

# Koios Beverage Corp. Announces Private Placement

DENVER, CO and VANCOUVER, BC, April 4, 2023 - Koios Beverage Corp. (CSE: FIT; OTC: FITSF) (the "Company" or "Koios") is pleased to announce a non-brokered private placement of up to 33,451,619 units ("Units") at a price of CAD \$0.05 per Unit for gross aggregate proceeds of up to \$1,672,580.95 (the "Offering").

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 entitles the holder to acquire one additional Common Share of the Company at a price of \$0.05 for a period of 24 months from the date of issuance.

Closing of the proposed Offering is anticipated to occur on or about April 13, 2023. The Company does not anticipate paying any finder's fees in connection with the Offering. The Company intends to use the aggregate net proceeds of the Offering for the purchase of printed beverage cans, inventory management software, the purchase of raw ingredients/materials, leasehold improvements, inventory management, marketing, research and development and for general administrative and working capital expenses including salaries, wages and professional fees.

All securities issued pursuant to the Offering will be to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws of Canada.

## MI 61-101 Disclosure

Certain insiders of the Company will be participating in the Offering for an aggregate total of 10,710,500 Units. The participation by such insiders is considered a "related-party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transaction ("MI 61-101"). The Company will rely on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) of MI 61-101 in respect of related party participation in the Offering as neither the fair market value (as determined under MI 64-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

None of the securities issued in connection with the Offering 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

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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: Statements pertaining to the use of proceeds and the closing of the Offering. 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.