unit for gross proceeds of \$2,744,300.

Item 5 **Full Description of Material Change**

Item 5.1 **Full Description of Material Change**

Please see the attached news release dated February 8, 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. Closes Private Placement

DENVER, CO and VANCOUVER, BC, February 8, 2022 - Koios Beverage Corp. (CSE: FIT; OTC: FITSF) (the "Company" or "Koios") is pleased to announce it has closed a non-brokered private placement of 27,443,000 units ("Units") at a price of CAD \$0.10 per Unit for gross aggregate proceeds of \$2,744,300 (the "**Private Placement**"). 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 "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one additional Share at a price of \$0.25 per Warrant for a period of one (1) year from closing. In the event that the Shares have a closing price on the Canadian Securities Exchange (or such other exchange on which the Shares may be traded at such time) of \$0.50 or greater per Share for a period of five (5) consecutive trading days at any time prior to the expiry date of the warrants, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of the Warrants) and, in such case, the Warrants will expire on the thirtieth (30th) day after the date of such notice.

Finder's fee of \$139,475 cash has been paid to qualified parties 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.

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.

Early Warning Disclosure

Opensky Opportunities Fund Ltd. ("**Opensky**") acquired 10,000,000 Units under the Private Placement. Prior to the Private Placement, Opensky held no Shares or Warrants of the Company, which represented 0% of the issued and outstanding shares of the Company. After giving effect to the Private Placement, Opensky beneficially owns and controls a total of 10,000,000 Shares and 10,000,000 Warrants, which represents 30.65% of the Company's issued and outstanding Shares on a non-diluted and 35.35% on a fully diluted basis. Opensky acquired the Units for investment purposes. Opensky intends to evaluate their investment in the Company and to increase or decrease their shareholdings from time to time as they may determine appropriate. A copy of the early warning report being filed by Opensky may be obtained by contacting the Company at 604-687-2038.

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:

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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 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.

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.