THE TINLEY BEVERAGE COMPANY INC. (formerly Quia Resources Inc.)
Management's Discussion and Analysis
of Financial Condition and Results of Operation
For the year ended December 31, 2015

Management's discussion and analysis (MD&A) is current to April 29, 2016 and is management's assessment of the operations and the financial results together with future prospects of The Tinley Beverage Company Inc. ("Tinley" or the "Company"). This MD&A should be read in conjunction with our audited consolidated financial statements and related notes for the years ended December 31, 2015 and 2014, prepared in accordance with International Financial Reporting Standards. All figures are in Canadian dollars unless stated otherwise. This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to Tinley's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward looking statements. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A. This MD&A should be read in conjunction with the most recent Annual Information form ("AIF") on file with the provincial securities regulatory authorities. Additional information relevant to Tinley's activities, including Tinley's Press Releases can be found on SEDAR at www.sedar.com.

TABLE OF CONTENTS

1. Description of Business

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. On October 6, 2015, the Company completed the Change of Business (as hereinafter defined), and pursuant to the Articles of Amendment dated October 6, 2015, the Company changed its name to "The Tinley Beverage Company Inc".

Tinley's objective is to create premium hemp-infused beverages that have the potential to become some of the first national brands in this emerging category in the United States. Over the next 12 months, the Company intends to develop and launch a line of hemp-based functional beverages that are designed to help with three health objectives: vitality, sleep and cognitive health.

Prior to the Change of Business, the Company was engaged in the acquisition, exploration and development of properties for the mining of agricultural minerals in North America and had been, up until the sale of the San Lucas Property, engaged in exploration for precious metals in Colombia. The Company retains an option to earn a 65% interest in the Murdock Mountain phosphate project in Nevada

As at April 29, 2016, the directors and officers of the Company were:

Jeffrey Maser	CEO and Director
Al Quong	Chief Financial Officer
Adam Szweras	Director and Corporate Secretary
Roger Dent	Director
David Posner	Director
Anthony Roodenburg	Director
David Ellison	Director

2. Recent Developments

Financing Developments

In June 2015, the Company entered into agreements to convert $389,753.33 of the outstanding balance of the Convertible Debentures into equity as follows: $212,352.04 was converted into Common Shares at a price of $0.012 ($0.06 post-consolidation) per Common Share, resulting in issuance of 17,695,975 (3,539,195 post-consolidation) Common Shares; and $177,402.29 was converted into units at a price of $0.03 ($0.15 post-consolidation) per Unit, resulting in issuance of 5,913,390 (1,182,678 post-consolidation) Units. Each Unit is comprised of one Common Share and one half of one Common Share purchase warrant (each, a "**Debenture Conversion Warrant**"). Each Debenture Conversion Warrant is exercisable into one Common Share at a price of $0.04 ($0.20 post-consolidation) per Common Share for a period of 24 months from the date of issuance. The Debenture Conversions were completed on September 30, 2015.

In June 2015, the Company entered into agreements to convert insider loans (the "**Insider Loans**") totaling $210,070.77 into Common Shares at a price of $0.012 ($0.06 post-consolidation) per Common Share, resulting in issuance of 17,505,897 (3,501,179 post-consolidation) Common Shares. The conversion of Insider Loans was completed on September 30, 2015.

In June 2015, the Company entered into agreements to settle debts in the aggregate amount of $398,339.98, (the "**Debt Settlement Agreement**"), the terms of which are further outlined in the press release dated July 7, 2015, as follows: an amount of $146,056.34 has been settled with non-arm's length parties by converting the amount into Common Shares at a price of $0.012 ($0.06 post-consolidation) per Common Share, resulting in issuance of 12,171,360 (2,434,272 post-consolidation) Common Shares; and an amount of $252,283.63 has been settled with non-arm's length parties by converting the amount into Common Shares at a price of $0.012 ($0.06 post-consolidation) per Common Share, resulting in issuance of 21,023,635 (4,204,727 post-consolidation) Common Shares. The Debt Settlements were completed on September 30, 2015.

