THE TINLEY BEVERAGE COMPANY INC.
(formerly QUIA RESOURCES INC.)

Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine month periods ended
September 30, 2015 and 2014

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim condensed consolidated financial statements of The Tinley Beverage Company Inc. (formerly Quia Resources Inc.), are the responsibility of the management and Board of Directors of the Company.

The unaudited interim condensed consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Jeffrey Maser	*Al Quong*
_________________________, CEO	____________________, CFO
Jeffrey Maser	Al Quong

NOTICE TO READER

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2015 and 2014 have not been reviewed by the Company's auditors.

The Tinley Beverage Company Inc. (formerly Quia Resources Inc.)
Unaudited Interim Condensed Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at,		Sept 30, 2015		December 31, 2014
Assets				
Current Assets				
Cash	$	**309,729**	$	196
Sales tax receivable		**41,043**		3,580
Prepaid expenses		**2,495**		26,014
	$	**353,267**	$	29,790
Liabilities				
Current Liabilities				
Trade and other payables	$	**93,090**	$	116,708
Due to related parties (Note 10)		**98,074**		325,255
Loans and interest payable (Note 10)		**60,937**		254,398
		252,101		696,361
Convertible debentures (Note 11)		**-**		208,402
		252,101		904,763
Shareholders' Deficiency				
Share capital (Note 6 (b))		**15,367,521**		14,011,456
Shares to be issued (Note 6 (b))		**225,000**		-
Conversion component of convertible debentures (Note 11)		**-**		84,995
Reserve for warrants (Note 8)		**5,043,914**		5,080,491
Reserve for share based payments (Note 7)		**1,500,250**		1,495,300
Reserve for foreign exchange losses		**(28,734)**		(27,035)
Accumulated deficit		**(22,006,785)**		(21,520,180)
		101,166		(874,973)
	$	**353,267**	$	29,790

Nature of Operations and Going Concern (Note 1)
Segmented Information (Note 9)

Approved on behalf of the Board of Directors on November 24, 2015:

"Jeff Maser" (signed) — *CEO and Director*

"Adam Szweras" (signed) — *Director*

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

The Tinley Beverage Company Inc. (formerly Quia Resources Inc.)
Unaudited Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Three months ended September 30, 2015	Three months ended September 30, 2014	**Nine months ended September 30, 2015**	Nine months ended September 30, 2014
Expenses				
Exploration and evaluation expenses	$ -	$ 3,217	$ -	$ 14,041
Office and general	**31,893**	65,188	**134,339**	121,678
Management and consulting	**122,591**	55,326	**321,404**	103,826
Professional fees	**45,151**	9,971	**91,506**	26,192
Share based payments (Note 7)	**-**	6,250	**4,950**	6,250
Travel and promotion	**39**	241	**3,045**	241
Foreign exchange (gain) loss	**1,881**	1,237	**4,298**	754
	(201,555)	(141,430)	**(559,542)**	(272,982)
Gain on forgiveness of debt	**72,937**	-	**72,937**	-
Gain on settlement of debt	**-**	-	**-**	94,833
Loss from continuing operations	**(128,618)**	(141,430)	**(486,605)**	(178,149)
Gain from discontinued operations (Note 12)	**-**	500,023	**-**	266,428
Net income (loss)	**(128,618)**	358,593	**(486,605)**	88,279
Other comprehensive income (loss)				
Items that will be reclassified subsequently to loss				
Exchange differences on translating foreign operations	**-**	-	**(1,699)**	5,101
Total comprehensive income (loss)	**(128,618)**	358,593	**(488,304)**	93,380
Loss per share-basic and diluted				
Loss per share - from continuing operations	$ **(0.003)**	$ (0.006)	$ **(0.017)**	$ (0.009)
Income (loss) per share - from discontinued operations	**0.000**	$ 0.022	$ **0.000**	$ 0.013
Income (loss) per share - net income (loss)	**(0.003)**	$ 0.016	$ **(0.017)**	$ 0.004
Weighted average number of shares outstanding	**42,082,721**	22,908,807	**29,370,346**	20,129,815

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

The Tinley Beverage Company Inc. (formerly Quia Resources Inc.)

