

**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**

**May 3, 2022**

**Item 3 News Release**

The news release was disseminated on **May 3, 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 issued 5,440,000 common shares at a price of \$0.53 per share in satisfaction of certain consulting agreements regarding management milestones and performance bonuses.

**Item 5 Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

On May 3, 2022, 5,440,000 common shares were issued to Chris Miller, a director and the Chief Executive Officer of the Issuer and 1,200,000 common shares to Sherron Lewis, a director and the President of Operations (the "Insiders") and an aggregate of 2,574,000 common shares have been issued to two employees and two consultants in satisfaction of certain consulting agreements, regarding management milestones and performance bonuses. The common shares have been issued at a deemed value of \$0.53 per share.

The disinterested directors of the Issuer approved the consulting agreement with the Insiders, employees and consultants.

All common shares issued in connection with the consulting agreements will be subject to a statutory hold period of four months plus a day from issuance in accordance with applicable securities laws.

The share issuance to the Insiders is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") by virtue of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration for the securities of the Issuer to be issued to the Insiders does not exceed 25% of its market capitalization.

**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.

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**Item 8**                    **Executive Officer**

Chris Miller, director and CEO  
Business Telephone: 844-255-6467

**Item 9**                    **Date of Report**

May 6, 2022