

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TNY

Number of Outstanding Listed Securities: 84,660,286

Date: February 6, 2018

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 press releases dated January 23, 2018 and February 5, 2018, the Company provided operational updates on items related to its business plan including the Tinley '27 cannabis drink launch, the increased cash position, management's position on the Cole Memo retraction, and the launch of the updated Hemplify products.

In a press release dated January 4, 2018, the Company provided supplemental commentary as to reasons for the increase in market activity of the Company's stock at the request of IIROC.

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

The Issuer is focused on hemp-infused and cannabis-infused beverages and supplements. Such products include alcohol-free, cannabis-infused, beverage alcohol-inspired products, as well as a line of vegan, sugar-free hemp extract CBD beverages and supplements. The Company is producing and selling its products in California, with certain online distribution wherever permitted.

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

- **Working with its bottling consultants to develop and implement manufacturing processes and a scaled distribution platform**
- **Working to lease and obtain permitting for properties for beverage production**
- **Continuing to generate direct orders from "brick and mortar" retailers and online stores**
- **Further developing its social media content to grow brand and product awareness**

- **Recruiting internal sales personnel and outsourced sales expertise**
- **Developing next-generation CBD products and flavors**

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 begun production of an updated version of its Hemplify CBD drinks and expects them to be released to market in February.

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 noted.

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 noted.

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 noted.

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 noted.

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

None noted.

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.

None noted.

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

None noted.

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

None noted.

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 noted.

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

None noted.

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

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
Common shares	1,546,492	Exercise of warrants	\$386,623; for working capital purposes
Common shares	100,000	Exercise of options	\$30,000 for working capital purposes
Options	275,000	Grant of options	

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

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

None noted.

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

None noted.

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 several companies that have developed drinkable hemp oil products. The Company is also monitoring developments as a result of new cannabis regulations that came into effect in California on January 1, 2018. The Company's business involves certain risks and uncertainties that are inherent to the Company's industry. Please refer to the "*Risk Factors*" section of the Management's Discussion and Analysis filed in the Company's quarterly financial statements as well as the recent press release on the Cole Memo retraction outlined above.

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 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 7 Monthly Progress Report is true.

Dated February 6, 2018.

Jeffrey Maser
Name of Director or Senior
Officer

"Jeffrey Maser"
Signature
Chief Executive Officer
Official Capacity

Issuer Details		For Month End	Date of Report YY/MM/D
Name of Issuer		January 31, 2018	18/02/06
The Tinley Beverage Company Inc.			
Issuer Address			
77 King Street West, Suite 2905			
City/Province/Postal Code		Issuer Fax No. ()	Issuer Telephone No. (416) 402-3365
Toronto, ON, 5K 1H1			
Contact Name		Contact Position	Contact Telephone No. (416) 402-3365
Jeffrey Maser		Director/CEO	
Contact Email Address jeff@drinktinley.com		Web Site Address www.drinkhemplify.com	