

FORM 5

QUARTERLY LISTING STATEMENT

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

Trading Symbol: **TNY**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the CNSX Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

All related party transactions have been disclosed in the issuer's financial statements for the three months ended September 30, 2017.

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

All securities issued and options granted by the issuer have been disclosed in the issuer's financial statement notes for the three months ended September 30, 2017.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Jul 6	Common shares	Warrants exercise	15,000	\$0.25	\$3,750	Cash	N/A	0
Aug 1	Common shares	Warrants exercise	180,000	\$0.10	\$18,000	Cash	N/A	0
Aug 1	Common shares	Stock options exercise	44,500	\$0.11	\$4,895	Cash	N/A	0
Aug 10	Common shares	Warrants exercise	600,000	\$0.10	\$60,000	Cash	N/A	0
Sep 14	Common shares	Warrants exercise	257,636	\$0.25	\$62,140.05	Cash	N/A	0
Sep 14	Common shares	Warrants exercise	9,375	\$0.20	\$1,875	Cash	N/A	0
Sep 14	Common shares	Compensation warrants exercise	582,879	\$0.17	\$99,089.43	Cash	N/A	0
Sep 22	Common shares	Warrants exercise	50,000	\$0.20	\$10,000	Cash	N/A	0
Sep 22	Common shares	Warrants exercise	114,240	\$0.25	\$28,560	Cash	N/A	0
Sep 29	Common shares	Warrants exercise	96,784	\$0.20	\$19,356.80	Cash	N/A	0

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Jul 12	150,000	Andrew Stodart, Director	N/A	\$0.35	Jul 12, 2022	\$0.26
Jul 12	150,000	Ted Zittell, Director	N/A	\$0.35	Jul 12, 2022	\$0.26
Jul 12	150,000	David Ellison, Director	N/A	\$0.35	Jul 12, 2022	\$0.26
Jul 12	150,000	Jeffrey Maser, CEO and Director	N/A	\$0.35	Jul 12, 2022	\$0.26
Aug 17	100,000	J Weinstein	Consultant	\$0.30	Aug 17, 2022	\$0.26

3. Summary of securities as at the end of the reporting period.

A summary of securities has been provided in the financial statements for the three months ended September 30, 2017.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name of Director/Officer	Position(s) held
Jeffrey Maser	CEO and Director
David Berman	CFO
Andrew Stodart	Director
Theodore Zittell	Director

David Ellison	Director
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SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

See Management's Discussion & Analysis attached.

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 Quarterly Listing Statement.
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 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 5 Quarterly Listing Statement is true.

Dated **December 12, 2017.**

Jeffrey Maser

Name of Director or Senior Officer

/"signed"/

Signature

CEO

Official Capacity

Issuer Details Name of Issuer The Tinley Beverage Company Inc.		For Quarter Ended Jun 30, 2017	Date of Report YY/MM/D 2017/12/12
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	