

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:	Symbol(s):
THE TINLEY BEVERAGE COMPANY INC. (the "Issuer").	TNY

Date: April 30, 2019 Is this an updating or amending Notice: Yes XNo

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 91,427,034 .

Pricing

Date of news release announcing proposed issuance: April 30, 2019 or

Date of confidential request for price protection: March 18, 2019

Closing Market Price on Day Preceding the news release: \$0.88 or

Day preceding request for price protection: \$0.60

Closing

Number of securities to be issued: 9,278,699

Issued and outstanding securities following issuance: 100,705,733

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Canada	117	\$0.60	\$5,483,219.40
United States	2	\$0.60	\$330,000
Total number of purchasers:	\$5,482,400	\$0.60	\$276,000.00
Total dollar value of distribution in all jurisdictions:			\$5,482,400

Total

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (CDN\$)	Prospect Exemption ¹	Total Securities Previously Owned, Controlled or Directed	Payment Date	Describe Relations to Issuer
Luigi Barbati	42,000	\$0.60	\$0.90	j	0	30-Apr-19	
Palos Management Inc.	400,000	\$0.60	\$0.90	n	0	30-Apr-19	
Glenn Boynton	33334	\$0.60	\$0.90	j	0	30-Apr-19	
Jean Boynton	33,334	\$0.60	\$0.90	j	0	30/04/2019	
Alan Alber	125,000	\$0.60	\$0.90	j	0	30/04/2019	

¹ The lower case letters in this column is a reference to the relative categories of “accredited investor” in National Instrument 45-106

Brian Penny & Wendy Alexander- Penny	66,600	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Debra Williams	33,300	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Debra Williams	8,300	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Susan Ellis	16,700	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Palmer Heighington	16,667	\$0.60	\$0.90	e	0	30/ 04/ 201 9	
Jeff Hillis	16,667	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Jeff & Beth Hillis	25,000	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Lauren Dack	83,300	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Dorothy- Anna Orser	8,300	\$0.60	\$0.90	e	0	30/ 04/ 201 9	
Patricia Fleming	41,700	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Robert Hamilton	41,700	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Shari Burkholder	41,700	\$0.60	\$0.90	j	0	30/ 04/	

**MICHAEL FRANK PROPOSED ISSUANCE OF
LISTED SECURITIES**

						2019	
Ronald Nevard	83,300	\$0.60	\$0.90	j	0	30/04/2019	
Russell Pakosh	83,300	\$0.60	\$0.90	j	0	30/04/2019	
Seablue Incorporated	16,700	\$0.60	\$0.90	t	0	30/04/2019	
Bernadeta and Mark Kalicki	41,700	\$0.60	\$0.90	j	0	30/04/2019	
Jeffrey & Aviva Cipin	83,300	\$0.60	\$0.90	j	0	30/04/2019	
Anthony Viele	33,300	\$0.60	\$0.90	j	0	30/04/2019	
Northern Rivers Conservative Growth Fund	100,000	\$0.60	\$0.90	u	0	30/04/2019	
K.J. Harrison & Partners Inc.	1,000,000	\$0.60	\$0.90	73.3(d)) OSA	0	30/04/2019	
Frank Pickard	25,000	\$0.60	\$0.90	j	0	30/04/2019	
Robert Manherz	50,000	\$0.60	\$0.90	j	0	30/04/2019	
Harrison Keenan	50,000	\$0.60	\$0.90	k	0	30-Apr-19	

**MICHAEL FRANK PROPOSED ISSUANCE OF
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CATPAT Holdings Inc.	250,000	\$0.60	\$0.90	t	0	30-Apr-19	
2686362 Ontario Corporation	83,334	\$0.60	\$0.90	t	0	30-Apr-19	
Sean Charland	85,000	\$0.60	\$0.90	k	0	30/04/2019	
Alex Shnaider	833,334	\$0.60	\$0.90	j.1	0	30/04/2019	
2208742 Ontario Inc.	166,666	\$0.60	\$0.90	m		30/04/2019	
The Matter Corporation	175,000	\$0.60	\$0.90	p	525,000	30/04/2019	
Howard Smuschkowitz	100,000	\$0.60	\$0.90	j	200,000	30/04/2019	
Karen Copetti	200,000	\$0.60	\$0.90	j	0	30/04/2019	
Farhan Abbas	50,000	\$0.60	\$0.90	j	0	30/04/2019	
Atif Siddiqui	50,000	\$0.60	\$0.90	j	0	30/04/2019	
Walter Flores	25,000	\$0.60	\$0.90	j	5,000	30/04/2019	
Ryan Burla	168,000	\$0.60	\$0.90	j	552,600	30/04/2019	

