



Cannabis Beverage  
Manufacturing  
& Branded  
Products

Corporate Presentation  
September 2021

OTCQX:TNYBF  
CSE:TNY

# Cautionary Statements

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## **CAUTIONARY NOTE TO UNITED STATES INVESTORS**

The securities of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered and sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act.

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE MERITS AND RISKS INVOLVED. THE SECURITIES OF THE COMPANY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED ON THE ACCURACY OR ADEQUACY OF THIS PRESENTATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

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Certain information set forth in this presentation, together with any supplements and any other information that may be furnished to prospective investors by the Company in connection therewith, contains “forward-looking statements” and “forward-looking information” within the meaning of applicable Canadian securities legislation (referred to herein as forward-looking statements). Except for statements of historical fact, certain information contained herein constitutes forward-looking statements which include but are not limited to statements related to activities, events or developments that the Company expects or anticipates will or may occur in the future, statements related to the Company’s business strategy objectives and goals, and management’s assessment of future plans and operations which are based on current internal expectations, estimates, projections, assumptions and beliefs,

# Cautionary Statements (Continued)

which may prove to be incorrect. Forward-looking statements can often be identified by the use of words such as “may”, “will”, “could”, “would”, “anticipate”, “believe”, “expect”, “intend”, “potential”, “estimate”, “budget”, “scheduled”, “plans”, “planned”, “forecasts”, “goals” and similar expressions or the negatives thereof. Forward-looking statements are neither historical facts nor assurances of future performance. Forward-looking statements are based on a number of factors and assumptions made by management and considered reasonable at the time such information is provided, and forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

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This presentation may be considered an offering memorandum thereby granting the potential purchasers statutory rights and contractual rights of action. Securities legislation in certain provinces of Canada may provide a purchaser with remedies for rescission or damages if an offering memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for particulars of these rights or consult with a legal advisor. For a brief summary, please see “Statutory Rights of Action” at the back of presentation.

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# Tinley's is a Pure-Play Cannabis Beverage Company

California's Largest Co-Packing Facility for Cannabis Beverages<sup>1</sup>



#1 and #2 Award-Winning Cannabis Drinks in California



Non-Infused Versions for "Low No Alcohol" Consumers



## Largest Lineup of Cannabis Beverages in California<sup>1</sup>

- Product lineup includes third-party and company-owned brands
- Sole third-party manufacturing facility in California for several popular drink formats
- Initial client engagements completed in late Q1 2021 after commissioning in Q4 2020
- Company-owned products available in California and launching in Canada

## Comprehensive Lineup of Non-Alcoholic Spirits and Cocktails

- Non-infused versions of the company's cannabis formulations are available in mainstream retail in USA and in Canada for the "Low No Alcohol" consumer

<sup>1</sup> Facility size, competitive capabilities, product lineup and tax claims based on 10+ third-party brand client testimonials and management knowledge; product lineup includes Tinley's-branded products and those of third-party manufacturing clients, in production or planned, which clients and management believes represents more SKUs than other manufacturers or standalone beverage companies in the state

# Tinley's™ Operates the Largest and Most Versatile Cannabis Beverage Manufacturing Facility in California<sup>1</sup>



- Bottling line has 12 million unit/year capacity
- Co-packing fees are typically \$0.55-\$1.20 unit/year
- Mini line and canning line each have comparable line speeds
- High gross margins due to mostly fixed cost operation from completed capital investments
- Initial client engagements completed in late Q1 2021
- Glass and mini lines operational; canning and tunnel pasteurization expected in Q4 2021
- **Weekly client bookings since mid-June 2021 onward; further growth expected from increased daily use and enabling multiple lines to run simultaneously**

## Differentiated, full-service solution for cannabis beverage brands

- Services include formulation, packaging solutions, label design, regulatory consulting, warehousing and sales/distribution solutions
- Only full-scale, licensed bottling line available for third-party brands in California<sup>1</sup>; purpose built in Italy for cannabis; initial client engagements started in late Q1 2021
- Only tunnel pasteurization and pressurized batching options in the state<sup>1</sup>; optimal for dealcoholized wine, beer and a variety of beverages without preservatives; expected Q4 2021
- Beverage distribution facility south of Downtown LA – center of North America's largest cannabis market; expected Q4 2021
- Among the lowest manufacturing & distribution taxes in the state<sup>1</sup>

<sup>1</sup> Ibid.

