



THE TINLEY BEVERAGE COMPANY INC.

Management's Discussion and Analysis

For the nine months ended September 30, 2019

TABLE OF CONTENTS

1. Description of Business	2
2. Business Overview	2
3. Canadian Companies with U.S. Marijuana-Related Assets	7
4. Overall Performance	18
5. Related Party Transactions and Key Management Compensation	23
6. Financial Risk Management	23
7. Capital Management	24
8. Summary of Accounting Policies	25
9. Risk Factors	29
10. Cautionary Note Regarding Forward-Looking Statements	41
11. Management's Responsibility for Financial Information	41

The following Management's Discussion and Analysis ("MD&A") is current to November 29, 2019 and is management's assessment of the financial position and results of operation together with future prospects of The Tinley Beverage Company Inc. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the three and nine months ended September 30, 2019 and 2018, as well as the audited consolidated financial statements for the years ended December 31, 2018, prepared in accordance with International Financial Reporting Standards ("IFRS").

All figures are in Canadian dollars ("\$" or "CAD") 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. This MD&A includes, but is not limited to, forward-looking statements. Management considers the assumptions on which these forward-looking statements are based to be reasonable at the time the statements were prepared. 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. Additional information relevant to Tinley's activities, including Tinley's press releases can be found on SEDAR at www.sedar.com.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

1. Description of Business

The Tinley Beverage Company Inc. ("Tinley" or the "Company") 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 a change of business to a pure-play cannabis beverage company (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.". The address of the Company's registered office is 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1, Canada.

The Company's common shares are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "TNY" and on the OTCQX® under the trading symbol "TNYBF".

The Company manufactures a line of liquor-inspired, non-alcoholic, cannabis-infused beverages which are available in retail locations in California, United States ("US").

2. Business Overview

Financing Developments

On February 22, 2019 the Company announced that its new President, Western US, Richard Gillis, made a personal investment of \$276,000 in the Company. As a result, the Company issued 600,000 common shares to Mr. Gillis at an issue price of \$0.46 per share for gross proceeds of \$276,000.

On April 30, 2019, the Company closed the first tranche ("Tranche 1") of a non-brokered private placement (the "Private Placement Offering") through the issuance of 9,028,699 Units at a price of \$0.60 per Unit, for gross proceeds of \$5,417,219. Each Unit consists of one (1) common share and one half (1/2) warrant. Each whole warrant entitles the holder to purchase one (1) common share at a price of \$0.90 per common share, for a period of 24 months from closing. Richard Gillis, President – Western US, invested \$240,000 on this Private Placement Offering as well, bringing his total investments in the Company to \$516,000 and 1,000,000 shares of.

On May 10, 2019, the Company completed the second tranche ("Tranche 2") of the Private Placement Offering through issuance of 5,788,408 Units and a price of \$0.60 per Unit, for total gross proceeds of \$3,473,044. Each Unit was comprised of one (1) common share of and one half (1/2) warrant. Each whole warrant entitles the holder to purchase one (1) common share at a price of \$0.90 per common share, for a period of 24 months from closing.

On November 14, 2019, the Company closed a non-brokered Private Placement Offering through the issuance of 1,250,000 Units at a price of \$0.40 per Unit, for gross proceeds of \$500,000. On November 26, 2019, due to investor interest, the Company raised a further \$850,000 through the issuance of 2,125,000 Units, under the same terms of offering. Each Unit was comprised of one (1) common share and one (1) warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.60 per common share, for a period of 36 months from closing.

Business Developments

On March 21, 2019, the Company announced that it has completed its planned expansion of its Phase 2 Facility, which is located in California's Coachella Valley. The Phase 2 Facility can produce up to 3 million bottles per year, and the Company projects an average wholesale price of United States Dollars ("USD") \$3 to \$4 per bottle for its single-serve beverages and USD \$15 to \$17 per bottle for its multi-serve beverages. This expanded facility is designed to produce the next-generation versions of Tinley™ Tonics, non-alcoholic cannabis beverages.

On April 17, 2019, the Company announced that its licensed manufacturer based in Coachella Valley had shipped an inaugural batch of the Company's next-generation, single-serve, Tinley™ Tonics cocktail-inspired products. The Company also announced that its licensed manufacturer has begun production of the Company's multi-serve Tinley™ '27 liquor-inspired products.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

On April 23, 2019, the Company announced that its licensed manufacturer in the Coachella Valley has shipped inaugural batches of the Company's liquor-inspired Tinley™ '27 cannabis beverages. This release was approximately one (1) month ahead of schedule, reflecting the capabilities of the Company's recently commissioned Phase 2 Facility. On May 1, 2019, the Company reported that all of its inaugural batches of ready-to-drink, single-serve tonics and its multi-serve "Tinley™ Tonics" and "Tinley™ '27" line of products have passed state testing and are being shipped to retail.

On May 13, 2019, the Company announced that it intends to use the net proceeds raised from Tranches 1 and 2 of the Private Placement Offering for general working capital including the completion and commissioning of the Phase 3 Facility in Long Beach, as well as financing production for fulfillment of its existing \$200,000 backorders and anticipated new orders, conducting marketing programs in major markets throughout California, pursuing co-packing deals and expanding into additional territories. The Company had also continued producing additional batches of its margarita-inspired Stone Daisy™ and Moscow Mule-inspired High Horse™ single-serve tonics as well as its cinnamon whisky-inspired Cinnamon Cask™ and Amaretto-inspired Almond Cask™ multi-serve products.

The Company also intends to complete production of its coconut-rum inspired elixir in time for a summer 2019 release, as well as unveil additional single-serve and multi-serve THC and CBD products.

On August 19, 2019, the Company announced that it had entered into agreements with two (2) Canadian cannabis companies to facilitate the negotiation of definitive agreements for production and sale of Tinley's products in Canada. As a result, the Company expects to begin making presentations to various Canadian provincial cannabis boards and other prospective cannabis buyers this Fall. As cannabis beverages are expected to become legal in 2019, it remains uncertain when licenses specific to manufacturing will be finalized for Canadian companies or when retailers will be in a position to make such products available for sale.

On August 29, 2019, the Company announced that it had now completed the build-out and installation of the Long Beach facility (the "Phase 3 Facility"). The Phase 3 Facility has bottling capacity of approximately 12 million bottles per year, with a space plan for up to two (2) additional bottling lines to accommodate additional beverage formats and capacity as required. The Phase 3 Facility is home to Tinley's purpose-built beverage distribution facility, which will allow the Company to execute a controlled DSD distribution model and capture additional economics from this downstream phase of the value chain. Upon licensing of the Phase 3 Facility, Tinley intends to move the bottling line in the Phase 2 Facility to one (1) of its priority expansion jurisdictions elsewhere in North America.

On October 22, 2019, the Company announced that BevMo, one of the most prominent liquor retailers in California, will now carry cannabis-free versions of the Tinley's beverages in California, Arizona and Washington. These products are expected to be shipped prior to the December holiday season. Tinley has spent the past three (3) years working with national brand liquor formulators on perfecting cannabis-infused, nonalcoholic versions of popular cocktails and liquors, each using extracts, flavors and spices found in their alcoholic counterparts. These products have received highly favorable response in dispensaries throughout California. As a result, Tinley has received substantial interest from mainstream retailers that are seeking to aggressively boost their non-alcoholic, adult-style beverage offerings. Tinley has therefore created non-alcoholic, cannabis-free versions of its products for use in these retail channels.

This new expansion to mainstream retail gives Tinley an opportunity to apply its formulations and designs across the \$550 billion nation-wide, mainstream beverage market, enabling significant additional opportunity beyond the Company's rapidly growing cannabis revenue. To clearly differentiate between consumer need states and retail channels for cannabis versus cannabis-free beverages, the cannabis-free versions will be launched under a different, but graphically related brand identity. This branding strategy also enables the Tinley products to be compliant in jurisdictions that may prohibit marketing of cannabis products under the same brand as non-cannabis versions.

The Company also announced that sell-through of the cannabis-infused versions of these products has been steadily increasing, and that these products are now available in over 50 cannabis dispensaries in virtually every market in California. Based on anticipated demand, the Company plans to produce in excess of \$1 million of products in Q4 2019, valued based on their wholesale selling price, inclusive of cannabis and cannabis-free products. This represents

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

significant growth since the Company’s initial products first landed on dispensary shelves 22 weeks ago. These expected Q4 shipments are in addition to products already produced or shipped in Q2 and Q3. The Company continues to classify these products as shipments, given it does not recognize revenue until it is paid by distributors or retailers. However, the Company expects meaningfully shorter pay cycles in mainstream channels than in dispensaries.

The Company is leveraging its team’s beverage industry relationships to add additional mainstream retail chains in all 50 states for these new cannabis-free products. The Company’s growing sales force is also continuing to add dispensary listings throughout California for the cannabis-infused versions.

On November 4, 2019, the Company announced that it had signed an agreement with Great North Distributors, Inc. (“Great North”), to distribute Tinley’s cannabis beverages throughout Canada. Great North is the exclusive distributor for other leading brands including Aphria and Pasha Brands. The arrangement with Great North will give Tinley access to its nationwide sales and distribution network, which includes experienced sales and marketing teams, established relationships with all government cannabis distribution boards, as well as coverage with Canada’s numerous private retailers.

On November 14, 2019, the Company announced that former NBA All-Star and early-stage Vitaminwater® investor, Baron Davis, has joined Tinley’s Advisory Board. Mr. Davis will lend expertise by advising on marketing and promotion, co-packing and co-branding opportunities, and product development strategies.

On November 27, 2019, the relevant regulatory bodies in California have indicated that the Company’s cannabis entity has satisfied requirements for receipt of a cannabis manufacturing license, pending satisfactory municipal approvals from the City of Long Beach. The Company has completed tenant improvements requested by the municipality during its pre-inspections, most of which were related to electrical upgrades that are required for the Company’s purpose-built bottling line. The Company expects electrical inspections for this equipment to take place in early December, after which the utility can complete transformer and meter activation. This activation will trigger a final round of inspections by all relevant municipal departments. Upon completion of these inspections and receipt of its cannabis manufacturing license, the Company will undertake the final commissioning of the bottling line using cannabis-infused product. The Company has bottled non-infused versions of several of its products as part of pre-commissioning testing.

Lastly, Tinley had received approval from the Depository Trust Company (“DTC”), making its shares DTC eligible. DTC provides depository and book entry services, along with a settlement system for equities in the US and across the globe.

Retail Growth Strategy

Tinley™ Tonics and Tinley™ ’27 THC-Infused Beverages

In 2018, the Company launched an initial run of its first THC-infused product, a non-alcoholic margarita infused with 10mg of THC. This product had been developed with a Southern California-based liquor formulator, along with products inspired by coconut rum, cinnamon whisky, Italian amaretto and Moscow Mule cocktails.

In late 2018, after a brief period in market, California made comprehensive updates to its cannabis regulations. One such update, issued as a ‘clarification’, provided that cannabis could no longer be manufactured with in alcohol-style labeling. As a result, the Company ceased manufacturing its margarita product and begun a process of label redesign.

In addition to the time needed to produce new labels, the Company elected to extend the manufacturing pause by several additional months to implement additional strategic improvements:

- Expansion into a fully automated, higher-capacity “Phase 2” licensed facility bottling line: Having exhausted capacity in the Company’s initial “Phase 1” facility, the Company elected to move to a larger facility and install a larger, fully automated bottling line. As a result, the “Phase 2” Facility can produce up to 3 million bottles per year. The Company believes this will provide ample capacity for its products and its co-packers’ products until the “Phase 3” long-term facility in Long Beach is operational. This 3-phased approach had

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

started in 2017, upon a successful demonstration at the Cannabis Cup that year. In response to the evolving regulations in California at the time, the Company undertook a search for a facility to house its interim and long-term bottling facilities. The tight real estate market in areas that were zoned for commercial cannabis activity, coupled with the unique facility requirements of bottling facilities, led to a challenging, lengthy process.

The process ultimately resulted in an Intellectual Property licensing agreement (the “IP Agreement”) with the former manufacturer (as hereunder defined) for its “Phase 1” operations, and a subsequent arrangement with a new licensed operator and manufacturer its “Phase 2” operations. It also resulted in the aforementioned lease for the “Phase 3” facility in Long Beach for the Company’s long-term operations. While this lengthy search process resulted in a delay in producing the Company’s products, the Company successfully negotiated lease rates in a highly desirable location – which is critical for beverage distribution – at competitive rates. It also enabled the Company to simultaneously produce products at incrementally larger runs in the initial facilities to build market share and make informed decisions for the design of the Phase 3 facility.

- Implementation of updated cannabis infusion technology: The Company worked with approximately 20 infusion technology providers to create upgraded versions of its formulations using the various new technologies that begun emerging at the time. This includes the terpene and nano-emulsification technology that has been successfully implemented in the Company’s product lineup. These technologies allow the products to have a rapid onset effect, a full-flower effect, visual clarity, 12-month shelf life, homogenous dispersion of active ingredients and a faster offset of effect. As a result, Tinley’s consumers can enjoy an experience that more closely resembles the social experience of alcoholic beverages, however with a cannabis effect. This more directly supports the consumer value proposition of the “Tinley™ Tonics” and “Tinley™ ’27” alcohol-inspired product lines.

