



CORPORATE PRESENTATION  
Q1 2019

# FORWARD-LOOKING STATEMENTS AND DISCLOSURES

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There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Company's securities. Risk Disclosures: The Company is seeking to establish new business lines, which inherently contains a high degree of risk. The subscribers in the Offering are cautioned to review the following risk factors, relating to the Company: (1) The Company has a very limited operating history in an emerging area of business and had negative cash flows from operations in its most recently completed financial year. (2) Non-compliance with federal, provincial or state laws and regulations, or the expansion of current, or the enactment of new laws or regulations, could adversely affect the Company's business. (3) The Company may become subject to additional government regulation and legal uncertainties that could restrict the demand for its services or increase its cost of doing business, thereby adversely affecting its financial results. (4) The Company may be required to obtain and maintain certain permits, licenses and approvals in the jurisdictions where their products are licensed, although the Company does not anticipate such approvals will be necessary. (5) 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. (6) 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. (7) The Company may not be able to accurately predict its future capital needs and it may not be able to secure additional financing. (8) The market price of the Common Shares could be subject to significant fluctuations in response to various factors, many of which are beyond the Company's control. (9) 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 can be adversely affected by a variety of factors. (10) The Company may face intense competition and expects competition to increase in the future, which could prohibit its development of customer base and generating revenue. (11) 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. (12) The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry in the U.S. (13) The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. (14) The Company has no earnings or dividend record, and does not anticipate paying any dividends on the Common Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings. (15) Exchange rate fluctuations may adversely affect the Company's financial position and results. (16) In the event of a dispute arising from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. (17) Officers and directors of the Company own significant shares and can exercise significant influence. (18) Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares. (19) Volatile global financial and economic conditions may negatively affect the Company's operations.*

# TINLEY IS AN EFFICIENT, DIVERSIFIED PLATFORM FOR THE GROWING CANNABIS BEVERAGE CATEGORY

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## ✓ FOCUSED SOLELY ON CANNABIS BEVERAGES

- *Pure-play company with no involvement in cultivation, extraction, edibles, hempseed or non-cannabis drink products*

## ✓ DIVERSIFIED PRODUCT PORTFOLIO

- *Revenue from growing lineup of Tinley-branded and third-party co-packing clients' products*

## ✓ BASED IN WORLD'S LARGEST BEVERAGE AND CANNABIS MARKET

- *California is the primary location for beverage startups in the USA, and is North America's largest beverage market overall*
- *240 million tourists, 40 million permanent residents, year-round warm drinking weather and culturally influential*

## ✓ FOCUSING ON MANUFACTURING AND DISTRIBUTION

- *Proven model from mainstream CPG – focus on downstream manufacturing and distribution, and purchase commodity upstream THC from third parties (surplus exists)*
- *DSD distribution is critical to the beverage category; these services also augment Tinley's manufacturing revenue*

## ✓ PRODUCTS IN MARKET

- *Proven products – backordered throughout California*
- *In-market operational expertise and consumer insight to be leveraged in Canada & elsewhere*

## ✓ PRESIDENT & C-LEVEL EXECUTIVES FROM THE BEVERAGE INDUSTRY

# TINLEY'S LEADERSHIP TEAM:

## PRESIDENT & C-LEVEL EXECUTIVES FROM THE WORLD'S MAJOR BEVERAGE COMPANIES

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### **JEFFREY MASER, FOUNDER, CEO & DIRECTOR**

- Private label beverage branding at the Watt Design Group; at the time, Watt was owned by Cott Corporation and was the second-largest food and beverage branding firm in North America, and Cott was the largest cola company in the world after Coca Cola and Pepsi
- 10 years in venture capital, merchant and investment banking with a focus on emerging industries

### **TED ZITTELL, DIRECTOR & BRAND ADVISOR**

- Previously President of Cott's Retail Brands International, where he led the creation and launch of premium retailer brand and marketing programs worldwide
- Senior partner at The Watt Design Group for 17 years (including during period of ownership by Cott Corp.)
- Senior consultant for McMillan Doolittle LLP, a leading Chicago-based retail and consumer experience agency
- Advisor for US private equity and investment funds in the food and beverage sectors
- Recent executive-level engagements include work for Walmart, Kroger, CVS Pharmacy, P&G, Nestlé, Loblaws, Sainsbury's and Tesco

