

**KOIOS BEVERAGE CORP.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 23, 2023**

**AND**

**INFORMATION CIRCULAR**

*March 24, 2023*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.*



**KOIOS BEVERAGE CORP.**  
c/o 810 – 789 West Pender Street  
Vancouver, BC V6C 1H2  
Telephone: 844.255.6467

**NOTICE OF ANNUAL GENERAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Koios Beverage Corp. (the “**Company**”) will be held at 17301 W Colfax Avenue, Ste 225-235 Golden, CO 80401, USA, on May 23, 2023, at the hour of 11:00 a.m. (Colorado time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended May 31, 2022, and the accompanying report of the auditors;
- (2) to set the numbers of directors at four (4);
- (3) to elect Christopher Miller, Erik LeVang, Sherron Lewis and Joshua Luman as directors of the Company;
- (4) to appoint Dale Matheson Carr-Hilton LaBonte LLP, as the Company’s auditors for the ensuing year and to authorize the board of directors to fix the remuneration to be paid to the auditor; and
- (5) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed March 24, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the “Notice-and-Access Provisions”) for the Meeting. The Notice-and- Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular, the Company’s 2022 audited financial statements and the related management’s discussion and analysis, and any additional materials (collectively, the “Meeting Materials”) online. Shareholders will still receive this Notice of Meeting, a form of proxy and request for financial information form and may choose to receive a paper copy of the Meeting Materials.

The Company will not use the procedure known as ‘stratification’ in relation to the use of Notice-and- Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and- Access Provisions, which will not include a paper copy of the Meeting Materials.

PLEASE REVIEW THE INFORMATION CIRCULAR CAREFULLY IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE INFORMATION CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS. THE INFORMATION CIRCULAR IS AVAILABLE AT <HTTPS://KOIOSBEVERAGECORP.COM/> AND UNDER THE COMPANY'S PROFILE ON SEDAR AT <WWW.SEDAR.COM>. ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY ON THE MEETING MATERIALS (INCLUDING THE INFORMATION CIRCULAR) SHOULD CONTACT THE COMPANY AT 789 WEST PENDER STREET, SUITE 810, VANCOUVER, BRITISH COLUMBIA, V6C 1H2, BY FAX AT 604-687-3141, BY TELEPHONE TOLL FREE AT 1-888-787-0888 OR BY EMAIL AT <CHRIS@KOIOSBEVERAGECORP.COM>. SHAREHOLDERS MAY ALSO USE THE TOLL FREE NUMBER NOTED ABOVE TO OBTAIN ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS PROVISIONS.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it c/o Endeavor Trust Corporation, by any of the following methods: by mail: Suite 702, 777 Hornby Street, Vancouver, BC, V6Z 1S4; by fax: (604) 559-8908; or online: [www.eProxy.ca](WWW.EPROXY.CA) not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at **1-800-319-7310**, Participation Code: **77783**, followed by the # sign.

DATED at Vancouver, British Columbia, this 24th day of March, 2023.

By Order of the Board of Directors of

**KOIOS BEVERAGE CORP.**

*"Chris Miller"*

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Christopher Miller  
Chief Executive Officer, interim Chief Financial Officer,  
interim Corporate Secretary and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**

**KOIOS BEVERAGE CORP.**  
c/o 810 – 789 West Pender Street  
Vancouver, BC V6C 1H2  
Telephone: 844.255.6467

**INFORMATION CIRCULAR**  
**March 24, 2023**

**INTRODUCTION**

This information circular (the “**Information Circular**”) accompanies the notice of annual general meeting of shareholders (the “**Notice**”) of Koios Beverage Corp. (the “**Company**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (the “**Common Shares**”) of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of the Shareholders to be held at 11:00 a.m. (Colorado time) on May 23, 2023 at 17301 W Colfax Avenue, Ste 225-235 Golden, CO 80401, USA, or at any adjournment or postponement thereof.

**COVID-19**

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free **1-800-319-7310, Participation Code: 77783, followed by the # sign.**

**Date and Currency**

The date of this Information Circular is March 24, 2023. Unless otherwise stated, all amounts herein are in Canadian dollars.