As a result of the Company’s election to lengthen the manufacturing pause to implement the above improvements, the Company had no products in production between autumn of 2018 and spring of 2019. The current quarter therefore represents the first full quarter with the new products in market. The Company is only recognizing a fraction of the revenue related to products delivered to stores during this period given revenue is recognized only when paid, which can result in a 30 to 90 day delay from when deliveries are made, and due to the fact that a portion of deliveries are used as free samples or sold at a discount.

As with the former manufacturer, and the new interim licensed operator and manufacturer in the Coachella Valley, the Company relies upon its third-party distributors’ internal compliance mechanisms, reinforced by various normal course state inspections, to ensure they comply with applicable state and local regulations. The Company has frequent interactions with personnel at the current interim licensed manufacturer and their distributors, allowing the Company to monitor their activities, however, this is in a limited capacity.

Tinley is not a party to the agreements that the interim licensed operator and manufacturer has with distributors. Tinley is informed on interactions between the current licensed Manufacturer and their distributors and believes the contracts between these parties include reasonable provisions to ensure they each operate in compliance with applicable local and state laws and regulations.

Long-Term Bottling Facility

On March 1, 2018, the Company entered into two (2) new lease agreements for the new 19,760 square feet (“sq. ft.”) Long Beach facility, a bottling facility for cannabis beverage production which is situated on approximately 45,000 sq. ft. of land approximately 16 miles from downtown Los Angeles. At this time, no commercial operations are currently being conducted at the Long Beach facility, as it is intended to be used as the Company’s future bottling facility and principal place of business in California. However, the build-out of this facility is mostly complete, subject to certain tenant improvements requested by municipal inspectors, and the Company has run test batches of non-infused liquid. Upon receipt of all required licensing and regulatory approvals, the Company will be permitted to run infused liquid through its bottling line.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

The Company has retrofitted the existing structure and installed batching and bottling equipment that is uniquely designed for the needs of cannabis drinks. This equipment accommodates the solubilization technology and processes that Tinley uses for its cannabis and terpene-infused, liquor-style beverages. The bottling line is designed for a variety of bottle, label and closure styles to accommodate future products as well as enable co-packing services for third-party brands that wish to build cannabis-infused versions of their products. The equipment enables both carbonated and non-carbonated beverages, as well as those that contain perishable ingredients and that require clean-label claims.

Due to the central location of the Long Beach facility, Tinley also intends to use a portion of the building to build a licensed cannabis distributor which will be equipped to cater to the unique needs of beverage products, including refrigeration and large-format packaging. The Company intends to operate this distributor in cooperation with existing local distributors and operators. The facility will also house a beverage R&D and internal testing center to enable continuous product innovation and quality assurance. The Company believes that this lineup of services will enable it to maintain control over all aspects of its supply chain, provide investors with exposure to a broader portfolio of beverage products and offer an end-to-end beverage development solution for third-party brands.

The Company will continue producing at the interim licensed manufacturing Partner's "Phase 2" Facility in Coachella Valley until the Long Beach facility is retrofitted and permitted for operations in accordance with California state regulations.

During the quarter ended September 30, 2019, the Company announced several key achievements:

- Shipment of \$200,000 of products to distributors in May and June, an amount representing product demand stated by the Company's distributors as of the time production has paused in 2018 as a result of regulatory changes;
- The Company's products are now available in most key markets in California including home delivery throughout the San Francisco Bay Area, including Silicon Valley, as well as in portions of Los Angeles; the Company's products are also available for on premise consumption in licensed cannabis lounges in San Francisco and the Palm Springs area; further requests for Company products have also been received from several cannabis lounges that are expected to be among the first to open in Los Angeles later this year;
- The Company is conducting the buildout of a state of the art, purpose-built bottling facility under local authorization, which has been successfully granted by the City of Long Beach;
- The Company's application for a California State Type N Manufacturing license remains in process and, as previously disclosed, is expected to extend beyond the completion of equipment installation and tenant improvements at the facility; the Company is pleased with the pace of progress towards its final licensing;
- The Company's "Phase 2" Manufacturer has ample capacity to satisfy product demand and co-packing clients until Long Beach is licensed;
- The Company has entered into agreements with two (2) Canadian companies to facilitate the entering of definitive agreements for production and sale of the Company's products in Canada; and
- The Company has begun beverage specific, value-added DSD services for existing cannabis distributors in the state, thereby enabling such distributors to offer the unique infrastructure and merchandising services necessary for beverage distribution.

Territorial Expansion

Subsequent to the end of the quarter, the Company announced an agreement with Great North for distribution of its cannabis beverages in Canada. Great North is an affiliate of Southern Glazers Wine and Spirits, of the world's foremost beverage alcohol distributors. The Company is now working to complete an agreement with a licensed manufacturer for production of its products.

The Company also views Nevada as a priority expansion opportunity due to the State's large tourism industry, year-round warm climate, innovative plans for licensing consumption, and proximity to the California operations.

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

CBD Beverages

Subsequent to the passage of the Farm Bill in late 2018, the Food and Drug Administration (“FDA”) and the California Department of Public Health (“CDPH”) increased enforcement against hemp CBD products in mainstream “bricks and mortar” stores within the State. This resulted in many brands being delisted and at least one product confiscation from the warehouse of a high-profile CBD drink. Unlike most other CBD companies, which primarily sell their products online, Tinley’s “Hemplify®” products were sold almost entirely in “bricks and mortar” stores, due to the size and weight of drinks relative to oils. While Tinley believes that enforcement against CBD products in “bricks and mortar” stores in California will ultimately ease, the FDA has made no firm commitments on regulatory changes. This regulatory headwind, coupled with oils being the dominant format for CBD sales rather than drinks, as well as the larger opportunity in THC-infused drinks, led the Company to make the decision to focus entirely on THC-infused beverages. The Company expects to take on co-packing clients that wish to make cannabis-derived CBD drinks for clients, however it does not expect to make hemp-derived CBD products for mainstream retail until there is greater clarity from the FDA. In addition to FDA and CDPH enforcement against hemp-derived CBD, the Bureau of Cannabis Control (“BCC”) stipulated that hemp-derived CBD products are no longer eligible for sale in California dispensaries unless the hemp is grown and distributed under the State’s track and trace system. This further validated the Company’s decision to reposition its resources entirely to cannabis-derived (i.e. non-hemp-derived) THC and CBD products in the dispensary channel. Given its existing THC-infused beverage infrastructure and distribution, Tinley believes that it is uniquely positioned to distribute cannabis-derived (i.e. not hemp-derived) CBD beverages through the dispensary channel throughout California, by deriving from CBD-rich cannabis strains available from the same licensed suppliers that the Company uses for its THC-infused beverages. This would further enable operational and marketing synergies with the Company’s THC beverages.

Non-Infused Beverage Distribution

Subsequent to the end of the quarter, the Company announced that BevMo, one of the Western USA’s most prominent liquor retail chains, would be launching non-infused versions of the Company’s products in 150 stores. Like many bars, restaurants, liquor stores and grocery stores, BevMo is working to expand its offerings of non-alcoholic, adult-style beverages. This is largely in response to shifting demand for alcohol products, notably the declining consumption among younger consumers. Several sources predict this category, often dubbed the ‘sober-curious movement’, to be one of the fastest-growing categories within the overall beverage industry in the coming years. Selling non-infused versions of the Company’s products is an effective way to generate mainstream awareness of the Company’s cannabis products, as well as a substantial additional source of revenue for the Company overall. The Company expects to add several additional mass retails and on-premise chains across the USA, simultaneous to the growth of its core cannabis beverage business.

3. Canadian Companies with U.S. Marijuana-Related Assets

On February 8, 2018, the Canadian Securities Administrators published Staff Notice 51-352 (Revised) *Issuers with U.S. Marijuana-Related Activities* (the “Staff Notice”), which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the US as permitted within a particular state’s regulatory framework. All issuers with US cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents.

Such disclosure includes, but is not limited to: (i) a description of the nature of a reporting issuer’s involvement in the US marijuana industry; (ii) disclosure that marijuana is illegal under US federal law and that enforcement of relevant laws is a significant risk; (iii) related risks including, among others, the risk that third-party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer’s ability to operate in the US; and (iv) a discussion of the reporting issuer’s ability to access public and private capital, including which financing options are and are not available to support continuing operations. Additional disclosures are required to the extent a reporting issuer is deemed to be directly or indirectly engaged in the US marijuana industry, or deemed to have “ancillary industry involvement”, all as further described in the Staff Notice. Public reaction to the Staff Notice was generally positive and industry participants welcomed the opportunity to review and provide enhanced disclosure.

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

As a result of the Company’s operations in the US, the Company is properly subject to the Staff Notice and accordingly provides the following disclosure:

I. All Issuers with U.S. Marijuana-Related Activities

A. Nature of the Company Involvement in the U.S. Marijuana Industry

Currently, the Company’s involvement in the US commercial cannabis activity is ancillary. The Company does not currently have any local or state commercial cannabis licenses, permits or authorizations. Under the California Business and Professions Code, Section 26000, et seq., short titled, the Medicinal and Adult-Use Cannabis Regulation and Safety Act (“MAUCRSA”) and the regulations promulgated thereunder (the “MAUCRSA Regulations”) (hereinafter MAUCRSA and the MAUCRSA Regulations shall be referred to as “California Cannabis Law”), a license is required to conduct commercial cannabis activity.

The Company has entered into an intellectual property license agreement licensing its proprietary intellectual property to a licensed operator, (specifically the Riverside facility licensed operator or, hereinafter, the “Manufacturer”), who, utilizing its cannabis licenses, manufactures the Company’s Tinley-branded products and pays the Company a royalty fee (the “IP License”). The Manufacturer has obtained the required licenses to produce the Tinley-branded products and operates from its licensed premises in Riverside County. The Manufacturer has shipped more than \$200,000 worth of Tinley branded products to distributors’ facilities in June and July of 2019, plus additional amounts for sales and marketing samples.

The Company relies on the Manufacturer to operate in accordance with all state, local and other relevant laws and regulations. As a licensed operator, the Manufacturer has been and will continue to be subject to periodic, normal course inspections by various state and local agencies, including but not limited to, local fire department, the local health department, and the CDPHMCSB. The Company will lease employees to the Manufacturer to oversee the quality of production, however, the Manufacturer provides the ultimate direction and control. Therefore, ongoing compliance resides with the Manufacturer. The Company has no involvement in relation to the Manufacturer’s production of products other than the Tinley-branded products.

The Company and the Manufacturer are currently in the process of negotiating new production agreements for the ongoing production of Tinley-branded Products until the Company’s Long Beach facility is operational. The Company and the Manufacturer have agreed to move forward in good faith to preserve the economics and regulatory compliance of the business arrangement.

The Company may also seek to add additional manufacturing partners to augment capacity, until its Long Beach facility is fully operational.

B. Marijuana Illegality

In the US, cannabis is largely regulated at the state level. To the Company’s knowledge, there are to date a total of 33 States, plus the District of Columbia, Puerto Rico and Guam, which allow their residents to use medical marijuana. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, the Federal Controlled Substances Act (the “FCSA”) makes it illegal under federal law to manufacture, distribute or dispense marijuana. 21 U.S.C § 801, et seq. Cannabis is categorized as a Schedule I controlled substance under the FCSA and as such, violates federal law in the US. Companies that engage in any form of commerce in the cannabis industry and individuals investing in a cannabis business may be subject to federal criminal prosecution along with civil fines and penalties. Federal enforcement could lead to dissolution, asset forfeiture and total loss of investment. Thus, enforcement of relevant laws is a significant risk.

C. Guidance from Federal Authorities

The US Supreme Court has ruled in a number of cases that the federal government does not violate the federal constitution by regulating and criminalizing cannabis, even for medical purposes. Therefore, federal law criminalizing the use of marijuana pre-empts state laws that legalizes its use for medicinal and adult-use purposes.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

As a result of the conflicting views between State legislatures and the US federal government regarding cannabis, investments in cannabis businesses in the US are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in August 2013, when then Deputy Attorney General, James Cole, authored a memorandum (the "Cole Memorandum") addressed to all US district attorneys acknowledging that, notwithstanding the designation of cannabis as a controlled substance at the federal level in the US, several US States have enacted laws relating to cannabis for medical purposes, as may be supplemented or amended indicating that federal enforcement of the applicable federal laws against cannabis-related conduct should be focused on eight (8) priorities, which are to prevent:

- (1) Distribution of cannabis to minors;
- (2) Criminal enterprises, gangs and cartels from receiving revenue from the sale of cannabis;
- (3) Transfer of cannabis from States where it is legal to States where it is illegal;
- (4) Cannabis activity from being a pretext for trafficking of other illegal drugs or illegal activity;
- (5) Violence or use of firearms in cannabis cultivation and distribution;
- (6) Drugged driving and adverse public health consequences from cannabis use;
- (7) Growth of cannabis on federal lands; and
- (8) Cannabis possession or use on federal property.