# Tinley's™ Offers its Own Branded Products in Cannabis Dispensaries Throughout California

- Developed over four years with national brand spirit formulators, based on popular adult beverages
- Crafted with distilled botanicals and natural extracts found in premium spirits, without alcohol
- Pineapple Jack Sativa botanical terpenes for an uplifting effect
- Technology for rapid absorption and full flower effect
- Available in California at cannabis dispensaries and home delivery services; launching in Canada



World's  
Largest  
Cannabis  
Competition



1<sup>st</sup> Place – Tinley's™ "High Horse"  
2<sup>nd</sup> Place – Tinley's™ "Coconut Cask"



Tinley's™ Tonics Carbonated Ready-to-Drink Beverages  
(5mg/bottle)



Tinley's™ '27 Shareable Multi-Serve Mixers  
(5mg per 1.5 fl oz shot, 8.5 shots/bottle)

# Tinley's™ Sells the Non-Infused Versions of its Cannabis Beverages in Mainstream Retail for the “Sober Curious” Consumer

World's most comprehensive lineup of mid-market “Low & No Alcohol” Cocktails + Spirits available under a single brand

Only comprehensive lineup at mid-market prices

In mainstream grocery, restaurants and online

Focus on California, Tennessee (Chrisley's #1 Audience) & Alberta



Promoted by #1 Prime Time Reality TV Star & Anti-Alcohol Activist Todd Chrisley

**NBCUniversal**  network



Beckett's™ Non-Alcoholic Gin & Tonic, Moscow Mule, Margarita, Paloma, Coconut Rum, Cinnamon Whiskey & Amaretto

# Tinley Sells its Products and Services to Leading Brands

## Third-Party Manufacturing Services



Manufacturing Clients Include:

- Pabst Labs "Not Your Fathers" brand
- California's top-selling "Cannabis Quencher"
- California's version of Nevada's #1 beverage "SIP Elixir"
- California's classic "Sprig" cannabis soda
- Natural fruit-based "Good Stuff Tonics"
- Award-Winning "Calexo Watercolors"
- Ben Kennedy's "Fable" botanicals
- Humboldt Social's "Social Nature" for Papa & Barkley Social Spa & Scotia Inn

**30+ Additional Brands signed or in pipeline**

## Company-Owned Beverages

### Infused "Tinley's" Products



+ independent dispensaries throughout California

### Non-Infused "Beckett's" Products

Listings and trials within selected stores in prominent chains



Grocery & convenience stores, on premise and online, focused on California and Tennessee

# Tinley's Leadership Team Includes President and C-Level Executives from the World's Major Beverage Companies



## **Richard Gillis, President & COO, Tinley USA; Office of the CEO**

- Previously President, Youngs Market Company – US\$3 billion in annual sales; 2<sup>nd</sup> largest beverage alcohol distributor in Western USA
- General Manager/EVP, Coca-Cola Enterprises, Southwest USA
- 30 years in various senior positions in the beverage and CPG industries

## **Ted Zittell, Director & Office of the CEO**

- Previously President, Cott Corporation's Retail Brands International

## **Douglas Fulton, Director & Office of the CEO**

- LA-Based, award-winning television executive & Co-Founder, LA Christine, a line of premium skincare products
- EVP Europe, SBS Broadcasting and NeuLion

## **Andrew Stodart, Advisory Board**

- Launched Crystal Head Vodka and Dan Aykroyd Wines at Diamond Estates Wines and Spirits

## **Ricky Talati, Head of Operations**

- Senior Commercialization Manager, Senior Technical Program Manager and Senior Manager, Supply Chain Integration, Pepsico Beverages

## **Baron Davis, Advisory Board**

- Two-time NBA All Star; played for the Charlotte Hornets, Golden State Warriors, Los Angeles Clippers, Cleveland Cavaliers and New York Knicks
- Early Vitaminwater® investor; investor in beverage startups