Unaudited Interim Condensed Consolidated Statements of Changes in Shareholders' Deficiency

(Expressed in Canadian Dollars)

	Share Capital		Reserves						
	Number of shares	Amount	Share based payments	Warrants	Foreign Exchange	Conversion component of convertible Debentures	Shares to be issued	Deficit	Total
Balance at December 31, 2013	**18,167,151**	**$ 13,791,253**	**$ 1,485,400**	**$ 5,007,114**	**$ (6,610)**	**$ -**	**120,000**	**$ (21,528,058)**	**$ (1,130,901)**
Shares issued for settlement of debt	4,741,656	237,083	-	-	-	-	-	-	237,083
Fair value assigned to warrants	-	(14,700)	-	14,700	-	-	-	-	-
Cost of issuance	-		-	-	-	-	-	-	-
Cash issue costs	-	(2,180)	-	-	-	-	-	-	(2,180)
Funds transferred to convertible debentures issued	-	-	-	-	-	-	(120,000)	-	(120,000)
Fair value assigned to warrants issued on convertible debentures	-	-	-	58,677	-	-	-	-	58,677
Conversion component of convertible debentures	-	-	-	-	-	7,769	-	-	7,769
Share based payments	-		6,250	-	-	-	-	-	6,250
Commission on the issuance of convertible debentures	-	-	-	-	-	(83)	-	-	(83)
Exchange gain on translating foreign operation	-	-	-	-	5,101	-	-	-	5,101
Net loss for the period	-	-	-	-	-	-	-	88,279	88,279
Balance at September 30, 2014	**22,908,807**	**$ 14,011,456**	**$ 1,491,650**	**$ 5,080,491**	**$ (1,509)**	**$ 7,686**	**-**	**$ (21,439,779)**	**$ (850,005)**
Fair value assigned to warrants issued on convertible debentures	-	-	-	-	-	-	-	-	-
Conversion component of convertible debentures	-	-	-	-	-	77,309	-	-	77,309
Share based payments	-	-	3,650	-	-	-	-	-	3,650
Exchange gain on translating foreign operation	-	-	-	-	(25,526)	-	-	-	(25,526)
Net income for the period	-	-	-	-	-	-	-	(80,401)	(80,401)
Balance at December 31, 2014	**22,908,807**	**$ 14,011,456**	**$ 1,495,300**	**$ 5,080,491**	**$ (27,035)**	**$ 84,995**	**-**	**$ (21,520,180)**	**$ (874,973)**
Share based payments	-	-	4,950	-	-	-	-	-	4,950
Private placement	38,000,000	380,000	-	-	-	-	225,000	-	605,000
Shares issued for settlement of debentures	23,609,363	389,754	-	(58,677)	-	(84,995)	-	-	246,082
Shares to be issued for settlement of debt	33,194,998	398,340	-	-	-	-	-	-	398,340
Shares to be issued for settlement of promissory notes	17,505,897	210,071	-	-	-	-	-	-	210,071
Fair value assigned to warrants		(22,100)		22,100					
Exchange gain on translating foreign operation	-	-	-	-	(1,699)	-	-	-	(1,699)
Net loss for the period	-	-	-	-	-	-	-	(486,605)	(486,605)
Balance at September 30, 2015	**135,219,065**	**$ 15,367,521**	**$ 1,500,250**	**$ 5,043,914**	**$ (28,734)**	**$ -**	**225,000**	**$ (22,006,785)**	**$ 101,166**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