The Cole Memorandum outlined certain priorities for the US Department of Justice (the "DOJ") relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that, in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the DOJ has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard. In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the DOJ should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority.

The DOJ has issued official guidance regarding marijuana enforcement in 2009, 2011, 2013, 2014 and 2018 in response to State laws that legalize medical and adult-use marijuana. In each instance, the DOJ has stated that it is committed to the enforcement of federal laws and regulations related to marijuana. However, the DOJ has also recognized that its investigative and prosecutorial resources are limited. As of January 4, 2018, the DOJ has rescinded all federal enforcement guidance specific to marijuana and has instead directed that federal prosecutors should follow the "Principles of Federal Prosecution" originally set forth in 1980 and subsequently refined over time in chapter 9-27.000 of the US Attorney's Manual creating broader discretion for federal prosecutors to potentially prosecute state-legal medical and adult-use marijuana businesses even if they are not engaged in marijuana-related conduct enumerated by the Cole Memorandum, the memorandum dated August 29, 2013, as being an enforcement priority.

On November 14, 2017, Jeff Sessions, then the US Attorney General, made a comment before the House Judiciary Committee about prosecutorial forbearance regarding state-licensed marijuana businesses. In his statement, Attorney General Sessions stated that the US federal government's current policy is the same fundamentally as the Holder-Lynch policy, whereby the States may legalize marijuana for its law enforcement purposes, but it remains illegal with regard to federal purposes.

On January 4, 2018, Attorney General Sessions issued a memorandum (the "Sessions Memorandum") that rescinded the Cole Memorandum. The Sessions Memorandum rescinded previous nationwide guidance specific to the prosecutorial authority of US Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution that are already in place. Those principles are included in chapter 9.27.000 of the US Attorneys' Manual and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

As a result of the Sessions Memorandum, federal prosecutors will now be free to utilize their prosecutorial discretion to decide whether to prosecute marijuana activities, despite the existence of state-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how actively federal prosecutors will be in relation to such activities. Furthermore, the Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors. Medical cannabis is currently protected against enforcement by enacted legislation from US Congress in the form of the Rohrabacher-Blumenauer Amendment, which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding.

Due to the ambiguity of the Sessions Memorandum in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law. Such potential proceedings could involve significant restrictions being imposed upon the Company or third parties, and also divert the attention of key executives. Such proceedings could have a material adverse effect on the Company's business, revenues, operating results and financial condition as well as the Company's reputation, even if such proceedings were concluded successfully in favor of the Company.

As the Sessions Memorandum demonstrates, the US approach to enforcement of cannabis violations of the FCSA can change at any time. While there is some uncertainty at the federal level, on March 23, 2018, the omnibus spending bill signed into law by President Trump included an updated version of the Rohrabacher-Blumenauer amendment, which, as stated above, prohibits the DOJ from using federal funds to prevent states with medical cannabis regulations from implementing laws that authorize the use, distribution, possession or cultivation of medical cannabis. The amendment applies to medical cannabis but not recreational cannabis and does not change the designation of cannabis as a Schedule I controlled substance under the FCSA.

While there are no explicit federal protections for adult-use commercial cannabis activity, on April 11, 2018, President Trump made a verbal commitment to Colorado US Senator, Cory Gardner, to not interfere with the Colorado cannabis industry. Further, Senator Gardner stated, "President Trump has assured me that he will support a federalism-based legislative solution to fix this states' rights issue once and for all." At this time, such bipartisan legislation has not yet been finalized, but Senate Garner went on to say, "[m]y colleagues and I are continuing to work diligently on a bipartisan legislative solution that can pass Congress and head to the President's desk to deliver on his campaign position." The Company is pleased to see reports that President Trump has promised top Senate Republicans that he will support congressional efforts to protect states that have legalized marijuana. The Company is cautiously optimistic that it represents a clear and positive sign that the industry is shifting towards a climate where cannabis users and business can participate in the industry without fear of interference from the federal government.

While cannabis remains illegal at the federal level, there have been recent developments relevant to the federal government taking a position that respects states' rights to legalize and regulate commercial cannabis and refrain from prosecuting commercial cannabis businesses. Senator Gardner, and Senator Elizabeth Warren from the State of Massachusetts, have introduced federal legislation that would bar the federal government from interfering with any state-approved cannabis legalization and permit cannabis businesses to use the federal banking system.

On June 8, 2018, President Trump was asked about the bill in an interview and replied, "we're looking at it. But I probably will end up supporting that, yes." Such a bill would effectively prevent the federal government from taking any action that interferes with legal commercial cannabis businesses in the State of California.

On November 7, 2018, Attorney General Sessions resigned after the US mid-term elections, which could potentially impact the US cannabis industry. From the mid-term elections, US voters delivered a split verdict for Congress, as the Democrats secured a majority in the House of Representatives (the "House") while the Republicans expanded their majority in the Senate. With the Democrats taking back control of the House, there may be opportunity for bipartisanship on a number of issues including the Strengthening the Tenth Amendment Through Entrusting States Act, S. 3032 ("STATES Act"), which would protect individuals working in cannabis sectors from federal prosecution. The STATES Act was introduced in June 2018 through bi-partisan efforts initiated by Senator Gardner together with Senator Warren. Senator Warren won re-election which ensures she will push the change to federal law regarding

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

cannabis. In addition, constituents of Michigan voted to legalize adult-use cannabis, making Michigan the first state in the Midwest to do so and the 10th in the US overall demonstrating growing sentiment amongst Americans towards legalization. Voters in Missouri and Utah approved ballot measures legalizing cannabis for medical use, making their states the 31st and 32nd to do so.

On December 20, 2018, the 2018 Farm Bill was signed by President Trump, and it permanently removed hemp and hemp derivatives such as CBD from the purview of the FCSA. Prior to its enactment, the 2014 Farm Bill allowed industrial hemp to be cultivated under agricultural pilot programs conducted by state departments of agriculture and institutions of higher education. Under federal law, hemp is to be treated as an agricultural commodity, and the regulation of hemp products, including those containing CBD, will be enforced by the FDA under the Federal Food, Drug, and Cosmetic Act of 1938. As of this date, federal authorities have not set regulations that govern the manufacturing, advertising, or sale of hemp products. However, the FDA has issued statements that declare that CBD products intended for human or pet consumption are illegal. The FDA’s position is that consumable CBD products, whether cannabis or hemp-derived, are untested “new drugs” and, thus are illegal for consumption until FDA approval. However, the FDA is taking strides to legalize consumable CBD products. On May 31, 2019, the FDA held the first stakeholder hearing to discuss the pathway to the potential legalization of consumable CBD products.

On March 9, 2019, a bill to advance the Secure and Fair Enforcement (“SAFE”) Banking Act, a landmark bill that would provide safe harbor and guidance to financial institutions that work with legal cannabis businesses, was introduced in the House by Colorado Federal congressperson Ed Perlmutter and was referred to the House Judiciary and Financial Services Committees. On March 28, 2019, the Financial Services Committee voted 45 to 15 to advance the bill to the full House. The bill had “broad bipartisan support”, and there were 152 cosponsors at the time of the committee vote – over a third of the entire House.

On July 10, 2019, the House Judiciary Subcommittee on Crime, Terrorism and Homeland Security gathered to debate marijuana reform, as lawmakers sought input on federal laws reform in a hearing titled “Marijuana Laws in America: Racial Justice and the Need for Reform.” Numerous members of Congress had indicated their intention to loosen US federal laws, and to even legalize marijuana. Despite the optimism, lawmakers did not appear to have a clear consensus on the best approach, such as whether to give States the right to legalize on their own, remove marijuana from Schedule I of the FCSA, legalize it or include promote social and racial equity in marijuana laws.

On September 25, 2019, the House voted in favor of the SAFE Banking Act. The historic vote was the first time that a standalone marijuana bill has come before the full House. The vote needed a two-thirds majority to pass and was supported by 321 votes in favor to 103 against. While the Company is pleased with the vote, which will help remedy the severe impact the lack of access to banking has had on the industry and the particular risks associated with operating in a largely cash-based industry, it would also urge the Senate to adopt similar banking protections and approve the Marijuana Opportunity Reinvestment and Expungement Act which would remove cannabis from the FCSA and take steps to begin repairing the harms of the war on drugs.

Although Jeff Sessions has been replaced by President Trump with new US Attorney General William Barr, there is still very little clarity as to how President Trump, or Attorney General Barr, will enforce federal law or how they will deal with states that have legalized medical or recreational marijuana. While bipartisan support is gaining traction on decriminalization and reform, there is no imminent timeline on any potential legislation. There is no guarantee that the current Presidential administration will not change its stated policy regarding the low-priority enforcement of US federal laws that conflict with State laws. Additionally, any new US federal government administration that follows could change this policy and decide to enforce the US federal law vigorously. **Any such change in the US federal government’s enforcement of current US federal law could cause adverse financial impact and remain a significant risk to the Company’s businesses.** See “Risk Factors”.

D. US Enforcement Proceedings

The US Congress has passed appropriations bills each of the last three (3) years that included the Rohrabacher Amendment Title: H.R.2578 — Commerce, Justice, Science, and Related Agencies Appropriations Act, 2016 (“Rohrabacher-Blumenauer Amendment”), which by its terms does not appropriate any federal funds to the DOJ for

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

the prosecution of medical cannabis offenses of individuals who are in compliance with state medical cannabis laws. Subsequent to the issuance of the Sessions Memorandum on January 4, 2018, the US Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the “Rohrabacher-Leahy Amendment”) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the DOJ up and through the 2018 appropriations deadline of December 31, 2018. These protections were subsequently extended through December 7, 2018 as part of a short-term continuation of appropriations. Following the much-publicized shutdown of the US Federal Government, the Consolidated Appropriations Act of 2019 was signed into law on February 15, 2019 with the Joyce Amendment intact (Section 538).

On June 20, 2019, the House voted 267–165 in favor of approving a broader amendment that in addition to protecting state medical cannabis programs also protected recreational use. On September 26, 2019 the Senate Appropriations Committee declined to take up the broader amendment but did approve the Rohrabacher–Farr Amendment for the 2020 fiscal year spending bill. On September 27, 2019, the Rohrabacher–Farr Amendment was renewed as part of a stopgap spending bill, in effect through November 21, 2019.

US courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with applicable State law. However, because this conduct continues to violate US federal law, US courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with applicable State law – could be prosecuted for violations of US federal law. If Congress restores funding, the US federal government will have the authority to prosecute individuals for violations of the law before it lacked funding under the FCSA’s five-year statute of limitations.

E. Related Risks

The MAUCRSA establishes a highly regulated system for all commercial cannabis activities in the state of California. This system requires all commercial cannabis activity to be conducted by licensees who are subject to the laws and regulations of the system. The Company’s Tinley-branded products will be produced by the Manufacturer, which holds various licenses, including a Type 6 Manufacturing License. Because the Manufacturer has a Type 6 Manufacturing License and has agreed to make the necessary regulatory disclosures, the Manufacturer will be permitted to manufacture the Company’s products in compliance with the Final BCC and CDPH Regulations. The Manufacturer relies on a variety of third-party licensees to obtain ingredients including but not limited to marijuana, and distribute and sell the Company’s products to authorized consumers. Each and every third-party licensee contracting with the Manufacturer is also subject to the stringent laws and regulations governing cannabis activities in California. In addition to fines, the penalties for non-compliance range from temporary license suspension to complete revocation of the license. This creates additional risk for the production and sale of the Company’s products.

In addition to the risks associated with third-party licensees, there are also general concerns associated operating in the California cannabis industry. Some, but not all of these concerns are set forth below:

1. Change in California Cannabis Law – Regular changes in California Cannabis Law that may negatively impact the sale and production of the Tinley-branded products.
2. Banking – Due to federal laws against marijuana, most banks are unwilling to take deposits, issue credit cards, open bank accounts, or assist with payroll services for cannabis businesses. While efforts are underway to address the banking issue, cannabis businesses deal primarily with cash. This presents numerous risks related to security, managing cash flow and the inability to invest funds. The California Board of Equalization allows for cash payments of tax bills at county branches located throughout the state. Nevertheless, cash-related issues continue to present risks for investors. The Company presently maintains accounts at multiple major banks for redundancy.
3. Taxes – Under Internal Revenue Code Section 280E, cannabis businesses are prohibited from deducting their ordinary and necessary business expenses, except for the “costs of goods sold” by cultivators. This results in

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

cannabis enterprises facing much higher federal tax rates than similar companies in other industries. While opinions differ, experts estimate from 40% to 70% as the effective federal tax rate imposed by Section 280E.