**PROXIES AND VOTING RIGHTS**

**Management Solicitation**

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation to any of the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals’ authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers who are NOBOs (as defined below), and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

### **Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each common share that such Shareholder holds on the record date of March 24, 2023, on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.**

**A SHAREHOLDER MAY EXERCISE THIS RIGHT BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S COMMON SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

The Shareholder may vote by mail, by telephone or via the Internet by following instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in his sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

### **Revocation of Proxies**

A Shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to

and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. **The Common Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Common Shares of a Shareholder on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### **Notice-and-Access**

Notice-and-Access is a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of its securities by posting such materials on a non-SEDAR website (usually the reporting issuer's website and sometimes the transfer agent's website) rather than delivering such materials by mail. The notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") can be used to deliver materials for both special and general meetings.

The use of the Notice-and-Access Provisions is intended to reduce paper waste and mailing costs to the issuer. In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials, the Company must send a notice to Shareholders indicating that the proxy-related materials for the Meeting have been posted electronically on a website that is not SEDAR and explaining how a Shareholder can access them or obtain a paper copy of those materials. Upon request, beneficial owners are entitled to delivery of a paper copy of the information circular at the reporting issuer's expense. This Information Circular and other materials related to the Meeting have been posted in full on the



Company's Meeting website at <https://koiosbeveragecorp.com/> and under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

In order to use the Notice-and-Access Provisions, a reporting issuer must set the record date for the meeting at least 40 days prior to the meeting to ensure there is sufficient time for the materials to be posted on the applicable website and the notice of meeting and form of proxy to be delivered to Shareholders. The requirements for the notice of meeting are that the Company shall provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of this Information Circular, and explain the Notice-and-Access process. The Notice of Meeting, containing this information, has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of non-registered Shareholders).

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular to some, but not all, of its shareholders, along with the notice of meeting. In relation to the Meeting, all Shareholders will receive the documentation required under the Notice-and-Access Provisions and all documents required to vote at the Meeting. No Shareholder will receive a paper copy of this Information Circular from the Company or any intermediary unless such Shareholder specifically requests same.

The Company will be delivering proxy-related materials to NOBOs and OBOs indirectly through the use of intermediaries.

Any Shareholder who wishes to receive a paper copy of this Information Circular may contact the Company in writing by mail at: 789 West Pender Street, Suite 810, Vancouver, British Columbia, V6C 1H2; or by fax at 604-687-3141.

In order to ensure that a paper copy of this Information Circular can be delivered to a requesting Shareholder in time for such Shareholder to review this Information Circular and return a proxy or voting instruction form so that it is received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment of the Meeting, it is strongly suggested that a Shareholder ensure their request is received no later than May 2, 2023. All Shareholders may call toll free at 1-888-787-0888 in order to obtain additional information about the Notice-and-Access Provisions or to obtain a paper copy of this Information Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

#### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those Shareholders who do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.** If Common Shares are listed in an account statement provided by a broker, then in almost all cases those Common Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that**

**instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of all of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Common Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Common Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Common Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Common Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his, her or its broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his, her or its Common Shares.

Beneficial Shareholders consist of non-objecting beneficial owners and objecting beneficial owners. A non-objecting beneficial owner is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators. An objecting beneficial owner means a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101.

The Company is sending proxy-related materials directly to non-objecting beneficial owners of the Common Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Common Shares. The objecting beneficial owners of the Common Shares will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

### VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the record date, determined by the board of directors of the Company (the “**Board**”) to be the close of business on March 24, 2023, a total of 101,202,607 Common Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, only the following shareholders own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the outstanding voting rights of the Company:

Shareholder Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares <sup>(1)</sup>
Christopher Miller	14,982,077	14.80%
CDS & Co <sup>(2)</sup>	65,954,862	65.171%

(1) Based on 101,202,607 Common Shares issued and outstanding as of March 24, 2023.

(2) CDS & CO is a share depository, the beneficial ownership of which is unknown to the Company.

### PARTICULARS OF MATTERS TO BE ACTED UPON

**TO THE KNOWLEDGE OF THE COMPANY’S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING; THE COMMON SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE COMMON SHARES REPRESENTED BY THE PROXY.**

### FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended May 31, 2022, (the “Financial Statements”), together with the Auditors’ Report thereon, will be presented to the shareholders at the Meeting. Shareholders should note that in accordance with the rules of National Instrument 51-102 “Continuous Disclosure Obligations”, shareholders will no longer automatically receive copies of financial statements – 8 – unless a card (in the form enclosed herewith) has been completed and returned as instructed. Copies of all previously issued annual and quarterly financial statements and related Management Discussions and Analysis are available to the public on the SEDAR website at

www.sedar.com. Hard copies of the Audited Annual Financial Statements and Management Discussion and Analysis will be available to shareholders free of charge upon request.

### NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at four (4). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management recommends the approval of setting the number of directors of the Company at four (4).**

### ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

Management of the Company proposes to nominate all of the current directors of the Company, as set out in the table below, for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years <sup>(1)</sup>	Director Since	Number of Common Shares Owned <sup>(1)</sup>
Christopher Miller <sup>(2)</sup> Colorado, USA  <i>CEO, interim CFO, interim Corporate Secretary and a Director</i>	Mr. Miller leads the sales and marketing team and is involved in crafting company culture, executing the vision and driving high level marketing and sales efforts for the Company. Mr. Miller began working on the business that would become the Company upon the successful exit from his last company in 2008.	April 13, 2018	14,982,077 <sup>(3)</sup>
Erik LeVang <sup>(2)</sup> Arkansas, USA  <i>Director</i>	Mr. LeVang has a 20-year record success as a senior account and director of sales for companies selling into large retail networks, such as Walmart, Sam's Club, Costco, Kmart, Kroger, Walgreens, Kohl's, Safeway, Cabela's and Sports Authority, among others. Mr. LeVang is currently director of sales for the multinational toy giant Tomy International, responsible for handling Tomy's largest accounts with companies like Walmart, Walgreen and Kohl's. Prior to taking a position with Tomy, Mr. LeVang worked in similar senior roles with Swimways Corp., Jarden Corporation, Playtex Products and the Keebler Company.	December 3, 2018	Nil
Sherron Lewis <sup>(2)</sup> Colorado, USA  <i>Director, President of Operations</i>	Mr. Lewis previously served as senior vice president of American Financing Corporation, a Denver-based mortgage banker licensed in all fifty states of the United States with annual revenues of more than USD \$250 million. In this capacity, Mr. Lewis oversees the activity of more than 1,000 team members. Lewis is also the Dream Center Chair of the Denver Dream Center ( <a href="https://www.denverdreamcenter.org/">https://www.denverdreamcenter.org/</a> ), a non-profit organization that operates community-based programs facilitating long-term turnaround strategies for individuals affected by misfortunes such as poverty, substance abuse, gangs, imprisonment, homelessness, and abuse.	November 13, 2019	6,407,371 <sup>(4)</sup>

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years <sup>(1)</sup>	Director Since	Number of Common Shares Owned <sup>(1)</sup>
<p>Joshua Luman Colorado, USA</p> <p><i>Director, Chief Operating Officer</i></p>	<p>Mr. Luman has been on the Company's Advisory Board since May 15, 2018. Mr. Luman's experience in the beverage industry includes an executive role in the Molson Coors Beverage Company ("<b>Molson Coors</b>", formerly known as MillerCoors), in which Mr. Luman was a global brand director, as well as the general manager of the affiliated brewer Blue Moon Brewing Company ("<b>Blue Moon</b>"). This position uniquely enabled Mr. Luman to become acquainted with the business of a large scale beer brewing conglomerate (Molson Coors is the second-largest brewer in the United States), as well as a comparatively smaller-scale "craft" brewer. While Blue Moon was under Mr. Luman's leadership, it opened the Blue Moon Brewery in Denver's RiNo neighbourhood in 2016, its first fixed brewing facility<sup>1</sup>. The Blue Moon Brewery also featured a taproom open to the public, as a customer-facing component of the Blue Moon brand.</p> <p>Additionally, Mr. Luman co-founded his own brewery, the River Dog Brewing Co. in Ridgeland, South Carolina. Mr. Luman holds an MBA degree with a specialty in marketing from the College of Charleston in South Carolina.</p>	<p>March 5, 2020</p>	<p>1,800,000</p>

(1) Information has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) This number includes 634,400 Common Shares held indirectly through Williams St. Company LLC, a company of which is owned by Chris Miller as to 90% and Sherron Lewis as to 10%.

(4) This number includes 70,000 Common Shares held indirectly through Williams St. Company LLC, a company of which is owned by Chris Miller as to 90% and Sherron Lewis as to 10%.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Common Shares represented by proxies for the election of any other persons as directors.

