

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: August 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 August 19, 2019, the Company announced several updates on its cannabis licensing, bottling, business development and overall corporate operations:

- **The Company confirmed that the manufacturer of the Tinley-branded products shipped more than \$200,000 of products to distributors' facilities in June and July, plus additional amounts for sales and marketing samples. This quantity of inventory, which represents all five of the Company's products, was shipped based on the quantity of products requested by various distributors prior to the pause in manufacturing that had occurred in late 2018.**
- **The Company's products are now available in dispensaries in most key markets throughout California. These products are also available via home delivery throughout the San Francisco Bay Area, including Silicon Valley, as well as in portions of Los Angeles. Additionally, the Company's products are available for on premise consumption in licensed cannabis lounges in San Francisco and the Palm Springs area. Requests for the Company's products have also been received from several cannabis lounges that are expected to be among the first to open in Los Angeles later this year.**
- **The Company has formulated products for two prospective co-packing services clients, both of which are widely known brands. The Company has also received substantial inbound interest in facilitating cannabis-infused co-packing services from other companies, most of which are currently operating in the beverage alcohol, health beverage and cannabis industries.**
- **The Company has entered into agreements with two Canadian cannabis companies to facilitate the negotiation of definitive agreements for**

production and sale of Tinley's products in Canada. As a result, the Company expects to begin making presentations to various Canadian provincial cannabis boards and other prospective cannabis buyers this Fall.

- The Company has begun providing value-added services to existing cannabis distributors in California. Beverage distribution typically requires a broader range of services than distribution of other consumer products, namely services related to Direct Store Delivery ("DSD") distribution. Such services typically encompass high weight and cube logistics, in-store display and shelf merchandising, in-depth shopkeeper education and incentives, and more frequent restocking to reduce back-room storage requirements for large beverage cases in stores. Tinley has two dedicated beverage specific delivery vehicles that offer existing licensed distributors the ability to deploy these for beverage only deliveries.

On August 29, 2019, the Company announced that it has completed the buildout of its Phase 3 permanent facility in Long Beach, California. The facility is purpose-built for formulation, batching and co-packing of a variety of cannabis-infused beverages, as well as for the provision of branding, regulatory and beverage-specific DSD distribution-related services. The facility will also be used to produce the Company's own Tinley-branded products, which began shipping to distributors from a phase 2 manufacturing facility in late Q2 2019.

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.

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

- Working to get additional store placements for its full lineup of products;
- Working to drive sell-through volume at each store via in-store demos, social media and other marketing tactics;
- Completing manufacturing, testing and continuous production optimization of the Company's single-serve and liquor-style products;
- Working to expand home delivery options;
- Overseeing the licensing and completion of the Company's 20,000 square foot facility in Long Beach;
- Optimizing production efficiency at the Company's expanded temporary facility in Riverside County;

- **Developing co-packing and brand partnerships for third-party drinks;**
 - **Advancing the Company's partnership discussions for expansion to Nevada and working to finalize these discussions for expansion to Canada; and**
 - **General management activities related to public, investor and consumer relations 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.
- The full product line is currently available. Product descriptions can be found on the Company's website.**
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.
- As noted above, the Company is engaging in discussions with third parties for opportunities including co-packing and territorial expansion.**
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.

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

The Company has been selling to an increasing number of dispensaries and its products are available in virtually all major markets throughout California.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trademarks.

None noted.

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

The Company continues to add additional staff to support its manufacturing, sales, distribution and related administrative functions.

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.

There were no new securities issued by the Company during the month, including grants of options and warrants.

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 August 29, 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 September 5, 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.	August 31, 2019	19/09/05
Issuer Address		
77 King Street West, Suite 2905		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Toronto, ON, M5K 1H1	()	(416) 402-3365
Contact Name	Contact Position	Contact Telephone No.
Jeffrey Maser	Director/CEO	(416) 402-3365
Contact Email Address	Web Site Address	
jeff@drinktinley.com	www.drinktinley.com	