

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

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

Trading Symbol: **TNY**.

Date: **December 21, 2015**.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: **27,043,813**.

Date of News Release Announcing Private Placement: December 21, 2015.

Closing Market Price on Day Preceding the Issuance of the News Release: **n/a**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽³⁾	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
698734 Ontario Inc. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,491,390	Nov 3, 2015	Not related
1306413 Ontario Ltd. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	3,008,599	Nov 3, 2015	Not related
S. S. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,640,645	Nov 3, 2015	Not related
B.N.I.I. Toronto, ON	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,250,000	Nov 3, 2015	Not related

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W.M. Calgary, AB	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Nov 3, 2015	Not related
529008 BC Ltd. Vancouver, BC	1,000,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,000,000	Nov 3, 2015	Not related
R.D.D.R.T. Bainbridge Island, WA	1,950,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,950,000	Nov 3, 2015	Not related
GMP Securities L.P., ITF Toronto, ON	1,000,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,200,000	Nov 3, 2015	Not related
G.H. Vancouver, BC	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related
Scotia Capital ITF A.N.P.F. Toronto, ON	650,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	650,000	Nov 3, 2015	Not related
L.P. North Vancouver, BC	500,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	500,000	Nov 3, 2015	Not related
E.C.M.F.L. New York, NY	325,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	325,000	Nov 3, 2015	Not related
Fidelity Clearing Canada ULC ITF B.W. Toronto, ON	1,000,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,000,000	Nov 3, 2015	Not related
NBCN Inc. Montreal, QC	500,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	500,000	Nov 3, 2015	Not related
Scotia Capital ITF A.N.P.F. Toronto, ON	850,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,500,000	Nov 3, 2015	Not related
P.H. Gormley ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related

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P.M. Toronto, ON	300,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	300,000	Nov 3, 2015	Not related
Greencastle Resources Ltd. Toronto, ON	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,123,345	Nov 3, 2015	Not related
S.S. Vaughan ON	200,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	600,000	Nov 3, 2015	Not related
GundyCo ITF M.M.I. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related
G. S.P. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	300,000	Nov 3, 2015	Not related
T.B. Edmonton, AB	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Nov 3, 2015	Not related
Dr. K.S.I. Scarborough, ON	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Nov 3, 2015	Not related
Haywood Securities ITF G.P. Vancouver, BC	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	300,000	Nov 3, 2015	Not related
M.A.A. Owen Sound, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related
F.R.T.C. Toronto, ON	300,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	500,000	Nov 3, 2015	Not related
N.T. Etobicoke, ON	200,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	200,000	Nov 3, 2015	Not related
A.S. Frankfurt, Germany	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Nov 3, 2015	Not related

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A. D and G. D. Etobicoke, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related
Richardson GMP ITF M.B.S. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related
Scotia Capital Inc. ITF P.Q.C. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Nov 3, 2015	Not related
7806221 Canada Inc. Toronto, ON	80,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	80,000	Nov 3, 2015	Not related
M.B. Toronto, ON	200,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,609,561	Dec 11, 2015	Not related
G.P. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	400,000	Dec 11, 2015	Not related
1306413 Ont. Ltd. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,808,599	Dec 11, 2015	Not related
S.S. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	750,000	Dec 11, 2015	Not related
BMO Nesbitt Burns ITF E.C.C. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Dec 11, 2015	Not related
F.A. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	150,000	Dec 11, 2015	Not related
S.S.I. Edmonton, AB	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Dec 11, 2015	Not related
Roger Dent Toronto, ON	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	891,899	Dec 11, 2015	Director of the Company

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NBCN ITF R.G. Toronto, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	150,000	Dec 11, 2015	Not related
M.M. Vaughan, ON	150,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	150,000	Dec 11, 2015	Not related
A.V. Thornhill, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Dec 11, 2015	Not related
PI Financial Corp ITF H. Y. D. P. C. Vancouver, BC	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Dec 11, 2015	Not related
PI Financial Corp ITF W.P. Vancouver, BC	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Dec 11, 2015	Not related
PI Financial Corp ITF E.H. Vancouver, BC	50,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	50,000	Dec 11, 2015	Not related
PI Financial Corp ITF H.H. Vancouver, BC	50,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	50,000	Dec 11, 2015	Not related
PI Financial Corp ITF J.S. Vancouver, BC	50,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	50,000	Dec 11, 2015	Not related
PI Financial Corp ITF R.M. Vancouver, BC	50,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	50,000	Dec 11, 2015	Not related
Richardson GMP ITF M.B. Toronto, ON	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Dec 11, 2015	Not related
A.K. Toronto, ON	25,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	25,000	Dec 11, 2015	Not related
Fidelity Clearing Canada ULC ITF P.C. I. Toronto, ON	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Dec 11, 2015	Not related

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C.E.M.L. Vancouver, BC	70,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	70,000	Dec 11, 2015	Not related
H.F. Beverly Hills, CA	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	250,000	Dec 11, 2015	Not related
Canaccord Genuity Corp. In Trust For C. & T. L. Vancouver, BC	200,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	200,000	Dec 18, 2015	Not related
Canaccord Genuity Corp. In Trust For M.L. Vancouver, BC	100,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	100,000	Dec 18, 2015	Not related
1306413 Ontario Ltd. Toronto, ON	250,000	\$0.10	N/A	NI45-106 2.3 Accredited Investor	1,808,599	Dec 18, 2015	Not related

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

(3) Inclusive of the securities issued pursuant to this private placement

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **\$1,510,000.**

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **The net proceeds from the Offering will be used for working capital, establishing new business lines, and exploring potential acquisitions.**

Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Foundation Markets Inc.**

3. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

4. Description of securities to be issued:
 - (a) Class Common **Shares.**
 - (b) Number. **15,100,000**
 - (c) Price per security **\$0.10**
 - (d) Voting rights **Attached to common shares**

5. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number **7,550,000.**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **7,550,000.**

 - (c) Exercise price **\$0.20**
 - (d) Expiry dates **November 3, 2017 – December 18, 2017.**

6. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____
 - (b) Maturity date _____
 - (c) Interest rate _____
 - (d) Conversion terms _____
 - (e) Default provisions _____

7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control

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over 20% or more of the voting shares if known to the Issuer):
Foundation Markets Inc, First Republic Capital Corp., All Group Financial Services, PI Financial Corp., Roche Securities Ltd. and Canaccord Genuity Corp.

- (b) Cash \$45,025
- (c) Securities None .
- (d) Other None .
- (e) Expiry date of any options, warrants etc. None .
- (f) Exercise price of any options, warrants etc. None .

8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship
Foundation Markets Inc. is a related party.

9. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

Nil.

10. State whether the private placement will result in a change of control.

No change in control .

11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .

12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently

complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____.

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated December 21, 2015.

Jeffrey Maser
Name of Director or Senior
Officer

_____/ "Signed" /
Signature
DIRECTOR & CEO

Official Capacity