



## **Tinley Announces \$10,000,000 Brokered Private Placement Co-Led by Canaccord Genuity and Gravitass Securities**

**THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OR TO U.S. PERSONS**

SANTA MONICA, Calif. and TORONTO, Feb. 28, 2018 -- The Tinley Beverage Company Inc. (the "**Company**" or "**Tinley**") is pleased to announce that it has entered into an agreement with Canaccord Genuity Corp. and Gravitass Securities Inc. to act as co-lead agents (collectively the "Agents") pursuant to which the Company will issue on a private placement basis (the "Offering") up to \$10,000,000 aggregate principal amount of units (the "Units") at a price of \$1.00 per Unit. Each Unit will consist of one Common Share of the Company and one common share purchase warrant ("Warrant") of the Company. Each Warrant will be exercisable to acquire one common share of the Company for a period of 24 months following the Closing Date (as hereinafter defined) of the Offering at an exercise price of \$1.35 per Common Share.

Pursuant to the terms of the Offering, the Agents have been granted an option to arrange for the sale of up to \$5,000,000 of additional Units, which option is exercisable by the Agents at any time up until the closing date.

The Company intends to use the net proceeds from the Offering for expansion beyond California, beverage marketing, acquisitions, and working capital.

The Company will pay cash commissions equal to 8% of the aggregate gross proceeds of the Offering payable in cash or Units, or any combination of cash or Units, at the option of the Agents. The Agents will receive Agents' Units (the "Agents' Units") exercisable at any time prior to the date that is 24 months from the Closing Date to acquire that number of Agents' Units of the Company equal to 8% of the Common Shares potentially issuable upon the conversion of the aggregate principal amount of Units sold under the Offering.

The Offering is to be issued in the provinces of Canada, offshore, and the United States pursuant to an exemption from US Registration Requirements and such other jurisdictions as may be agreed to by the Company and the Agents, by way of private placement exemptions from prospectus requirements, subject to the receipt of necessary regulatory approvals.

### ***About The Tinley Beverage Company and Hemplify***

The Tinley Beverage Company (Toronto, Canada) manufactures a line of liquor-inspired, alcohol-free, cannabis-infused beverages for use in California. Tinley also manufactures the "Hemplify" and "Tinley's Tonics" line of products, which are available in 100+ retail locations in California and online throughout the United States. "Hemplify" is a line of fruit-flavored, sugar-free, vegan, drinkable supplements that contain hemp stalk extract. This extract contains terpenes and other phytoconstituents. Each product also contains 9-12x the potassium electrolyte content of major sports drinks, 200mg of Omega 3 and excellent sources of 9 vitamins, including 100% DV of Vitamin C, B12 and D. The Tinley's Tonics squeeze supplement is a creamy, chocolate blend of hemp extract, MCT oil and lactose-reduced whey protein.

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

***NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.***

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.

Products and formulations outlined herein are subject to change at anytime.

For further information on The Tinley Beverage Company, please contact:

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