In August 2015, the Company closed two tranches of a non-brokered private placement consisting of an aggregate of 38,000,000 (7,600,000 post-consolidation) units (the "**Private Placement Units**") for aggregate gross proceeds of $380,000 (the "**Equity Private Placement**"). Each Private Placement Units is comprised of one (1) Common Share and one half (1/2) of one Common Share purchase warrant (each, a "**Private Placement Warrant**"), with each whole Private Placement Warrant exercisable into one (1) Common Share at a price of $0.02 ($0.10 post-consolidation) per Common Share for a period of 24 months after the closing date. The term of the Private Placement Warrants is subject to an acceleration right at the option of the Company, provided that the Common Shares trade at or above $0.05 ($0.25 post-consolidation) and the Company has provided the warrant holders with a 30 days prior written notice of the accelerated warrant exercise date. The approval of this offering by the TSX Venture Exchange (the "**TSXV**") was conditional on providing undertakings by more than 50% of the shareholders of the Company to support the **Consolidation** (as hereinafter defined) and such undertakings had been provided.

On October 6, 2015, the Company completed the Consolidation (the "**Consolidation**") of issued and outstanding common shares on the basis of 5:1.

On November 3, 2015, the Company closed the first tranche (the "**First Tranche**") of a non-brokered private placement for gross proceeds of $1,170,500, issuing a total of 11,705,000 units of the Issuer (the "**PP Units**"), at a price of $0.10 per PP Unit. Each PP Unit consists of one (1) Common Share and one half (1/2) of one Common Share purchase warrant (each, a "**PP Warrant**"). Each full PP Warrant entitles the holder to acquire one (1) Common Share at a price of $0.20 per Common Share for a period of 24 months from the closing date. The First Tranche forms a part of a broader non-brokered private placement of up to $1,500,000, whereby up to 15,000,000 PP Units are offered.

On December 11, 2015, the Company closed the second tranche (the "**Second Tranche**") of a non-brokered private placement for gross proceeds of $284,500, issuing a total of 2,845,000 units of the Issuer (the "**PP Units**"), at a price of $0.10 per PP Unit. Each PP Unit consists of one (1) Common Share and one half (1/2) of one Common Share purchase warrant (each, a "**PP Warrant**"). Each full PP Warrant entitles the holder to acquire one (1) Common Share at a price of $0.20 per Common Share for a period of 24 months from the closing date. The Second Tranche forms a part of a broader non-brokered private placement of up to $1,500,000, whereby up to 15,000,000 PP Units are offered.

On December 18, 2015, the Company closed the third tranche (the "**Third Tranche**") of a non-brokered private placement for gross proceeds of $55,000, issuing a total of 550,000 units of the Issuer (the "**PP Units**"), at a price of $0.10 per PP Unit. Each PP Unit consists of one (1) Common Share and one half (1/2) of one Common Share purchase warrant (each, a "**PP Warrant**"). Each full PP Warrant entitles the holder to acquire one (1) Common Share at a price of $0.20 per Common Share for a period of 24 months from the closing date. The Third Tranche forms a part of a broader non-brokered private placement of up to $1,500,000, whereby up to 15,000,000 PP Units are offered.

Business Developments

In September 2015, the Company announced that further to its review of potential strategies to maximize shareholder value in the mineral exploration space and specifically strategic alternatives relating to the Company's Murdock Mountain Project, and given the difficult state of the mineral resource space, it had elected to focus on other business opportunities to maximize shareholder value. As a result, it had decided to reposition its business operations as a "Diversified Industries" issuer targeting beverages infused with hemp oil extracts in the United States (the "**Change of Business**").