### **MARK BENADIBA, ADVISORY BOARD**

- Previously CEO, Cott Canada and EVP Operations, USA
- Board of Directors, Cott Corporation (2008-2017)

### **BEN KNIGHT, ADVISORY BOARD**

- Founder of CMX Distribution, the first cannabis distributor to become licensed in a major urban center in Southern California
- Oversees 420 Central Brand Stores, which operates one of Southern California's largest cannabis dispensaries; expanding store outlets throughout the State

### **RICHARD GILLIS, PRESIDENT**

- Previously President, Youngs Market Company – US\$3 billion in annual sales; one of the USA's largest beverage alcohol distributors
- EVP/General Manager of Coca-Cola Enterprises, Southwest USA
- 30 years in various senior positions in the beverage and CPG industries

### **ANDREW STODART, ADVISORY BOARD**

- Launched Crystal Head Vodka and brought from concept to nationwide North American distribution in 18 months
- Oversaw the launch of Dan Aykroyd Wines at Diamond Estates Wines and Spirits
- International brand manager for Black Velvet Whisky (Constellation Brands); built from a declining brand into the 3<sup>rd</sup>-largest selling brand in its category
- Various roles at Patron Tequila and Everfresh Juice

### **CURT MARVIS, DIRECTOR**

- Founder and CEO, QYOU Television (TSXV:QYOU), an LA & Toronto based, millennial-focused cable television & media company distributed in 35 countries
- Previously President, Digital Media, Lionsgate Entertainment
- MTV Lifetime Achievement Award recipient

### **DAVID ELLISON, DIRECTOR**

- Principal at Acuity Corporate Securities Lawyers in Toronto; has provided capital markets, legal and operational services to US-based cannabis cultivators, processors and extractors over the past two years
- International Structured Finance Group at Clifford Chance LLP (UK) and Solicitor of the Supreme Court of England and Wales

### **DAVID BERMAN, CHIEF FINANCIAL OFFICER**

- 18 years of experience in Canada's capital markets as a CFO and financial consultant for US and Canadian-listed and private companies

# WHY CANNABIS BEVERAGES?



## CANNABIS BEVERAGES COULD BE 20-30% OF THE CANNABIS INDUSTRY

- MolsonCoors CEO Mark R. Hunter

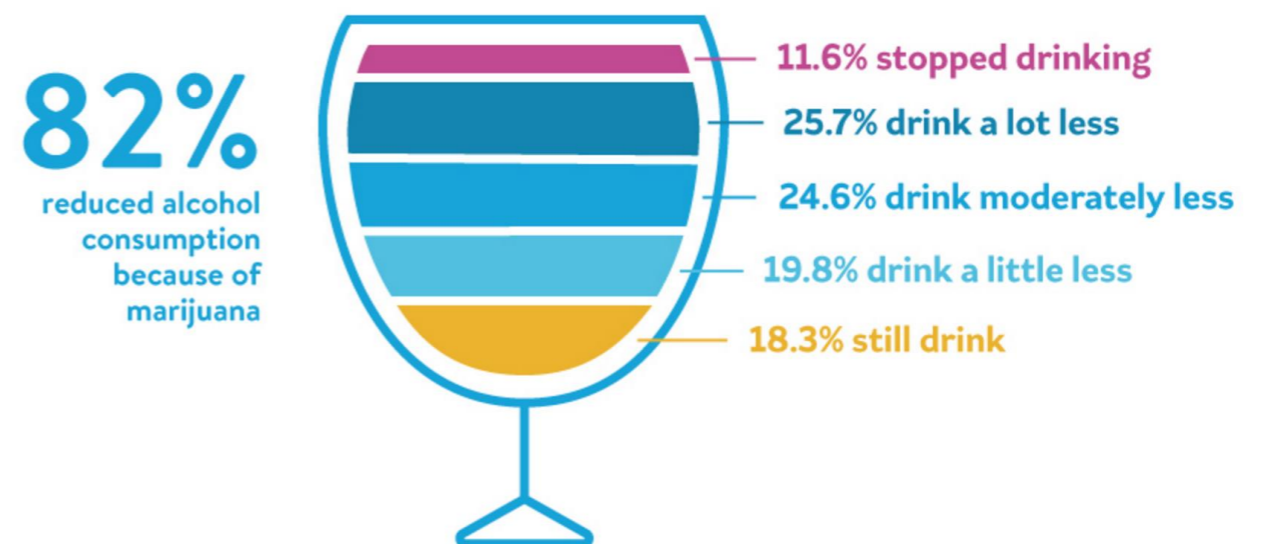
***Suggests a \$2+ billion category in California and a \$20+ billion category nationally***

