

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: **TNY**

Number of Outstanding Listed Securities: **75,305,989**

Date: **August 2, 2017**

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.

In the press release dated July 12, 2017, the Company announced the following updates:

- **Company has begun work towards permitting under California's Medical and Adult Use Cannabis Regulation and Safety Act (MAUCRSA), which is expected to take effect on January 1, 2018. The Company's current medical cannabis collective allows for sale solely within California's present medical system.**
- **Company has sold and shipped over 1,000 bottles of its recently-announced hemp extract squeeze supplement. The product is being sold mainly via the Company's existing distributors, as well as via www.tinleycollective.com and third-party web sites. The suggested retail selling price is \$54.99, which is comparable to similarly-dosed premium CBD oils.**
- **Company continues to work with its sales team and distributors to place Hemplify in chain and independent stores in California.**
- **Company has hired a full-time Territory Manager to accelerate placement of the Company's products in mainstream stores, dispensaries and online. The initial focus will be on Hemplify and the new CBD squeeze supplement, followed by the Tinley '27 and Tinley Cocktails THC products. Critical Mass, the Company's outsourced sales organization, has also added a convenience store specialist and will focus a portion of time on expanding Hemplify's distribution in that channel.**
- **Company plans to produce a series of development batches of increasing size of its THC products as part of its progression towards larger-scaled, shelf-stable production, at which point it would be ready for general sale.**

- **Company intends to expand to other jurisdictions via its turnkey solution where drinkable cannabis products are permitted. Priority territories include Nevada, Washington, Oregon, Colorado, and Canada. The Company has engaged in discussions with prospective partners in these territories and intends to work to consummate such partnerships upon achieving further scale in California. In the case of Canada, such partnerships would require additional clarity surrounding the legality of drinkable and squeeze cannabis and CBD products. The Company's long-term core focus will remain in California.**
- **Company has begun work with an advisor in California on site selection for a bottling facility that the Company would seek to have permitted for adult ("recreational") cannabis use under the recently-passed MAUCRSA.**
- **Company granted 150,000 stock options to each of its directors at an exercise price of \$0.35. The options will vest in four equal tranches every three months commencing on November 4, 2017.**

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

The issuer is primarily focused on hemp-infused beverages and supplements. The issuer is also working to produce cannabis-infused liquor-style and ready-to-drink cocktail products based on an initial batch sold at the Cannabis Cup in April 2017. 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 Critical Mass and other outsourced consultants to develop and implement manufacturing processes and a scaled distribution platform**
- **Further developing its social media content to grow brand and product awareness**
- **Continuing to generate direct orders from "brick and mortar" retailers and online stores**
- **Recruitment of sales personnel and outsourced expertise**
- **Working to scale production of the company's cannabis-infused beverages**
- **Preparing for production of its next run of its cannabis-infused line of liquor-style and ready-to-drink cocktail products**
- **Working to place the squeeze supplement in retail locations where the Company's Hemplify hemp extract drink are currently available as well as expand the store placement of its Hemplify drink**

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 its products 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.

None.

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.

None.

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.

None.

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.

Tetley USA Inc. has submitted an opposition before the Trademark and Trial and Appeal Board to the Issuer’s application to register the “TINLEY” trademark in the United States Patent and Trademark Office. Tetley has formally posed a number of questions related to the Issuer’s use of the mark “TINLEY” and has formally requested certain documents in relation to the mark. As is required by US law, Tinley has responded to the questions and requests made by Tetley, and intends to continue to defend Tetley’s opposition as necessary.

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

As per the press release dated July 12, 2017, the Company hired a full-time Territory Manager to accelerate placement of the company’s products in mainstream stores, dispensaries and online.

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	15,000	Exercise of warrants	\$3,750 Working capital
Stock Options	600,000	Issued on July 12, 2017 at an exercise price of \$0.35 per common share	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 **August 2, 2017.**

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 2017/08/02
Issuer Address 77 King Street West, Suite 2905		
City/Province/Postal Code Toronto, ON M5K 1H1	Issuer Fax No. ()	Issuer Telephone No. (416) 402-3365
Contact Name Jeffrey Maser	Contact Position Director/ CEO	Contact Telephone No. 416-402-3365
Contact Email Address jeff@drinktinley.com	Web Site Address www.drinkhemplify.com	