4. Food and Drug Administration – The FDA does not permit or allow any statement that cannabis or cannabinoid, including CBD, is intended to treat or cure any disease. Research and scientific studies are underway throughout the US; however, no product may make statements of diagnosis, treatment, or cure for any disease without FDA approval. Further, the FDA has declared that consumable CBD products, whether cannabis or hemp-derived, are untested “new drugs” and, thus are illegal for consumption until FDA approval. The CDPH has followed the FDA’s lead, stating that such consumable CBD products will not be legal in California until the FDA determines that CBD is safe for human or animal consumption or the California legislature determines otherwise.
5. Product Liability Claims – Insurance law and available products for cannabis operations, and product liability of cannabis, is a major concern for the industry. Investors should be aware that insurance policies may be limited, or claims may be challenged by insurance carriers.
6. Background Checks – California and some local jurisdictions require background checks for management and employees as well as applicants for licenses and permits. Although some cannabis-related convictions are not prohibited for obtaining licensing, convictions for other offenses may cause a delay or make a company ineligible for licensing.
7. License Issuance and Renewals – At this time, the Manufacturer has only obtained a temporary state license. There is no guarantee that the Manufacturer will obtain an annual license. Even if the Manufacturer obtains an annual license, it must be renewed annually and there is no guarantee that such license will be renewed each year.

F. Ability to Access Public and Private Capital

Tinley has historically, and continues to have, access to both public and private capital in Canada in order to support its continuing operations. In addition, Tinley has established a banking relationship with Canaccord Genuity Group, Inc. (“Canaccord”). Canaccord has completed brokered financings for the Company in the past, and Tinley’s CEO has over ten years of capital markets experience. Although Tinley has accessed private financing in the past and will be accessing the Canadian public market, there is neither a broad nor deep pool of institutional capital that is available to cannabis license applicants. There can be no assurance that additional financing, if raised privately, will be available to Tinley when needed or on terms which are acceptable. The Company has never needed to access public equity capital in the US.

G. Operating Exposure

The Company currently has no operations in Canada. All of the Company’s cannabis-based operations are located within the State of California. In addition to the Company’s cannabis-based operations discussed herein, the Company manufactures and sells a CBD-based beverage. The Company estimates that approximately five percent (5%) of its business will be based on the production and sale of non-cannabis products.

H. Legal Advice, Compliance, and Potential Exposure

The Company is monitoring compliance with California Laws on an ongoing basis. The Company has engaged California-based marijuana regulatory compliance counsel, who have substantial experience advising marijuana companies on how to comply with California law. The Company’s counsel has been tasked with monitoring California law on an ongoing basis and ensuring that the Company’s operations comply with all California marijuana laws. The Company has regularly scheduled calls with compliance counsel to discuss compliance matters. Nevertheless, there is no assurance that the Company or the Manufacturer will be able to maintain or remain in compliance with California or other state laws.

Moreover, even if the Manufacturer complies with each and every law and regulation, they may still be subject to federal criminal prosecution along with civil fines and penalties. Federal enforcement could lead to dissolution, asset forfeiture and total loss of investment.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

II. Involvement with Cultivation and Distribution

A. U.S. Marijuana Issuers with Direct Involvement in Cultivation or Distribution

Currently, the Company's involvement in the California cannabis industry is limited to entering into a contractual arrangement with the Manufacturer for the production of Tinley-branded products. The Company anticipates only contracting with the Manufacturer for manufacturing activities. Further, the Manufacturer typically uses cannabis purchased from third-party licensees in extracted forms, rather than cannabis cultivated under its own licenses, to manufacture the Company's products. The Manufacturer will also contract directly with several licensed cannabis distributors for distribution of the Company's products. As at the time of writing, the Manufacturer also has a distribution license and may begin distribution of the Company's products. Therefore, the Company does not believe it is currently subject to the disclosure requirements for "U.S. Marijuana Issuers with Direct Involvement in Cultivation or Distribution" set forth in the Staff Notice. If the Company's operations change in the future, it will provide the appropriate amended version of this disclosure. In the event the Company is subject to these disclosure requirements, the Company reserves the right to update this document accordingly.

B. U.S. Marijuana Issuers with Indirect Involvement in Cultivation or Distribution

As stated above, the Company does not yet have a commercial cannabis license and has no direct involvement in the cultivation or distribution of cannabis or cannabis products. The Company is only indirectly involved in commercial cannabis manufacturing through the Manufacturer's manufacturing of the Company's products. Therefore, the Company believes that it is not subject to the disclosure requirements for "U.S. Marijuana Issuers with Indirect Involvement in Cultivation or Distribution" set forth in the Staff Notice. The Company reserves the right to amend these disclosures in the event that it determines that it is subject to these disclosures.

III. U.S. Marijuana Issuers with Material Ancillary Involvement

The CDPHMCSB lists the Manufacturer as a temporary state license holder. On this basis, the Company is informed and believes that the Manufacturer "is in compliance with applicable licensing requirements and the regulatory framework enacted by [California]."

Note: The Company has obtained legal advice regarding compliance with applicable state regulatory frameworks and exposure and implication arising from US federal laws in the states where it conducts operations. As of November 29, 2019, the Company has not received any notices of violation, denial or non-compliance from any US authorities.

IV. State-Level Overview

Currently, Tinley is only operating within the State of California. The following sections present an overview of regulatory conditions for the marijuana industry in California.

California

In 1996, the State of California was the first state to legalize medical marijuana through Proposition 215, the Compassionate Use Act of 1996 ("CUA"). The City of Oakland in California was the first jurisdiction to license commercial cannabis activities in the US. This legalized the use, possession and cultivation of medical marijuana by patients with a physician recommendation for treatment of cancer, anorexia, AIDS, chronic pain, spasticity, glaucoma, arthritis, migraine, or any other illness for which marijuana provides relief. However, there was no State licensing authority to oversee businesses that emerged.

In September of 2015, the California legislature passed three (3) bills collectively known as the "Medical Cannabis Regulation and Safety Act" ("MCRSA"). The MCRSA establishes a licensing and regulatory framework for medical marijuana businesses in California. The system has multiple license types for dispensaries, infused products manufacturers, cultivation facilities, testing laboratories, transportation companies, and distributors. Edible infused product manufacturers will require either volatile solvent or non-volatile solvent manufacturing licenses depending on their specific extraction methodology. Multiple agencies will oversee different aspects of the program and businesses will require a State license and local approval to operate.

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

On November 8, 2016, California voted to approve the “Adult Use of Marijuana Act” (“AUMA”) to tax and regulate for all adults 21 years of age and older. In 1996, California was the first US state to pass a medical marijuana law allowing for a not-for-profit patient/caregiver system, but there was no State licensing authority to oversee businesses that emerged.

On June 27, 2017, California State Legislature passed MAUCRSA, which amalgamates the MCRSA and AUMA frameworks to provide a set of regulations to govern medical and adult use licensing regime for cannabis businesses in the State of California.

On November 16, 2017, the State government introduced the emergency regulations, which shall be governed by the BCC, the CDPH and the CDFA, which provide further clarity on the regulatory framework that will govern cannabis businesses. The regulations build on the regulations provided by MCRSA and AUMA and also specify that the businesses will need to comply with the local law in order to also comply with the State regulations. On January 1, 2018, the new State regulations took effect as California moved to full adult-use state legalization for cannabis products.

On January 16, 2019, the Final BCC Regulations, Final CDPH Regulations and the “final” text of regulations for licensed cultivators (the “Final CDFA Regulations”) were adopted. These final regulations made significant changes to the emergency State regulations and implement the statewide standards and licensing requirements for commercial cannabis licensees in California. While these regulations are entitled the “final” regulations, California legislators are considering approximately sixty cannabis related bills that would result in modifications to California Cannabis Law. Although it is unclear how many of these bills will pass, the California Cannabis Law will continue to evolve in 2019 and beyond.

To operate legally under state law, cannabis operators must obtain a state license and local approval. Local authorization is a prerequisite to obtaining state licensure, and local governments are permitted to prohibit or otherwise regulate the types and number of cannabis businesses allowed in their locality. The state license approval process is not competitive and there is no limit on the number of state licenses an entity may hold. Although vertical integration across multiple license types is allowed under MAUCRSA, testing laboratory licensees may not hold any other licenses aside from a laboratory license. There are also no residency requirements for ownership under MAUCRSA.

In California, two (2) State leaders had issued statements signaling intent to defend the State’s voter-approved law legalizing recreational marijuana, in response to the Sessions Memorandum. California Attorney General Xavier Becerra has stated publicly, “In California, we decided it was best to regulate, not criminalize, cannabis,” “We intend to vigorously enforce our state’s laws and protect our state’s interests.” The BCC’s Chief Executive Lori Ajax also stated, “We’ll continue to move forward with the state’s regulatory processes covering both medicinal and adult-use cannabis consistent with the will of California’s voters, while defending our state’s laws to the fullest extent.”

On May 29, 2018, federal and state authorities announced a joint effort to target illegal cannabis grows, with \$2.5 million in federal money backing the effort. McGregor Scott, US Attorney for the Eastern District of California, said he will prioritize illegal cannabis rather than going after the legal recreational marijuana market even though US federal law bans marijuana. He stated, “The reality of the situation is there is so much black-market marijuana in California that we could use all of our resources going after just the black market and never get there,” “So for right now, our priorities are to focus on what have been historically our federal law enforcement priorities: interstate trafficking, organized crime, and the federal public lands.”

In March 2019, lawmakers in California had proposed State Senate Bill 51, which is designed to help cannabis businesses that have been shut out from the traditional banking system. Cannabis businesses has dealt predominantly in cash due to continued federal banking restrictions that make it nearly impossible for them to have bank accounts with federally chartered financial institutions. There had also been efforts underway at the federal level to pass legislation that would allow banks to serve cannabis-related businesses without the risk of being prosecuted. The proposed measure would allow private banks or credit unions to apply for a limited-purpose state charter so they can provide depository services to licensed cannabis businesses. California’s legal marijuana industry is struggling to compete with the black market and is facing challenges that include banking access and high taxes.

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

In May 2019, Attorney General Becerra, along with 37 other state and territorial attorneys, had sent a letter to congressional leaders, urging them to enact the SAFE Banking Act or other legislation that would expand banking access for marijuana companies. To the knowledge of the Company’s management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in California.

On August 6, 2019, the California DOJ released the “Guidelines for the Security and Non-Diversion of Cannabis Grown for Medicinal Use” to clarify the state’s laws governing medicinal cannabis, specifically those related to the enforcement, transportation, and use of medicinal cannabis. The Guidelines come after significant changes in state law on recreational cannabis use. The revised guidelines include:

1. A summary of applicable laws;
2. Guidelines regarding individual qualified patients and primary caregivers;
3. Best practices for the recommendation of cannabis for medical purposes;
4. Enforcement guidelines for state and local law enforcement agencies; and
5. Guidance regarding collectives and cooperatives.

On October 12, 2019, California State Governor Gavin Newsom signed several cannabis-related bills that, among other things, are designed to bolster minority participation in the industry, ensure labor peace and institute a vaporizer cartridge labeling requirement, and including one (1) that will let legal businesses take advantage of more tax deductions. He also vetoed another measure that would have allowed some patients to use medical cannabis in health care facilities. A summary of the cannabis bills enacted into law include:

1. Senate Bill 595 requires the State to implement a program by January 1, 2021, that defers or waives license application and licensing or renewal fees for qualified “needs-based” applicants. This is a social equity provision to boost minority participation in the industry.
2. Assembly Bill 1529 requires adding a universal symbol no smaller than a quarter inch-by-quarter inch on all cannabis vaporizer cartridges. The symbol must be engraved, affixed with a sticker or printed in black or white.
3. Assembly Bill 1291 strengthens an existing provision for marijuana businesses by requiring applicants with 20 or more employees to provide a notarized statement that they will enter into and abide by the terms of a labor peace agreement.
4. Assembly Bill 858 clarifies some requirements for “specialty cottage” growers with a maximum 2,500 sq. ft. of canopy.
5. Senate Bill 34 allows marijuana retailers to provide free products to medical patients that meet certain criteria. Such was a common industry practice until new regulations went into effect in 2018.

Governor Newsom also signed a bill, AB 37, that allows cannabis business owners to deduct business expenses at the state level, something that remains illegal federally.

To the knowledge of the Company’s management, there have not been any additional statements or guidance made by US federal authorities or prosecutors regarding the risk of enforcement action in California.