**Management recommends the election of each of the nominees listed above as a director of the Company.**

*Advance Notice Policy*

On May 15, 2020, the Company adopted an advance notice policy (the "Advance Notice Policy") that requires that advance notice to the Company must be provided in circumstances where nominations of persons for election to the Board of Directors are made by shareholders of the Company, subject only to the Business Corporations Act (British Columbia) and the Articles of the Company. The full text of the Advance Notice Policy is available within the Company's Information Circular dated April 14, 2020 as filed on SEDAR at [www.sedar.com](http://www.sedar.com). Among other things, the Advance Notice Policy fixes a deadline by which holders of record of Common Shares must submit director nominations to the secretary of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy. In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following

such public announcement. In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice Policy

#### *Corporate Cease Trade Orders or Bankruptcies*

Other than described below, to the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

On September 29, 2022, the Company was granted a management cease trade order to extend the deadline for filing the audited annual financial statements for the year ended May 31, 2022, the related management's discussion and analysis and CEO and CFO certifications (the "Annual Filings") and the interim financial statements for the 1<sup>st</sup> quarter ended August 31, 2022, the related management's discussion and analysis and CEO and CFO certifications (the "Interim Filings"). On December 22, 2022, a cease trade order (the "CTO") was issued by the Ontario and British Columbia Securities Commissions against the current board of directors (Christopher Miller, Sherron Lewis, Joshua Luman and Erik LeVang) for failure to file make the Annual Filing and Interim Filings by the required filing deadline.

On December 23, 2023, the Canadian Securities Exchange (the "CSE") suspended the Company from trading pursuant to the CTO. On January 12, 2023, the CTO was revoked and on January 17, 2023, the CSE reinstated the Company for trading.

#### *Bankruptcies*

Other than described below, to the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

Christopher Miller has previously filed for personal bankruptcy. Mr. Miller successfully exited a company in 2011. As a result of the tax treatment of that exit, Mr. Miller was left with a much larger tax liability than anticipated. Mr. Miller subsequently began working on the business that would become the

Company. To protect the Company from his potential personal tax liability, Mr. Miller filed for personal bankruptcy. The bankruptcy was discharged in April 2017.

*Penalties and Sanctions*

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

**STATEMENT OF EXECUTIVE COMPENSATION**

**General**

For the purpose of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

### Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites <sup>(1)</sup> (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Christopher Miller <i>CEO, interim</i> <i>CFO, interim</i> <i>Corporate Secretary and Director</i>	2022	\$201,667	\$0	\$0	\$0	\$1,620,118	\$1,821,785
	2021	\$131,500	\$0	\$0	\$0	\$40,000	\$80,500
Johannes (Theo) van der Linde <sup>(2)</sup> <i>former CFO</i>	2022	\$0	\$0	\$0	\$0	\$0	\$0
	2021	44,759	\$0	\$0	\$0	\$0	\$44,759
Erik LeVang <i>Director</i>	2022	\$0	\$0	\$0	\$0	\$0	\$0
	2021	\$0	\$0	\$0	\$0	\$32,609	\$32,609
Sherron Lewis <sup>(3)</sup> <i>Director,</i> <i>President of Operations</i>	2022	\$20,000	\$0	\$0	\$0	\$1,484,890	\$1,504,890
	2021	\$0	\$0	\$0	\$0	\$14,493	\$14,493
Joshua Luman <sup>(4)</sup> <i>Director, Chief Operating Officer</i>	2022	\$0	\$0	\$0	\$0	\$0	\$0
	2021	\$0	\$0	\$0	\$0	\$28,986	\$28,986
Gina Burrus <i>Vice-President of Sales of Koios Inc.</i>	2022	\$110,000	\$0	\$0	\$0	\$1,656,721	1,766,721
	2021	\$90,800	\$0	\$0	\$0	\$0	\$90,800

- (1) "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total.
- (2) Johannes van der Linde resigned as a CFO of the Company on August 24, 2021.
- (3) Sherron Lewis was appointed as a director of the Company on November 13, 2019.
- (4) Joshua Luman was appointed as a director of the Company on March 5, 2020.
- (5) FX average exchange rate from U.S. dollars to Canadian dollars was 1.2578 for the year ended May 31, 2022.



## Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended May 31, 2022 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of Compensation Security <sup>(1)(2)</sup>	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Christopher Miller CEO, interim CFO, interim Corporate Secretary and Director	Stock Option  Common shares issued as milestone payment	Nil  1,000,000 common shares 1.5% of class	N/A  April 8, 2022	N/A  \$0.42	N/A  \$0.55	N/A  \$0.085	N/A  N/A
Erik LeVang Director	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Sherron Lewis Director, President of Operations	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Joshua Luman Director, Chief Operating Officer	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Gina Burrus Vice- President of Sales of Koios Inc.	Stock Option  Common shares issued as milestone payment	Nil  1,000,000 common shares 1.5% of class	N/A  April 8, 2022	N/A  \$0.42	N/A  \$0.55	N/A  \$0.085	N/A  N/A

(1) Stock options were fully vested upon issuance.