The Tinley Beverage Company Inc. (formerly Quia Resources Inc.)
Unaudited Interim Condensed Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the nine month period ended September 30,	**2015**	2014
Operating Activities		
Net loss	$ **(486,605)**	$ 88,279
Adjustments to reconcile net loss to cash flow from operating activities:		
Share based payments (Note 7)	**4,950**	6,250
Amortization	**-**	6,000
Accretion	**-**	10,221
Interest	**45,898**	-
Unrealized foreign exchange loss	**793**	5,101
Gain on forgiveness of debt	**(72,937)**	
Gain on settlement of debt	**-**	(94,833)
Gain on sale of discontinued operations	**-**	(500,023)
Net change in non-cash working capital items:		
Prepaid expenses	**23,519**	(43,052)
Sales tax receivable	**(37,463)**	5,932
Trade and other payables	**382,159**	158,806
Cash flow used in operating activities	**(139,686)**	(357,319)
Financing Activities		
Issuance of share capital, net of share issue costs	**380,000**	-
Shares to be issued	**225,000**	-
Convertible debentures issued, net of issue costs	**-**	217,283
Amounts paid to related parties	**(161,681)**	(42,965)
Loans received	**5,900**	11,433
Cash flow provided from financing activities	**449,219**	185,751
Cash flow provided from discontinued operations	**-**	167,264
Net increase (decrease) in cash	**309,533**	(4,304)
Cash, beginning of period	**196**	9,172
Cash, end of period	$ **309,729**	$ 4,868

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

The Tinley Beverage Company Inc. (the "Company" or "Tinley"), formerly Quia Resources Inc. was incorporated under the laws of the Province of Ontario, Canada by Articles of Incorporation dated October 26, 2007. The Company's objective is to develop and launch a line of hemp oil-based functional beverages, and was up until the change in business, engaged in the acquisition, exploration and development of properties for the mining of agricultural minerals in North America and Columbia. The address of the Company's registered office is Suite 2905 – 77 King Street West Toronto, Ontario, M5K 1H1.

The Company has no revenues and the ability of the Company to ensure continuing operations is dependent on the Company raising sufficient funds to finance development activities, and secure distribution channels. These financial statements have been prepared using accounting principles applicable to a going concern and do not reflect adjustments, which could be material, to the carrying values of the assets and liabilities. These circumstances may cast substantial doubt as to the Company's ability to continue as a going concern and ultimately the appropriateness of the use of accounting principles applicable to a going concern

As at September 30, 2015, the Company has working capital of $101,166 (December 31, 2014 - $666,571 working capital deficiency), has an accumulated deficit of $22,006,785 (December 31, 2014 - $21,520,180) and has incurred a loss of $486,605 for the nine month period ended September 30, 2015 (2014 - $88,279 income).

2. BASIS OF PRESENTATION

2.1 Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These audited consolidated financial statements were authorized by the Board of Directors of the Company on November 23, 2015.

2.2 Basis of presentation

These unaudited interim condensed consolidated financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2014 annual financial statements.

2.3 Adoption of new and revised standards and interpretations

Standards and interpretations adopted
The IASB issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company's financial year beginning on or after January 1, 2015. For the purpose of preparing and presenting the Financial Information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

New standards and interpretations not yet effective

2. BASIS OF PRESENTATION (continued)

At the date of authorization of these Financial Statements, the IASB and the IFRS Interpretations Committee (“IFRIC”) have issued the following new and revised Standards and Interpretations which are not yet effective and which the Company has not early adopted. However the Company is currently assessing what impact the application of these standards or amendments will have on the interim unaudited consolidated financial statements of the Company.

- IFRS 9 *‘Financial Instruments: Classification and Measurement’* – as issued in 2010, reflects the first phase of the IASB’s work on the replacement of International Accounting Standard 39, Financial Instruments: Recognition and Measurement (“IAS 39”) and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. In subsequent phases, the IASB is addressing impairment of financial assets. In November 2013, IFRS 9 was amended to include new requirements for hedge accounting. The effective date is for annual periods beginning or after January 1, 2018. Entities may still choose to apply IFRS 9 immediately, but are not required to do so.

3. CAPITAL RISK MANAGEMENT

The Company considers its capital structure to consist of share capital, shares to be issued, reserve for warrants and reserve for share based payments. When managing capital, the Company’s objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. The Company will not spend any additional amounts on the property. In light of the above, the Company will also no longer continue to assess new properties.

As at September 30, 2015, the Company's capital consists of share capital, shares to be issued, reserve for warrants, reserve for share based payments, reserve for foreign exchange gains (losses) and deficit in the amount of $101,166 (December 31, 2014 - $(874,973)).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the nine month period ended September 30, 2015. The Company is not subject to externally imposed capital requirements.

