

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: October 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 October 22, 2019, the Company announced that cannabis-free versions of its beverages will launch via mass retail channels, representing a significant additional distribution channel for its formulations. The first such retailer will be carried by BevMo!, one of California's most prominent liquor retailers, which intends to carry these products in 150 stores throughout California, Washington. These products are expected to be shipped prior to the December holiday season, and the Company expects to add additional mass retailers across the USA.**
 - **The Company also announced that sell-through of the cannabis-infused versions of these products has been steadily increasing, and that these products are now available in over 50 cannabis dispensaries in virtually every market in California. Based on anticipated demand, the Company plans to produce in excess of \$1 million of products in Q4, valued based on their wholesale selling price, inclusive of cannabis and cannabis-free products. These expected Q4 shipments are in addition to products already produced or shipped in Q2 and Q3. The Company continues to classify these products as shipments, given it does not recognize revenue until it is paid by distributors or retailers. However, the Company expects shorter pay cycles in mainstream channels than in dispensaries.**
 - **The Company intends to launch a Tinley™ Tonics Gin & Tonic-inspired "Juniper Sky™", a Paloma-inspired "Flying Dove™" and a coffee liqueur-inspired Tinley™ '27 "Coffee Cask" beverage in cannabis-infused format towards the end of the year. Cannabis-infused versions of all other Beckett's products are already available under the Tinley™ brand in cannabis dispensaries throughout California**

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

The Company manufactures a line of liquor-inspired, 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 dispensary placements for its full lineup of infused products;**
- **Working to get additional mass retail placements for non-infused versions of its products in all 50 US states**
- **Working to drive sell-through volume at each store via in-store demos, social media and other marketing tactics;**
- **Formulating additional flavors, including the gin & tonic, paloma and coffee-liqueur-inspired products to launch in dispensaries as well as mainstream retail**
- **Working to expand home delivery options;**
- **Working to expand wholesale distribution platforms;**
- **Overseeing the inspections and related tenant improvements for licensing of its recently completed 20,000 square foot facility in Long Beach;**
- **Producing additional inventory at the Company’s expanded temporary facility in Riverside County;**
- **Developing co-packing and brand partnerships for third-party drinks;**
- **Working to finalize its agreements for expansion to Canada, one of which was completed with Great North Distributors and announced subsequent to October; discussions with additional Canadian cannabis companies are in progress**
- **Advancing the Company’s partnership discussions for expansion to Nevada; 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 margarita-inspired, Moscow Mule-style, cinnamon whisky-style, amaretto-style and coconut rum-style infused products are currently available. The coffee liqueur-style, paloma-style and gin and tonic-style

products were developed. These formulations and the packaging style were adapted for non-infused versions. Product descriptions can be found on the Company's website. The Company intends to launch additional products under the brands of its co-packing clients and has developed prototype formulations for two such prospective clients.

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.

BevMo was a key deal announced this month and Great North was a key deal announced subsequent to October. As noted above, the Company is continuously engaging in discussions with third parties for opportunities including co-packing, retail placement 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 has completed buildout of its bottling line in Long Beach, California, and is working to complete minor tenant improvements requested by municipal inspectors. The Company responded to questions asked by relevant cannabis regulators and they have replied with no further questions. The final commissioning of the bottling line will be performed once the license is received, as this commissioning requires handling of cannabis. The project therefore remains 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. The Company is making progress in discussions with key accounts that represent entire dispensary chains. It has also added BevMo as a 150-store customer.

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.
The Company has developed additional brand names for upcoming product launches.

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 not involved in the manufacture of vape pens or products used in vape pens such as oils, distillates or concentrates. Any potential regulatory action against vape pens would not apply to Tinley. The Company sees its products as healthy alternatives to smokable products. The Company continues to monitor developments in the cannabis regulations, which have continuously evolved, and are expected to continue to evolve throughout 2019 and beyond. It is also monitoring developments with regards to regulation of CBD in California and throughout the United States.

With the Company's entry into mass retail for non-infused versions of its products, the Company is benefiting from the "sober-curious" movement, which is a major consumer trend affecting beverage alcohol consumption, particularly by younger consumers.

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 November 06, 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.	October 31, 2019	19/11/06
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
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