

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: February 13, 2024

1. New Options Granted:

Date of Grant: February 9, 2024

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
Theodore Zittell	CEO & Director	Yes	3,000,000	\$0.06	09-Feb-2029	1,750,000
Manish Kshatriya	CFO	Yes	2,250,000	\$0.06	09-Feb-2029	2,500,000
Paul Burgis	Director	Yes	750,000	\$0.06	09-Feb-2029	1,250,000
Tony Yanow	Director	Yes	750,000	\$0.06	09-Feb-2029	1,250,000
David Ellison	Director	Yes	750,000	\$0.06	09-Feb-2029	1,250,000
Shreyas Balakrishnan	Director	Yes	1,250,000	\$0.06	09-Feb-2029	Nil
Salomon Ponte	Consultant	No	750,000	\$0.06	09-Feb-2029	700,000
Alex Said	Consultant	No	400,000	\$0.06	09-Feb-2029	Nil
David Watson	Consultant	No	250,000	\$0.06	09-Feb-2029	300,000

Total Number of optioned shares proposed for acceptance: 10,150,000

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2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Ty Bowers	125,000	\$0.56	04-Sep-2019	04-Sep-2024
David Ellison	290,000	\$0.41	23-Dec-2019	23-Dec-2024
Theodore Zittell	590,000	\$0.41	23-Dec-2019	23-Dec-2024
Richard Gillis	290,000	\$0.41	23-Dec-2019	23-Dec-2024
Theodore Zittell	650,000	\$0.41	27-Jan-2021	27-Jan-2026
David Ellison	350,000	\$0.41	27-Jan-2021	27-Jan-2026
Salomon Ponte	25,000	\$0.41	27-Jan-2021	27-Jan-2026
David Watson	50,000	\$0.47	24-Feb-2021	24-Feb-2026
Manish Kshatriya	200,000	\$0.23	17-Aug-2021	17-Aug-2026
Timothy Gonzales	25,000	\$0.17	29-Sep-2021	29-Sep-2026
Theodore Zittell	2,100,000	\$0.10	15-Sep-2022	15-Sep-2027
Manish Kshatriya	1,500,000	\$0.10	15-Sep-2022	15-Sep-2027
David Ellison	1,000,000	\$0.10	15-Sep-2022	15-Sep-2027
Salomon Ponte	350,000	\$0.10	15-Sep-2022	15-Sep-2027
Richard Gillis	250,000	\$0.10	15-Sep-2022	15-Sep-2027
Raegan Edwards	150,000	\$0.10	15-Sep-2022	15-Sep-2027
Timothy Gonzales	50,000	\$0.10	15-Sep-2022	15-Sep-2027
David Watson	50,000	\$0.10	15-Sep-2022	15-Sep-2027
Ty Bowers	50,000	\$0.10	15-Sep-2022	15-Sep-2027
Paul Burgis	500,000	\$0.10	30-Jan-2023	30-Jan-2028
Blaze Life Holdings LLC	800,000	\$0.10	30-Jan-2023	30-Jan-2028
Theodore Zittell	1,750,000	\$0.05	11-Jun-2023	11-Jun-2033
Manish Kshatriya	2,500,000	\$0.05	11-Jun-2023	11-Jun-2033
Paul Burgis	1,250,000	\$0.05	11-Jun-2023	11-Jun-2033
Tony Yanow	1,250,000	\$0.05	11-Jun-2023	11-Jun-2033
David Ellison	1,250,000	\$0.05	11-Jun-2023	11-Jun-2033
Salomon Ponte	700,000	\$0.05	11-Jun-2023	11-Jun-2033
David Watson	300,000	\$0.05	11-Jun-2023	11-Jun-2033

(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.

February 12, 2024

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

229,359,565

- (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.

12.45%

- (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.

17,326,913

- (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.

\$0.025

- (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 February 13, 2024.

Theodore Zittel
Name of Director or Senior
Officer

"Theodore Zittel"
Signature

Director & Chief Executive Officer
Official Capacity