

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Koios Beverage Corp. (the “Issuer”)
Suite 1890 – 1075 West Georgia Street
Vancouver, British Columbia
V6E 3C9

Item 2 Date of Material Change

August 21, 2024

Item 3 News Release

The news release was disseminated on August 16, 2024 by way of the facilities of The Newswire. 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 consolidated all of its issued and outstanding share capital (the “**Common Shares**”) on the basis of every seventy-five (75) old Common Share into one (1) new Common Share (the “**Share Consolidation**”), effective date on August 21, 2024 (the “**Record Date**”).

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Issuer announced that, pursuant to directors’ resolutions and the receipt of shareholders’ approval at the Annual General and Special Meeting held on July 18, 2024, the Issuer proceeded the Share Consolidation, effective on the Record Date.

As a result of the Share Consolidation, the issued and outstanding Common Shares will be reduced to approximately 1,894,589. No fractional shares will be issued as a result of the Share Consolidation. All fractions will be rounded down to the next lowest whole number. No cash consideration will be paid in respect of fractional shares. The exercise or conversion price and the number of Common Shares issuable under any of the Issuer’s outstanding convertible securities will be proportionately adjusted upon the Share Consolidation.

New ISIN: CA5002713090

New CUSIP: 500271309

The Common Shares are trading on a post-Share Consolidation basis on the Canadian Securities Exchange when markets open on August 21, 2024.

Shareholders of record as at the Record Date will receive a letter of transmittal providing instruction for the exchange for their Common Shares as soon as practicable following the Record Date.

The Issuer believes that the Share Consolidation will make the Issuer more attractive to financing opportunities, and will allow for the restructuring and settlement of certain existing liabilities. Completion of the Share Consolidation remains subject to completion of appropriate regulatory filings with the Canadian Securities Exchange.

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

August 21, 2024