

## FORM 12

### NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: Koios Beverage Corp. (the "Issuer")

Trading Symbol: KBEV

Date: October 14, 2021

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

On September 30, 2021, the Issuer approved the consolidation (the "Consolidation") of the Issuer's common shares (the "Shares") on the basis of one post-Consolidation Share for every ten pre-Consolidation Shares (10:1). The Issuer will retain its current name, Koios Beverage Corp. The Issuer has received approval from the CSE exempting the Issuer from changing its name post-Consolidation.

In the event that the Consolidation would result in a shareholder holding a fraction of a Share, the shareholder shall not receive fractional Shares and the number of Shares issuable in connection with the Consolidation will be rounded down to the nearest whole number.

2. Number of securities outstanding and reserved for issuance following the reclassification

The Issuer currently has issued and outstanding 86,834,675 Shares and 58,664,937 Shares reserved for issuance. Following the Consolidation, the Issuer will have approximately 8,683,467 issued and outstanding Shares and approximately 5,866,494 Shares reserved for issuance.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

Immediately after the consolidation of the Issuer's share capital, it is anticipated that there shall be less liquidity of the market for the Issuer's listed securities, and the voting and equity rights of the Issuer's public shareholders shall be unaffected. However, it is the expectation of the Issuer that the liquidity of the market for the Issuer's listed securities

will improve as it will provide the Issuer with increased flexibility to seek additional financing opportunities.

4. Date of shareholders' meeting to approve the reclassification

Not applicable. The Consolidation was approved on September 30, 2021 by way of directors' consent resolutions in accordance with the Articles of the Issuer.

5. Record date for the reclassification

October 19, 2021.

## 6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated October 14, 2021.

Chris Miller

Name of Director or Senior  
Officer

"Chris Miller"

Signature

Chief Executive Officer

Official Capacity