Consumers have been switching from cannabis smokeables to cannabis edibles/beverages, and are switching in part from alcohol

- Based on scanner data for alcohol and dispensary sales in states that have enacted cannabis programs
- Switching may exist to an even greater extent as cannabis edible/beverage selection increases

### Marijuana reduces alcohol consumption

Over 82% of people surveyed said that using marijuana has caused them to reduce their alcohol intake. A whopping 11% of respondents said that they've quit drinking entirely because of marijuana.



# TINLEY'S PRODUCTS WERE CREATED BY A CALIFORNIA LIQUOR FORMULATOR ENABLES CONSUMERS TO ENJOY AUTHENTIC BEVERAGE ALCOHOL RECIPES – WITH CANNABIS INSTEAD OF ALCOHOL

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## TINLEY READY-MADE COCKTAILS

AVAILABLE THROUGHOUT CALIFORNIA



**NOW AVAILABLE IN 4-PACKS  
(4 X 12 FL OZ BOTTLES)**

### LIME MARGARITA

A single-serving, alcohol-free, ready-to-drink twist on the popular classic. Tinley™ Margarita is infused with real tequila and lime extracts, and Pineapple Jack Sativa. Less than half the calories of ready-to-drink alcohol margaritas (only 60 calories/serving). Drink cold and enjoy.

### FLYING MULE

Our classic Moscow Mule-inspired cocktail, alcohol-free, crafted with ginger beer, lime essences and pineapple jack sativa. Single-serve, ready to drink, with less than half the calories of ready-to-drink and bar-mixed alcohol Moscow Mules.

Pineapple Jack is a sativa-dominant cannabis strain bred with Pineapple family and Jack Herer genetics, designed to provide a euphoric, blissful effect.

## TINLEY '27 SPIRITS

PRODUCTION IN Q1/19



### COCONUT RUM EXTRACT

Coconut rum extracts and 80mg THC (8 x 1.5oz. servings). Sip on the rocks or with soda, pineapple juice, cranberry juice, lime, Tinley's Amaretto or Tinley's Lemon-Lime Hemplify.

*Popular cocktails: Pina Colada, Bushwhacker, Mojito, Coquito, and Cojito*



### AMARETTO EXTRACT

Almond liqueur extracts with an Italian twist. Contains 80mg THC (8 x 1.5oz. servings). Sip on the rocks or serve with lemon-lime soda, orange juice, cherry, coffee, Tinley's dark rum, Tinley's chocolate CBD squeeze or Tinley's Berry Hemplify. Or pour on ice cream, tiramisu and other desserts.

*Popular cocktails: Orgasm, Amaretto Sour, Toasted Almond, Alabama Slammer, Blow Job*



