

FORM 51-102F3
Material Change Report

Item 1. Reporting Issuer

The Tinley Beverage Company Inc. (the “Company”)
77 King Street West, Suite 2905
Toronto, Ontario, Canada
M5K 1H1

Item 2. Date of Material Change

A material change took place on January 27, 2021.

Item 3. Press Release

On January 28, 2016, a news release in respect of the material change was disseminated by the Company through Global Newswire. A copy of the news release is appended as Schedule “A”.

Item 4. Summary of Material Change

The production in Canada of the Company’s carbonated cannabis infused beverages has been delayed. To help mitigate this delay, the Company has engaged Peak Performance Solutions Inc. to produce the Company’s Tinley’s 27 still cannabis infused beverages and production is underway. While the Company is moving forward with all available options to have its beverages produced and ready for sale in Canada as soon as possible, the Company does not have a definitive solution to report at this time. Tinley determined the production was a material change once 60 days had elapsed since the production of its carbonated beverages was expected to commence.

Item 5. Full Description of Material Change

Please see a copy of the Company’s press release dated January 28, 2021 and attached to this report as Schedule “A”.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

The following executive officer is knowledgeable about the material change and may be contacted about this report:

Jeff Maser
Chief Executive Officer
310.507.9146
jeff@drinktinley.com

Item 9. Date of Report

February 1, 2021

SCHEDULE "A"

Tinley Completes Canadian Production Runs and Provides Corporate Update

THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OR TO U.S. PERSONS.

LOS ANGELES and TORONTO, Jan. 28, 2021 (GLOBE NEWSWIRE) -- The Tinley Beverage Company Inc. (CSE:TNY, OTC:TNYBF) ("**Tinley's**" or "**Company**") is pleased to announce that it has completed production in Canada of both Canadian and US Beckett's ready to drink and multi-serve products, and that sample production of its Canadian Tinley '27 drinks is underway this week at its licensed manufacturer in Ontario. The Company is also pleased to provide updates on its corporate and operational activities.

The Canadian versions of the company's Beckett's Tonics that have been produced in Ontario, Canada will be available online and in select stores in Alberta and Ontario starting next month. The Company has submitted applications to the AGLC for distribution of the full Beckett's line-up via Alberta's liquor channel, in addition to other retail channels including grocery, c-store, and on-premises locations.

To leverage its recently announced marketing partnership with top-rated reality television star Todd Chrisley, the Company is adding sales and distribution representation in Tennessee, where his shows take place, as well as in other states and metro areas where the Chrisley TV properties enjoy their largest audiences. This is in addition to the Company's recently announced representation in Texas and Louisiana, where Chrisley enjoys a strong following. The Company is also planning in-store appearances and other promotions to drive awareness and sales in these markets.

The Company is also pleased to announce that the first-stage production of its cannabis-infused Tinley's '27 products is underway in Canada this week at Peak Processing Solutions. This family of products includes the Canadian version of the Emerald Cup award-winning Coconut Cask. The Company plans to do a scaled test run in late February as the prescribed next step which, subject to lab test results, may be available for sale to the public shortly thereafter. Before the Tinley's '27 beverages may be sold in Canada, a 60-day regulatory review period must have elapsed without objection by Health Canada. The 60-day review period for the Tinley's 27 beverages has commenced and will be completed prior to the end of the February production run, assuming there is no objection from Health Canada. The production of Tinley's cannabis-infused carbonated products has been delayed, which in management's view is attributed to Tinley's other contracted manufacturer not meeting its contractual obligations and deadlines. Tinley is moving forward with its available options to have the carbonated beverages available for sale in Canada as the weather warms. In the meantime, the Company is looking forward to the

expected imminent launch of the Tinley's '27 beverages, including the ever-popular and highly-acclaimed Coconut Cask.

The Company's exclusive distributor for infused products, Great North Distributors, has indicated that several of the provincial cannabis boards across the country have given strong indicative interest in carrying Tinley's products. The Company is now making formal presentations to these boards to secure purchase orders, and it will update shareholders and other constituents as this process unfolds.

The Company is now in the final stages of solution development with several of its key 12 prospective co-packing clients, and it expects to finalize certain agreements shortly. The Company is expanding its base of equipment and services to serve these clients, including cold storage and new package formats including cans and minis.

Tinley is also pleased to announce that the City of Long Beach, California has deemed the application for the adjacent facility's operation of an Adult-Use Cannabis Distribution facility to be complete. The Company is therefore moving to complete its state licence, required tenant improvements and to schedule municipal inspections. While this distribution licence is not required to deliver co-manufacturing services, it will, upon completion of the aforementioned steps, enable the Company to enjoy new efficiencies for its own brands while offering a valuable additional service to contract manufacturing clients, through its partnership with Mars Distribution.

The Company has amended its incentive stock option plan from a 10% rolling plan to a 15% fixed plan. Following the amendment, the maximum number of common shares issuable pursuant to the exercise of stock options under amended stock option plan (together with all outstanding stock options) will be 18,281,589 common shares, being 15% of the number of issued and outstanding Common Shares as at January 27, 2021.

Tinley is continuing to work with influencers and brand ambassadors to broaden the exposure of the Company, its services and its award-winning infused and non-infused products. The company, together with new ambassadors, will update the public on the company's developments and its ongoing inroads with an ever-expanding base of consumer demographics.

About The Tinley Beverage Company and Beckett's Tonics California

Beckett's Tonics California, a wholly owned subsidiary of The Tinley Beverage Company, manufactures and sells the Beckett's Tonics™ and Beckett's '27™ line of liquor-inspired, terpene-infused, non-alcoholic beverages. Beckett's™-non-alcoholic spirits and tonics are available in Costco, Ralphs, BevMo! and other fine retailers, as well as online at Amazon, Walmart.com and at www.drinkbecketts.com. The cannabis-infused versions of the Company's products are available under the Tinley's™ Tonics and Tinley's™ '27 brands in licensed dispensaries and delivery services throughout California. Tinley's cannabis-infused beverages are carefully crafted and bottled at its state-of-the-art 20,000 square foot cannabis beverage manufacturing and co-packing facility in Long Beach, California. The Company is working to launch the full line of its infused and non-infused beverages in Canada.

Forward-Looking Statements

This press release contains or refers to forward-looking information and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

Products, formulations and timelines outlined herein are subject to change at any time.

For further information on The Tinley Beverage Company, including media inquiries, please contact:

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