

**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**

**April 22, 2022**

**Item 3 News Release**

The news release was disseminated on **April 25, 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**

The Issuer announced that it closed the definitive agreement to acquire all of the issued and outstanding securities from the shareholders of Retox Beverage Corp.

**Item 5 Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

On April 22, 2022, the Issuer closed the definitive 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 on the production of creative soft beverages, sodas and seltzers (the “Acquisition”).

As consideration for the Acquisition, the Company issued 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 is 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.

Through the Company’s joint venture with Bev Creation LLC and the addition of Retox, the Company will be uniquely positioned to make and can its own alcohol line extensions. This will give Koios a formable advantage over smaller to mid-size beverage companies trying to break into the space. With the Company’s existing distribution, in-house production and experienced team, Koios believes it will be uniquely positioned to compete in this space.

None of the securities issued in connection with the Acquisition 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.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

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**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 27, 2022