

FORM 7

MONTHLY PROGRESS REPORT

Name of CNSX Issuer: The Tinley Beverage Company Inc (the "Issuer").

Trading Symbol: TNY

Number of Outstanding Listed Securities: 62,732,783

Date: November 4, 2016

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

On October 6, 2016, the Company announced that its Hemplify product is available in 50 stores. Hemplify shipped to stores in California, Nevada, Washington, Colorado, North Carolina and Minnesota. These stores include smoke and head shops, as well as the previously announced eight-store trial with a major convenience store chain, a new six-convenience store trial placed by a California-based distributor and direct store sales, including Vintage Grocers in Malibu, California. The Company also announced entering a vendor agreement with an on-line store that is owned and operated by a national vitamin retailer.

On October 18, 2016, the Company announced a non-brokered private placement of units of the company, raising gross proceeds of up \$2.5-million, where each Unit was offered at a price of \$0.17 per Unit. The proceeds of the Offering are to provide expansion capital for sales and marketing, as well as for product development and general working capital purposes. The Company engaged First Republic Capital Corp. as the Lead Finder for the Offering.

On October 28, 2016, the Company announced the closing of its non-brokered private placement of 16,176,470 units of the company for gross proceeds of \$2,749,999.90.

On October 31, 2016, the Company announced raising \$1,065,811 from the exercise of warrants and options during the month of October 2016.

2. Provide a general overview and discussion of the activities of management.

The issuer is primarily focused on hemp-infused beverages and supplements. The Company uses a patent-produced procedure to manufacture a liquid supplement containing certifiable phytoconstituent-rich hemp oil. The Company is producing its products in California and is focusing distribution on key markets throughout the West Coast.

In this regard, among other duties, management has been undertaking the following:

- Working with TMS to develop and implement manufacturing processes and a scaled distribution platform
- Further developing its social media content and user following
- Building a network of affiliate marketers to drive online sales with a leading Colorado-based affiliate marketing agency
- Continuing to generate direct orders from “brick and mortar” retailers and online stores
- Recruitment of personnel
- Continuing development of the sleep and relaxation versions of its products

The Company is producing its products with a large-scale contract manufacturer. The Issuer has been pursuing an aggressive sales and distribution plan to place the beverages in stores.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

The Company has developed a line of THC-infused drinks that are based on non-alcoholic versions of popular alcoholic beverages including Jamaican dark rum, Canadian whisky, amaretto and gin.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

On October 6, 2016, the Company entered a vendor agreement with an online store that is owned and operated by a national vitamin retailer.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

The company listed with several retailers and online sites as outlined above.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

The Company introduced the "Tinley '27" brand for its cannabis-infused drinks, in reference to 2727 CB, the first year of recorded medical cannabis use and 1927, the year prohibition ended in Ontario, Canada.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal

parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾
Common Shares	6,000,604	Exercise of Warrants	\$942,621 Working capital
Common Shares	1,153,999	Exercise of stock options	\$123,190 Working capital
Common Shares	16,176,470	Issued on October 27, 2016 at an exercise price of CAD \$0.17 per Share.	Working Capital
Warrants	8,088,235	Issued on October 27, 2016 at an exercise price of CAD \$0.25 per Warrant.	N/A

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

None.

16. Provide details of any changes in directors, officers or committee members.

None.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The Company has seen an increasing number of mainstream stores carrying hemp oil products and has encountered two companies that have developed drinkable hemp oil products. The Company's hemp oil business involves certain risks and uncertainties that are inherent to the Company's industry. Please refer to the "Risk Factors" section of the Listing Statement filed on January 27, 2016 on SEDAR and available at www.sedar.com.

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 were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated **November 4, 2016.**

Jeffrey Maser
Name of Director or Senior Officer

"Jeffrey Maser"
Signature

CEO
Official Capacity

Issuer Details Name of Issuer The Tinley Beverage Company Inc.	For Quarter Ended	Date of Report YY/MM/D 2016/11/04
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