## **Todd Chrisley, Ambassador & Advisory Board**

- NBC's USA Network's #1 rated prime time reality TV star
- Shows include "Chrisley Knows Best" and "Growing Up Chrisley"

## **Curt Marvis, Director**

- MTV Lifetime Achievement Award recipient
- Founder and CEO, QYOU Television (TSXV:QYOU)
- Previously President, Digital Media, Lionsgate Entertainment (NYSE:LGF.A)

## **Jeffrey Maser, Founder & Advisory Board**

- Previously in beverage branding and product strategy at the Watt Design Group, a subsidiary of Cott Corporation during period when Cott was the largest beverage company in the world after Coca Cola and Pepsi
- 10 years in venture capital, merchant and investment banking with a focus on emerging industries

## **Sven Stalley, General Manager**

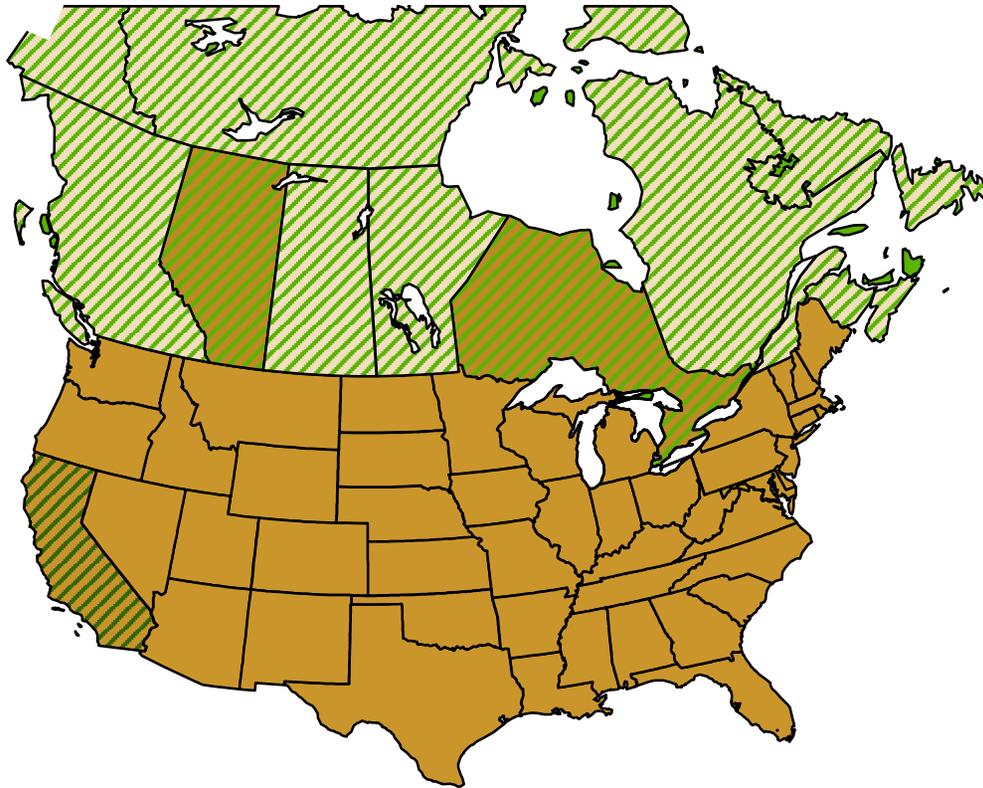
- Partner, Critical Mass Group, a Los Angeles-based agency specializing on building emerging beverage brands

## **Mark Benadiba, In Memoriam**

- Previously CEO, Cott Canada and EVP Operations, USA
- Served on Tinley's Advisory Board 2018-2021



# Tinley's Infused Products are Available in California and Launching in Canada; Non-Infused Products are Expanding Throughout North America



- Infused Products Available
- Non-Infused Products Available
- Infused Products Contracted to Launch
- Non-Infused Products Contracting to Launch



Partnership with Great North  
Distributors for Sales  
Throughout Canada

Also the exclusive sales force for Aphria and  
Aurora

Established by the owners of Southern  
Glazer's Wine & Spirits, the world's  
preeminent distributor for beverage alcohol