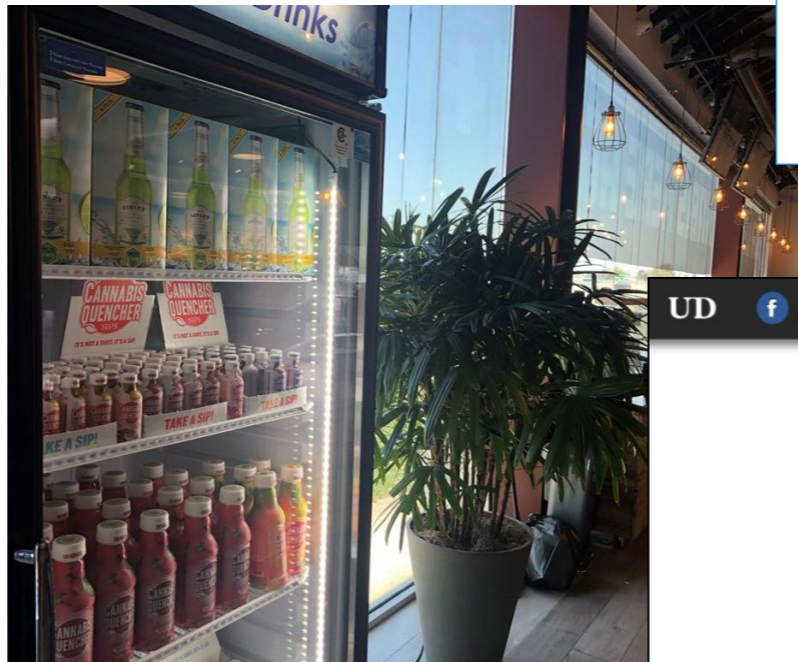
### CINNAMON WHISKY EXTRACT

A fiery blend of cinnamon, Whisky extracts and 80mg THC (8 x 1.5oz. servings). Drink 1.5oz straight up or mix with cider, tea, milk, Tinley's Amaretto, Tinley's chocolate CBD Squeeze or Tinley's tropical Hemplify.

*Popular cocktails: Apple Pie, Whisky Tea, Old Fashioned, Devil's Advocate, French Toast, Ginger Balls*

- Alcohol-free, cannabis-infused beverages containing extracts, ethers, flavors and spices from their alcohol-based counterparts
- Enables people to enjoy familiar flavors in similar use occasions, however experience a THC effect rather than an alcohol effect
- Uses terpene and emulsification is designed to accelerate the “high” and provide different effects for each drink
- Hard liquor-style products moving to 5mg THC per 1.5oz shot serving; ready to drink cocktails moving to 5mg THC per bottle
- All products have significantly less calories and sugar than their alcohol-based counterparts

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DISPENSARIES
STRAINS
NEWS
PRODUCTS
LEAFLY TV™
SEARCH
JOIN
LOGIN
BUSINESS SERVICES

Home / Products / Edibles / Beverages / Tinley Cannabis Margarita (Alcohol Free)

**TINLEY BEVERAGE CO.**

## Tinley Cannabis Margarita (Alcohol Free)

4 Single-Serve bottles inspired by the classic cocktail

★★★★★ 5.0 | 1

**\$24.00**

**PRODUCT DETAILS**

Alcohol-free, ready to drink beverage infused with real tequila and lime extracts, as well as Pineapple Jack Sativa. Less than half the calories of ready-to-drink alcohol margaritas, with the same great taste. Four single-serve (10mg x 4) bottles. Available for purchase at ShowGrow (Long Beach), 10 Spot (Santa Ana), People's OC, and available for purchase or delivery at BARC (LA) and 420 Central (Orange County).

**PRODUCT REVIEWS**

WRITE A REVIEW

tybowers

★★★★★

19 DAYS AGO

**ABOUT US**

**Tinley Beverage Co.**

The Tinley Beverage Co.'s mission is to enable patients to medicate with high-quality products that are inspired by familiar, classic drinks.

A screenshot of a web article. At the top, there is a dark navigation bar with the letters 'UD' and three circular social media icons: Facebook (blue), Twitter (light blue), and Pinterest (red). Below the navigation bar, the text 'FOOD & DRINK' is displayed in a small, pink, sans-serif font. The main title of the article, 'A Cannabis Margarita, Anyone?', is written in a large, black, serif font. Below the title, the subtitle 'They Come in Bottles and Are Here For Your Happy Hour' is written in a smaller, black, serif font. Underneath the subtitle, the author's name and date, 'BY HADLEY TOMICKI - MAY 21, 2018', are shown in a small, black, sans-serif font. Below this text is a row of four circular social media icons: Facebook (blue), Twitter (light blue), Pinterest (red), and a bookmark icon (dark red). At the bottom of the article preview is a photograph of four bottles of Tinley cannabis-infused beverages and a glass of a drink with ice. The bottles are labeled '27' and 'TINLEY'. The glass contains a golden-brown liquid with ice cubes.

