

**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**

**June 22, 2023**

**Item 3 News Release**

The news release was disseminated on **June 22, 2023** 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 5,440,000 units (“**Units**”) at a price of \$0.05 per Unit for gross proceeds of \$272,000 (the “**Offering**”).

**Item 5 Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

On June 22, 2023, the Issuer closed the Offering. Each Unit consists of one common share in the capital of the Issuer (each, a “**Share**”) and one transferable common share purchase warrant (each, a “**Warrant**”), each Warrant entitles the holder to acquire one additional Share of the Issuer at a price of \$0.05 for a period of 24 months from the date of issuance.

The Issuer did not pay any finder’s fees in connection with the Offering. The Issuer 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 in connection with the Offering are subject to a statutory hold period of four months and one day from the date of issuance that will expire on October 23, 2023 in accordance with applicable securities laws of Canada.

**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**

June 22, 2023