(2) Each stock option is exercisable into one share of the Company.

## Stock Option Plans and Other Incentive Plans

On December 14, 2021, the Board approved a 20% rolling stock option plan to grant incentive stock options (“**Options**”) to directors, officers, key employees and consultants of the company (the “**Option Plan**”). Pursuant to the Option Plan, the Company may reserve up to a maximum of 20% of the issued and outstanding Common Shares at the time of grant pursuant to awards granted under the Option Plan. On March 22, 2022, Shareholders of the Company approved the implementation of the Option Plan.

## **Purpose**

The purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Option Plan is administered by the Board, or by a special committee of directors of the Company appointed from time to time by the Board, pursuant to rules of procedure fixed by the Board. All stock options granted pursuant to the Option Plan are subject to the rules and policies of the CSE.

## **Eligibility**

Directors, officers, consultants, and employees of the Company or its subsidiaries, and employees of a person or company which provides management services to the Company or its subsidiaries shall be eligible for selection to participate in the Option Plan.

## **Availability**

The Option Plan provides that the aggregate number of Common Shares that may be issued upon the exercise of options cannot exceed 20% of the number of Common Shares issued and outstanding from time to time. As a result, any increase in the issued and outstanding Common Shares will result in an increase in the number of Common Shares available for issuance under the Option Plan.

The number of Common Shares reserved for issue to any one person pursuant to the Option Plan may not exceed 5% of the issued and outstanding Common Shares at the date of such grant, unless the Company has obtained approval by a majority of the votes cast by the shareholders eligible to vote at a shareholders' meeting, excluding votes attaching to Common Shares beneficially owned by insiders and their associates. The number of Common Shares issuable to parties providing investor relations services, in any 12-month period, cannot exceed 1% of the issued and outstanding Common Shares. The number of Common Shares subject to an option granted to any one participant shall be determined by the Board, but no one participant shall be granted an option which exceeds the maximum number permitted by the CSE. In no circumstances shall the maximum term of any stock options granted under the Option Plan exceed ten (10) years.

## **Exercise Pricing**

The exercise price of the Common Shares subject to each option shall be determined by the Board, subject to applicable CSE approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the CSE. Once the exercise price has been determined by the Board, accepted by the CSE, if necessary, and the option has been granted, the exercise price of an option may be reduced upon receipt of Board approval, subject to any requirements of the CSE.

## **Vesting**

Subject to the requirements of the CSE, the vesting provisions, the terms and conditions of exercise and forfeiture of the Options and the applicable option exercise expiry date for Options granted under the Option Plan will be determined by the Board of Directors at the time of issuance.

Management believes the Option Plan will provide the Company with a sufficient number of Common Shares issuable under the Option Plan to fulfill the purpose of the Option Plan, namely, to secure for the

Company and its shareholders the benefits of incentive inherent in share ownership by the directors, officers, key employees and consultants of the Company who, in the judgment of the Board, will be largely responsible for its future growth and success.

### **RSU Plan**

On December 14, 2021, the Board approved a restricted share unit plan (the “**RSU Plan**”) to grant restricted share units (“**RSUs**”) to directors, officers, key employees and consultants of the Company. Pursuant to the RSU Plan and together with the Option Plan, the Company may reserve up to a maximum of 20% (collectively between the RSU Plan and Option Plan) of the issued and outstanding Common Shares at the time of grant pursuant to awards granted under the RSU Plan and Option Plan. On March 22, 2022, Shareholders of the Company approved the implementation of the RSU Plan.

The RSU Plan provides for granting of RSUs for the purposes of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants and directors by granting equity-based compensation incentives, in addition to the Company’s Option Plan.

RSUs granted pursuant to the RSU Plan will be used to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this respect, the goal of such grants is to more closely tie awards to individual performance based on established performance criteria.

The Option Plan and RSU Plan have been adopted to provide Options and RSU’s which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of Options or RSU’s to be granted to the executive officers, independent directors with consultation of the Board takes into account the number of Options or RSU’s, if any, previously granted to each executive officer, and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the executive officers with the interests of shareholders.

### **Employment, Consulting and Management Agreements**

Other than as set out below, the Company has not entered into any other contract, agreement, plan or arrangement that provides for payments to a NEO or a director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEOs or directors’ responsibilities.