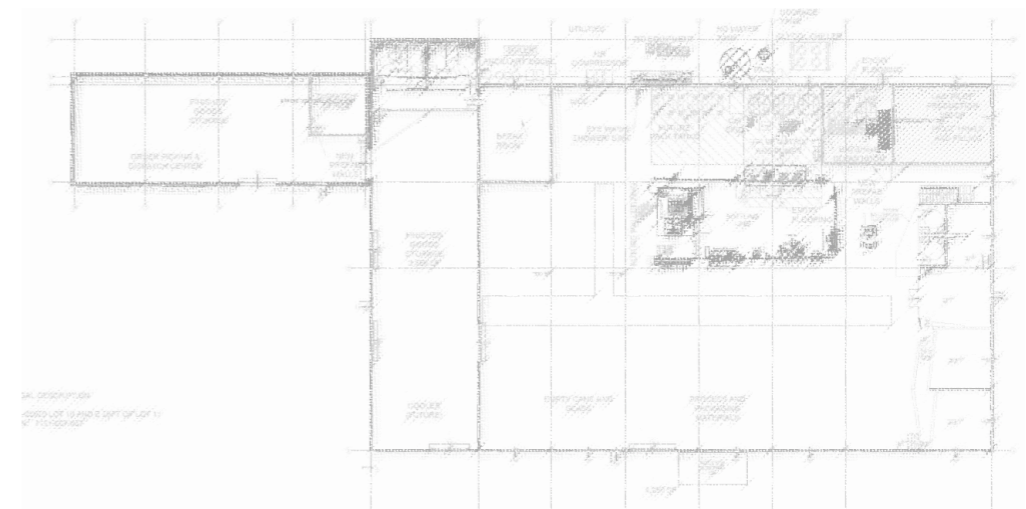
Marketing is primarily conducted via in-store demos, activations and influencer programs.



# TINLEY IS WORKING TO OFFER THIRD-PARTY MANUFACTURING & DISTRIBUTION SERVICES

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- **BUILDING A BEVERAGE MANUFACTURING & DISTRIBUTION FACILITY IN LONG BEACH, CALIFORNIA**
  - Centrally-located 15 miles south of downtown Los Angeles
  - Producing in a temporary facility near Palm Springs during construction
- **FACILITY INCLUDES END-TO-END BEVERAGE INFRASTRUCTURE FOR TINLEY AND THIRD-PARTY CLIENTS' PRODUCTS**
  - High capacity bottling line with cutting-edge Italian technology, designed for the unique needs of cannabis beverages
  - Capable of bottling multiple beverage formats including dealcoholized wine, beer and spirits, as well as teas, coffees, sodas and flavored drinks
  - Cannabis beverage R&D and formulation center
  - Beverage distribution center designed for liquid cannabinoid products, with integrated sales and merchandising function – using best practices from major beverage alcohol distributors



