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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Conder Timothy Alan</u>  (Last) (First) (Middle) C/O TILT HOLDINGS INC. 2801 E. CAMELBACK ROAD #180  (Street) PHOENIX AZ 85016  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TILT Holdings Inc. [ TLLTF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, no par value	06/30/2024		M		666,666 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	2,135,566	D	
Common Shares, no par value	06/30/2024		F		187,997 <sup>(3)</sup>	D	\$0.0219 <sup>(4)</sup>	1,947,569	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance stock units	(2)	06/30/2024		M			666,666 <sup>(1)</sup>	(1)	(1)	Common Shares, no par value	666,666	0	D	

**Explanation of Responses:**

- 2,000,000 performance stock units ("PSUs") were granted on September 26, 2023. Each PSU represented a contingent right to receive one common share of the Company, of which 1,000,000 were subject to the achievement of certain performance criteria during the performance period ended December 31, 2023, as approved by the Issuer's Board of Directors. On April 19, 2024, the Board of Directors of the Issuer determined that the Reporting Person satisfied certain performance metrics to which the PSUs were subject and as a result the Reporting Person earned 666,666 PSUs for the performance period ended December 31, 2023. The common shares underlying the PSUs vested on June 30, 2024. The remaining 333,000 PSUs for the performance period ended December 31, 2023 were cancelled.
- PSUs convert into common stock on a one-for-one basis.
- Represents common shares that have been withheld by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the vesting and net settlement of PSUs and does not represent a sale by the Reporting Person.
- The price provided in this column was calculated based on the closing price of the Issuer's common shares on Cboe Canada formerly known as the NEO Exchange on June 28, 2024 which was CAD\$0.03. The share price of CAD\$0.03 was converted to U.S. dollars using the exchange rate provided by the Bank of Canada of USD\$1.00=CAD\$1.3687 on June 28, 2024.

/s/ Mark Higgins as attorney-in-fact for Timothy Alan Conder 07/02/2024  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.