The Company entered into a management consulting agreement with Christopher Miller on April 13, 2020 as amended on March 21, 2022 (the “**Miller Agreement**”) with regards to his services as CEO of the Company. Pursuant to the Miller Agreement, the Company has agreed to pay Mr. Miller a base salary of \$360,000 USD per annum. Mr. Miller is entitled to be reimbursed for all reasonable travel and out-of-pocket business expenses and is also entitled to milestone-based performance bonuses and to participate in any share based plans the Company has or may adopt from time to time. The salary will be reviewed annually and may be modified at the sole discretion of the Board. In the event of a change of control or termination by the Company, other than for just cause, Mr. Miller will be entitled to receive two times his annual compensation, bonuses and expenses in accordance with the terms of the agreement. The Miller Agreement supersedes and replaces the consulting agreement made with Mr. Miller dated effective April 13, 2020.

The Company entered into a consulting agreement with Gina Burrus Miller on April 13, 2020 as amended on March 21, 2022 (the “**Burrus Agreement**”) with regards to her services as Vice-President of Sales of

the Company's wholly owned subsidiary, Koios LLC. Pursuant to the Burrus Agreement, the Company has agreed to pay Ms. Burrus a base salary of \$240,000 USD per annum. Ms. Burrus is entitled to be reimbursed for all reasonable travel and out-of-pocket business expenses and is also entitled to milestone-based performance bonuses and to participate in any share based plans the Company has or may adopt from time to time. The salary will be reviewed annually and may be modified at the sole discretion of the Board. In the event of a change of control or termination by the Company, other than for just cause, Ms. Burrus will be entitled to receive two times his annual compensation, bonuses and expenses in accordance with the terms of the agreement. The Burrus Agreement supersedes and replaces the consulting agreement made with Ms. Burrus dated effective April 13, 2020.

The Company entered into a consulting agreement with Ryon Shack on April 13, 2022 (the "Shack Agreement") with regards to his services as President of Conventional Sales of the Company. Pursuant to the Shack Agreement, the Company has agreed to pay Mr. Shack a base salary of \$100,000 USD per annum. Mr. Shack is entitled to be reimbursed for all reasonable travel and out-of-pocket business expenses and is also entitled to milestone-based performance bonuses and to participate in any share based plans the Company has or may adopt from time to time. The salary will be reviewed annually and may be modified at the sole discretion of the Board. In the event of a change of control or termination by the Company, other than for just cause, Mr. shack will be entitled to receive two times his annual compensation, bonuses and expenses in accordance with the terms of the agreement.

The Company entered into a consulting agreement with Sherron Lewis on May 21, 2022 (the "Lewis Agreement") with regards to his services as President of Operations of the Company. Pursuant to the Lewis Agreement, the Company has agreed to pay Mr. Lewis a base salary of \$240,000 USD per annum. Mr. Lewis is entitled to be reimbursed for all reasonable travel and out-of-pocket business expenses and is also entitled to milestone-based performance bonuses and to participate in any share based plans the Company has or may adopt from time to time. The salary will be reviewed annually and may be modified at the sole discretion of the Board. In the event of a change of control or termination by the Company, other than for just cause, Mr. Lewis will be entitled to receive two times his annual compensation, bonuses and expenses in accordance with the terms of the agreement.

The Company entered into an employment agreement with Joshua Luman on September 1, 2022 (the "Luman Agreement") with regards to his services as Chief Operating Officer of the Company. Pursuant to the Luman Agreement, the Company has agreed to pay Mr. Luman a base salary of \$360,000 USD per annum. Mr. Luman is entitled to be reimbursed for all reasonable travel and out-of-pocket business expenses and is also entitled to milestone-based performance bonuses and to participate in any share based plans the Company has or may adopt from time to time. The salary will be reviewed annually and may be modified at the sole discretion of the Board. In the event of a change of control or termination by the Company, other than for just cause, Mr. Luman will be entitled to receive two times his annual compensation, bonuses and expenses in accordance with the terms of the agreement.

The Company entered into a management consulting agreement with Theo van der Linde, effective December 1, 2018 with regard to his services as CFO of the Company. Pursuant to the agreement, the Company has agreed to pay Mr. van der Linde a base salary of \$60,000 per annum and shall continue indefinitely until terminated by either party in accordance with the terms of the agreement. The agreement provides for a severance clause of three months' notice for termination. In the event that Mr. van der Linde resigns for "Good Reason" or is terminated "Without Cause" following a "Change of Control" (as those terms are defined in the applicable agreement), Mr. van der Linde will be entitled to two times the annual pro-rated fee paid. Mr. van der Linde is also entitled to receive Options. On August 24, 2021, Mr. van der Linde resigned as the CFO of the Company and the management consulting agreement was terminated.