In light of the proposed Change of Business, on October 29, 2015, the Company entered into an asset purchase agreement (the "**Acquisition Agreement**") with Jeffrey Maser, which was negotiated at arm's length. Pursuant to the terms of the Acquisition Agreement, among other things, the Company purchased from Mr. Maser assets (collectively, the "**Purchased Assets**") relating to, directly or indirectly, the development, manufacturing, marketing, selling and distributing hemp stalk oil infused beverages (the "**Business**").

The purchase price for the acquisition of the Purchased Assets is $162,500 and was satisfied in full by the Company paying to the Vendor at closing $12,500 in cash and issuing to the Vendor an aggregate of 3,000,000 Common Shares at a price of $0.05 per Share, subject to regulatory escrow requirements and additional performance escrow requirements.

Effective as of market close on September 30, 2015, the Company has completed its delisting from the TSX Venture Exchange and has submitted the initial draft of the listing statement for review by the Canadian Securities Exchange.

Jeffrey Pencer was appointed Head of Product Development and Distribution on October 29, 2015.

On January 28, 2016, the Company listed on the Canadian Securities Exchange under the symbol TNY.

3. Overall Performance

For the year ended December 31, 2015, the Company's cash position increased by $1,011,748 to $1,011,944 from $196 at December 31, 2014. This increase is primarily due to private placements during the year.

Results of Operations

Selected Annual Information

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
	$	$	$
Loss from continuing operations	(692,778)	(311,207)	(654,744)
Income (loss) from discontinued operations	-	319,085	(556,266)
Net income (loss)	(692,778)	7,878	(1,211,010)
Income (loss) per weighted average share			
– from operations - basic and diluted	(0.044)	(0.075)	(0.006)
– from discontinued operations - basic and diluted	-	0.077	(0.004)
– net income (loss) - basic and diluted	(0.044)	0.002	(0.010)
Total Net Assets	1,315,527	29,790	145,204

Three month period ended December 31, 2015
The Company incurred a net loss of $206,172 or $0.007 a share for the three month period ended December 31, 2015, compared with a net loss of $80,401 or $0.004 a share for the same period ended December 31, 2014.

For the three month period ended December 31, 2015, management and consulting fees increased by $192,360 to $220,360 from $28,000 in the same period in 2014. Management and consulting fees increased in the quarter as new consultants were brought on with the change in business. In the prior year, the Company was conserving cash and decreasing overall activities.

Total exploration and evaluation costs decreased during the three month period ended December 31, 2015, by $29,811 to $nil from $29,811 in 2014. The decrease is due to the fact that operations at San Lucas were discontinued in the prior year. As such, the Company did not incur any exploration and evaluation expenditures from continuing operations in the current period.

Year ended December 31, 2015
The Company had a net loss of $(692,778) or $(0.044) a share for the year ended December 31, 2015, compared with a net income of $7,878 or $0.002 a share for the same period ended December 31, 2014. The prior year included a gain from discontinued operations of $319,085, and a loss from continuing operations of $(311,207).

For the year ended December 31, 2015, management and consulting fees increased by $409,938 to $541,764 from $131,826 in the same period in 2014. Management and consulting fees increased in the current year as new consultants were brought on with the change in business. In the prior year, the Company was conserving cash and decreasing overall activities.

Total office and general costs decreased in the year ended December 31, 2015, by $19,119 to $129,813 from $148,932 in 2014. The decrease is mainly due to the decrease in debenture interest and accretion as the debentures were settled in the current period, and increased expenses in the prior year as the Company started increasing overall activities after a year of conserving cash in 2014.

Total exploration and evaluation costs decreased in the year ended December 31, 2015, by $43,852 to $nil from $43,852 in 2014. The decrease is due to the fact that operations at San Lucas were discontinued in the prior year. As such, the Company did not incur any exploration and evaluation expenditures from continuing operations in the current period.

Professional fees increased by $59,649 to $89,103 during the year ended December 31, 2015 compared to $29,454 in the same period in 2014. The increase is mainly due to legal fees incurred for general matters.