MICHAEL FRANK PROPOSED ISSUANCE OF LISTED SECURITIES

Frank Angyal	21,000	\$0.60	\$0.90	j	75,000	30/04/2019	
1557394 Alberta Ltd.	65,000	\$0.60	\$0.90	t	75,000	30/04/2019	
Andrew Stodart	166,667	\$0.60	\$0.90	j	0	30/04/2019	
Shari Hunt	83,334	\$0.60	\$0.90	j	0	30/04/2019	
The Brands Group Inc.	166,667	\$0.60	\$0.90	t	0	30/04/2019	
Eternal Viceroy Limited	40,000	\$0.60	\$0.90	t	0	30/04/2019	
Fieldstone Traders Limited	40,000	\$0.60	\$0.90	t	0	30/04/2019	
Galaxy Dragon Limited	40,000	\$0.60	\$0.90	t	0	30/04/2019	
Harvester Emerging Market Fund Inc.	40,000	\$0.60	\$0.90	t	0	30/04/2019	
David Tomlin	50,000	\$0.60	\$0.90	j	0	30/04/2019	
C.P.T. Inc.	30,000	\$0.60	\$0.90	t	0	30-Apr-19	
Talvinder Malhotra	40,000	\$0.60	\$0.90	j	0	30-Apr-19	

MICHAEL FRANK PROPOSED ISSUANCE OF LISTED SECURITIES

Asad Sheikh	50,000	\$0.60	\$0.90	j	0	30- Apr -19	
Mazhar Sheikh	100,000	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
James Cassina	50,000	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Xtra Gold Resources Inc.	50,000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	
Sausilito Ltd.	50,000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	
Michael Zeitlin	50,000	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
J.J. Wilkinson Holdings Ltd.	50,000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	
2134255 Ontario Inc.	40,000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	
Ryan Walsh	100,000	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
Merohiry Ontario Ltd.	30,000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	
Mark T. McGinnis	100,000	\$0.60	\$0.90	j	0	30/ 04/ 201 9	
EK Global Co.	100,000	\$0.60	\$0.90	t	0	30/ 04/ 201	

**MICHAEL FRANK PROPOSED ISSUANCE OF
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Marie Schweitzer	36,000	\$0.60	\$0.90	j	0	30/04/2019	
Andrew Schweitzer	50,000	\$0.60	\$0.90	j	0	30/04/2019	
Todd Gibson	10,000	\$0.60	\$0.90	e	0	30/04/2019	
Patrick McGinnis	5,000	\$0.60	\$0.90	2.6.1 NI 45-106	0	30/04/2019	
Allister Avard	6,500	\$0.60	\$0.90	2.6.1 NI 45-106	0	30/04/2019	
CN AGZ55 Investments Ltd.	40,000	\$0.60	\$0.90	t	0	30/04/2019	
Mary Avard	13,500	\$0.60	\$0.90	j	0	30/04/2019	
Ariel Shlien	150,000	\$0.60	\$0.90	j	0	30/04/2019	
Shelly Green	30,000	\$0.60	\$0.90	j	0	30/04/2019	
Goldie Holdings Inc.	70,000	\$0.60	\$0.90	t	0	30-Apr-19	
Brian McGinnis	6,000	\$0.60	\$0.90	2.6.1 NI 45-106	0	30-Apr-19	
Tarik Elsaghir	175,000	\$0.60	\$0.90	l	0	30-Apr-19	

MICHAEL FRANK PROPOSED ISSUANCE OF LISTED SECURITIES

Jerry Sturko	16,666	\$0.60	\$0.90	k	0	30/04/2019
John Zahary	30,000	\$0.60	\$0.90	k	0	30/04/2019
Lori Sturko	33,333	\$0.60	\$0.90	k	0	30/04/2019
Lori Sturko	16,666	\$0.60	\$0.90	k	0	30/04/2019
Stephanie Pytak	20,000	\$0.60	\$0.90	k	0	30/04/2019
Bryan Pytak	10,000	\$0.60	\$0.90	k	0	30/04/2019
Christopher Gulka	85,000	\$0.60	\$0.90	l	0	30/04/2019
Aaron and Melissa Clapperson	53,333	\$0.60	\$0.90	J	0	30/04/2019
Glen Bradley	83,333	\$0.60	\$0.90	j	0	30/04/2019
David and Pat Hyndmann	10,000	\$0.60	\$0.90	j	0	30/04/2019
Ken Kadutski	16,666	\$0.60	\$0.90	j	0	30/04/2019
Bejean Gariiepy and	33,333	\$0.60	\$0.90	j	0	30/04/

