

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TNY

Number of Outstanding Listed Securities: 116,461,641

Date: August 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 August 31, 2020, the Company announced that that the inaugural batches of its Tinley's™ '27 beverages have been produced at the Company's new permanent facility in Long Beach, California. This cannabis infused product is being shipped to Shelf Life Distribution for distribution and dispensaries.

The full commissioning of the equipment at Long Beach is commencing on September 7, 2020. During this time, the Company will produce larger, sellable batches of all 8 of its infused products.

In addition, two of the national retailers that have committed to trials of the Company's non-infused Beckett's products have now authorized these trials to proceed. As a result, the Company is moving forward with trials of its products in 12 grocery stores and two warehouse-style stores in Southern California. As previously disclosed, these trials had been delayed due to the suspension of samplings and new product launches in most grocery stores in the state due to COVID-19. The stores in which the Beckett's trials are now commencing are owned by one of the USA's largest grocery store chains, with over 2,000 stores across the country.

The Company is also in the process of completing the onboarding process for Walmart.com, Amazon.com and Shopify-driven platform.

On August 31, 2020, the Company announced a private placement that raised a gross proceed of \$1,040,000 from the issue and sales of 2,080,000 units. Each Unit was purchased for \$0.50 and is comprised of one common share of Tinley ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant is exercisable into one Common Share ("Warrant Share") at a price of \$0.70 for a period of 24 months following the closing. In connection with the Offering, Tinley has paid to finders \$77,200 and 154,400 broker units ("Broker Unit Options"). Each Broker Unit Option entitles the

holder to acquire one Unit (a “Broker Unit”) at an exercise price of \$0.50 for a period of 24 months following the closing of the Offering with each Broker Unit comprised of one Common Share and one Warrant.

The Company also entered into an agreement with a Canadian company to produce the Company’s infused products in Canada. The agreement is subject to a variety of conditions which include the manufacturer completing final licensing such that it can commence manufacturing of the Company’s products by October 30, 2020. The Company’s sales will be conducted by Great North Distributors.

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:

- Producing infused products at its newly-licensed facility in Long Beach and preparing for full commissioning of the facility’s equipment
- Working on launch in Canada
- Completing formulations for co-packing clients and working to finalize co-packing agreements
- Working to finalize initiatives with prominent figures in sports and entertainment for marketing of Tinley products and co-packing clients’ products
- Working to finalize an online, direct marketing and promotions program for the non-infused products
- Producing and shipping the non-infused products at co-packers.
- Working to begin trials at the previously-disclosed grocery and warehouse chains, as well as obtain additional grocery, liquor store ecommerce and other retail placements for its non-infused 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.

The production recently completed at Long Beach included all the Tinley '27 (infused) products, and the Company expects to produce the Tinley's Tonics (infused) products during the full commissioning that is starting on September 7, 2020. This will represent infused versions of all 8 of the Company's non-infused Beckett's '27 and Beckett's Tonics products. Tinley's non-alcoholic, non-infused Beckett's products are based on Margarita, Moscow Mule, Gin & Tonic and Paloma cocktails, as well as Coffee Liqueur, Cinnamon Whisky, Coconut Rum and Amaretto. The Beckett's branded products are designed for mainstream retail, and the infused versions are designed for licensed dispensaries throughout California. 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.

On August 31, 2020, the Company entered into an agreement with a Canadian manufacturer to manufacture its cannabis-infused Tinley's Tonics and Tinley's '27 products in Canada, as outlined above.

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.

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.

None noted.

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.

Norm Wilson & Sons, Inc., the Contractor of record for the Company's Long Beach facility, filed claim against ICC Turnkey, Inc., the engineers of the Long Beach facility, to the Superior Court of California, County of Los Angeles, on July 1, 2020, alleging ICC Turnkey has unpaid fees owing to Norm Wilson & Sons of approximately \$325,000. While the Company does not have a contract with Norm Wilson & Sons nor does it believe it has any legal liability in connection with this claim, Norm Wilson & Sons has named both the Company and the Company's landlord as defendants. The Company entered into a fixed price contract with ICC Turnkey for completion of its bottling facility at Long Beach, California. Under the terms of the Company's agreement with ICC, the Company is not responsible for cost overruns related to this project, making the unpaid amounts the responsibility of ICC Turnkey. Accordingly, ICC has agreed to not charge the Company any additional fees, including fees for final commissioning, until this matter is settled between ICC and Norm Wilson & Sons. While the matter was filed on July 1, 2020, the Company and its landlord were only provided service in August 2020.

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.

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
Common Shares	2,080,000	Units issued on private placement	\$1,040,000
Warrants	2,080,000	Warrants attached to Units	\$nil
Broker Warrants	154,400	Broker warrants issued as compensation	\$nil
Stock Options	350,000	Grant of options	\$nil

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.

Ted Zittell has assumed the role of Chairman of the US Cannabis Committee. All Committee members remain unchanged.

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 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 September 9, 2020.

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.	Aug 31, 2020	20/09/09
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
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