The Company incurred share based payments for the year ended December 31, 2015 of $13,968 compared to $9,900 for the same period in 2014. Share based payments are booked based on the valuation of options using the Black-Scholes model and based on other payment of expenses in shares.

4. Summary of Quarterly Results

Selected financial information for the eight quarters as follows:

	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
	$	$	$	$
Total Revenue	-	-	-	-
Net Income (loss)	(206,172)	(128,618)	(275,987)	(82,001)
Income (loss) Per Share – basic and diluted	$(0.007)	$(0.003)	$(0.012)	$(0.004)

	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014
	$	$	$	$
Total Revenue	-	-	-	-
Net Income (loss)	(80,401)	358,588	(178,343)	(91,966)
Income (loss) Per Share – basic and diluted	$(0.004)	$0.016	$(0.009)	$(0.001)

Working Capital

As at December 31, 2015, the Company had net working capital of $1,101,865 compared to a working capital deficiency of $666,571 as at December 31, 2014.

A summary of the Company's cash position and changes in cash for the years ended December 31, 2015 and 2014 are provided below:

	Year ended December 31,	
	2015	2014
Cash used in operating activities – net	**(527,306)**	(421,070)
Cash used in investing activities	**(12,500)**	-
Cash provided by financing activities	**1,551,554**	218,141
Cash provided by discontinued operations	**-**	193,953
Increase (decrease) in cash	**1,011,748**	(8,976)
Cash, beginning of period	**196**	9,172
Cash, end of period	**1,011,944**	196

Liquidity Outlook

Tinley had cash of $1,011,944 available at December 31, 2015, an increase of $1,011,748 from the balance at December 31, 2014 of $196. This increase is primarily due to the private placements in the year for gross proceeds of $380,000 and $1,510,000. The Company's working capital increased by $1,768,436 to a working capital of $1,101,865 from a working capital deficiency of $666,571 at December 31, 2014.

5. Related-party Transactions

Related party transactions and key management compensation are as follows:

During the year ended December 31, 2015, $8,100 (2014 - $16,200) was incurred for rent to FMI Capital Advisory Inc. (formerly Foundation Opportunities Inc.) ("FMICAI"), a company in which the Secretary and Director and former 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. As of June 30, 2015, the lease agreement was terminated. 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 $10,000. For the year ended December 31, 2015, $109,000 was incurred. At December 31, 2015, included in accounts payable is $nil (December 31, 2014 - $28,442) payable to FMICAI.

During the year ended December 31, 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 interest and in which the former CEO and Director is a director and has an indirect interest. As of February 2014, the agreement has been terminated. At December 31, 2015 included in accounts payable is $nil (December 31, 2014 - $22,600) payable to Cavalry.

During the year ended December 31, 2015, $55,350 (2014 - $25,300) in legal fees were incurred for services provided by a law firm in which the Secretary and Director of the Company is a partner. At December 31, 2015, included in accounts payable is $2,403 (December 31, 2014 - $54,583) payable to this law firm.

During the year ended December 31, 2015, $nil (2014 - $nil) was paid to the former Vice-President, Business Development and a Director for exploration related costs. As at December 31, 2015, accounts payable included $nil (December 31, 2014 - $7,431) payable to this individual.

During the year ended December 31, 2015, $117,500 (2014 - $nil) was paid for services to the chief executive officer (the "CEO").

During the year ended December 31, 2015, $42,500 (2014 - $45,200) was paid for services to the former chief executive officer (the "CEO"). As at December 31, 2015, $nil (December 31, 2014, $95,500) is payable to the former CEO and is included in due to related parties. During the year, $65,500 payable to the former CEO was forgiven.

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 Foundation Financial Holdings Corp owns 49% of the shares. During the year ended December 31, 2015, $93,000 (2014 - $56,500) in management, accounting and administrative services were provided by Branson. As at December 31, 2015 $nil (December 31, 2014 - $56,500) is included in accounts payable.

