

# Koios Signs Definitive Agreement to Acquire Retox Beverage Corp.

DENVER, CO and VANCOUVER, BC, APRIL 6, 2022 - Koios Beverage Corp. (CSE: FIT; OTC: FITSF) (the "Company" or "Koios") is pleased to announce that further to the [February 28, 2022](#) news release, it has signed a definitive agreement dated April 5, 2022 (the "Agreement") to acquire all of the issued and outstanding securities from the shareholders of Retox Beverage Corp. ("Retox"), a privately held beverage company that is focused in the production of creative soft beverages, sodas and seltzers (the "Acquisition").

As consideration for the Acquisition, the Company will issue 15,000,000 units ("Units") of the Company to the shareholders of Retox at a deemed value of \$0.10 per Unit, for aggregate consideration of \$1,500,000. Each Unit will be comprised of one (1) common share (each a "Share") and one (1) common share purchase warrant (each a "Warrant") that is exercisable to acquire one additional Share at a price of \$0.175 for a period of twelve (12) months from closing. The Acquisition will be completed pursuant to available prospectus exemptions in accordance with applicable securities legislation.

The Acquisition is anticipated to be completed on or before April 30, 2022 and is subject to customary closing conditions and regulatory approvals, including, as applicable, approval of the Canadian Securities Exchange.

## About Retox

Retox is a beverage company that is focused on the production of creative soft beverages, sodas and seltzers with a focus on formulating unique mixes of fruits and sodas specifically for the bar mix industry. It's product line includes fresher, healthier and lower sugar alternatives than the current mix offerings that are not readily available in the industry.

On behalf of the Board of Directors of the Company,

## KOIOS BEVERAGE CORP.

"Chris Miller"

Chris Miller, CEO, and Director

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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: the overall performance of the functional beverage market, assumptions that are subject to significant risks and uncertainties, including assumptions that all conditions to the closing of the Acquisition will be satisfied and that the Acquisition will be completed on the terms set forth in the Agreement. 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.