## **Oversight and Description of Director and NEO Compensation**

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussions relating to compensation, but disclose their interest in, and abstain from voting on, decisions related to their own respective compensation.

The overall objective of the Company's compensation strategy is to offer short, medium and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest calibre and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard.

Executive officers' compensation is currently composed of two major components: a short-term compensation component, which includes the payment of management fees to certain NEOs, and a long-term compensation component, which includes the grant of stock options under the Plan. Management fees primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The Company intends to further develop these compensation components.

The management fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time.

The second component of the executive officers' compensation is stock options. The objectives of the Company's compensation policies and procedures are to align the interests of the Company's employees with the interests of the shareholders of the Company. Therefore, a significant portion of total compensation granted by the Company, being the grant of stock options, is based upon overall corporate performance.

Although it has not to date, the Board may in the future consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is expected to be discretionary, depending on, among other factors, the financial performance of the Company and the performance of the executive. The Board considers that the payment of such discretionary annual cash bonuses may satisfy the medium term compensation component.

The Company relies on Board discussion, without formal objectives, criteria and analysis, when determining executive compensation. There are currently no formal performance goals or similar conditions that must be satisfied in connection with the payment of executive compensation.

The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in management fees are to be evaluated on an individual basis and are performance and market-based. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

## Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

## APPOINTMENT OF AUDITOR

Shareholders will be asked to approve the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants (“DMCL”), as the auditor of the Company to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the directors. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting. DMCL was appointed as the auditors of the Company on November 2, 2017.

Management of the Company recommends that shareholders vote in favor of appointing DMCL as auditors of the Company and to authorize the directors to fix their remuneration.

## AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 Audit Committees (“NI 52-110”), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the “Audit Committee”):

### The Audit Committee Charter

The full text of the Company’s audit committee charter (the “**Audit Committee Charter**”) is attached to the Management Information Circular as Appendix “A” and filed on SEDAR at [www.sedar.com](http://www.sedar.com) on May 28, 2019.

### Composition of the Audit Committee

As at the date of this Circular, the following are members of the Audit Committee:

Name of Member	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
Christopher Miller	No <sup>(3)</sup>	Yes
Erik LeVang	Yes	Yes
Sherron Lewis	No <sup>(4)</sup>	Yes

- (1) A member of the Audit Committee is independent if he has no direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the CEO, is deemed to have a material relationship with the Company.
- (2) A member of the Audit Committee is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

- (3) Christopher Miller is the CEO, interim CFO and interim Corporate Secretary of the Company.
- (4) Sherron Lewis is the President of Operations of the Company.

### **Relevant Education and Experience**

The following sets out the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

Christopher Miller holds a degree in Economics from The University of Nevada. In addition, he has a wealth of practical experience in a variety of business related disciplines.

Erik LeVang has a 20-year record of success as a senior account and Director of Sales for companies selling into large retail networks, such as Walmart, Sam's Club, Costco, Kmart, Kroger, Walgreens, Kohl's, Safeway, Cabela's and Sports Authority, among others.

Sherron Lewis currently serves as Senior Vice President of American Financing Corporation, a Denver-based mortgage banker licensed in all fifty states of the United States with annual revenues of more than USD \$100 million.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations**

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on an exception provided under section 2.4 of Rule 52-110 (De minimis Non-Audit Services) or an exemption from Rule 52-110, in whole or in part, granted under Part 8 of Rule 52-110 (Exemptions). However, the Company is exempted of certain applications of Part 3 (Composition of the Audit Committee) and Part 5 (Disclosure obligation) of Rule 52-110 because it is a venture issuer, as defined in Rule 52-110.

### **Pre-Approval Policies and Procedures**

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case-by-case basis.

### External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s external auditor in the last two fiscal years, by category, are as follows:

Year Ended May 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2022	\$110,000	\$0	\$2,500	\$0
2021	\$35,000	\$427.00	\$2,521.35	\$0

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as noted below, no current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the Company’s most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

As at May 31, 2022, the Company is owed \$105,276 from the CEO of the Company via a loan receivable. The loan receivable bears interest of 5% per annum, compounded monthly.

No indebtedness of current or former director, executive officer, proposed nominee for election to the Board, or associate of such person is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Common Shares outstanding (an “Insider”); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Common Shares.

### MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company, except as otherwise described in this Information Circular.



