

## FORM 5

### QUARTERLY LISTING STATEMENT

Name of Listed 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 Exchange 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 Exchange 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 Listed 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**

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.

Please refer to Note 12 of the Company's unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2018 and 2017 for more answers and details to the above questions.

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

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 |
|---------------|--|--|-----------|----------------|----------------|--|--|-----------------|
| April 6, 2018 | Common shares (Units)  | Private placements   | 5,055,000 | \$1.00         | \$5,055,000    | Cash per unit                                | Arm's length parties   | \$404,400       |
| April 6, 2018 | Common shares (Agent Units)                                    | Private placements   | 202,200   | \$1.00         | Nil            | Units (non-cash)                             | Arm's length parties   | N/A             |
| April 6, 2018 | Warrants (Units)   | Private placements   | 5,055,000 | \$1.00         | Nil            | Warrant per unit (non-cash)                  | Arm's length parties   | N/A             |
| April 6, 2018 | Warrants (finders' warrants)                                   | Private placements   | 404,400   | \$1.00         | Nil            | Warrant (non-cash)                           | Arm's length parties   | N/A             |
| Q2 2018       | Common shares  | Warrants exercise  | 434,548   | Various prices | \$103,437      | Cash   | Arm's length parties   | N/A             |

(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 |
|----------------|---------|---|--|----------------|----------------|-------------------------------|
| April 20, 2018 | 100,000 |   | Employee                               | \$0.87         | April 20, 2023 | \$0.87                        |
| May 11, 2018   | 150,000 |   | Various Consultants                    | \$0.72         | May 11, 2023   | \$0.71                        |
| June 11, 2018  | 300,000 | Curtis Marvis (Director)                            |  | \$0.79         | June 11, 2023  | \$0.75                        |

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

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,

The Company is authorized to issue an unlimited number of common shares and preferred shares without par value. The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and

conditions attached to the shares of each series. The Company has not issued any preferred shares to date.

(b) number and recorded value for shares issued and outstanding,

|  | Number of<br>common<br>shares | Amount            |
|--|-------------------------------|-------------------|
|  | #                             | \$                |
| <b>Balance, December 31, 2017</b>                | <b>80,013,794</b>             | <b>23,958,573</b> |
| Shares issued on private placement               | 5,055,000                     | 3,237,042         |
| Share issue costs                                | -                             | (635,901)         |
| Shares issued on private placement – Agent Units | 202,200                       | 129,482           |
| Shares issued from exercise of options           | 100,000                       | 51,338            |
| Shares issued from exercise of warrants          | 2,456,040                     | 878,486           |
| <b>Balance, June 30, 2018</b>                    | <b>87,827,034</b>             | <b>27,619,020</b> |

(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

The following table summarizes information of stock options outstanding and exercisable as at June 30, 2018:

| Date of expiry    | Number of<br>options<br>outstanding | Exercise price | Weighted<br>average<br>remaining life |
|-------------------|-------------------------------------|----------------|---------------------------------------|
|                   | #                                   | \$             | Years                                 |
| March 22, 2019    | 75,000                              | 0.33           | 0.73                                  |
| January 23, 2020  | 200,000                             | 1.20           | 1.57                                  |
| December 23, 2020 | 910,500                             | 0.11           | 2.48                                  |
| January 23, 2021  | 75,000                              | 1.20           | 2.57                                  |
| January 27, 2021  | 25,000                              | 0.11           | 2.58                                  |
| August 4, 2021    | 350,000                             | 0.08           | 3.10                                  |
| November 3, 2021  | 600,000                             | 0.44           | 3.35                                  |
| July 12, 2022     | 600,000                             | 0.35           | 4.04                                  |
| November 22, 2022 | 350,000                             | 0.68           | 4.40                                  |
| April 20, 2023    | 100,000                             | 0.87           | 4.81                                  |
| May 11, 2023      | 150,000                             | 0.72           | 4.87                                  |
| June 11, 2023     | 300,000                             | 0.79           | 4.95                                  |
|                   | <b>3,735,500</b>                    | <b>0.44</b>    | <b>3.38</b>                           |

The following table summarizes information of warrants outstanding as at June 30, 2018:

| <b>Date of expiry</b> | <b>Number of warrants outstanding</b> | <b>Exercise price</b> | <b>Weighted average remaining life</b> |
|-----------------------|---------------------------------------|-----------------------|--|
|                       | <b>#</b>                              | <b>\$</b>             | <b>Years</b>                           |
| April 6, 2020         | 5,257,200                             | 1.35                  | 1.77                                   |
| April 6, 2020         | 404,400                               | 1.00                  | 1.77                                   |
|                       | <b>5,661,600</b>                      | <b>1.33</b>           | <b>1.77</b>                            |

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

There were no 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.**

Jeffrey Maser, CEO and Director  
David Berman, CFO  
Andrew Stodart, Director  
Theodore Zittell, Director  
David Ellison, Director  
Curtis Marvis, Director

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

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

## 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 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 5 Quarterly Listing Statement is true.

Dated August 29, 2018.

Jeffrey Maser  
Name of Director or Senior Officer

"Jeffrey Maser"  
Signature

Chief Executive Officer  
Official Capacity

|  |  |  |                                     |
|--|--|--|-------------------------------------|
| <b>Issuer Details</b>  |  | For Quarter Ended  | Date of Report YY/MM/DD             |
| Name of Issuer   |  | June 30, 2018  | 18/08/29                            |
| 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/Ontario/M5K 1H1  |  |  |                                     |
| Contact Name   |  | Contact Position   | Contact Telephone No.               |
| Jeffrey Maser  |  | Director / CEO   | (416) 402-3365                      |
| Contact Email Address  |  | Web Site Address   |                                     |
| <a href="mailto:jeff@drinktinley.com">jeff@drinktinley.com</a> |  | <a href="http://www.drinktinley.com">www.drinktinley.com</a> |                                     |