As set forth above, the Manufacturer has represented to Tinley that its business is and has been being conducted in compliance with the regulatory framework enacted by the State of California. California has implemented a robust regulatory system designed to ensure, monitor, and enforce compliance with all aspects of a cannabis operator’s licensed operations. Compliance with local law is a prerequisite to obtaining and maintaining state licensure, and all three state regulatory agencies require confirmation from the locality that the operator is operating in compliance with local requirements and was granted authorization to continue or commence commercial cannabis operations within the locality’s jurisdiction.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

Below is an overview of some (cultivation licenses excluded) of the principal license types (each license type can be an "A" for adult-use only, or an "M" medical only):

- Type 6: authorized to manufacture cannabis products using mechanical or non-volatile solvent extractions.
- Type 7: authorized to manufacture cannabis products using volatile solvent extractions.
- Type N: authorized to manufacture cannabis products (other than extracts or concentrates) using infusion processes - but does not conduct extractions.
- Type P: authorized to only package or repackage cannabis products or relabel the cannabis product container.
- Type S: authorized to conduct manufacturing activities in accordance with certain "shared-use" regulations at a registered shared-use facility.
- Type 8: authorized to test the chemical composition of cannabis and cannabis products.
- Type 9: authorized to conduct retail cannabis sales exclusively by delivery.
- Type 10: authorized to sell cannabis goods to customers.
- Type 11: authorized to transport and store cannabis goods purchased from other licensed entities, and sell them to licensed retailers, and is responsible for laboratory testing and quality assurance to ensure packaging and labeling compliance.
- Type 13: authorized to transport cannabis goods between licensed cultivators, manufacturers, and distributors.

A. Zoning and Land Use Requirements

Commercial cannabis license applicants are required to comply with all local zoning and land use requirements and provide written authorization from the property owner where the commercial cannabis operations are proposed to take place, which must dictate that the applicant has the property owner's authorization to engage in the specific state-sanctioned commercial cannabis activities proposed to occur on the premises.

B. Record-Keeping and Continuous Reporting Requirements

California's state license application process additionally requires comprehensive criminal history, regulatory history, financial and personal disclosures, coupled with stringent monitoring and continuous reporting requirements designed to ensure only good actors are granted licenses and that licensees continue to operate in compliance with the State regulatory program.

C. Operating Procedure Requirements

Commercial cannabis license applicants must submit standard operating procedures describing how the operator will, among other requirements, secure the facility, manage inventory, transport cannabis, comply with the State's seed-to-sale tracking requirements, dispense and/or delivery cannabis, and handle waste, as applicable to the license sought. Once the standard operating procedures are determined compliant and approved by the applicable state regulatory agency, the licensee is required to abide by the processes described and seek regulatory agency approval before any changes to such procedures may be made. Licensees are additionally required to train their employees on compliant operations and are only permitted to transact with other legal and licensed businesses.

D. Site-Visits & Inspections

Any licensee manufacturing or transporting Tinley-branded products will not be able to obtain or maintain state licensure, and thus engage in commercial cannabis activities in the State of California without satisfying and maintaining compliance with state and local law. As a condition of state licensure, operators must consent to random and unannounced inspections of the commercial cannabis facility as well as all of the facility's books and records to monitor and enforce compliance with state law. Many localities have also enacted similar standards for inspections, and the state has already commenced site-visits and compliance inspections for operators who have received state temporary or annual licensure.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

The following represents the portion of certain assets on Tinley's consolidated statements of financial position that pertain to US cannabis activity as of September 30, 2019:

Balance Sheet Line Item	Percentage (%) which Related to Holdings with US marijuana-related activities
Cash	8%
Accounts receivable	20%
Inventories	100%
Prepaid expenses	78%
Capital assets	100%
Right-of-use assets	100%
Long-term security deposits	100%

Tinley has looked at all its holdings that are based in the US and given that none of these holdings have any Canadian operating activity, Tinley's full investment in such entities was included in its assets. Readers are cautioned that the foregoing financial information, though extracted from the Tinley's financial systems that support its Annual Financial Statements, has not been audited in its presentation format and accordingly is not in compliance with IFRS based on consolidation principles.

4. Overall Performance

Selected Annual Information

The Company's selected annual financial information as at and for the three (3) most recently completed financial years ended December 31 are summarized as follows:

	2018	2017	2016
	\$	\$	\$
Sales	36,597	31,095	12,573
Operating loss	(3,701,121)	(2,221,354)	(2,328,587)
Net loss	(3,660,906)	(2,204,607)	(2,328,587)
Loss per share – basic and diluted	(0.042)	(0.030)	(0.049)
Total assets	6,812,613	4,874,773	4,237,901
Total liabilities	299,499	254,617	189,787
Total shareholders' equity	6,513,114	4,620,156	4,048,114

Selected Quarterly Financial Results

The Company's selected financial information for the eight (8) most recently completed quarters are as follows:

	Q3 2019	Q2 2019	Q1 2019	Q4 2018
	\$	\$	\$	\$
Sales	21,664	769	232	(33,063)
Operating loss	(1,869,642)	(1,923,430)	(1,726,878)	(826,889)
Net loss	(1,858,000)	(1,922,323)	(1,724,490)	(815,339)
Loss per share – basic and diluted	(0.018)	(0.018)	(0.019)	(0.010)
Working capital	3,642,344	6,653,127	2,733,407	4,378,460

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

	Q3 2018	Q2 2018	Q2 2018	Q1 2018
	\$	\$	\$	\$
Sales	52,921	12,712	12,712	4,027
Operating loss	(1,105,852)	(909,837)	(909,837)	(858,543)
Net loss	(1,092,546)	(901,913)	(901,913)	(851,108)
Loss per share – basic and diluted	(0.012)	(0.010)	(0.010)	(0.010)
Working capital	7,110,818	8,273,079	8,273,079	4,540,718

Three Months ended September 30, 2019

Results of Operations

During the three months ended September 30, 2019, the Company generated sales of \$21,664, as compared to sales of \$52,921 for the three months ended September 30, 2018 (“Q3 2018”). These sales booked represent the re-start of THC-infused drink sales that begun in late June 2019 (end of Q2 2019). Nevertheless, the sale of Tinley products is represented by products that were paid for by distributors although the value of distributed product in the quarter is greater. In Q32019, the Company expended the large majority of its sales and manufacturing efforts on its THC-infused products, for reasons outlined under “Retail Growth Strategy”.

Also, as previously outlined last quarter, the approximately \$200,000 of products was shipped by the Manufacturer of the Company’s products (“Manufacturer”) to distributors in June in July 2019, however, the Company only recognizes revenue upon receipt of payment. The Company does not recognize revenue upon shipment or sale of its products to stores, even though shipments to distributors are not returnable. Therefore, the Company is now recognizing revenue related to these shipments of products as product is paid for. The Manufacturer also continues to ship additional amounts of inventory for sales and marketing samples for store demonstrations and events that are instrumental in creating brand awareness and driving new product orders.

The Company is pleased with its progress towards restocking stores that had carried its products prior to the Fall 2018 production pause, as well its continued efforts and progress in obtaining listings in new stores. As a result, the Company’s products are now available in dispensaries in most key markets throughout California. These products are also available via home delivery throughout the San Francisco Bay Area, including Silicon Valley, as well as in portions of Los Angeles. Additionally, the Company’s products are available for on premise consumption in licensed cannabis lounges in San Francisco and the Palm Springs area. Requests for the Company’s products have also been received from several cannabis lounges that are expected to be among the first to open in Los Angeles later this year.

During Q3 2019, the Company incurred total operating expenses of \$1,817,181, as compared to \$1,046,328 in Q3 2018. The significant increase in operating expenses in the current period is primarily due to the increase in G&A costs from an expanded scope of operations (\$1,280,779 in Q3 2019 compared to \$617,520 in Q3 2018), share-based payments, a non-cash item, (\$328,123 in Q3 2019 compared to \$69,312 in Q3 2018), sales & marketing (\$191,868 in Q3 2019 compared to \$163,238 in Q3 2018) with the addition of key sales staff and various promotional and sample product initiatives, which was offset by realized foreign exchange gain of \$65,127 compared to \$130,197 in Q3 2018. Specifically, the majority of the increase in G&A costs relates several items including corporate costs and administration as well as building out the infrastructure and staffing for scaling production, amortization for the right-of-use assets, a non-cash item, professional fees as the Company accelerates its legal activity and implements several operational agreements related to licensing, production, co-packing and rent. This overall increase was partially offset by a decrease in product development costs.

During Q3 2019, the Company incurred total G&A expenses of \$1,280,779 (Q3 2018 – \$617,520), comprised primarily of:

- General office expenses of \$243,442 (Q3 2018 – \$68,899);
- Amortization on property and equipment and right-of-use asset of \$337,785 (Q3 2018 – \$1,388);
- Professional fees of \$110,131 (Q3 2018 – \$138,361);
- Payroll and salaries of \$166,897 (Q3 2018 – \$76,703);

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

- Consulting and management fees of \$118,478 (Q3 2018 – \$85,551);
- Rents of \$158,650 (Q3 2018 – \$198,161);
- Interest on lease obligations of \$89,887 (Q3 2018 – \$1,740), and
- Travel and promotional expenses of \$55,508 (Q3 2018 – \$46,717).

Reflecting the Company's continued status as primarily a development-stage organization, net loss for the three months ended September 30, 2019 was \$1,858,000 (\$0.019 per share on a basic and diluted basis), as compared to a net loss of \$1,092,546 (\$0.012 per share on a basic and diluted basis) for Q3 2018.

Cash Flows

Net cash used in operating activities for Q3 2019 was \$1,519,140, as compared to net cash flows used in operations of \$953,522 in Q3 2018. The higher net cash used in operations is due primarily to increases from net loss to operations, offset primarily by increases in non-cash items including share-based payments, amortization for property and equipment and right-of-use assets, Interest on lease obligations and unrealized foreign exchange loss. As noted above, the net loss operations was primarily the result of increased G&A costs, including rents paid out on the Long Beach lease, engineering costs related to the Phase 3 facility buildout in Long Beach, and sales and growth initiatives consistent with the Company's strategy to launch and move forward with its Tinley product line of cannabis-infused drinks.

Net cash used in investing activities for Q3 2019 was \$2,888,691 (Q3 2018 – cash inflow of \$205,825). The substantial increase in cash used for investing activities was primarily due to additional purchases of new equipment and vehicles, and payments made on completion of build-out at the Long Beach and "Phase 2" Coachella Valley facilities totaling \$1,988,691 (Q3 2018 – \$194,175), and purchases of new investments of \$900,000 (Q3 2018 – redemption proceeds of \$400,000).

Net cash used in financing activities for Q3 2019 was \$218,078 (Q3 2018 – \$nil), related to lease payments made for the facilities.

In summary, the Company had a decrease of approximately \$4.6 million in cash during the quarter. The primary uses of cash are represented by approximately \$1.179 million used in overall operations (excluding non-cash items), \$1.989 million for capital expenditures, mostly for build-out of its state of the art bottling facility at its Long Beach location, \$900,000 increase in investments, approximately \$72,000 for the increase in inventories, approximately \$326,000 for the decrease in accounts payable and approximately \$218,000 in lease payments, offset by approximately \$58,000 for the decrease in accounts receivable and prepaid expenses.

Also, during the period, considerable inventories were shipped to over 50 retail locations throughout California. These inventories, despite being at stores, would not be reflected in the Company's revenue because the Company only recognizes revenue when it is paid, not when products ship to either distributors or retailers. These products on shelves, including product that the stores may have sold to customers, therefore show as finished goods in this quarter's inventories until such time as the Company receives payment – even if the Company has received reports of these products having been sold by the retailers.

Subsequent to the end of the quarter, the Company produced and shipped additional inventories to replenish its distributors and stores. The Company is taking steps with its distributors and retail store customers to reduce the days needed to collect payment, which currently can exceed 90 days. Reducing days to receive payment would enable recognition of revenue closer to the quarter in which the product is delivered.

Nine Months ended September 30, 2019

Results of Operations

During the nine months ended September 30, 2019, the Company generated total sales of \$22,665, as compared to total sales of \$69,660 for the nine months ended September 30, 2018. As noted above for the results in Q3 2019, these sales booked solely represent Tinley products paid for by distributors in the quarter – not products that have been

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

shipped to stores, even if the Company has received reports of these products having been sold by stores to customers. This reflects the Company's commitment to shift resources to its THC-infused products, for reasons outlined under "Retail Growth Strategy".

As noted above, with production beginning to scale, the Company has confirmed that the manufacturer of the Tinley-branded products ("Manufacturer") shipped more than \$200,000 of products to distributors' facilities through Q3 2019, plus additional amounts for sales and marketing samples. This quantity of inventory, which represents all five (5) of the Company's products, was shipped based on the quantity of products requested by various distributors prior to the pause in manufacturing that had occurred in late 2018. As previously disclosed, the Company would not recognize revenue immediately upon shipping to distributors, despite such products not being returnable or refundable. The Company is instead recognizing revenue once the relevant distributors or retailers provide payment, which allows for the variability of portions of inventory used for sales and other samples, as well as the timing of distributors' sales and payments. As a result, the inventory figure includes products that are on store shelves as well as products that such stores sold to customers, if these stores or the relevant distributors have not paid the Company for them yet.

The Company is pleased with its progress towards restocking stores that had carried its products prior to the Fall 2018 production pause, as well as with obtaining listings in new stores. As a result, the Company's products are now available in dispensaries in most key markets throughout California. These products are also available via home delivery throughout the San Francisco Bay Area, including Silicon Valley, as well as in portions of Los Angeles. Additionally, the Company's products are available for on premise consumption in licensed cannabis lounges in San Francisco and the Palm Springs area. Requests for the Company's products have also been received from several cannabis lounges that are expected to be among the first to open in Los Angeles later this year.