During the year ended December 31, 2015, $nil (2014 - $nil) was paid for services to the former chief financial officer. As at December 31, 2015, $nil (December 31, 2014 - $60,200) is included in accounts payable.

During the year ended December 31, 2015, $67,500 (2014 – $nil) was paid for services to a Director. As at December31, 2015, $nil (December 31, 2014 - $nil) is included in accounts payable.

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 December 31, 2015, $nil (December 31, 2014 - $37,500) is included in loans and interest payable relating to principal.

As of December 31, 2015, $nil (2014 – $46,000) is outstanding as loans due to various directors. The loans are unsecured, and bear interest at the rate of 10% per annum.

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

In 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 post-consolidation 2,654,395 common shares and 508,735 warrants on September 30, 2015.

Pursuant to the debt settlement agreement, $245,675 of the trade and other payables, $268,017 of the debentures, and $210,071 of the promissory notes owing to related parties has been converted to common shares and warrants.

On December 22, 2015, the Company sold its interest in the San Lucas and Murdock Mountain properties (note 5) to a Company, in which a former Director and wife of a Director of the

Company, are owners, in exchange for an assumption of accounts payable in the amount of $17,340 and other contingent liabilities.

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors. Compensation provided to key management is as follows:

	2015	2014
Short-term employee benefits, including salaries and fees	$ 389,500	$ 109,700
Share-based compensation	13,968	9,900
Professional fees	55,351	25,300
	$ 458,819	$ 144,900

All key management compensation has been included above.

Disclosure of Outstanding Share Data April 29, 2016

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	45,793,813 Common Shares
Securities convertible or exercisable into voting or equity shares		a) Options to acquire up to 4,006,000 common shares b) 12,558,710 Warrants exercisable to acquire common shares of the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Dividends

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Critical Accounting Estimates

Assessment of Recoverability of Deferred Income Tax Assets

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.
Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Estimate of Share Based Payments and Associated Assumptions

Tinley uses the fair value method in accounting for share based payments. Under this method, share based payments are measured at the fair value of the equity instruments issued, and are amortized over the vesting period. The offset to the recorded cost is to reserve for share based payments.

The Company recorded share based payments based on an estimate of the fair value on the grant date of stock options issued. This accounting required estimates of interest rate, life of options, stock price volatility and the application of the Black-Scholes option pricing model. See note 7 of the December 31, 2015 audited consolidated financial statements for a full disclosure.

Assessment of Recoverability of Receivables Including HST

The carrying amount of accounts receivables, and HST are considered representative of their respective values. The Company assesses the likelihood that these receivables will be recovered and, to the extent that recovery is considered doubtful a provision for doubtful accounts is recorded.

Impairment of Long-lived Assets

Tinley reviews long lived assets for impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts.

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to asset retirement obligations; life of property, plant and equipment, depreciation and depletion of assets; recoverability of accounts receivable, valuation of deferred income tax amounts, impairment testing and the measurement of share-based payments and warrants. The most significant judgements relate to recoverability of capitalized amounts, recognition of deferred tax assets and liabilities.

6. Financial Instruments and other Instruments

Net Fair Value of Financial Assets and Liabilities

The Company's financial instruments comprise cash, accounts receivable, accounts payable and accrued liabilities.

Cash has been designated as held-for-trading, which are measured at fair value. Accounts receivable is classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities and are classified as other financial liabilities, which are measured at amortized cost. The Company has no available for sale instruments.

Financial Risk Factors

Fair Value

The carrying amount of cash, provisions, 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. As at December 31, 2015, all financial instruments measured at fair value are considered level 1.

Fair value hierarchy and liquidity risk disclosure

The following summarizes the methods and assumptions used in estimating the fair value of the Company's financial instruments where measurement is required. The fair value of short-term financial instruments approximates their carrying amounts due to the relatively short period to maturity. These include cash as at June 30, 2015. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy included in GAAP.

(i) Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.

(ii) Level two includes inputs that are observable other than quoted prices included in level one.

(ii) Level three includes inputs that are not based on observable market data.

