

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: TNY

Date: January 17, 2020

1. New Options Granted:

Date of Grant: December 23, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
David Ellison	Director	Yes	290,000	\$0.41	23-Dec-24	NIL
Curt Marvis	Director	Yes	290,000	\$0.41	23-Dec-24	NIL
Douglas Fulton	Director	Yes	290,000	\$0.41	23-Dec-24	NIL
Theodore Zittel	Director	Yes	590,000	\$0.41	23-Dec-24	NIL
Jeffrey Maser	Director	Yes	590,000	\$0.41	23-Dec-24	NIL
David Berman	Officer	Yes	290,000	\$0.41	23-Dec-24	NIL
Richard Gillis	Office	Yes	290,000	\$0.41	23-Dec-24	NIL
Sven Stalley	Employee	No	75,000	\$0.41	23-Dec-24	NIL

Total Number of optioned shares proposed for acceptance: 2,705,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Jeffrey Maser	910,500	\$0.11	23-Dec-2015	23-Dec-2020
Lightfoot Ltd.	25,000	\$0.11	27-Jan-2016	27-Jan-2021
2686362 Ontario Corporation	300,000	\$0.70	10-Apr-2019	10-Apr-2021
Ted Zittell	350,000	\$0.08	8-Aug-2016	8-Aug-2021
David Ellison	100,000	\$0.33	4-Nov-2016	4-Nov-2021
Andrew Stodart	500,000	\$0.33	4-Nov-2016	4-Nov-2021
Jeffrey Maser	150,000	\$0.35	12-July-2017	12-Jul-2022
David Ellison	150,000	\$0.35	12-July-2017	12-Jul-2022
Ted Zittell	150,000	\$0.35	12-July-2017	12-Jul-2022
Andrew Stodart	150,000	\$0.35	12-July-2017	12-Jul-2022
David Berman	350,000	\$0.68	22-Nov-2017	22-Nov-2022
Jessica Mellem	100,000	\$0.87	23-Apr-2018	23-Apr-2023
Ben Knight	100,000	\$0.72	11-May-2018	11-May-2023
Mark Benadiba	50,000	\$0.72	11-May-2018	11-May-2023
Curtis Marvis	300,000	\$0.79	13-Aug-2018	13-Aug-2023
David Ellison	250,000	\$0.58	30-Nov-2018	30-Nov-2023
Curtis Marvis	250,000	\$0.58	30-Nov-2018	30-Nov-2023
Andrew Stodart	250,000	\$0.58	30-Nov-2018	30-Nov-2023
Theodore Zittell	650,000	\$0.58	30-Nov-2018	30-Nov-2023
Jeffrey Maser	650,000	\$0.58	30-Nov-2018	30-Nov-2023
David Berman	250,000	\$0.58	30-Nov-2018	30-Nov-2023
Richard Gillis	1,000,000	\$0.58	30-Nov-2018	30-Nov-2023
Sean Roche	100,000	\$0.58	11-Dec-2018	11-Dec-2023
Douglas Fulton	250,000	\$0.58	14-Dec-2018	14-Dec-2023
Ami Rasmussen	100,000	\$0.56	04-Sep-2019	04-Sep-2024
Jessica Mellem	50,000	\$0.56	04-Sep-2019	04-Sep-2024
Ty Bowers	125,000	\$0.56	04-Sep-2019	04-Sep-2024
Shari Joslin	100,000	\$0.56	04-Sep-2019	04-Sep-2024
Samuel Salisbury	150,000	\$0.56	04-Sep-2019	04-Sep-2024
Baron Davis	200,000	\$0.37	14-Nov-2019	14-Nov-2024
2686362 Ontario Corporation	100,000	\$0.50	02-Dec-2019	02-Dec-2021
2686362 Ontario Corporation	100,000	\$0.60	02-Dec-2019	02-Dec-2021

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2686362 Ontario Corporation	100,000	\$0.70	02-Dec-2019	02-Dec-2021
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(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

N/A

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

110,681,641

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

9.99%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

2,664

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

4. 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 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 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated January 17, 2020.

Jeffrey Maser

Name of Director or Senior
Officer

"Jeffrey Maser"

Signature

Director & Chief Executive Officer
Official Capacity