## **CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

### **Board of Directors**

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Erik LeVang is the sole independent director of the Company in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from being shareholders of the Company. Christopher Miller is the CEO, interim CFO and interim Corporate Secretary of the Company, Sherron Lewis is the President of Operations of the Company and Joshua Luman is the Chief Operating Officer of the Company, each party is considered to be non-independent.

### **Directorships**

None of the directors of the Company are currently directors of other reporting issuers.

### **Orientation and Continuing Education**

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

### **Nomination of Directors**

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

### **Compensation**

The Board conducts reviews with regard to the compensation of the directors and CEO once a year. To make its recommendations on such compensation, the Board informally takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

At present, no compensation is paid to the directors of the Company in their capacity as directors. The Board does not currently have a compensation committee.

#### **Other Board Committees**

The Board has no other committees other than the Audit Committee.

#### **Assessments**

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting.

#### **ADDITIONAL INFORMATION**

Shareholders may contact the Company at its office by mail at Suite 810, 789 West Pender Street, Vancouver, BC V6C 1H2, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR.

#### **OTHER MATTERS**

Other than the above, management of the Company know of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons named therein to vote on such matters in accordance with their best judgment.

**APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved, and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated at Vancouver, British Columbia this 24th day of March, 2023.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
KOIOS BEVERAGE CORP.**

*“Chris Miller”*

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Christopher Miller  
Chief Executive Officer, interim Chief Financial Officer,  
interim Corporate Secretary and Director

APPENDIX "A"

Audit Committee Charter

**KOIOS BEVERAGE CORP.**

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**Schedule "A"**  
**Audit Committee Charter**

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**Meaning of "Independence"**

1. A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company.
2. For the purposes of subsection (1), a material relationship means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of a member's independent judgement.
3. Despite subsection (2), the following individuals are considered to have a material relationship with the Company:
  - 3.1. an individual who is, or has been, an employee or executive officer of the Company, unless the prescribed period has elapsed since the end of the service or employment;
  - 3.2. an individual whose immediate family member is, or has been, an executive officer of the Corporation, unless the prescribed period has elapsed since the end of the service or employment;
  - 3.3. an individual who is, or has been, an affiliated entity of, a partner of, or employed by, a current or former internal or external auditor of the Company, unless the prescribed period has elapsed since the person's relationship with the internal or external auditor, or the auditing relationship, has ended;
  - 3.4. an individual whose immediate family member is, or has been, an affiliated entity of, a partner of, or employed in a professional capacity by, a current or former internal or external auditor of the Company, unless the prescribed period has elapsed since the person's relationship with the internal or external auditor, or the auditing relationship, has;
  - 3.5. an individual who is, or has been, or whose immediate family member is or has been, an executive officer of an entity if any of the Company's current executive officers serve on the entity's compensation committee, unless the prescribed period has elapsed since the end of the service or employment;
  - 3.6. an individual who:
    - 3.6.1. has a relationship with the Company pursuant to which the individual may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary entity of the Company, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
    - 3.6.2. receives, or whose immediate family member receives, more than \$75,000 per year in direct compensation from the Company, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee, unless the prescribed period has elapsed since he or she ceased to receive more than \$75,000 per year in such compensation.
  - 3.7. an individual who is an affiliated entity of the Company or any of its subsidiary entities.

4. For the purposes of subsection (3), the prescribed period is the shorter of:
  - 4.1. the period commencing on March 30, 2004 and ending immediately prior to the determination required by subsection (3); and
  - 4.2. the three-year period ending immediately prior to the determination required by subsection (3).
5. For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the internal or external auditor is limited to the receipt of fixed amounts of A-2 compensation (including deferred compensation) for prior service with an internal or external auditor if the compensation is not contingent in any way on continued service.
6. For the purposes of clause (3)(f), compensatory fees and direct compensation do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company if the compensation is not contingent in any way on continued service.
7. For the purposes of subclause 3(f)(i), the indirect acceptance by a person of any consulting, advisory or other compensatory fee includes acceptance of a fee by:
  - 7.1. a person's spouse, minor child or stepchild, or a child or stepchild who shares the person's home; or
  - 7.2. an entity in which such person is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any subsidiary entity of the Company.
8. Despite subsection (3), a person will not be considered to have a material relationship with the Company solely because he or she:
  - 8.1. has previously acted as an interim chief executive officer of the Company, or
  - 8.2. acts, or has previously acted, as a chair or vice-chair of the board of directors or any board committee, other than on a full-time basis.

### **Meaning of "Financial Literacy"**

An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

