

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

October 3, 2022

Item 3 News Release

The news release was disseminated on **October 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 has closed a private placement of 2,000,000 units (“Units”) for gross proceeds of \$100,000 and it has issued 11,500,000 common shares (“Shares”) to settle debts of \$575,000.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

On October 3, 2022, the company announced it closed a non-brokered private placement of 2,000,000 Units at a price of CAD \$0.05 per Unit for gross aggregate proceeds of \$100,000 (the “**Private Placement**”). Each Unit consists of one Share in the capital of the Company 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 \$0.075 per Warrant for a period of five (5) years from closing.

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.

No finder’s fees were paid on the Private Placement.

The Company also announces that that it has entered into debt settlement agreements (“**Settlement Agreements**”) to settle outstanding cash payments owed to certain creditors totaling \$575,000 for consulting fees.

Pursuant to the Settlement Agreements, the Company has issued an aggregate of 11,500,000 Shares at a deemed price of \$0.05 per Common share.

All securities issued in connection with the Private Placement and Debt Settlement are subject to a statutory hold period of four months and one day from the date of issuance.

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.

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**

October 3, 2022