During the nine months ended September 30, 2019, the Company incurred total operating expenses of \$5,462,072, as compared to \$2,814,799 in the comparative period in 2018. The significant increase in operating expenses in the current period is primarily due to increased G&A costs from an expanded scope of operations throughout most areas of the Company (\$3,211,699 in 2019 compared to \$1,603,906 in 2018), share-based payments, a non-cash item, (\$1,171,256 in 2019 compared to \$423,541 in 2018) for new options issued to new and existing management and staff, sales & marketing (\$568,317 in 2019 compared to \$454,937 in 2018) for new and increased marketing and promotional activity and realized foreign exchange losses (\$360,867 in 2019 compared to \$77,992 in 2018). Specifically, most of the increase in G&A costs relates several items including Corporate costs and administration, amortization for the right-of-use assets, a non-cash item, professional fees as the Company accelerates its legal activity related to licensing and production and rent. This overall increase was partially offset by a decrease in product development costs.

During the nine months ended September 30, 2019, the Company incurred total G&A expenses of \$3,211,699 (2018 – \$1,603,906), comprised primarily of:

- General office expenses of \$592,975 (2018 – \$270,509);
- Amortization on property and equipment and right-of-use asset of \$654,546 (2018 – \$4,103);
- Professional fees of \$348,212 (2018 – \$343,348);
- Payroll and salaries of \$445,883 (2018 – \$152,134);
- Consulting and management fees of \$320,740 (2018 – \$239,593);
- Rents of \$427,792 (2018 – \$479,129);
- Interest on lease obligations of \$260,436 (2018 – \$nil); and
- Travel and promotional expenses of \$161,115 (2018 – \$115,090).

Reflecting the Company's continued status as primarily a development-stage organization, net loss for the nine months ended September 30, 2019 was \$5,617,720 (\$0.057 per share on a basic and diluted basis), as compared to a net loss of \$2,845,567 (\$0.033 per share on a basic and diluted basis) for the comparative period in 2018.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

Cash Flows

Net cash used in operating activities for the nine months ended September 30, 2019 was \$3,581,309, as compared to net cash flows used in operations of \$2,644,836 in 2018. The higher net cash used in operations is due primarily to increases from net loss to operations, offset primarily by increases in non-cash items including share-based payments, amortization for property and equipment and right-of-use assets, Interest on lease obligations and unrealized foreign exchange loss. As noted above, the net loss operations was primarily the result of increased G&A costs, including rents paid out on the Long Beach lease, engineering costs related to the Phase 3 facility buildout in Long Beach, and sales and growth initiatives consistent with the Company's strategy to launch and move forward with its Tinley product line of cannabis-infused drinks.

Net cash from investing activities for the nine months ended September 30, 2019 was \$5,439,438 (2018 – cash inflow of \$146,936). The substantial increase in cash used for investing activities was primarily due to additional purchases of new equipment and vehicles, and payments made on completion of build-out at the Long Beach and "Phase 2" Coachella Valley facilities totaling \$5,037,553 (2018 – \$253,064). The Company also purchased new investments of \$401,885 during the period, as compared to proceeds received on redemption of fixed-income securities of \$400,000 in 2018.

During the nine months ended September 30, 2019, the Company raised total funds of \$9,166,263, through a \$260,000 private placement financing in Q1, and from two (2) tranches from the Private Placement Offering in Q2 for total gross proceeds of \$8,906,263. In connection to the private placement financings, cash commissions and finders' fees of \$569,072 were paid. The cash inflows were partially offset by lease payments of \$632,051 made on the Long Beach facility. In 2018, the Company raised gross proceeds of \$5,055,000 from a private placement financing, and \$638,810 through cash proceeds of received from various warrants and options exercised during the comparable period.

Working Capital and Liquidity Outlook

As at September 30, 2019, the Company had total working capital of \$3,642,344, as compared to working capital of \$4,378,460 as at December 31, 2018.

As at September 30, 2019, the Company had total accessible cash and liquid investment assets of \$3,665,486 (December 31, 2018 – \$4,338,208) available for working capital and other operational purposes, comprised of cash of \$2,555,193 (December 31, 2018 – \$3,633,275) and investments in fixed-income securities valued at \$1,110,293 (December 31, 2018 – GIC of \$100,988 and fixed-income securities of \$603,945). The Company had purchased additional fixed-income securities during the nine months ended September 30, 2019.

As at September 30, 2019, the Company had cash of \$2,555,193 (December 31, 2018 – \$3,633,275) to settle current liabilities of \$699,877 (December 31, 2018 – \$185,873). All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms. Management believes there is sufficient capital in order to meet short-term business obligations, after taking into account cash flows requirements from operations and the Company's cash position as period-end.

On April 30, 2019, the Company closed Tranche 1 of the Private Placement Offering through the issuance of 9,028,699 Units at a price of \$0.60 per Unit, for gross proceeds of \$5,417,219. Each Unit consists of one (1) common share and one half (1/2) warrant. Each whole warrant entitles the holder to purchase one (1) common share at a price of \$0.90 per common share, for a period of 24 months from closing.

On May 10, 2019, the Company completed Tranche 2 of the Private Placement Offering through the issuance of 5,788,408 Units and a price of \$0.60 per Unit, for total gross proceeds of \$3,473,044. Each Unit was comprised of one (1) common share of and one half (1/2) warrant. Each whole warrant entitles the holder to purchase one (1) common share at a price of \$0.90 per common share, for a period of 24 months from closing.

On November 14, 2019, the Company closed the first tranche of another non-brokered Private Placement Offering through the issuance of 1,250,000 Units at a price of \$0.40 per Unit, for gross proceeds of \$500,000. On November

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

26, 2019, due to investor interest, the Company closed a second tranche for an additional \$850,000 through the issuance of 2,125,000 Units at a price of \$0.40, under the same terms of offering announced on November 14, 2019.

As a result, management believes that the Company has sufficient cash flows to fund its continuing operations for the foreseeable 12-months period as of the date of the MD&A.

5. Related Party Transactions and Key Management Compensation

Key management compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executives and non-executive directors, officers and any employees. Compensation provided to key management personnel during the nine months ended September 30, 2019 and 2018 were as follows:

	Nine months ended September 30, 2019	Nine months ended September 30, 2018
	\$	\$
Short-term employee benefits, including salaries and consulting fees	296,800	375,200
Share-based compensation	797,218	125,813
	1,094,018	501,013

- (i) During the nine months ended September 30, 2019, the Chief Executive Officer (“CEO”) of the Company, was paid consulting fees of \$117,000 (2018 – \$117,000) for services rendered. As at September 30, 2019, no balance (December 31, 2018 – \$nil) was owed to the CEO for compensation on services rendered.
- (ii) During the nine months ended September 30, 2019, the Chief Financial Officer (“CFO”) of the Company, was paid consulting fees of \$62,800 (2018 – \$51,200) for services rendered and an increased scope and volume of work. As at September 30, 2019, no balance (December 31, 2018 – \$nil) was owed to the CFO for compensation on services rendered.
- (iii) During the nine months ended September 30, 2019, directors considered to be part of key management were paid fees of \$117,000 (2018 – \$207,000) for services rendered. The decrease is a direct result of a director in 2018 that was providing services now no longer being a director in 2019. As at September 30, 2019, an amount of \$6,500 (December 31, 2018 – \$27,287) was owed to these directors considered to be part of key management for compensation on services rendered.
- (iv) During the nine months ended September 30, 2019, directors of the Company received share-based compensation of \$797,218 (2018 – \$125,813).

6. Financial Risk Management

Fair value

The carrying amount of cash, trade receivables, investments and trade and other payables on the consolidated statements of financial position approximate their fair value due to the relatively short-term maturity of these financial instruments.

Credit risk

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. Cash is held with reputable Canadian and US chartered banks and in various liquid guaranteed interest-bearing instruments which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments is minimal. The maximum exposure to credit risk at year-end is limited to the accounts receivable balance.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

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, 2019, the Company had a cash balance of \$2,555,193 (December 31, 2018 – \$3,633,275) to settle current liabilities of \$699,877 (December 31, 2018 – \$185,873). All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms. Management believes there is sufficient capital in order to meet short-term business obligations, after taking into consideration the cash flows requirements from operations and the Company's cash position as at the reporting date.

Foreign currency risk

The Company operates in Canada and the US and is exposed to foreign exchange risk with respect to USD. The Company raises funds in Canadian dollars for its operations in the US. Foreign exchange risk arises on cash and trade payables from operations in the US. The Company believes that its results of operations and cash flows would be affected by a sudden change in foreign exchange rates. The Company mitigates this risk by maintaining sufficient USD-denominated cash to meet its USD-denominated obligations. As at September 30, 2019, the Company had cash of USD \$149,618 (December 31, 2018 – USD \$2,045,482) and trade account receivables of USD \$4,713 (December 31, 2018 – USD \$13,385) available to use against trade and other payables of USD \$50,464 (December 31, 2018 – USD \$71,606).

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a 12-month period:

The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, accounts receivable and accounts payable that are denominated in USD. As at September 30, 2019, had the Canadian dollar weakened/strengthened by 10% against the USD with all other variables held constant, the impact on the Company's net loss and other comprehensive loss for the nine months ended September 30, 2019 would have been approximately \$12,222 as a result of foreign exchange gains (losses) on translation of USD-denominated financial instruments.

7. Capital Management

When managing capital, the Company's objective is to ensure it 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 beverage production.

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.

As at September 30, 2019, the Company considers its capital to be share capital, reserve for share-based payments, reserve for warrants, and accumulated other comprehensive loss, totaling \$10,718,669 (December 31, 2018 – \$6,513,114).

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

The Company is not subject to externally imposed capital requirements, and there were no changes in the Company's approach to capital management during the nine months ended September 30, 2019 and the year ended December 31, 2018.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

8. Summary of Significant Accounting Policies

The accounting policies applied in the unaudited condensed interim consolidated financial statements of the Company are the same as those applied by the Company in its audited consolidated financial statements as at and for the year ended December 31, 2018. For a summary of significant accounting policies adopted by the Company, please refer to Note 3 of Tinley's audited financial statements for the year ended December 31, 2018.

Adoption of New Accounting Standards

The Company adopted the following amendments and new standards effective January 1, 2019:

IFRS 16 'Leases' ("IFRS 16") was issued in January 2016 and replaces IAS 17 'Leases' ("IAS 17") as well as some lease related interpretations. With certain exceptions for leases under 12 months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset ("RUA") and a lease liability. The RUA is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the RUA at cost less accumulated amortization and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease.

The Company has applied IFRS 16 with an initial application date of January 1, 2019, in accordance with the transitional provisions specified in IFRS 16. The Company applied the simplified transition approach and did not restate comparative amounts to the year prior to adoption. In respect of these lease commitments, the Company recognized RUAs of approximately \$2,854,000, current lease liabilities of \$528,000 and non-current lease liabilities of \$2,552,000 as at January 1, 2019. Pursuant to the application of the simplified transition approach, the Company recognized the cumulative effect of initially applying IFRS 16 as an adjustment recorded a one-time adjustment to increase the opening accumulated deficit as at January 1, 2019 of approximately \$226,000.

The Company has recognized lease liabilities and RUAs at the date of initial application for leases previously classified as operating leases in accordance with IAS 17. The Company has elected to measure the RUAs at the carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the Company's incremental borrowing rate at the date of initial application. For the lease previously classified as a finance lease under IAS 17, the carrying amount of the RUA and the lease liability at the date of initial application is equal to the carrying amount of the leased asset and lease liability immediately before the date of initial application.

The adjustments are due to the recognition of RUAs and lease obligations for lease contracts previously classified as operating leases under IAS 17 prior to the date of initial application. The weighted average incremental borrowing rate applied to the lease liabilities recognized at the date of initial application is 12%.

IFRIC 23 'Uncertainty over income tax treatments' ("IFRIC 23") clarifies the application of recognition and measurement requirements in IAS 12 'Income Taxes', when there is uncertainty over income tax treatments. It specifically addresses whether an entity considers each tax treatment independently or collectively, the assumptions an entity makes about the examination of tax treatments by taxation authorities, how an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and how an entity considers changes in facts and circumstances. The Company has assessed there was no significant impact on its unaudited condensed interim consolidated financial statements, as a result of the adoption of this standard.

Recent Accounting Pronouncements

At the date of authorization of the Company's unaudited condensed interim consolidated financial statements, the IASB and IFRS Interpretations Committee have issued the following new and revised Standards and Interpretations which are effective for annual periods beginning on or after January 1, 2020:

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

IAS 1 ‘Presentation of Financial Statements’ and IAS 8 – ‘Accounting Policies, Changes in Accounting Estimates and Errors’ were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020.

