

FORM 51-102F3
Material Change Report

Item 1. Reporting Issuer

The Tinley Beverage Company Inc. (the “**Company**”)
77 King Street West, Suite 2905
Toronto, Ontario, Canada
M5K 1H1

Item 2. Date of Material Change

A material change took place on April 6, 2018.

Item 3. Press Release

On April 6, 2018, a news release in respect of the material change was disseminated by the Company through Nasdaq. A copy of the news release is appended as Schedule “A”.

Item 4. Summary of Material Change

On April 6, 2018, the company closed a brokered private placement (the “**Offering**”) of units (“**Units**”), pursuant to an agency agreement (the “**Agency Agreement**”) dated April 6, 2018 with Canaccord Genuity Corp. and Gravititas Securities Inc. (the “**Agents**”) raising gross proceeds of CAD\$5,055,000. Pursuant to the Offering, Tinley sold an aggregate of 5,055,000 Units for aggregate gross proceeds of CAD\$5,055,000. Each Unit was issued at a price of CAD\$1.00 and comprised of one common share of the Company (“**Common Share**”) and one common share purchase warrant (“**Warrant**”) of the Company. Each Warrant is exercisable to acquire one Common Share of the Company for a period of 24 months following the closing date at an exercise price of CAD\$1.35 per Common Share. The Company intends to use the net proceeds from the Offering for expansion beyond California, beverage marketing, acquisitions, and working capital.

In consideration of the services by the Agents in connection with the Offering, the Agents received an aggregate cash commission of CAD\$404,400. Additionally, the Agents received 404,400 options to acquire Units (the “**Agents’ Unit Options**”) exercisable for a period of 24 months from the closing date at an exercise price of CAD\$1.00 per Agents’ Unit Option. Each Agents’ Unit Option entitles the Agents to acquire one Common Share and one Warrant, exercisable into one Common Share at CAD\$1.35 for a period of 24 months from the closing date. The Agents also received a corporate finance fee, payable in 202,200 Units (the “**Agents’ Fee Units**”), with each Agents’ Fee Unit being comprised of one Common Share and one Warrant exercisable into one Common Share at CAD\$1.35 for a period of 24 months following the closing date.

Item 5. Full Description of Material Change

Please see a copy of the Company’s press release date April 6, 2018 and attached to this report as Schedule “A”.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

The following executive officer is knowledgeable about the material change and may be contacted about this report:

Jeff Maser
Chief Executive Officer
310.507.9146
jeff@drinkinley.com

Item 9. Date of Report

April 13, 2018

SCHEDULE "A"

Tinley Announces Closing of \$5,055,000 Brokered Private Placement of Units Co-Led by Canaccord Genuity and Gravitas Securities

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

TORONTO and LOS ANGELES, April 06, 2018 (GLOBE NEWSWIRE) -- The Tinley Beverage Company Inc. (CSE:TNY) (the "Company" or "Tinley") is pleased to announce that it has closed its previously announced brokered private placement (the "Offering") of units ("Units"), pursuant to an agency agreement (the "Agency Agreement") dated April 6, 2018 with Canaccord Genuity Corp. and Gravitas Securities Inc. (the "Agents") raising gross proceeds of CAD\$5,055,000. Pursuant to the Offering, Tinley sold an aggregate of 5,055,000 Units for aggregate gross proceeds of CAD\$5,055,000. Each Unit was issued at a price of CAD\$1.00 and comprised of one common share of the Company ("Common Share") and one common share purchase warrant ("Warrant") of the Company. Each Warrant is exercisable to acquire one Common Share of the Company for a period of 24 months following the closing date at an exercise price of CAD\$1.35 per Common Share. The Company intends to use the net proceeds from the Offering for expansion beyond California, beverage marketing, acquisitions, and working capital.

In consideration of the services by the Agents in connection with the Offering, the Agents received an aggregate cash commission of CAD\$404,400. Additionally, the Agents received 404,400 options to acquire Units (the "Agents' Unit Options") exercisable for a period of 24 months from the closing date at an exercise price of CAD\$1.00 per Agents' Unit Option. Each Agents' Unit Option entitles the Agents to acquire one Common Share and one Warrant, exercisable into one Common Share at CAD\$1.35 for a period of 24 months from the closing date. The Agents also received a corporate finance fee, payable in 202,200 Units (the "Agents' Fee Units"), with each Agents' Fee Unit being comprised of one Common Share and one Warrant exercisable into one Common Share at CAD\$1.35 for a period of 24 months following the closing date.

All securities issued or issuable pursuant to the Offering are subject to a hold period of four months and one day.

About The Tinley Beverage Company, Inc.

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.

For further information on The Tinley Beverage Company (parent company of Hemplify, Inc.), please contact:

The Tinley Beverage Company Inc.

Jeff Maser, Chief Executive Officer

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OTC: QRSRF CSE:TNY