

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TNY

Number of Outstanding Listed Securities: 103,244,141

Date: May 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.

On May 1, 2019, The Tinley Beverage Company Inc. ("Tinley" or the "Company") announced it has closed a first tranche (the "First Tranche") of a non-brokered private placement (the "Offering") through the issuance of 9,028,699 Units at a price of \$0.60 per Unit, for gross proceeds of \$5,417,219. Each Unit price is \$0.60 and is comprised of one common share of Tinley ("Common Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one Common Share at a price of \$0.90 until April 30, 2021. The Company also announced that all batches of its recently-produced single-serve Tinley™ Tonics and multi-serve Tinley™ '27 cannabis-infused cocktails have passed state regulatory and safety testing and are being shipped to retail dispensaries in California.

On May 13, 2019, the Company announced closing of the second tranche (the "Second Tranche") of the Offering. The Second Tranche raised gross proceeds of \$3,473,044 from the issue and sale of 5,788,408 units (the "Units"). Each Unit price is \$0.60 and is comprised of one common share of Tinley ("Common Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one Common Share at a price of \$0.90 until May 10, 2021.

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

The Company manufactures a line of liquor-style, non-alcoholic, cannabis-infused beverages for use in California under the "Tinley™ '27" and "Tinley™ Tonics" 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;
- 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;
- Developing co-packing client relationships; and
- General management activities related to investor and public relations, strategic and financing opportunities and general business strategy.

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.

Normal course retail sales.

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.

The Company continues to build out a bottling line in Long Beach, California under contract with an engineering consultant. The project, which is currently classified and "Construction in Progress" until such time as project and facility is "in use." Expenditures consist of Equipment and Tenant Improvements. In March 2019 approximately \$14,690 was paid towards this initiative bringing the total invested to date to approximately \$1,941,641.

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.

Hiring of sales staff, bottling mechanic and other bottling staff; continued use of hourly bottling line workers and marketing activation/brand ambassadors.

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.

On May 13, 2019, Tinley closed the Second Tranche of the Offering and raised gross proceeds of \$3,473,044 from the issue and sale of 5,788,408 Units. Each Unit price is \$0.60 and is comprised of one Common Share of Tinley and one half of one Warrant. Each Warrant is exercisable into one Common Share at a price of \$0.90 until May 10, 2021. Tinley also issued a total of 404,279 broker warrants (“Broker Warrants”) to the Finders to acquire units (“Broker Warrant Units”) exercisable at a price of \$0.60 until May 11, 2021. Each Broker Warrant Unit is comprised of one Common Share and one half of one Warrant, with each whole Warrant being exercisable into one Common Share at a price of \$0.90 until May 10, 2021.

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, 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 May 30, 2019.

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 June 6, 2019.

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/DD
Name of Issuer The Tinley Beverage Company Inc.	May 31, 2019	19/06/06
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.drinktinley.com	