

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TNY

Number of Outstanding Listed Securities: 90,827,034

Date: January 31, 2019

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 a press release dated January 22, 2019, The Tinley Beverage Company Inc. (the "Company" or "Tinley") announced that it has engaged First Canadian Capital ("FCC") for consulting, investor relations and strategic corporate communications services (see #5 for details). Tinley also expanded the engagement of its Long Beach engineering firm to increase bottling capacity at its previously-disclosed, new manufacturer's facility in the Coachella Valley. The expanded infrastructure is designed to increase production capacity to 250,000 bottles per month, at lower per-unit production costs. The infrastructure will remain in place until the Long Beach facility is operational. The new equipment is designed to be rapidly shipped and re-deployed to a facility in Canada, Nevada or any of the Company's other target expansion markets, upon opening of the Long Beach facility.

In a press release dated January 31, 2019, the Company announced the appointment of Douglas Fulton to the Board of Directors.

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

The Company manufactures a line of liquor-style, alcohol-free, cannabis-infused beverages for use in California under the "Tinley™ '27" and "Tinley™ Cocktails" brands. Tinley also manufactures the "Hemplify®" CBD drinks, which is available in mainstream retail locations in Southern California and online throughout the US.

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

- **Completing production, testing and continuous formulation optimization of the Company's single-serve and liquor-style products**

- Working with its distributors and sales and branding personnel on initiatives to expand the Company's cannabis drink presence in dispensaries;
 - Working to expand home delivery options;
 - Working to launch the liquor-inspired cannabis drinks including coconut rum, amaretto and cinnamon whisky;
 - Overseeing the buildout of the Company's 20,000 square foot facility in Long Beach;
 - Increasing production capacity at the Company's expanded temporary facility in Riverside County;
 - Developing brand partnerships for third-party drinks;
 - Working to expand the Tinley team to support the Company's expanding manufacturing and marketing activity; and
 - Engaging in discussions prospective partners for expansion beyond California, with such operations modelled upon the Company's California operations and experience, with a focus on Canada and elsewhere.
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.

Product line as previously disclosed.

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.

Per the January 22, 2019 press release, the Company entered into a consulting agreement with FCC, which will assist with increasing awareness of the Company within the cannabis industry and public markets. Under the terms of the Agreement, Tinley will pay FCC \$6,000 per month for a period of six months, renewable for up to 25 months. In addition, FCC will receive options at an exercise price of \$0.58 for each month of service. The Company has granted 500,000 Options, representing 25 months of service, which shall vest in six-month tranches of 120,000 Options, contingent upon continued service during these periods.

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⁾
Stock options	500,000	Grant of options	\$nil

(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 is also monitoring developments in the cannabis regulations that came into effect in California on January 1, 2018, which have continuously evolved, and are expected to continue to evolve throughout 2019. It is also monitoring developments with regards to regulation of CBD in California and throughout the United States.

Tinley's business involves certain risks and uncertainties that are inherent to the Company's industry. The Company regularly updates the "Risk Factors" section of the Management's Discussion and Analysis filed quarterly on SEDAR, including its most recent quarterly results, filed November 29, 2018.

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 7, 2019.

Jeffrey Maser
Name of Director or Senior
Officer

"Jeffrey Maser"
Signature
Chief Executive Officer
Official Capacity

Issuer Details Name of Issuer	For Month End	Date of Report YY/MM/DD
The Tinley Beverage Company Inc.	January 31, 2019	19/02/07
Issuer Address		
77 King Street West, Suite 2905		
City/Province/Postal Code	Issuer Fax No. ()	Issuer Telephone No. (416) 402-3365
Toronto, ON, M5K 1H1		
Contact Name	Contact Position	Contact Telephone No.
Jeffrey Maser	Director/CEO	(416) 402-3365
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