



## Tinley's Provides Update on Oversubscribed Non-Brokered Private Placement and Debt Settlement

### **FOR IMMEDIATE RELEASE**

TORONTO, Ontario and LOS ANGELES, California, January 19, 2024 – The Tinley Beverage Company Inc. ([CSE:TNY](#); [OTC:TNYBF](#)) ("**Tinley's**" or the "**Company**") is pleased to provide an update on its previously announced non-brokered private placement, which has been oversubscribed and is now expected to consist of the issuance of 58,660,000 units of the Company ("**Units**") at a price of \$0.025 per Unit for gross proceeds of \$1,466,500 (the "**Private Placement**") and be completed on Friday, January 26, 2024. Contemporaneously with the closing of the Private Placement, the Company expects to complete the settlement of \$533,500 of outstanding indebtedness of the Company pursuant to the issuance of an additional 21,340,000 Units to certain creditors (the "**Debt Settlement**").

Upon the closing of the Private Placement and Debt Settlement, the Company expects to issue an aggregate of 80,000,000 Units, including 58,660,000 Units under the Private Placement and 21,340,000 Units under the Debt Settlement. Each Unit shall 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.

The closing of the Private Placement is expected to result in the creation of a new Control Person (as defined in the Policies of the Canadian Securities Exchange (the "**CSE**")), being Press Media LLC, and, as a result, the Private Placement will be deemed to have Materially Affected Control (as defined in the Policies of the CSE) of the Company. The Company confirms that it has been granted approval by the CSE to avoid seeking securityholder approval for the Private Placement and Debt Settlement and the creation of a new Control Person in reliance on the exceptions outlined in section 4.6(2)(b) of CSE Policy 4, as the Company is in serious financial difficulty. The Company's independent directors have also determined that the Private Placement and Debt Settlement are in the best interests of the Company and reasonable based on the Company's current financial circumstances in order keep the Company solvent; the Company's independent directors have determined that a rights offering to existing securityholders on the same terms would not be feasible to complete in the time frame necessary to allow the Company to meet its obligations, including new and existing purchase orders.

The Company confirms that certain insiders (or Related Parties under CSE Policies) of the Company have subscribed for an aggregate of 2,800,000 Units under the Private Placement for an aggregate subscription price of \$70,000 (the "**Insider Subscriptions**") and that the Company will settle \$500,000 of indebtedness owing to certain insiders under the Debt Settlement (the "**Insider Settlements**"), including \$400,000 owing to Blaze Life Holdings, LLC ("**BLH**") pursuant to the terms of the Company's management services agreement with BLH dated January 23, 2023. The Insider Subscriptions and Insider Settlements are considered related party transactions under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and the Company will 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 to complete the Insider Subscriptions and

Sections 5.5(b) and 5.7(a) of MI 61-101 to complete the Insider Settlements. The Company has received the approval of the CSE for an exemption to waive the application of Section 4.6(2)(b)(iii) of CSE Policy 4 which would have otherwise prevented such insiders from participating in the Private Placement and Debt Settlement due to the creation of the new Control Person.

All securities issued under the Private Placement and Debt Settlement, including securities issuable on exercise thereof, will be subject to a hold period expiring four (4) months and one (1) day from the date of issuance, with the exception of the securities underlying the 2,800,000 Units issued to certain employees and officers of the Company which are not subject to any hold period as approved by the CSE. 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.

The Company intends to provide a detailed corporate update upon the closing of the Private Placement and Debt Settlement on or about January 26, 2024.

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", "intends", "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 ability of the Company to implement its distribution strategies and integrate its operations into the BLH Facility, the timing of the closing of the Private Placement and Debt Settlement, the timing of the receipt of all final CSE approvals for the Private Placement and Debt Settlement, 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.

For further information, please contact:

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