4. FINANCIAL AND OTHER RISK FACTORS

Fair Value

The carrying amount of due to related parties and trade and other payables approximate fair value due to the relatively short term maturity of these financial instruments. The carrying value of loans and interest payable approximate the fair value based on discounted cash flows. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price if one exists.

Credit Risk

4. FINANCIAL AND OTHER RISK FACTORS (continued)

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable Canadian and United States chartered banks which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at September 30, 2015, the Company had a cash balance of $309,729 (December 31, 2014 - $196) to settle current liabilities of $252,101 (December 31, 2014 - $904,763).

All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms. The Company cannot ensure there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holding cash. The Company is currently seeking sources of funding to meet short term liabilities, and short term cash requirements (see note 1). Subsequent to year-end, the Company has raised an additional $1,170,500 (note 13).

Market Risks

a) Interest Rate Risk
The Company has cash balances and no variable interest bearing debt. The Company has fixed rates on its debt; changes in interest rates could result in fair value risk on the Company's fixed rate debt.

b) Foreign Currency Risk
The Company operates in Canada and the United States, giving rise to market risks from changes in foreign exchange rates. The Company believes that its results of operations and cash flows would be affected by a sudden change in foreign exchange rates, but would not impair or enhance its ability to pay its U.S. dollar denominated obligations.

5. INTEREST IN MINERAL PROPERTIES

Murdock Mountain Property:

On November 11, 2013 the Company acquired 2243734 Ontario Limited ("2243734") which holds an option to earn a 65% interest in the Murdock Mountain phosphate project in Nevada.

Under the terms of the option agreement and subject to closing the acquisition, Tinley will have the right to earn a 65% interest by investing an aggregate of $1,000,000 into the development of the project. As an initial step, Tinley has earned 10% by funding $102,000, which has been paid towards technical and environmental studies which are already in process, creditable against the $1,000,000 work commitment, and then earn an additional 55%, for a total of 65%, by funding the balance of the $1,000,000. Tinley shall have 2 years from the date of the option agreement to complete the earn-in and can obtain two extensions to the earn-in period of 6 months each, for a total of 3 years, by paying $30,000 for each extension. The option agreement has been further amended on October 9, 2014 to extend the earn-in time by 6 months and provides for further automatic extensions based

(Expressed in Canadian Dollars)

5. INTEREST IN MINERAL PROPERTIES (continued)

upon the timelines for the Bureau of Land Management to conclude their sage grouse study being conducted for the State of Nevada, and Northeastern California, which encompasses the Murdock Mountain area.

6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value

(b) Issued

	Number of Shares	Stated Value
COMMON SHARES		
Balance, January 1, 2014	**18,167,151**	**$13,791,253**
Shares issued for debt	4,741,656	237,083
Cost of issuance		
Cash issue costs	-	(2,180)
Fair market value assigned to broker warrants	-	(14,700)
Balance, December 31, 2014	**22,908,807**	**$14,011,456**
Private placement	38,000,000	380,000
Shares issued for debt	33,194,998	398,340
Shares issued for debentures	23,609,363	389,754
Shares issued for prmissory notes	17,505,897	210,071
Fair market value assigned to warrants		(22,100)
Balance, September 30, 2015	**135,219,065**	**$15,367,521**

Under the requirement of the TSX Venture exchange, 2,444,944 common shares held by directors and officers were held in escrow. 10% of these shares were released from escrow on the date of the exchange bulletin and the remainder in allotments of 366,741 in 6, 12, 18, 24, 30 and 36 months following the date of the exchange bulletin. As at September 30, 2015, all 2,444,944 (December 31, 2014 – 2,444,944) shares have been released.

On September 30, 2015, the Company converted $398,340 of debt, $210,071 of promissory notes and $389,754 of convertible debentures into 33,194,998, 17,505,897 and 23,609,363 common shares respectively.

