

## FORM 7

### MONTHLY PROGRESS REPORT

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

Trading Symbol: TNY

Number of Outstanding Listed Securities: 110,684,641

Date: May 31, 2020

#### 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 27<sup>th</sup>, 2020 – The Company announced the release of its financial and operating results for the fourth quarter and fiscal year ended December 31, 2019, and provided revenue guidance on the 3 month period ended March 31, 2020.**

**In addition, the Company is progressing through final building inspections with at its bottling facility Long Beach, California.**

**The Company has also begun onboarding two additional mass grocery retailers. This brings the total number of addressable stores, including the existing two chains awaiting launch, to 6,000. The Company will initially conduct trials at selected stores, after which these chains will evaluate broader rollout.**

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

**The Company manufactures a line of non-alcoholic liquors and cocktails for sale in liquor stores, grocery stores, convenience stores and in on premises channels. The Company also licenses these formulations to a third-party company that manufactures versions of these beverages that are infused with cannabis.**

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

- **Working to finalize Canadian expansion**
- **Working to finalize licensing at Long Beach**
- **Completing formulations for three co-packing clients and working to finalize co-packing agreements with four additional clients**

- Working to finalize initiatives with prominent figures in sports and entertainment
  - Working to finalize an online, direct marketing and promotions program
  - Working to obtain additional grocery, liquor store and other retail placements for its beverages
  - Working to obtain additional dispensary placements for the cannabis versions of these beverages
  - Growing its home delivery channel partners
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.
- Tinley's products are based on Margarita, Moscow Mule, Gin & Tonic and Paloma cocktails, as well as Coffee Liqueur, Cinnamon Whisky, Coconut Rum and Amaretto. All are now available in mainstream retail, and a portion of them are available via a third-party manufacturer in cannabis-infused format in dispensaries. The Company intends to launch additional products under the brands of its co-packing clients and has developed prototype formulations for three 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.
- None noted.**
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.
- The Company has decommissioned its Phase 2 facility and is no longer incurring monthly facility or storage costs. The Company is also no longer working with Pacific Expeditors for distribution.**

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.

**None noted.**

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 trademarks.

**The Company has entered into a trademark coexistence agreement with Tetley USA to resolve a trademark application dispute in the USPTO Trademark Trial and Appeal Board (T.T.A.B.). As a result, the Company will make agreed-upon modifications to the mark. Notably, the Company will now market its Cannabis-infused products under the brand "Tinley's". Under this agreement, Tetley has withdrawn their opposition and ceased related administrative actions before the T.T.A.B. and the Company has withdrawn its original trademark application. The Company has preserved the right to apply to register the "Tinley's" revised trademark in agreed-upon goods and trade channels now and in the future.**

**The Company is also in the process of developing a new brand for a co-packing client, in addition to formulations for this client.**

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

**None noted.**

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.  
**None noted.**
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.

**Beer sales are declining, particularly among younger consumers. This decline is believed to be mostly driven by desires for healthier lifestyles, lower sugar and gluten free options, a shift to liquor and a shift to cannabis. The Company believes its Beckett's line benefits from all these trends, given it is alcohol-free, gluten-free, vegan and contains a fraction of the sugar found in their beverage alcohol counterparts. While Beckett's does not contain cannabis, the infused versions, marketed under the Tinley™ brand, can capture demand from consumers seeking healthier alternatives to alcohol and to smokable cannabis products. 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 continues to monitor developments in the health beverage industry and to cannabis regulations in Canada and the USA, which have continuously evolved, and are expected to continue to evolve throughout 2020 and beyond.**

**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 November 29, 2019.**

**In addition, on January 30, 2020, the World Health Organization declared that the recent coronavirus ("COVID-19") outbreak was a global health emergency, recognizing that the disease represents a risk outside of China, where it emerged in the last couple of months. While all of the Company's three business divisions (non-cannabis, cannabis and co-packing) are continuing operations under essential services exemptions, circumstances**

could change anytime. Companies across various industries could be impacted materially by the coronavirus. COVID-19's known and unknown impact on earnings, costs, employees, supply chains, customers and other stakeholders, as well as other business matters, may be material for the Issuer, and may have a material impact on the Issuer's gross earnings, net earnings and other business matters. Environmental, social and governance factors may also impact the Issuer's operations in the near future.

### 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 7 Monthly Progress Report is true.

Dated June 5, 2020.

Jeffrey Maser  
Name of Director or Senior Officer

"Jeffrey Maser"  
Signature  
Chief Executive Officer  
Official Capacity

<b>Issuer Details</b>	For Month End	Date of Report
Name of Issuer		YY/MM/DD
The Tinley Beverage Company Inc.	May 31, 2020	20/06/05
Issuer Address		
77 King Street West, Suite 2905		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.

### FORM 7 – MONTHLY PROGRESS REPORT

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