

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

- ITEM 1.        Reporting Issuer  
The Tinley Beverage Company Inc. (formerly Quia Resources Inc.)  
77 King Street West  
Suite 2905  
Toronto, ON M5K 1H1
- ITEM 2.        Date of Material Change  
December 23, 2015
- ITEM 3.        Press Releases  
Press release in the form of Schedule A attached hereto was disseminated on December 23, 2015 via Marketwire news service.
- ITEM 4.        Summary of Material Change  
The Tinley Beverage Company Inc. ("Tinley" or the "Company") has announced that it has closed the final tranche of its previously-announced \$1.5 million private placement and has received conditional approval to list its common shares on the Canadian Securities Exchange ("**CSE**"). The Company has also completed the acquisition ("**Acquisition**") of various assets related to its entrance into the hemp beverage industry and has completed a Change of Business accordingly (please see the press release dated October 30, 2015). Further, Tinley has divested its legacy assets and issued options to Jeff Pencer and Jeff Maser, thereby positioning the Company as a fully-funded, pure-play hemp beverage company going into the first quarter of 2016.
- ITEM 5.        Full Description of Material Change  
See Schedule A attached.
- ITEM 6.        Reliance on subsection 7.1(2) of National Instrument 51-102  
Not applicable.
- ITEM 7.        Omitted Information  
Not applicable.
- ITEM 8.        Executive Officer  
  
The following officer of the Company may be contacted for further information:  
  
Jeff Maser, Chief Executive Officer  
[jeff@drinktinley.com](mailto:jeff@drinktinley.com)
- ITEM 9.        Date of Report  
This report is dated this 4<sup>th</sup> day of January, 2016.

## Schedule A

December 23, 2015 14:41 ET

### **Tinley Closes Final Tranche of Private Placement, Receives Conditional Approval to List and Completes Previously-Announced Corporate Development Initiatives**

TORONTO, ONTARIO--(Marketwired - Dec. 23, 2015) - The Tinley Beverage Company Inc. ("**Company**" or "**Tinley**") is pleased to announce that it has closed the final tranche of its previously-announced \$1.5 million private placement and has received conditional approval to list its common shares on the Canadian Securities Exchange ("**CSE**"). The Company has also completed the acquisition ("**Acquisition**") of various assets related to its entrance into the hemp beverage industry and has completed a Change of Business accordingly (please see the press release dated October 30, 2015). Further, Tinley has divested its legacy assets and issued options to Jeff Pencer and Jeff Maser, thereby positioning the Company as a fully-funded, pure-play hemp beverage company going into the first quarter of 2016.

#### ***Conditional Approval to List on the CSE, Closing of the Acquisition and the Change of Business***

The Company received conditional approval on December 7, 2015 to list its common shares on the Canadian Securities Exchange. Further to the press release dated October 30, 2015, the Company has closed the Acquisition pursuant to the Acquisition Agreement dated October 29, 2015. The Company has secured the support of 51.3% of the shareholders of the Company to complete the Change of Business associated with the Acquisition through their execution of Consent for the Change of Business. This Consent occurred concurrently with the completion of the Acquisition. Please refer to the press release dated October 30, 2015 for details of the Acquisition.

The conditional approval to list was granted based on the draft disclosure document ("**Disclosure Document**") that the Company has submitted to the CSE. Further details regarding the Change of Business will be outlined in the Disclosure Document that shall be posted on the CSE website prior to listing. The final Disclosure Document remains subject to final review and approval of the CSE. Investors are cautioned that, except as disclosed in the final Disclosure Document, any information released or received with respect to the Change of Business is in draft form and should not be relied upon.

#### ***Closing of the Final Tranche of the \$0.10 Financing Round***

The Company has closed the second and third tranches of a non-brokered private placement (the "**Offering**"), consisting of 3,395,000 units ("**Unit**") for aggregate gross proceeds of \$339,500. Together with the closing of the first tranche (please see the Company's press release dated November 5, 2015), the aggregate gross proceeds raised under the offering are \$1,510,000.

Each Unit is comprised of one (1) common share of the company ("Common Share") and one half (1/2) Share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.20 per Common Share for a period of 24 months after the Closing Date. The proceeds from the Offering will be used for working capital purposes, establishing new business lines and exploring potential acquisitions.

All securities issued pursuant to the private placement will be subject to a four month hold period under Canadian securities laws.

Canaccord Genuity Corp., First Republic Capital Corp., PI Financial Corp. and other organizations acted as finders for the Company under the Offering. The Company paid cash finder's fees equal to \$9,250.

### ***Option Issuances***

The Company's board has approved for the issuance 910,500 stock options ("Stock Options") to Jeffrey Maser, CEO and Director of the Company, and 400,000 Stock Options to Jeffrey Pencer, pursuant to the Acquisition Agreement. Each Stock Option is exercisable into Common Shares at a price of \$0.11 per Common Share for a period of five years from the date of issuance, vesting quarterly over a two year period. Jeffrey Pencer was issued 500,000 performance Stock Options ("**Performance Options**") which are exercisable into Common Shares at a price of \$0.11 per Common Share, subject to vesting provisions based on achieving various revenue targets.

### ***Sale of Legacy Assets***

The Company has entered into agreement with a company controlled by Yannis Banks and Adam Szweras ("**Buyer**"), directors of the Company, to sell to Buyer the Company's interest ("**Transaction**") in the Murdoch Mountain phosphate property together with the option agreement, as well as 5% interest in Enneract Corporation (a private company that acquired the Company's San Lucas gold property in Colombia) and the 2% net smelter return royalty over San Lucas gold property ("**Legacy Assets**"). In consideration for the Transaction, Buyer has agreed to assume the present and future liabilities related to the Legacy Assets, currently in the amount of approximately \$17,000. Neither Mr. Szweras nor Mr. Banks participated in approval of the Transaction, as the Transaction shall be considered a non-arm's length.

### ***Forward-Looking Statements***

This press release contains or refers to forward-looking information, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward - looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

### **CONTACT INFORMATION**

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Chief Executive Officer  
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