Canadian Production at BevCanna  
Enterprises & Peak Processing Solutions

# Mainstream Beverage Brands Are Driving Category Growth by Partnering with Local Cannabis Companies

**Pabst**

**TINLEY'S**  
BEVERAGE CO.



**HEINEKEN**

**CANNA CRAFT**



**MOLSON COORS** beverage company

**HEXO**  
CORP.



**Constellation Brands**

**CANOPY**  
CORP.



**AB InBev**

**TILRAY**

**BOSTON BEER co.**  
MAKERS OF

SAMUEL ADAMS  
BREWERY  
WILD  
TRULY  
ANGRY ORCHARD  
BREWERY

**weedmd**  
**PEAK**  
Processing Solutions



**PURE**  
EXTRACTS

**JONES**  
SODA CO.®

**SGI**  
SOL GLOBAL

**AriZona**

**DIXIE**  
BRANDS

Tinley is the Only Pure-Play Cannabis Beverage Company Partnered With a Major Brand; Tinley is Also in Conversation with Additional Prominent Brands for Co-Manufacturing



## Thank-You

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# Statutory Rights of Action

Securities legislation in certain provinces in Canada provides certain purchasers of securities pursuant to an offering memorandum with a right of action for damages or rescission, in addition to any other rights they may have at law, where the offering memorandum contains a “misrepresentation”, as defined in the applicable securities legislation. A “misrepresentation” is generally an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. A “material fact” is a fact that would reasonably be expected to significantly affect the market price or value of the securities.

An “offering memorandum” generally means a document, together with any amendments to that document, purporting to describe the business and affairs of an issuer that has been prepared primarily for delivery to and review by a prospective purchaser so as to assist the prospective purchaser to make an investment decision in respect of securities being sold pursuant to an exemption from the requirement to prepare and file a prospectus contained in applicable securities law, but does not include a document setting out current information about an issuer for the benefit of a prospective purchaser familiar with the issuer through prior investment or business contacts. These rights, or notice with respect to thereto, must be exercised or delivered by the purchaser within the time limits prescribed by applicable securities legislation. Each purchaser should refer to the complete text of the relevant provisions of the applicable securities legislation for the particulars of these rights or consult with a legal advisor. The rights of action for rescission or damages described herein are in addition to and without derogation from any other right or remedy that a purchaser may have at law. Set out below are descriptions outlining the rights of action available to purchasers resident in Ontario, Saskatchewan, New Brunswick, Nova Scotia and Newfoundland and Labrador which are required to be disclosed and are subject to the express provisions of the securities legislation of the applicable jurisdiction.

## **Rights for Purchasers in Ontario**

Under Ontario securities legislation, a purchaser resident in Ontario who purchases securities offered by an offering memorandum during the period of distribution will have, subject to certain limitations and statutory defences, a statutory right of action for damages or, while still the owner of the securities, for rescission against the issuer in the event that the offering memorandum contains a misrepresentation, without regard to whether the purchaser relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first has knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, no person will be liable. In the case of an action for damages, the issuer will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon and in no case will the amount recoverable in any action exceed the price at which the securities were offered under the offering memorandum.

## **Rights for Purchasers in Saskatchewan**

Under Saskatchewan securities legislation, in the event that an offering memorandum is sent or delivered to a purchaser of securities resident in Saskatchewan and contains a misrepresentation at the time of purchase, such purchaser will have, subject to certain limitations and statutory defences and without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for rescission against the issuer or for damages against: (i) the issuer; (ii) every promoter or director of the issuer at the time the offering memorandum was sent or delivered to such purchaser; (iii) every person who, or company that, sells securities on behalf of the issuer under the offering memorandum; (iv) every person who signed the offering memorandum; and (v) every person whose consent was filed in connection therewith (only in connection with statements made by that person). Similar rights are provided in respect of advertising or sales literature and verbal statements. If the purchaser elects to exercise a statutory right of rescission against the issuer or selling securityholder, the holder will have no right of action for damages. Saskatchewan securities legislation provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities and the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if such securities are sold in Saskatchewan in contravention of Saskatchewan securities legislation or a decision of the Financial and Consumer Affairs Authority of Saskatchewan. No action to enforce a right of rescission may be commenced more than 180 days after the date of the transaction that gave rise to the cause of action and a purchaser must commence an action for damages within the earlier of (i) one year after such purchaser first had knowledge of the facts giving rise to the cause of action or (ii) six years after the date of the transaction that gave rise to the cause of action.

