



Tinley's Announces Non-Brokered Private Placement

FOR IMMEDIATE RELEASE

TORONTO, Ontario and LOS ANGELES, California, January 3, 2024 – The Tinley Beverage Company Inc. (CSE:TNY; OTC:TNYBF) (“**Tinley’s**” or the “**Company**”) announces that it intends to complete a non-brokered private placement (the “**Private Placement**”) of up to 60,000,000 units of the Company (each, a “**Unit**”) at a price of \$0.025 per Unit for aggregate gross proceeds of up to \$1,500,000.

Each Unit is expected to consist of one (1) common share in the capital of the Company (each a “**Common Share**”) and one (1) Common Share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to purchase one (1) Common Share at a price of \$0.05 per Common Share until the date which is three (3) years from the date of closing of the Private Placement. The Private Placement is expected to be completed on or about January 12, 2024, subject to receipt of regulatory approvals, including the approval by the Canadian Securities Exchange (the “**CSE**”), and satisfaction of customary closing conditions. The Private Placement may close in multiple tranches. All securities issued under the Private Placement, including securities issuable on exercise thereof, are subject to a hold period expiring four (4) months and one (1) day from the date of issuance.

The Company anticipates that certain insiders may subscribe for approximately 50,000,000 Units under the Private Placement for an aggregate subscription price of approximately \$1,250,000, which would be considered a related party transaction under to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under Sections 5.5(b) and 5.7(b) of MI 61-101.

The Company intends to use the net proceeds from the Private Placement to fund its ongoing business initiatives and for general corporate and working capital purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), or any state securities laws and may not be offered or sold in the United States unless registered under the 1933 Act and any applicable securities laws of any state of the United States or an applicable exemption from the registration requirements is available.

Forward-Looking Statements

This news release contains forward-looking statements and information (collectively, “**forward-looking statements**”) within the meaning of applicable Canadian securities laws. Forward-looking statements are statements and information that are not historical facts but instead include financial projections and estimates, statements regarding plans, goals, objectives and intentions, statements regarding the Company’s expectations with respect to its future business and operations, management’s expectations regarding growth and phrases containing words such as “ongoing”, “estimates”, “expects”, “anticipates”, or the negative thereof or any other variations thereon or comparable terminology referring to future events or results, or that events or conditions

“will”, “may”, “could”, or “should” occur or be achieved, or comparable terminology referring to future events or results. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, the timing of the closing of the Private Placement, if it is completed at all, receipt of CSE approval for the Private Placement, use of proceeds from the Private Placement, 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 input costs, and changes in consumer tastes and preferences. 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, formulations, and timelines outlined herein are subject to change at any time.

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