MICHAEL FRANK PROPOSED ISSUANCE OF LISTED SECURITIES

Ann McNair Garieppy						201 9	
James Campbell	16,666	\$0.60	\$0.90	j		0	30/ 04/ 201 9
NIS Holdings Ltd.	53,333	\$0.60	\$0.90	t		0	30/ 04/ 201 9
Ross Rayment	20,000	\$0.60	\$0.90	J		0	30/ 04/ 201 9
Charles Kalas	50,000	\$0.60	\$0.90	j		0	30/ 04/ 201 9
Cameron Rees	33,000	\$0.60	\$0.90	j		0	30- Apr -19
Martin Sandell	50,000	\$0.60	\$0.90	j		0	30- Apr -19
Katherine Baehr	33,000	\$0.60	\$0.90	j		0	30- Apr -19
Refinish FX Auto Inc.	66,666	\$0.60	\$0.90	t		0	30/ 04/ 201 9
Linda Bedard	33,000	\$0.60	\$0.90	j		0	30/ 04/ 201 9
Paul Bedard	33,000	\$0.60	\$0.90	j		0	30/ 04/ 201 9
Bruce McBean	50,000	\$0.60	\$0.90			0	30/ 04/ 201 9
Stacey Rayment	10,000	\$0.60	\$0.90	j		0	30/ 04/ 201

**MICHAEL FRANK PROPOSED ISSUANCE OF
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						9	
Kay Rayment	10,000	\$0.60	\$0.90	j	0	30/04/2019	
David Bracko	30,000	\$0.60	\$0.90	j	0	30/04/2019	
Chorten Ventures Limited	16,500	\$0.60	\$0.90	t	0	30/04/2019	
Jim Gellman	50,000	\$0.60	\$0.90	73.3(d)) OSA	0	30/04/2019	
Bess Network Limited	50,000	\$0.60	\$0.90	t	0	30/04/2019	
George Hartman	65,000	\$0.60	\$0.90	j.1	0	30/04/2019	
Nicklen Logistics Inc	50,000	\$0.60	\$0.90	t	0	30/04/2019	
Bales Holding Corp.	42,000	\$0.60	\$0.90	t	0	30/04/2019	
Hartfield Holdings Inc.	45,000	\$0.60	\$0.90	t	0	30/04/2019	
Constantino Karayannopoulos	42,000	\$0.60	\$0.90	j.1	0	30/04/2019	
Golfwood Developments Inc.	50,000	\$0.60	\$0.90	t	0	30/04/2019	
Romeo	150000	\$0.60	\$0.90	l	0	30/	

MICHAEL FRANK PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

D'Angela						04/ 201 9	
G. Scott Paterson	200000	\$0.60	\$0.90	k	0	30/ 04/ 201 9	
Greencastle Resources Ltd.	100000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	
1745573 Ontario Ltd.	40000	\$0.60	\$0.90	t	0	30/ 04/ 201 9	

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$5,567, 291.40.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **General working capital and build out of new bottling facility.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. N/A
5. Description of securities to be issued:
 - (a) Class: Common Shares.
 - (b) Number: 9,278,699.
 - (c) Price per security: \$0.60.
 - (d) Voting rights: One vote per Common Share.
6. Provide the following information if warrants, (options) or other convertible securities are to be issued: N/A

- (a) Number **4,639,345 Warrants**_____ .
- (b) Number of securities eligible to be purchased on exercise of warrants (or options) **4,639,345**_____ .
- (c) Exercise price **\$0.90**_____ .
- (d) Expiry date **April 30, 2021**_____ .
7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
- (b) Cash \$332,170.55 (Echelon Wealth Partners \$115,809.69, Canaccord Genuity \$26,000, Richardson GMP \$52,674.80, Haywood Securities \$78,816, Kingsdale Capital \$52,570.06, The Benchmark Company 10,500, Mackie Research Capital 2,800).
- (c) Securities 512,917 Broker Options (Echelon Wealth Partners 208,016, Canaccord Genuity 43,167, Richardson GMP 87,791, Haywood Securities 131,360, Kingsdale Capital 29,283, The Benchmark Company \$6,300, Mackie Research Capital \$1,680)____ .
- (d) Other _____ .
- (e) Expiry date of any options, **warrants etc. April 30, 2020.**
- (f) Exercise price of any options, warrants etc. **\$0.90**_____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship
N/A_____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
N/A_____ .
11. State whether the private placement will result in a change of control.
No_____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A_____ .
_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition – N/A

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

**MICHAEL FRANK PROPOSED ISSUANCE OF
LISTED SECURITIES**

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 30, 2019.

Jeff Maser
Name of Director or Senior
Officer

(Signed) "Jeff Maser"
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.