All of the Company's cash is a level one as per the fair value hierarchy included in GAAP.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

A) Credit Risk

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.

B) Market Risk

i.) 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.

ii.) Foreign Currency Risk

The Company's functional currency is the Canadian dollar. The Company operates in Canada, and the United States, giving rise to market risks from changes in foreign exchange rates. The Company believes that the results of the 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.

iii.) 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 December 31, 2015, the Company had a cash balance of $1,011,944 (December 31, 2014 - $196) to settle current liabilities of $51,162 (December 31, 2014 - $696,361).

All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms. The Company can't 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.

Risk Factors

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. If any of these risks actually occur, the Company's business, financial condition or results of operation may be materially adversely affected. In such case, the trading price of the Company Shares could decline and investors could lose all or part of their investment. The following is a summary of certain risks that could be applicable to the business of the Company:

Limited operating history in its new area of business.
The Company has a limited operating history in its new area of business, is in the early-stage development and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with

respect to personnel, financial and other resources and lack of revenue. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. The Company also has no history of earnings.

Because the Company has a limited operating history in emerging area of business, you should consider and evaluate its operating prospects in light of the risks and uncertainties frequently encountered by early-stage companies in rapidly evolving markets. These risks may include:

- risks that it may not have sufficient capital to achieve its growth strategy;
- risks that it may not develop its product and service offerings in a manner that enables it to be profitable and meet its customers' requirements;
- risks that its growth strategy may not be successful;
- risks that fluctuations in its operating results will be significant relative to its revenues; and
- risks relating to an evolving regulatory regime.

The Company's future growth will depend substantially on its ability to address these and the other risks described in this section. If it does not successfully address these risks, its business may be significantly harmed.

Additional financing
The Company believes that its raised capital is sufficient to meet its presently anticipated working capital and capital expenditure requirements for the near future. This belief is based on its operating plan which, in turn, is based on assumptions, which may prove to be incorrect. In addition, the Company may need to raise significant additional funds sooner in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

Volatile global financial and economic conditions
Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Company's ability to obtain financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global

volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

Competition
The beverage industry is highly competitive. The Company will compete with numerous other businesses in the beverage industry, many of which possess greater financial and marketing resources and other resources than the Company. The beverage business is often affected by changes in consumer tastes and discretionary spending patterns, national and regional economic conditions, demographic trends, consumer confidence in the economy, traffic patterns, local competitive factors, cost and availability of raw material and labor, and governmental regulations. Any change in these factors could materially and adversely affect the Company's operations. The Company's operations can also be substantially affected by adverse publicity resulting from quality, illness, injury, health concerns, public opinion, or operating issues. The Company will attempt to manage these factors, but the occurrence of any one or more of these factors could materially and adversely affect the Company's business, financial condition and results of operations.

Reliance on Management
The success of the Company is currently dependent on the performance of its senior management. The loss of the services of these persons would have a material adverse effect on the Company's business and prospects in the short term. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Factors which may Prevent Realization of Growth Targets
The Company is currently in the early development stage. There is a risk that the additional resources will be needed and milestones will not be achieved on time, on budget, or at all, as they are can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Company:

- delays in obtaining, or conditions imposed by, regulatory approvals;
- facility design errors;
- environmental pollution;
- non-performance by third party contractors;
- increases in materials or labour costs;
- construction performance falling below expected levels of output or efficiency;
- breakdown, aging or failure of equipment or processes;
- contractor or operator errors;
- labour disputes, disruptions or declines in productivity;
- inability to attract sufficient numbers of qualified workers;
- disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

The Products Sold by the Company are Subject to Regulation Governing Food, Dietary Supplement and Related Products

The activities of the Company are subject to regulation by governmental authorities. Achievement of the Company's Business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the Business, results of operations and financial condition of the Company.