7. SHARE BASED PAYMENTS

Tinley established a stock option plan to provide additional incentive to its officers, directors, employees and consultants in their effort on behalf of the Company in the conduct of its affairs. Options vest immediately, unless otherwise stated, and expire on the fifth anniversary from the date of issue unless otherwise specified.

A summary of stock options issued and outstanding is as follows:

(Expressed in Canadian Dollars)

7. SHARE BASED PAYMENTS (continued)

	September 30, 2015			December 31, 2014		
		Weighted Average Exercise Price	**Number of Options**		Weighted Average Exercise Price	Number of Options
Outstanding at beginning of period/year	**$**	**0.48**	**1,645,950**	$	5.46	315,950
Transaction during the period/year:						
Consolidation 10:1		**-**	**-**		-	-
Post consolidation	**$**	**0.48**	**1,645,950**		5.46	315,950
Granted		**-**	**-**		0.10	1,525,000
Expired		**(0.23)**	**(275,950)**		6.00	(195,000)
Outstanding at end of year		**0.53**	**1,370,000**		0.48	1,645,950
Exercisable at end of year	**$**	**0.53**	**1,370,000**	$	0.48	1,645,950

The following table provides additional information about outstanding stock options at September 30, 2015:

	No. of Options Outstanding	**Weighted Average Remaining Life (Years)**		**Weighted Average Exercise Price**	**No. of Options Currently Exercisable**		**Weighted Average Exercise Price – Exercisable Options**
$ 0.10	**1,275,000**	**3.83**	**$**	**0.10**	**1,275,000**	**$**	**0.10**
$ 6.00 – 6.50	**95,000**	**0.40**	**$**	**6.26**	**95,000**	**$**	**6.26**
$ 1.50 - $6.50	**1,370,000**	**3.85**	**$**	**0.53**	**1,370,000**	**$**	**0.53**

Share based payments

During the nine month period ended September 30, 2015, $4,950 of share based payments expense was recognized in relation to the vesting of the options issued on July 17, 2014.

8. WARRANTS

Month of Expiry	**No. of Warrants**	**Exercise Price**
		($)
June 10, 2016	818,166	0.10
June 17, 2017	2,268,689	0.15
August 13, 2017	16,000,000	0.02
August 23, 2017	3,000,000	0.02
September 30, 2017	2,956,694	0.03
	25,043,549	

The following table summarizes the assumptions used with the Black-Scholes valuation model during the nine month period ended September 30, 2015:

(Expressed in Canadian Dollars)

8. WARRANTS (continued)

Grant date	August 23, 2015	August 23, 2015	September 30, 2015	Totals
No. of warrants	16,000,000	3,000,000	2,956,694	21,956,694
Exercise price	$ 0.02	$ 0.02	$ 0.03	
Share/unit price	$ 0.005	$ 0.005	$ 0.005	
Expected life in years	2	2	3	
Volatility	100%	100%	100%	
Risk-free interest rate	0.41%	0.33%	0.52%	
Dividend yield	-	-	-	

The following table summarizes the assumptions used with the Black-Scholes valuation model during the year ended December 31, 2014:

Grant date	June 10, 2014	June 17, 2014	Totals
No. of warrants	818,166	2,268,689	3,086,855
Exercise price	$ 0.10	$ 0.15	
Share/unit price	$ 0.05	$ 0.06	
Expected life in years	2	3	
Volatility	100%	100%	
Risk-free interest rate	1.08%	1.20%	
Dividend yield	-	-	

Volatility on the above warrant valuations were based on the volatility of similar companies.

9. SEGMENTED INFORMATION

Operating Segments

Tinley is in the business of manufacturing hemp oil-infused beverages. Previously it had been in the business of mineral exploration in the United States of America and Columbia. As such, management has organized the Company's reportable segments by geographic area. The Colombia segment was responsible for that country's mineral exploration and production activities while the Canadian segment manages corporate head office activities. On July 18, 2014, the Company ceased to operate in Columbia as the Company sold its wholly-owned subsidiary, San Lucas Gold Corp. ("San Lucas"), which holds 100% of Tinley's Colombia-based mining interests (note 12).

