

THE TINLEY BEVERAGE COMPANY INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (“**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of The Tinley Beverage Company Inc. (“**Tinley**” or “**Corporation**”) will be held on Wednesday, June 23, 2021 at 10:00 a.m. (Toronto time). Due to the outbreak of novel coronavirus (“**COVID-19**”), this year’s Meeting will be a virtual only meeting conducted via teleconference. Shareholders can access the Meeting by calling the following Toll Free Number: 1-888-886-7786 or 416-764-8658. The Meeting is being held for the following purposes (which are further described in the Corporation’s information circular (“**Circular**”) available on SEDAR at www.sedar.com):

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at five. For more information, see “*Business of the Meeting – Setting the Number of Directors*” in the Circular;
3. to elect directors of the Corporation for the ensuing year. For more information, see “*Business of the Meeting – Election of Directors*” in the Circular;
4. to re-appoint Ziefmans LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditors’ remuneration. For more information, see “*Business of the Meeting – Appointment of Auditor*” in the Circular;
5. to consider and, if deemed advisable, to pass, with or without variation, (only disinterested Shareholders being entitled to vote) a resolution approving the maximum percentage of common shares available for issuance under the Corporation’s Amended Stock Option Plan from a variable 10% to a 15% fixed plan (representing an additional 6,093,862 common shares of the Corporation for issuance). For more information, see “*Business of the Meeting – Amendment to the Stock Option Plan*” in the Circular; and,
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular under the section “Matters to be Acted Upon” and at: <https://odysseytrust.com/client/the-tinley-beverage-Corporation/>. The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is May 14, 2021 (“**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

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

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as the Information Circular and annual financial statements, (“**Proxy-Related Materials**”) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Corporation for the year ended December 31, 2020 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2020 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at www.sedar.com and also on the corporation’s transfer agent Odyssey Transfer Inc. (“**OTI**”) website at <https://odysseytrust.com/client/the-tinley-beverage-Corporation/>. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular nor the Financial Statements.

Obtaining Paper Copies of Materials

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental

responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent, OTI, toll-free at 888-290-1175 or directly at 1-587-885-0960. Shareholders may also obtain paper copies of the Proxy Related Materials free of charge by contacting OTI toll-free at 888-290-1175 or directly at 1-587-885-0960 or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or OTI as applicable, by May 19, 2021 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before June 21, 2021 at 10:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

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

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for Registered Shareholders, must be returned to OTI, the Corporation's transfer agent, (i) by mail to Odyssey Transfer Inc, 702-67 Yonge Street, Toronto, ON M5E 1J8; or (ii) by internet at <https://login.odysseytrust.com/pxlogin>; or by 10:00 am (Eastern time) Monday June 21, 2021 or, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof ("**Proxy Deadline**").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

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

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

DATED this 13th day of May, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF
THE TINLEY BEVERAGE COMPANY INC.**

(signed) "*Jeff Maser*"

Chief Executive Officer and Director

This year, out of an abundance of caution, to proactively deal with the public health impact of the recent COVID-19 outbreak and to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, our Meeting will be conducted via teleconference. Shareholders will have an equal opportunity to participate at the Meeting via teleconference regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19. Shareholders will not be able to physically attend the Meeting in person.