While cannabinoids, commonly found in hemp oil, can also be commonly found in certain strains of marijuana, which faces significant restrictions on use and distribution under the United States Controlled Substances Act ("**CSA**"), the Company is not sourcing any derivatives from marijuana at present.

While oil derived from industrial hemp stalk that has naturally occurring THC content equal to or less than 0.3% is excluded from the definition of marijuana under the CSA, there is no certainty that this exclusion could not be altered by court or governmental action or re-interpretation. There is no certainty that the United States Food and Drug Administration ("**FDA**") will not regulate the use of hemp oil or components of hemp oil as a drug and prohibit use as a dietary ingredient. There is no certainty that hemp oil will be considered a grandfathered dietary ingredient under the Dietary Supplement Health and Education Act of 1994 ("**DSHEA**"), or would otherwise be permitted for use under the DSHEA. The U.S. Food and Drug Administration ("**FDA**") has stated that cannabidiol, a component of hemp oil, is precluded from the definition of a dietary ingredient as it is the subject of an Investigational New Drug application.

The Company relies on the supply of hemp stalk oil extracts, which is imported into the United States from other countries. The United States Drug Enforcement Administration ("**DEA**") and the U.S. Customs and Border Protection Agency will not permit the entry of hemp extract into the United States if it contains any amount of THC which is a marijuana derivative and, therefore, a Schedule I drug. Currently, the definition of "marijuana" in the CSA does not include the plant's "mature stalks", which are used to create hemp (which only contains trace amounts of THC and has no psychoactive effect). Hemp stalk oil is not scheduled under the CSA and therefore, is also not under the enforcement authority of the DEA. Currently, the DEA does not take jurisdiction over hemp stalk oil products, but controls hemp cultivation, and companies that wish to cultivate hemp in the United States must apply for a permit with the DEA. If in future DEA takes jurisdiction to regulate hemp stalk oil products, the Company may become subject to additional licensing requirements, which may require additional capital. There is no assurance that the Company will be able to obtain any such licenses, or be eligible to apply for such licenses, which would adversely affect the Company's Business. Hemp extract and products containing hemp extract may not be manufactured, distributed or sold in Canada unless such activity is undertaken in accordance with the Marihuana for Medical Purposes Regulations ("**MMPR**") or other appropriate regulatory exemptions.

Risks Associated with Increasing Competition
There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

Due to the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations the Company.

Risks Inherent in an Agricultural Business
A part of the Company's business revolves around growing of hemp, an agricultural product, although the Company will not itself grow or sell hemp. As such, the business is subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although the Company intends to manufacture its products indoors under climate controlled conditions, carefully monitors the growing conditions with trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of its products.

Product Liability
As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of the Company's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company potential products.

Product Recalls
Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the products developed by the Company are recalled due

to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. Company may lose a significant amount of revenue and may not be able to replace that revenue at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company is establishing procedures to test finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by the regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Dependence on Suppliers and Skilled Labour
The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company's capital expenditure program may be significantly greater than anticipated by the Company's management, and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the financial results of the Company.

Operating Risk and Insurance Coverage
While the Company believes its insurance coverage addresses all material risks to which it is exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Management of Growth
The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Dividends
The Company has no earnings or dividend record, and does not anticipate paying any dividends on the Company Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Limited Market for Securities
There can be no assurance that an active and liquid market for the Company Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

Environmental and Employee Health and Safety Regulations
The Company's operations are subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. The Company will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on our manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Internal Control over Financial Reporting
Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

During the most recent year end there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Corporation's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the year covered by this management's discussion and analysis, management of the Corporation, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Corporation, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

7. Cautionary Note Regarding Forward Looking Statements

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of Tinley to fund the capital and operating expenses necessary to achieve the business objectives of Tinley, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

8. Management's Responsibility for Financial Information

Management is responsible for all information contained in this report. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the audited consolidated financial statements with management. The Board of Directors has approved the audited consolidated financial statements on the recommendation of the Audit Committee.

April 29, 2016

Jeffrey Maser
Chief Executive Officer