Information concerning Tinley's reportable segments is as follows:

(Expressed in Canadian Dollars)

9. SEGMENTED INFORMATION (continued)

	September 30, 2015	December 31, 2014
		$
Consolidated net income (loss)		
Canada	**(486,605)**	(274,999)
United States of America	-	(36,208)
Colombia	-	319,085
	(486,605)	7,878
Significant non-cash items		
Share based payments		
Canada	**4,950**	9,900
	4,950	9,900

As at,	**September 30, 2015**	December 31, 2014
Total assets		
Canada	**353,267**	29,790
Colombia	-	-
	353,267	29,790

10. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Related party transactions and key management compensation are as follows:

During the nine month period ended September 30, 2015, $12,150 (2014 - $12,500) was incurred for rent to FMI Capital Advisory Inc. (formerly Foundation Opportunities Inc.) (“FMICAI”), a company in which the Secretary and Director and CEO and Director of the Company are directors and have an indirect, through a family trust for the benefit of the minor children of the director, and direct interest respectively. The Company and FMICAI also entered into a consulting agreement on May 15, 2015. In consideration for services, the Company agreed to pay a monthly fee of $11,000. For the nine month period ended September 30, 2015, $55,500 was incurred. At September 30, 2015, included in due to related parties is $28,607 (December 31, 2014 - $28,442) payable to FMICAI.

During the nine month period ended September 30, 2015, $nil (2014 - $8,000) was paid for consulting fees to Cavalry Corporate Solutions Inc. (“Cavalry”) for CFO, book keeping and administrative services, a company in which the Secretary and Director of the Company has an indirect, through a family trust for the benefit of the minor children of the director, interest and in which the CEO and Director is a director and has an indirect interest. As of February 2014, the agreement has been terminated. At September 30, 2015, included due to related parties is $nil (December 31, 2014 - $22,600) payable to Cavalry.

During the nine month period ended September 30, 2015, $61,540 (2014 - $25,107) was incurred for legal fees to a company in which the Secretary and Director of the Company is a partner. At September 30, 2015, included in due to related parties is $23,935 (December 31, 2014 - $54,583) payable to this company.

During the nine month period ended September 30, 2015, $nil (2014 - $nil) was paid to the Vice-President,

10. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION (continued)

Business Development and a Director for exploration related costs. At September 30, 2015, included in due to related parties is $nil (December 31, 2014 - $7,431) payable to this individual.

During the nine month period ended September 30, 2015, $20,000 (2014 - $nil) was paid for services to the chief executive officer. As at September 30, 2015, $21,010 (December 31, 2014, $nil) is payable to the CEO and is included in due to related parties.

During the nine month period ended September 30, 2015, $42,500 (2014 - $45,000) was paid for services to the former chief executive officer. As at September 30, 2015, $8,635 (December 31, 2014, $95,500) is payable to the former chief executive officer and is included in due to related parties.

During the nine month period ended September 30, 2015, $nil (2014 - $nil) was paid for services to the former chief financial officer. As at September 30, 2015, $nil (December 31, 2014 - $60,200) is included in due to related parties is payable to the former chief financial officer.

The Company and Branson Corporate Services ("Branson") entered into a management services agreement which includes the services of the Company's Chief Financial Officer. Branson is an entity in which a Company with a related director has a 49% interest. During the nine month period ended September 30, 2015, $50,000 (2014 - $35,000) in management, accounting and administrative services were provided by Branson. As at September 30, 2015, $15,820 (December 31, 2014 - $56,500) is included in due to related parties.

In 2012, the Company received non-secured loans of $35,000 from the former CFO at the rate of 10% per annum payable at the closing of a financing. As at September 30, 2015, $38,710 (December 31, 2014 - $37,500) is included in loans and interest payable relating to principal. The loan is currently in default.

As of September 30, 2015, $10,000 and $1,727 respectively (December 31, 2014 - $46,000 and $4,600) is outstanding as loans and interest due to various directors. The loans are non-secured, bear interest at the rate of 10% per annum and are payable at the closing of financing.

