

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

**Item 1. Name and Address of Company**

Hill Street Beverage Company Inc.  
480 University Ave, Suite 1401  
Toronto, Ontario  
M5G 1V2

**Item 2. Date of Material Change**

June 17, 2019

**Item 3. News Release**

The news releases announcing the material change were released on June 10, 2019, through Canadian newswires and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

**Item 4. Summary of Material Change**

The Corporation closed the first tranche of a \$5 million non-brokered private placement for gross proceeds of \$1,696,661.51.

**Item 5.1. Full Description of Material Change**

For further information, please see the attached press release.

**Item 5.2. Disclosure of Restructuring Transactions**

Not applicable.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Terry Donnelly  
terry@hillstreetbevco.com

**Item 9. Date of Report**

June 17, 2019



## Hill Street Announces Closing First Tranche of Non-Brokered Private Placement

TORONTO, June 10, 2019 /CNW/ - Hill Street Beverage Company Inc. ("**Hill Street**" or "**Company**") (TSX-V: BEER) is pleased to announce that it has closed the first tranche of a \$5 million non-brokered private placement that was announced May 28, 2019.

The Company has issued a total of 8,483,308 units ("**Units**") at a price of \$0.20 per Unit for aggregate gross proceeds of \$1,696,661.51.

Each Unit is comprised of one (1) Hill Street Common Share and one-half of one (1/2) warrant (each whole warrant a "**Warrant**"), with each Warrant entitling the holder thereof to acquire one (1) Hill Street Common Share at a price of \$0.40 per share for a period of two (2) years from the date of Closing.

All the securities will be subject to a four-month hold period from the date of closing. Hill Street intends to use the net proceeds for funding day-to-day operations and general working capital purposes.

In connection with the closing, the Company paid finders fees to James Eric Salter, in the amount of \$37,450 together with 187,250 finder warrants, with each finder warrant entitling the holder to acquire 1 common share in the capital of the Company at a purchase price of \$0.20 per share for a period of two years from the date of issuance.

### **About Hill Street Beverage Company Inc. (TSX-V:BEER)**

Hill Street Beverage Company is the world's most award-winning company exclusively focused on alcohol-free beer, wine, and adult-format beverages. Hill Street's great-tasting products include Hill

Street Craft Brewed Lager, Designated Draft alcohol-free beer, Vin(Zero) wines, and Vintense wines, and have won numerous medals and accolades including three Gold, two Silver, and two Bronze Medals at the U.S. Open Beer Championships, the Retail Council of Canada's Grand Prix award, and a prestigious Double Gold Medal at the San Francisco International Wine Challenge. Hill Street will also produce and sell cannabis-infused adult beverages as soon as the sale of cannabis edibles becomes legal in Canada, expected to occur by October 17, 2019. Check out Hill Street's award-winning line-up and order product to be delivered straight to your home at [www.hillstreetbeverages.com](http://www.hillstreetbeverages.com).

Follow Hill Street on Facebook (<http://facebook.com/hillstreetbevco>), Instagram (<https://www.instagram.com/hillstreetbevco/>), and Twitter (<https://twitter.com/hillstreetbevco>).

## **FORWARD-LOOKING STATEMENTS**

Statements in this press release may contain forward-looking information. Any statements in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expects" and similar expressions. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances, such as future availability of capital on favourable terms, may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. The forward-looking statements contained in this press release are made as of the date of this press release. The Company does not undertake any obligation to update publicly or to

revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***

SOURCE Hill Street Beverage Co.

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<http://www.newswire.ca/en/releases/archive/June2019/10/c7182.html>

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CO: Hill Street Beverage Co.

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