

THE TINLEY BEVERAGE COMPANY INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 28, 2017

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of Common Shares of The Tinley Beverage Company Inc. ("**Tinley**" or the "**Corporation**") will be held at the St. Andrews Club, 150 King Street West, 27th Floor, Toronto, Ontario on Tuesday, February 28, 2017, at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2015, together with the report of the auditors thereon and related management discussion and analysis;
2. to fix the number of directors of the Corporation at four;
3. to elect directors of the Corporation;
4. to re-appoint auditors and to authorize the directors to fix the auditors' remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular under the section "Matters to be Acted Upon" and at:

<http://noticeinsite.tsxtrust.com/TheTinleyBeverageCompanyAGM2017>

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is January 12, 2017 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as the Information Circular and annual financial statements, ("**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Corporation for the year ended December 31, 2015 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2015 ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the corporation's transfer agent TSX Trust Company ("**TSX Trust**") website at <http://noticeinsite.tsxtrust.com/TheTinleyBeverageCompanyAGM2017>. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular nor the Financial Statements.

Obtaining Paper Copies of Materials

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent, TSX Trust, toll-free at 1-866-600-5869. Shareholders may also obtain paper copies of the Proxy Related Materials free of charge by contacting TSX Trust toll-free at 1-866-600-5869 or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or TSX Trust as applicable, by Friday, February 17, 2017 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before February 24, 2017, at 10:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for Registered Shareholders, must be returned to TSX Trust, the Corporation's transfer agent, (i) by mail to TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; or (ii) by facsimile at (416) 595-9593; or (iii) via email to TMXEInvestorServices@tmx.com; or (iv) by internet at www.voteproxyonline.com; or by 10:00 am (Eastern time) February 24, 2017 or, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompanying the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

DATED this 16th day of January, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Jeff Maser*"
Jeff Maser, Chief Executive Officer