Significant Accounting Judgments and Estimates

The preparation of the Company’s unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses. On an ongoing basis, management evaluates its judgments 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 judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At the end of each reporting period, management exercises judgment in assessing the Company’s ability to continue as a going concern by reviewing its performance, resources and future obligations.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the unaudited condensed interim consolidated statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. Judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Intangible assets

Purchased intangible assets are recognized as assets in accordance with IAS 38 ‘Intangible Assets’, where it is probable that the use of the asset will generate future economic benefits and where the cost of the asset can be determined reliably. Intangible assets acquired are initially recognized at cost of purchase and are subsequently carried at cost less accumulated amortization, if applicable, and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Licenses and trade names have an indefinite useful life and are tested for impairment annually.

Determination of cash generating units

For the purpose of impairment testing, assets that cannot be tested individually are grouped at the lowest levels for which there are largely independent cash inflows. The Company determines which groups of assets (each a “Cash-Generating Unit or a “CGU”) can generate cash flows that are largely independent of other operations within the Company. Management exercises judgment in assessing where active markets exist including an analysis of the degree of autonomy each operation has in negotiating prices with customers. The Company has identified each product line as a separate CGU, based on the nature of the business and the assessment that the CGUs generate cash flows that are largely independent of the cash flows from other assets deployed in the Company.

Impairment

Long-lived assets, including property and equipment, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset or a CGU is the higher of its fair value, less costs to sell, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Goodwill is tested for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of goodwill has been impaired. In order to determine if the value of goodwill has been impaired, the CGU to which goodwill has been allocated must be valued using present value techniques. When applying this valuation technique, the Company relies on a number of factors, including historical results, business plans, forecasts and market data. Changes in the conditions for these judgments and estimates can significantly affect the assessed value of goodwill.

Income taxes

Income taxes and tax exposures recognized in the unaudited condensed interim consolidated financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Share-based payment transactions and warrants

The Company measures the cost of equity-settled transactions with officers and directors by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield of the share option and forfeiture rate. Similar calculations are made in order to value warrants. Such judgments and assumptions are inherently uncertain. Changes in these assumptions will affect the fair value estimates.

Expected credit losses on financial assets

Determining an allowance for expected credit losses for all debt financial assets not held at fair value through profit or loss requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Subsequent Events

Financing

On November 14, 2019, the Company closed the first tranche of a non-brokered Private Placement Offering through the issuance of 1,250,000 Units at a price of \$0.40 per Unit, for gross proceeds of \$500,000. Each Unit was comprised of one (1) common share and one (1) warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.60 per common share, for a period of 36 months from closing.

On November 26, 2019, the Company closed a second tranche non-brokered Private Placement Offering through the issuance of 2,125,000 Units at a price of \$0.40 per Unit, for gross proceeds of \$850,000, under the same terms of offering announced on November 14, 2019.

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

In connection with the above-noted Private Placement Offerings, the Company paid Agents’ commissions of 7% of the gross proceeds raised, and broker unit options equal to 7% of the number of Units sold in the Private Placement Offering (“Broker Unit Options”). Each Broker Unit Option entitles the Agents to acquire one (1) Broker Unit at an exercise price of \$0.40 for a period of 36 months from closing, with each Broker Unit comprised of one (1) common share and one (1) warrant. In total, the Company had paid cash commission of \$86,275 and issued 215,688 Broker Unit Options.

Options grant

On November 14, 2019, former NBA All-Star and early stage investor in Vitaminwater®, Baron Davis has joined Tinley’s Advisory Board. The Company granted Mr. Davis 200,000 stock options at an exercise price of \$0.37 per common share, for a term of five (5) years, expiring on November 14, 2024. The options vest quarterly over one (1) year until fully vested.

Disclosure of Outstanding Share Data on November 29, 2019

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	106,619,141 Common Shares
Securities convertible or exercisable into voting or equity shares		Stock Options to acquire up to 8,760,500 Common Shares of the Company; Warrants to acquire up to 17,571,038 Common Shares of the Company.

Off-Balance Sheet Arrangements

As at September 30, 2019 and the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company.

Commitments

On March 1, 2018, the Company entered into two lease agreements for the Long Beach facility in California, for beverage production and bottling facilities. The leases commenced on March 1, 2018, with a term of five (5) years and three (3) months, ending May 31, 2023, with an option to renew for two (2) additional 36-month periods.

As at September 30, 2019, the Company is committed to minimum annual lease payments for its Long Beach facility as follows:

	Total	Within 1 year	1 to 3 years	3 to 5 years
	\$	\$	\$	\$
Lease obligations	3,251,140	859,370	1,783,694	608,076

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

9. 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 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's common shares could decline, and investors could lose all or part of their investment. The following is a summary of 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 as a start-up company. 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, investors 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 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 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.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

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

Reliance on third-party suppliers, manufacturers, distributors and contractors

Due to the uncertain regulatory landscape for regulating cannabis in Canada and the US, Tinley's third-party suppliers, manufacturers, distributors and contractors may elect, at any time, to decline or withdraw services necessary for Tinley's operations. Loss of these suppliers, manufacturers, distributors and contractors may have a material adverse effect on the Company's business and operational results.

Reliance on securing agreements with Licensed Producers

The regulatory framework in most States restricts the Company from obtaining a License to grow, store and sell marijuana products. As such, the Company relies on securing agreements with Licensed Producers in the targeted jurisdictions that have been able to obtain a License with the appropriate regulatory authorities. Failure of a Licensed Producer to comply with the requirements of their License or any failure to maintain their License would have a material adverse impact on the business, financial condition and operating results of the Company. Should the regulatory authorities not grant a License or grant a License on different terms unfavorable to the Licensed Operators, and should the Company be unable to secure alternative Licensed Operators, the business, financial condition and results of the operation of the Company would be materially adversely affected.

If the US federal government changes its approach to the enforcement of laws relating to marijuana, the Company would need to seek to replace those tenants with non-marijuana tenants, who would likely pay lower rents. It is likely that the Company would realize an economic loss on its capital acquisitions and improvements made to its capital assets specific to the marijuana industry, and the Company would likely lose all or substantially all of its investments in the markets affected by such regulatory changes.

The Company has advanced, and may continue to advance, significant funds to potential sellers in the form of promissory notes, which the Company may not be able to collect if the sellers fails to profitably operate its business. There is no assurance that any or all of the amounts loaned will be recovered by the Company.

Regulation

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.

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of marijuana but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. The Company cannot predict the nature of any future laws, regulations, interpretations, policies or applications, nor can it determine what effect additional governmental regulations or administrative interpretations or procedures, when and if promulgated, could have on the Company's operations. Changes to such laws, regulations and guidelines due to matters beyond the control of the Company may cause adverse effects to the production of the Tinley branded products.

Local, State and federal laws and regulations governing marijuana for medicinal and adult use purposes are broad in scope and are subject to evolving interpretations, which could require the Company to incur substantial costs associated with bringing the Company's operations into compliance. In addition, violations of these laws, or allegations of such violations, could disrupt the Company's operations and result in a material adverse effect on its financial performance. It is beyond the Company's scope to predict the nature of any future change to the existing

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

laws, regulations, policies, interpretations or applications, nor can the Company determine what effect such changes, when and if promulgated, could have on the Company’s business.

US Federal Laws

The business operations of the Company are dependent on State laws pertaining to the marijuana industry. Continued development of the marijuana industry is dependent upon continued legislative authorization of marijuana at the State level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt legal manufacturer and sale of marijuana, which would negatively impact the business of the Company.

The concepts of “medical marijuana” and “retail marijuana” do not exist under US federal law. The FCSA classifies “marijuana” as a Schedule I drug. Under US federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the US, and a lack of safety for the use of the drug under medical supervision. As such, marijuana-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of marijuana are illegal under US federal law. Strict compliance with State laws with respect to marijuana will neither absolve the Company of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company.

Violations of any US federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the US federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect, and as a result the Company, including their reputation and ability to conduct business, their holdings (directly or indirectly) of medical cannabis licenses in the US, and the listing of their securities on various stock exchanges, their financial position, operating results, profitability or liquidity or the market price of their publicly-traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

As of the date of this MD&A, 33 States, the District of Columbia and Guam allow their residents to use medical marijuana. Voters in the States of Colorado, Washington, Oregon, Alaska, California, Nevada, Massachusetts, and Maine have approved and have implemented or are implementing regulations to legalize cannabis for adult use. The State laws are in conflict with the FCSA, which makes marijuana use and possession illegal on a national level. The Obama administration has made numerous statements indicating that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by State-designated laws allowing the use and distribution of medical marijuana. However, there is no guarantee that the Trump administration will not change the government’s stated policy regarding the low-priority enforcement of federal laws and decide to enforce the federal laws to the fullest extent possible. Any such change in the federal government’s enforcement of current federal laws could cause significant financial damage to the Company and its stockholders, including the potential exposure to criminal liability.

The constant evolution of laws and regulations affecting the marijuana industry could detrimentally affect the Company’s operations. Local, State and federal medical marijuana laws and regulations are broad in scope and subject to changing interpretations. These changes may require the Company to incur substantial costs associated with legal and compliance fees and ultimately require the Company to alter its business plan. Furthermore, violations of these laws, or alleged violations, could disrupt the business of the Company and result in a material adverse effect on operations. In addition, the Company cannot predict the nature of any future laws, regulations, interpretations or applications, and it is possible that regulations may be enacted in the future that will be directly applicable to the business of the Company.

THE TINLEY BEVERAGE COMPANY INC.
Management’s Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

Local regulation could change and negatively impact on the Company’s operations

Most US States that permit cannabis for adult use or medical use provide local municipalities with the authority to prevent the establishment of medical or adult use cannabis businesses in their jurisdictions. If local municipalities where the Company or its Licensed Operators have established facilities decide to prohibit cannabis businesses from operating, the Company or its Licensed Operators could be forced to relocate operations at great cost to the Company, and the Company or its Licensed Operators may have to cease operations in such State entirely if alternative facilities cannot be secured.

There are risks associated with removal of US Federal Budget Rider Protections

The US Congress has passed appropriations bills each of the last three (3) years that included the Rohrabacher Amendment Title: H.R.2578 — Commerce, Justice, Science, and Related Agencies Appropriations Act, 2016 (“Rohrabacher-Blumenauer Amendment”), which by its terms does not appropriate any federal funds to the DOJ for the prosecution of medical cannabis offenses of individuals who are in compliance with state medical cannabis laws. Subsequent to the issuance of the Sessions Memorandum on January 4, 2018, the US Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the “Rohrabacher-Leahy Amendment”) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the DOJ up and through the 2018 appropriations deadline of December 31, 2018. These protections were subsequently extended through December 7, 2018 as part of a short-term continuation of appropriations. Following the much-publicized shutdown of the US Federal Government, the Consolidated Appropriations Act of 2019 was signed into law on February 15, 2019 with the Joyce Amendment intact (Section 538).

On June 20, 2019, the House voted 267–165, in favor of approving a broader amendment that in addition to protecting state medical cannabis programs also protected recreational use. On September 26, 2019 the Senate Appropriations Committee declined to take up the broader amendment but did approve the Rohrabacher–Farr Amendment for the 2020 fiscal year spending bill. On September 27, 2019, the Rohrabacher–Farr Amendment was renewed as part of a stopgap spending bill, in effect through November 21, 2019.

US courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with applicable State law. However, because this conduct continues to violate US federal law, US courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with applicable State law – could be prosecuted for violations of US federal law. If Congress restores funding, the US federal government will have the authority to prosecute individuals for violations of the law before it lacked funding under the FCSA’s five-year statute of limitations.

Regulation that may hinder the Company’s ability to establish and maintain bank accounts

On September 26, 2019, the 116 US Congress passed H.R. 1595 – SAFE Banking Act of 2019, the first time in history that either chamber has approved a standalone cannabis reform bill. This bill generally prohibits a federal banking regulator from penalizing a depository institution for providing banking services to a legitimate marijuana-related business. Specifically, the bill prohibits a federal banking regulator from (1) terminating or limiting the deposit insurance or share insurance of a depository institution solely because the institution provides financial services to a legitimate marijuana-related business; (2) prohibiting or otherwise discouraging a depository institution from offering financial services to such a business; (3) recommending, incentivizing, or encouraging a depository institution not to offer financial services to an account holder solely because the account holder is affiliated with such a business; (4) taking any adverse or corrective supervisory action on a loan made to a person solely because the person either owns such a business or owns real estate or equipment leased or sold to such a business; or (5) penalizing a depository institution for engaging in a financial service for such a business.

As specified by the bill, a depository institution or a Federal Reserve bank shall not, under federal law, be liable or subject to forfeiture for providing a loan or other financial services to a legitimate marijuana-related business.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

The Government Accountability Office must report on (1) access to financial services for minority-owned and women-owned marijuana-related businesses; and (2) the effectiveness of suspicious-transaction reports at finding engagement with organized criminal activity in jurisdictions that allow the cultivation, sale, or distribution of marijuana. The bill was received in the Senate on September 26, 2019 and has been referred to the Committee on Banking, Housing, and Urban Affairs.