Over the course of 2012 to 2014, the Company received loans of $269,200 from the former CEO. The loans are non-secured and bear interest at the rate of 10% per annum payable at the closing of a financing. As at September 30, 2015, $10,000 (December 31, 2014 - $165,800) is included in loans and interest payable relating to principal.

During 2014, the company issued $340,286 in convertible debentures. Of this amount, $79,000 in debentures was purchased by directors of the Company. $75,000 was purchased by a company in which one of the director's is the chief executive officer; and, $80,000 in debentures was issued to an individual who is related to a director. The debentures were converted into 14,145,319 common shares and 2,729,798 warrants on September 30, 2015.

All key management compensation has been included above.

Pursuant to the debt settlement agreement as described in Note 6, $245,675 of the debt, $288,961 of the debentures, and $230,071 of the promissory notes owing to related parties has been converted to common shares and warrants.

11. CONVERTIBLE DEBENTURES

On June 17, 2014, the Company closed its non-brokered private placement of secured convertible debentures (the “Debentures”) for total gross proceeds of $340,286. These debentures were issued at face value and are convertible, at the option of the holder, at any time prior to the maturity date, into common shares of the

Company at a conversion price equal to $0.10 per common share. The debentures mature 3 years from the closing date. The debentures are secured by the shares currently owned by the Company in the capital stock of 2243734 Ontario Ltd which owns the Company’s interest in the Murdock Mountain property.

The rate of interest on the Debentures is 14% per annum, payable semi-annually in common shares of the Company on December 31, and June 30, of each year beginning on December 31, 2014.

As an incentive for purchasing Debentures, the Company issued to subscribers 6,667 bonus warrants for every $1,000 of Debentures purchased, which resulted in the issuance 2,268,689 bonus warrants. Each bonus warrant is exercisable into shares at a price of $0.15 per Share (post-Consolidation), for a period of 3 years from the closing date and had a value of $58,678 (see note 8 for estimates used in the valuation of warrants). The warrant value of $58,678 has been recognized in equity for the year ended December 31, 2014.

The debentures are classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debenture being less than face value. The discount is being amortized over the term of the debenture utilizing the effective interest rate method at a 39.4% per annum discount rate.

On September 30, 2015, the Company converted the convertible debentures into 23,609,362 common shares and 2,956,694 warrants.

12. DISCONTINUED OPERATIONS

On June 19, 2014, the Company entered into an agreement to sell its wholly-owned subsidiary, San Lucas Gold Corp. (“San Lucas”), to Enneract Corporation (“Enneract”), a private Panamanian company. San Lucas Gold Corp holds 100% of Tinley’s Colombia-based mining interests. The transaction closed on July 18, 2014.

The operating results for nine month periods ended September 30, 2015 and 2014 related to San Lucas have been presented separately as the loss from discontinued operations in the consolidated statements of income and comprehensive loss. The breakdown of the loss for the nine month periods ended September 30, 2015 and 2014 from discontinued operations is as follows:

(Expressed in Canadian Dollars)

12. DISCONTINUED OPERATIONS (continued)

		Three month period ended September 30, 2015	Three month period ended September 30, 2014	**Nine month period ended September 30, 2015**	Nine month period ended September 30, 2014
Exploration and evaluation	$	-	-	-	(105,964)
Office and general		-	-	-	(57,343)
Management and consulting		-	-	-	(10,153)
Salaries and benefits		-	-	-	(26,047)
Foreign exchange		-	-	-	(34,088)
Loss from discontinued operations		-	-	-	(233,595)
Gain on disposal		-	-	-	500,023
Net earnings from discontinued operations	$	-	500,023	-	266,428

13. SUBSEQUENT EVENT

a) On October 6, 2015, the Company completed a consolidation of the Common Shares on a five for one (5:1) basis and changed its name to "The Tinley Beverage Company Inc".

b) On November 3, 2015, the Company closed the first tranche of a non-brokered private placement for gross proceeds of $1,170,500, issuing a total of 11,705,000 units, at a price of $0.10 per Unit. Each Unit consists of one Common Share and one half of one Common Share purchase warrant. Each full Warrant entitles the holder to acquire one Common Share at a price of $0.20 per Common Share for a period of 24 months from the closing date.