# TINLEY'S CBD DRINKS ARE AVAILABLE IN A HOST OF PREMIUM RETAILERS



Premium grocery, natural food and convenience stores throughout LA and OC

Tinley's brand in mainstream stores drive brand awareness in dispensary channels



# TINLEY IS WORKING TO BUILD A COMPREHENSIVE, NATIONAL CANNABIS BEVERAGE PLATFORM

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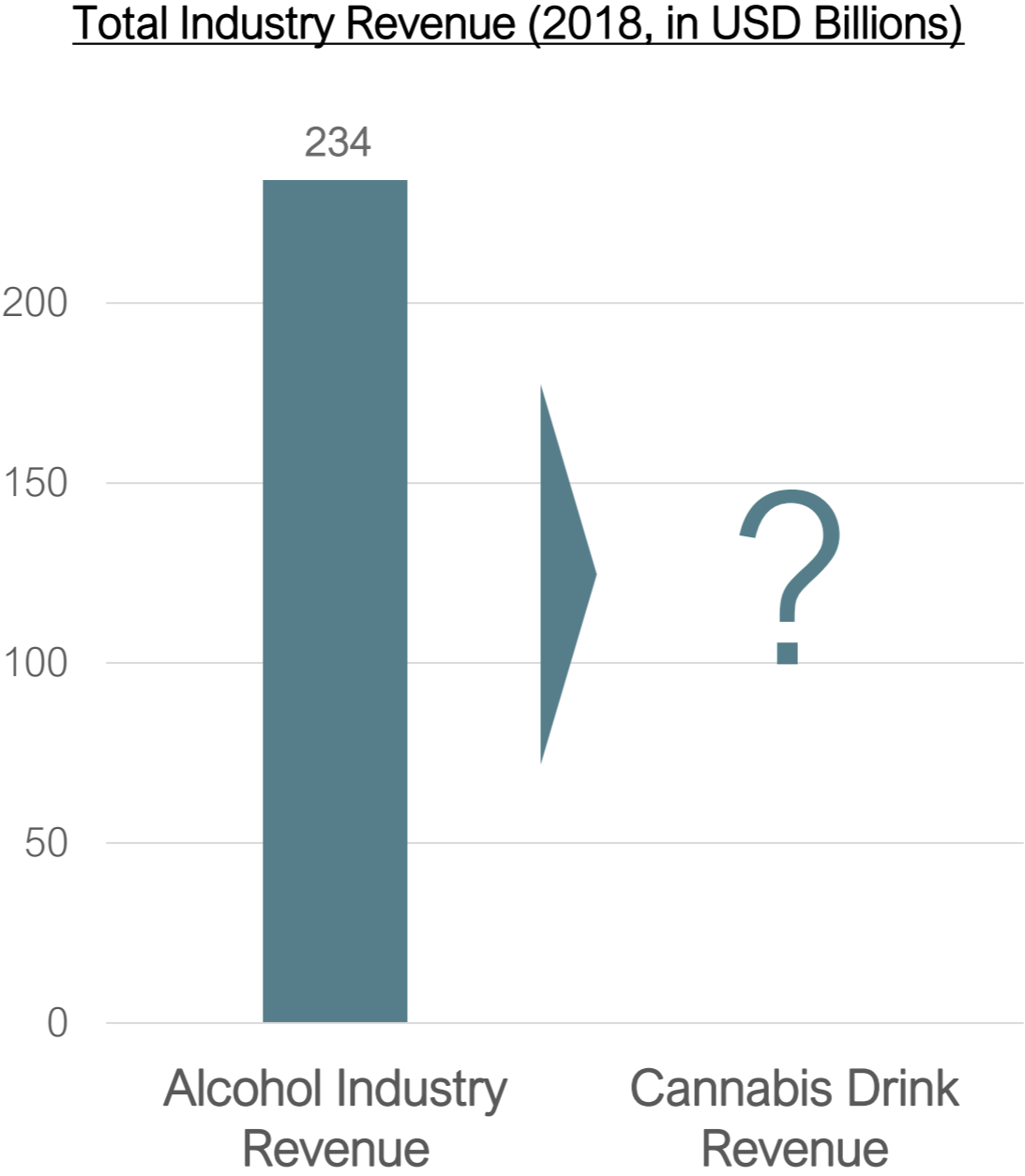
## BUSINESS DEVELOPMENT CATALYSTS

- Working to enter into brand and co-packing partnerships with recognized third-party consumer brands in California
- Working to leverage consumer and operational learnings in California to launch operations in Canada and Nevada, followed by other US and international territories
- Completing buildout of long-term facility in Long Beach, California
- Expanding distribution and sell-through for Tinley-branded products; will expand co-marketing capabilities for Tinley's prospective co-packing clients

# BEVERAGE ALCOHOL IS A \$200+ BILLION INDUSTRY IN THE USA

## WHAT PERCENTAGE WOULD SWITCH TO CANNABIS DRINKS IF THEY TASTED THE SAME?

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# CHEERS

For further information, please contact:

**THE TINLEY BEVERAGE COMPANY, INC.**

info@drinktinley.com

## CALIFORNIA ADDRESS

3435 Ocean Park Blvd #107-701

Santa Monica, CA

USA 90405

## CORPORATE ADDRESS

77 King Street West, Suite 2905

Toronto-Dominion Centre

Toronto, Ontario

Canada M5K 1H1

[www.drinktinley.com](http://www.drinktinley.com)

CSE:TNY OTC:TNYBF



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