

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1

Name and Address of Company

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

Item 2

Date of Material Change

January 19, 2022

Item 3

News Release

On January 19, 2022, 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” and was filed under the Company’s profile on SEDAR at www.sedar.com.

Item 4

Summary of Material Change

On January 19, 2022, the Company issued 2,080,666 units (“Units”) of the Company under the first tranche of a non-brokered private placement (the “First Tranche”) of the Company at a price of \$0.15 per Unit, resulting in gross proceeds of C\$312,100.00. Each Unit is comprised of one common share of the Company (“Common Share”) and one common share purchase warrant (a “Warrant”). Each Warrant is exercisable into one Common Share (“Warrant Share”) at a price of C\$0.20 for a period of 24 months following the closing. All of the Units issued under the First Tranche were purchased by Richard Gillis, President and Chief Operating Officer of Tinley’s USA and member of Tinley’s office of the CEO.

The subscription for Units by Mr. Gillis is considered a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61- 101”). The Company relied on exemptions from the formal valuation and minority approval requirements in sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of Mr. Gillis’ purchase of Units. The Company did not file a material change report in respect of the related party transaction less than 21 days prior to the closing of the First Tranche, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the First Tranche in an expeditious manner.

Item 5

Full Description of Material Change

Please see a copy of the Company’s press release dated January 19, 2022 and attached to this report as Schedule “A”.

Item 6

Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7

Omitted Information

Not applicable.

Item 8

Executive Officer

Ted Zittel, Director and Office of the Chief Executive Officer, is knowledgeable about the material change and this report. Mr. Zittel can be contacted at (310) 507-9146 and at info@drinktinley.com.

Item 9

Date of Report

January 27, 2022

SCHEDULE A

(see attached)



Tinley's Long Beach Facility to Produce 'Green Monké' Sodas on Can Line; Tinley's Closes First Tranche of Non-Brokered Private Placement

FOR IMMEDIATE RELEASE

TORONTO, Ontario and LOS ANGELES, California, January 19, 2022 – The Tinley Beverage Company Inc. (CSE:TNY; OTC:TNYBF) ("Tinley's" or the "Company") is pleased to announce that international cannabis beverage brand 'Green Monké' is scheduled to begin can line production of five planned flavours at Tinley's Long Beach Facility in Q1 2022, with production of full-batches expected to repeat near-monthly.

'Green Monké' Happy Sodas are cannabis-infused sparkling drinks in tropical flavours, formulated with a fast-release microencapsulation emulsion, and only 25 calories per can. 'Green Monké' THC-infused beverages are currently available in the State of California, and Green Monké THC-infused beverages launched in Canada in October 2021. 'Green Monké' is owned by St. Peter's Spirits.

"We're thrilled to be moving our California 'Green Monké' can production to Tinley's impressive Long Beach Facility," said Pat Gleeson, Founder & CEO St. Peter's Spirits. "We are working with the like-minded professionals of the Tinley's/Lakewood team towards ramping up production of our existing SKU's and bringing additional tropical fruit flavours to market."

"Green Monké' Sodas were developed by seasoned drink professionals who understand the art and science of crafting cannabis-infused beverages," said Ted Zittell, a Tinley's director, and member, of Tinley's Office of the CEO. "We share a commitment to quality with the 'Green Monké' team, and we both believe that high-quality infused drinks are meant to be delicious and refreshing," he added. "Our careers in the beverage industry have crossed paths over decades, and it only makes sense that 'Green Monké' would work together with us now to manufacture their line-up of great-tasting sparkling sodas at Tinley's Long Beach facility."



'Green Monké' Cannabis-Infused Happy Sodas are expected to begin production in five flavours on the can line at Tinley's Long Beach Facility in Q1 2022, with near-monthly repeat runs planned. (Current products shown)

