

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 October 27, 2016.

Item 3. Press Release

On October 28, 2016, a news release in respect of the material change was disseminated by the Company through Marketwired. A copy of the news release is appended as Schedule "A".

Item 4. Summary of Material Change

On October 27, 2016, the Company closed a non-brokered private placement of 16,176,470 units (the "Units") of the Company for gross proceeds of \$2,749,999.90 (the "Offering"). The Offering was completed at a price of \$0.17 per Unit. Each Unit comprised of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant (a "Warrant"), with each full Warrant being exercisable for one Common Share at an exercise price of \$0.25 per Common Share for a period of 18 months from the date of closing.

In addition, certain finders received broker warrants ("Broker Warrants") exercisable for Units equal in number up to 9% of the number of Units sold under the Offering. The Broker Warrants will be exercisable at a price of \$0.17 per Unit for a period of 18 months after the closing of the Offering.

Item 5. Full Description of Material Change

Please see a copy of the Company's press release dated October 28, 2016 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**
November 3, 2016

SCHEDULE "A"

Tinley Closes \$2.75 Million Non-Brokered Private Placement of Units

TORONTO, ONTARIO and LOS ANGELES, CALIFORNIA--(Marketwired - Oct. 28, 2016)

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

The Tinley Beverage Company Inc. (the "Company" or "Tinley") (OTC PINK:QRSRF)(CSE:TNY) is pleased to announce the closing of a non-brokered private placement of 16,176,470 units (the "Units") of the Company for gross proceeds of \$2,749,999.90 (the "Offering"). The Offering was completed at a price of \$0.17 per Unit. Each Unit comprised of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant (a "Warrant"), with each full Warrant being exercisable for one Common Share at an exercise price of \$0.25 per Common Share for a period of 18 months from the date of closing.

The proceeds of the Offering will provide expansion capital for sales and marketing, as well as for new product development and general working capital purposes. Several insiders participated in the deal.

The Company engaged First Republic Capital Corporation as the Lead Finder for the Offering. Several firms acted as finders including Canaccord Genuity, Haywood Securities, Leede Jones Gable and PI Financial. Finders will be paid a cash fee up to 9% of the gross proceeds raised in the Offering. In addition, Finders will receive broker warrants ("Broker Warrants") exercisable for Units equal in number up to 9% of the number of Units sold under the Offering. The Broker Warrants will be exercisable at a price of \$0.17 per Unit for a period of 18 months after the closing of the Offering. All securities issued in connection with the Offering are subject to a four month and a day hold period.

"This financing effectively positions us to grow our CBD drink revenue and advance our THC drink strategies in jurisdictions throughout North America wherever such products are permitted. We continue to add store listings for our Hemplify CBD drink, mainly in Northern California, and continue to pursue opportunities related to the November 8 vote on cannabis legalization in that state. We thank our existing and new investors for their continued support," said Jeff Maser, CEO of Tinley.

About The Tinley Beverage Company, Inc. and Hemplify, Inc.

The Tinley Beverage Company (Toronto, Canada) is the parent company of Hemplify, Inc. (Santa Monica, California). Hemplify manufactures the "Hemplify" line of products. Hemplify is a line of fruit-flavored, sugar-free, vegan, drinkable supplements that contain hemp stalk extract. This extract

contains terpenes and other phytoconstituents. Each product also contains 9-12x the potassium electrolyte content of major sports drinks, 200mg of Omega 3 and excellent sources of vitamins A through E, including 100% DV of Vitamin B12, C and D. Hemplify is produced with patented technology that elevates absorption into the bloodstream, ensures shelf stability and masks the hemp oil's taste to deliver delicious, refreshing flavors. The company is selling its products in California and in 5 other states, as well as online. Tinley has also developed "Tinley '27", a line of cannabis-infused beverages designed for the Canadian and US markets.

Forward-Looking Statements

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

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.

Twitter: @drinkhemplify

Instagram: @hemplify

Contact Information

For further information on The Tinley Beverage Company (parent company of Hemplify, Inc.), please contact:
Jeff Maser, Chief Executive Officer
77 King Street West, Suite 2905, Toronto, Ontario M5K 1H1
(310) 507-9146
www.drinkhemplify.com