Notwithstanding that a majority of states have legalized medical marijuana, and the US Congress's passage of SAFE, there has been no change in US federal banking laws related to the deposit and holding of funds derived from activities related to the marijuana industry. Given that US federal law provides that the production and possession of cannabis is illegal under the FCSA, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the marijuana industry. To date, fewer than 800 banks and credit unions in the US offer financial services to the cannabis industry. Consequently, businesses involved in the marijuana industry often have difficulty accessing the US banking system and traditional financing sources. The inability to open bank accounts with certain institutions may make it difficult to operate the businesses of the clients and leaves their cash holdings vulnerable.

The US federal prohibitions on the sale of marijuana may result in Licensed Operators being restricted from accessing the US banking system and they may be unable to deposit funds in federally insured and licensed banking institutions. While the Company does not anticipate dealing with banking restrictions directly relating to its business, banking restrictions could nevertheless be imposed due to the Company's banking institutions not accepting payments from Licensed Operators. Licensed Operators at times do not have deposit services and are at risk that any bank accounts they have could be closed at any time. Such risks increase costs to the Company and Licensed Operators. Additionally, similar risks are associated with large amounts of cash at these businesses. These businesses require heavy security with respect to holding and transport of cash, whether or not they have bank accounts.

In the event that financial service providers do not accept accounts or transactions related to the marijuana industry, it is possible that Licensed Operators may seek alternative payment solutions, including but not limited to crypto currencies such as Bitcoin. There are risks inherent in crypto currencies, most notably its volatility and security issues.

If the industry was to move towards alternative payment solutions and accept payments in crypto currency the Company would have to adopt policies and protocols to manage its volatility and exchange rate risk exposures. The Company's inability to manage such risks may adversely affect the Company's operations and financial performance.

Lack of access to US Bankruptcy Protections

Because the use of cannabis is illegal under federal law, many courts have denied cannabis businesses bankruptcy protections, thus making it very difficult for lenders to recoup their investments in the cannabis industry in the event of a bankruptcy. If the Company was to experience a bankruptcy, there is no guarantee that US federal bankruptcy protections would be available to the Company's US operations, which would have a material adverse effect on the Company, its lenders and other stakeholders.

Heightened scrutiny by Canadian regulatory authorities

The Company's existing operations in the US, and any future operations or investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to operate or invest in the US or any other jurisdiction, in addition to those described herein.

It had been reported in Canada that the Canadian Depository for Securities Limited is considering a policy shift that would see its subsidiary, CDS Clearing and Depository Services Inc. ("CDS"), refuse to settle trades for cannabis issuers that have investments in the US. CDS is Canada's central securities depository, clearing and settling trades in the Canadian equity, fixed income and money markets. The TMX Group, the owner and operator of CDS, subsequently issued a statement on August 17, 2017 reaffirming that there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the US, despite media reports to the contrary and that the TMX Group was working with regulators to arrive at a solution that will clarify this matter, which would be communicated at a later time.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

On February 8, 2018, following discussions with the CSA and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding (“MOU”) with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSXV. The MOU outlines the parties’ understanding of Canada’s regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the US. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the US. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented at a time when the Company’s shares are listed on a stock exchange, it would have a material adverse effect on the ability of shareholders to make and settle trades. In particular, the Company’s shares would become highly illiquid until an alternative was implemented, investors would have no ability to effect a trade of the shares through the facilities of the applicable stock exchange.

Regulatory scrutiny of the Company’s interests in the US

For the reasons set forth above, the Company’s interests in the US cannabis market, and future licensing arrangements, may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company’s ability to carry on its business in the US.

US border crossing

Investors in the Company and the Company’s directors, officers and employees may be subject to travel and entry bans into the US. Recent media articles have reported that certain Canadian citizens have been rejected for entry into the US due to their involvement in the cannabis sector.

The majority of persons travelling across the Canadian and US border do so without incident, whereas some persons are simply barred entry one time. The US Department of State and the Department of Homeland Security have indicated that the US has not changed its admission requirements in response to the pending legalization in Canada of adult-use cannabis, but anecdotal evidence indicates that the US may be increasing its scrutiny of travelers and their cannabis related involvement.

Admissibility to the US may be denied to any person working or ‘having involvement in’ the cannabis industry, according to US Customs and Border Protection. Inadmissibility in the US implies a lifetime ban for entry as such designation is not lifted unless an individual applies for and obtains a waiver.

Taxes

US federal prohibitions on the sale of cannabis may result in the Company not being able to deduct certain costs from its revenue for US federal taxation purposes if the Internal Revenue Service (“IRS”) determines that revenue sources of the Company are generated from activities which are not permitted under US federal law. Section 280E of the Internal Revenue Code of 1986 prohibits businesses from deducting certain expenses associated with trafficking-controlled substances (within the meaning of Schedule I and II of the FCSA). The IRS has invoked Section 280E in tax audits against various cannabis businesses in the US that are permitted under applicable state laws. Although the IRS issued a clarification allowing the deduction of certain expenses, the scope of such items is interpreted very narrowly, and the bulk of operating costs and general administrative costs are not permitted to be deducted. While there are currently several pending cases before various administrative and federal courts challenging these restrictions, there is no guarantee that these courts will issue an interpretation of Section 280E favorable to cannabis businesses.

Illegal drug dealers could pose threats

Currently, there are many drug dealers and cartels that cultivate, buy, sell and trade cannabis in the US, Canada and worldwide. Many of these dealers and cartels are violent and dangerous, well financed and well organized. It is possible that these dealers and cartels could feel threatened by legalized cannabis businesses such as those with whom

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

the Company does business and could take action against or threaten the Company, its principals, employees and/or agents and this could negatively impact the Company and its business.

Competition

The beverage industry is highly competitive. The Company will compete with numerous other businesses, many of which possess greater financial and marketing 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 dependent on the performance of its senior management. The loss of 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.

Reliance on third-party service providers

Third party service providers to the company may withdraw or suspend their service to the Company under threat of prosecution. Since under US federal law the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal, and any such acts are criminal acts under federal law, companies that provide goods and/or services to companies engaged in cannabis-related activities may, under threat of federal civil and/or criminal prosecution, suspend or withdraw their services. Any suspension of service and inability to procure goods or services from an alternative source, even on a temporary basis, that causes interruptions in the Company's operations could have a material and adverse effect on the Company's business.

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, controlled substances and related products

The Company's activities 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

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

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 cannabis, which faces significant restrictions on use and distribution under the FCSA, the Company was not sourcing any derivatives from cannabis as at year end for its hemp products.

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 cannabis under the FCSA, 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 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 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.

On April 19, 2018, the FDA advisory committee unanimously recommended supporting the approval of the new drug application for Epidiolex, a CBD product for the treatment of seizures associated with Lennox-Gastaut syndrome and Dravet syndrome in patients two years of age and older. Upon the approval of Epidiolex, it is possible that FDA may begin taking enforcement action against companies selling CBD products, although it is unknown what actions and when will be taken.

With respect to the Company's sales of hemp-derived CBD products in California, the Company understands that the Food and Drug Branch ("FDB") of the CDPH has also begin taking enforcement action against companies selling CBD products in certain instances. On July 6, 2018, the FDB published a Frequently Asked Questions document (the "FAQ"), which expressed California's concern about the safety of human and animal consumption of hemp-derived CBD food products. The FAQ provides that, until the FDA affirmatively rules that hemp-derived CBD is approved to be used as a food product ingredient, or California makes its own affirmative safety determination relative to consumption of such hemp derived CBD food products, California would take a similar position as the FDA and designate hemp-derived CBD as an unapproved food additive.

The Company relies on the supply of hemp stalk oil extracts, which is imported into the US from other countries. The United States Drug Enforcement Administration ("DEA") and the US Customs and Border Protection Agency will not permit the entry of hemp extract into the US if it contains any amount of THC which is a cannabis derivative and, therefore, a Schedule I drug. Currently, the definition of "cannabis" in the FCSA 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 US FCSA 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 US must apply for a permit with the DEA. If in the 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.

Products containing cannabis and hemp CBD may currently not be manufactured, distributed or sold in Canada unless such activity is undertaken in accordance with the Access to Cannabis for Medical Purposes Regulations or other appropriate regulatory exemptions. The Company is monitoring changes to Canada's regulations with respect to both medical and adult-use cannabis and may seek to pursue opportunities to distribute its products in Canada as such regulatory changes permit.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

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 purchasing hemp extract, 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, discontinuation of products, adverse impact on the Company's reputation with its clients and consumers generally and could have a material adverse effect on its results of operations and financial condition. 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. The 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. 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.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

The Company may be vulnerable to unfavorable publicity or consumer perception

The Company believes the cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the cannabis produced. Consumer perception can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of cannabis products.

Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for cannabis and on the business, results of operations, financial condition and cash flows of the Company.

Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis in general, or associating the consumption of cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use cannabis industry. Public opinion and support for medical and adult-use cannabis has traditionally been inconsistent and varies from jurisdiction to jurisdiction. While public opinion and support appears to be rising for legalizing medical and adult-use cannabis, it remains a controversial issue subject to differing opinions surrounding the level of legalization (for example, medical cannabis as opposed to legalization in general).

Dependence on suppliers and skilled labor

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 labor, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labor, 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.

Liability for activity of employees, contractors and consultants

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims or regulatory enforcement actions against the Company. The cannabis industry is under strict scrutiny. Failure to comply with relevant laws could result in fines, suspension of licenses and civil or criminal action being taken against the Company. Consequently, the Company is subject certain risks, including that employees, contractors and consultants may inadvertently fail to follow the law or purposefully neglect to follow the law, either of which could result in material adverse effects to the financial condition of the Company.

Operating risk and insurance coverage

The Company's insurance coverage is intended to address all material risks to which it is exposed and is adequate and customary in its current state of operations. However, 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.

Uninsurable risks

The medical and retail cannabis business is subject to several risks that could result in damage to or destruction of properties or facilities or cause personal injury or death, environmental damage, delays in production and monetary losses and possible legal liability. It is not always possible to fully insure against such risks, and the Company may

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not currently have any insurance policies covering its properties or the operation of its business and any liabilities that may arise as a result any of the above noted risks may cause a material adverse effect on the financial condition of the Company.

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.

Internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's shares.

Dividends

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

Foreign currency exchange rates

Exchange rate fluctuations may adversely affect the Company's financial position and results. It is anticipated that a significant portion of the Company's business will be conducted in the US using USD. The Company's financial results are reported in CAD and costs are incurred primarily in USD in its Cannabis Cultivation Segment. The depreciation of CAD against USD could increase the actual capital and operating costs of the Company's US operations and materially adversely affect the results presented in the Company's consolidated financial statements.

The market price of securities is volatile and may not accurately reflect the long-term value of the Company

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares or Warrants to sell their securities at an advantageous price. Market price fluctuations in the Shares and Warrants may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Shares and Warrants.

Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the shares and warrants may decline even if the Company's investment results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in investment values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the trading price of the shares and warrants may be materially adversely affected.

Limited market for securities

There can be no assurance that an active and liquid market for the Company's 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.

Negative publicity or consumer perception may affect the success of our business

The success of the cannabis industry may be significantly influenced by the public's perception of cannabis. Both the medical and adult-use use of cannabis are controversial topics, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to cannabis will be favorable. The cannabis industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical and adult-use cannabis is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion (whether or not accurate or with merit) relating to the consumption of cannabis, whether in Canada, the US or elsewhere, may have a material adverse effect on our operational results, consumer base and financial results. Among other things, such a shift in public opinion could cause State jurisdictions to abandon initiatives or proposals to legalize medical cannabis, thereby limiting the number of new State jurisdictions into which the Company could identify potential acquisition opportunities.

Certain events or developments in the cannabis industry more generally may impact the Company's reputation

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. Cannabis has often been associated with various other narcotics, violence and criminal activities, the risk of which is that our business might attract negative publicity. There is also risk that the action(s) of other participants, companies and service providers in the cannabis industry may negatively affect the reputation of the industry as a whole and thereby negatively impact the reputation of the Company. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regards to the Company and its activities, whether true or not and the cannabis industry in general, whether true or not. The Company does not ultimately have direct control over how it or the cannabis industry is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its business strategy and realize on its growth prospects, thereby having a material adverse impact on the Company.

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

9. Cautionary Note Regarding Forward Looking Statements

This MD&A 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 cannabis industry, the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, 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.

Disclosure of Internal Controls over Financial Reporting

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”). In particular, management is not making any representations relating to the establishment and maintenance of: controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

10. Management's Responsibility for Financial Information

Management is responsible for all information contained in this report. The unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS 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 unaudited condensed interim consolidated financial statements in all material aspects.

The Audit Committee has reviewed the Company's unaudited condensed interim consolidated financial statements and

THE TINLEY BEVERAGE COMPANY INC.
Management's Discussion and Analysis
of Financial Condition and Results of Operations
For the nine months ended September 30, 2019

this MD&A with management. The Board has approved the interim consolidated financial statements and this MD&A on the recommendation of the Audit Committee.

November 29, 2019

Jeffrey Maser
Chief Executive Officer