St. Peter's Spirits and Green Monké

St. Peter's Spirits is an independent Canada-based craft drink maker that infuses world-class brands with revolutionary cannabis infusions to elevate drinking occasions with *highly sociable spirits*. St. Peter's launched 'Green Monké' in North America to make it easier for alcohol-free consumers to partake with a super fun and fearless cannabis spirit. 'Green Monké's Tropical Citrus SKU was named the "best-tasting THC drink in California" by the dailydot.com in June 2021, and in its 2021 year-end survey, Thrillist included Green Monké Tropical Citrus in its Top 20 Edibles in the U.S. 'Green Monké' THC-infused beverages launched in Canada in October 2021, and St. Peter's Spirits reports that 'Green Monkey' CBD is the best-selling cannabis drink brand in the United Kingdom. 'Green Monké' Hemp beverages are now available on Amazon and through select retailers across the U.S. For more information, visit stpetersspirits.com and greenmonke.com Contact: Pat Gleeson Pat@greenmonke.com

First Tranche of Non-Brokered Private Placement

The Company is pleased to announce that Richard Gillis, President and Chief Operating Officer of Tinley's USA, and member of Tinley's Office of the CEO, has purchased 2,080,666 units ("Units") of the Company under the first tranche of a non-brokered private placement (the "Private Placement") at a price of C\$0.15 per Unit for gross proceeds of approximately C\$312,000. Each Unit is comprised of one common share in the capital of Tinley's ("Common Shares") and one common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one Common Share (a "Warrant Share") at a price of C\$0.20 for a period of 24 months following the date of issuance. This investment brings Mr. Gillis' aggregate position in the Company to 4,080,666 Common Shares. The net proceeds from the Private Placement will be used for working capital, capital expenditures, marketing, establishing new business lines and exploring potential mergers and acquisitions. The Company intends to complete additional tranches of the Private Placement from time to time in accordance with applicable regulatory requirements; however, there can be no assurance that any additional tranches will be completed.

"I am investing once again in Tinley's to tap into what I believe is an unrealized opportunity within the cannabis industry", said Richard Gillis. "The popularity of THC-infused beverages is accelerating, and I believe that Tinley's, through its Long Beach Facility, with a newly activated distribution licence and growing menu of production methods and packaging capabilities, will continue to drive value by serving a growing roster of high-quality and high-volume client brands."

Regulatory Matters

The subscription for Units by Mr. Gillis is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company relied on exemptions from the formal valuation and minority approval requirements in sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of Mr. Gillis' purchase of Units. Further details will be provided in the Company's material change report to be filed on SEDAR. The Company did not file a material change report in respect of the related party transaction less than 21 days prior to the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the Offering in an expeditious manner.

The Units, Common Shares, Warrants and Warrant Shares are subject to a statutory hold period of four months and a day from the date of closing.

About The Tinley Beverage Company and Beckett's Tonics

The Tinley Beverage Company Inc. (CSE:TNY; OTC:TNYBF) develops and has licensed the production through its Long Beach, CA state-licensed manufacturing facility terpene and cannabis-infused non-alcoholic Tinley's™ '27 and Tinley's™ Classics products which are distributed to licensed dispensaries and home delivery channels in California. Expansion of these products, adapted for manufacturing and sale in Canada, is currently underway. The Beckett's Classics™ and Beckett's '27™ lines of non-alcoholic, terpene-infused non-cannabis versions of these formulations are available in select mainstream food, beverage, and specialty retailers, as well as online, in the United States as well as in select grocery and specialty stores in Canada. Tinley's facility in Long Beach California contains some of the state's most versatile and technologically advanced cannabis-licensed beverage manufacturing equipment and provides manufacturing services for third-party brands in addition to producing Company-owned brands. Please visit www.drinktinley.com, and www.drinkbecketts.com Twitter and Instagram (@drinktinleys and @drinkbecketts) for recipes, product information and home delivery options.

Forward-Looking Statements

This news release contains forward-looking statements and information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities laws. Forward-looking statements are statements and information that are not historical facts but instead include financial projections and estimates, statements regarding plans, goals, objectives and intentions, statements regarding the Company's expectations with respect to its future business and operations, the closing of the acquisition of Lakewood Libations, Inc., the timing of the closing of any additional tranches of the Private Placement, the timing of the Company's manufacturing capability enhancements and production runs, revenue growth, management's expectations regarding growth, phrases containing words such as "ongoing", "estimates", "expects", or the negative thereof or any other variations thereon or comparable terminology referring to future events or results, or that events or conditions "will", "may", "could", or "should" occur or be achieved, or comparable terminology referring to future events or results. 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 and delays in the development of projects. 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, please contact:

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