# Statutory Rights of Action

## Rights for Purchasers in New Brunswick

Under New Brunswick securities legislation, a purchaser resident in New Brunswick who purchases securities offered by an offering memorandum will have, subject to certain limitations and statutory defences, a statutory right of action for damages against (i) the issuer, (ii) every director of the issuer at the date of the offering memorandum, and (iii) every person who signed the offering memorandum, or, while still the owner of the securities, for rescission against the issuer in the event that the offering memorandum contains a misrepresentation at the time of purchase, on which a purchaser is deemed to have relied. Similar rights are provided in respect of advertising or sales literature and verbal misrepresentations. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, no person will be liable. In the case of an action for damages, the issuer will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon. No action to enforce a right of rescission may be commenced more than 180 days after the date of the transaction that gave rise to the cause of action and in the case of any action, other than an action for rescission, such action shall be commenced before the earlier of (i) one year after the purchaser first had knowledge of the facts giving rise to the cause of action and (ii) six years after the date of the transaction that gave rise to the cause of action.

## Rights for Purchasers in Nova Scotia

Under Nova Scotia securities legislation, a purchaser resident in Nova Scotia who purchases securities offered by an offering memorandum that is sent or delivered to such purchaser resident in Nova Scotia will have, subject to certain limitations and statutory defences, a statutory right of action for damages against the issuer, every person who signed the offering memorandum and every director of the issuer or, while still the owner of the securities, for rescission against the issuer, in the event that the offering memorandum contains a misrepresentation at the time of purchase, on which a purchaser is deemed to have relied. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, no person will be liable. No action to enforce the foregoing rights may be commenced more than 120 days after the date on which payment was made for the securities or after the date on which the initial payment for the securities was made, where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment.

## Rights for Purchasers in Newfoundland and Labrador

Under the securities legislation of Newfoundland and Labrador, a purchaser resident in Newfoundland and Labrador who purchases a security offered by an offering memorandum that is sent or delivered to such purchaser resident in Newfoundland and Labrador will have, subject to certain limitations and statutory defences, a statutory right of action for damages against the issuer, every person who signed the offering memorandum and every director of the issuer or, while still the owner of the securities, for rescission against the issuer, in the event that the offering memorandum contains a misrepresentation at the time of purchase without regard to whether the purchaser relied on the misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, no person will be liable. No action to enforce a right of rescission may be commenced more than 180 days after the date of the transaction that gave rise to the cause of action; or in the case of any action other than an action for rescission, the earlier of (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action.

## Rights for Purchasers in Manitoba

If an offering memorandum, together with any amendment to it, is delivered to a holder resident in Manitoba and contains a misrepresentation that was a misrepresentation at the time of purchase, the purchaser will be deemed to have relied upon the misrepresentation and will have a statutory right of action for damages against the issuer and every director of the issuer and every person or company who signed the offering memorandum or, alternatively, may elect instead to exercise a statutory right of rescission against the issuer. If the holder elects to exercise the right of rescission, the holder will have no right of action for damages. This right of action is subject to the following limitations: (a) no such action may be commenced to enforce the right of action for rescission or damages more than (i) 180 days after the day of the transaction that gave rise to the cause of action, in the case of an action for rescission, or (ii) the earlier of (A) 180 days after the day that the plaintiff first had knowledge of the facts giving rise to the cause of action, or (B) two years after the day of the transaction that gave rise to the cause of action, in any other case; (b) no person or company will be liable if it proves that the holder had knowledge of the misrepresentation; (c) in the case of an action for damages, the defendant will not be liable for all or any part of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and (d) in no case will the amount recoverable in any action exceed the price at which the securities were offered under the offering memorandum. Certain other defenses and exceptions also apply.

The foregoing summary is subject to any express provisions of the securities legislation of each offering jurisdiction and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions. The rights of action described herein are in addition to and without derogation from any other right or remedy that the purchaser may have at law