

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**  
Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_)\*

**TILT Holdings Inc.**

(Name of Issuer)

Common shares, no par value  
(Title of Class of Securities)

88688R104  
(CUSIP Number)

February 15, 2023  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|            |   |  |
|------------|---|--|
| <b>1.</b>  | NAME OF REPORTING PERSON<br>Robert Crompton   |  |
| <b>2.</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| <b>3.</b>  | SEC USE ONLY  |  |
| <b>4.</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America  |  |
| <b>5.</b>  |   | SOLE VOTING POWER<br>25,709,972(a)       |
| <b>6.</b>  |   | SHARED VOTING POWER<br>0                 |
| <b>7.</b>  |   | SOLE DISPOSITIVE POWER<br>25,709,972 (a) |
| <b>8.</b>  |   | SHARED DISPOSITIVE POWER<br>0            |
| <b>9.</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>25,709,972 (a)  |  |
| <b>10.</b> | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                    |  |
| <b>11.</b> | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>7.2%(b)  |  |
| <b>12.</b> | TYPE OF REPORTING PERSON (See Instructions)<br>IN   |  |

(a) Represents (i) 9,609,989 limited partnership units (the "Units") of Jimmy Jang L.P. ("Jimmy Jang"), a subsidiary of the Issuer, held by RHC 3, LLLP ("RHC 3"), the partnership interests of which are 100% owned by the Reporting Person, with each Unit being convertible together with one right ("Right") of the Issuer for one Common Share at any time upon request of the Reporting Person; (ii) 9,609,989 Rights held by RHC 3, and (iii) 16,099,983 warrants to purchase Common Shares, held by RHC 3, that are exercisable at any time prior to their expiration, which were acquired pursuant to that certain First Amendment to Secured Note Purchase Agreement, dated February 15, 2023, by and among the Issuer, Jimmy Jang, Baker Technologies, Inc., Commonwealth Alternative Care, Inc., Jupiter Research, LLC, Jordan Geotas, as noteholder representative, and each of the purchasers and AP noteholders thereto. As reported by the Issuer to the Reporting Person, there were 333,694,012 Common Shares issued and outstanding as of December 31, 2022.

(b) Beneficial ownership percentage is based upon 333,694,012 Common Shares issued and outstanding as of December 31, 2022, as reported by the Issuer to the Reporting Person. Such percentage is calculated in accordance with Rule 13d-3 based on the aggregate number of Common Shares beneficially owned by the Reporting Person.

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**Item 1.**

(a) **Name of issuer:** TILT Holdings Inc.

(b) **Address of issuer's principal executive offices:**

2801 E. Camelback Road #180  
Phoenix, Arizona 85016

**Item 2.**

(a) **Name of person filing:** Robert Crompton

(b) **Address of principal business office or, if none, residence:**

c/o Snell & Wilmer L.L.P.  
350 S. Grand Ave. Suite 3100  
Los Angeles, CA 90071

(c) **Citizenship:** United States of America

(d) **Title of class of securities:** common shares, no par value

(e) **CUSIP No:** 88688R104

**Item 3. Type of filing**

Not Applicable.

**Item 4. Ownership**

(a) **Amount beneficially owned:**

See Item 9 on the cover page hereto.

(b) **Percent of class:**

See Item 11 on the cover page hereto.

(c) **Number of shares as to which such person has**

(i) **Sole power to vote or to direct the vote:**

See Item 5 on the cover page hereto.

(ii) **Shared power to vote or to direct the vote:**

See Item 6 on the cover page hereto.

(iii) **Sole power to dispose or to direct the disposition of:**

See Item 7 on the cover page hereto.

(iv) **Shared power to dispose or to direct the disposition of:**

See Item 8 on the cover page hereto.

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**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 27, 2023

(Date)

By: /s/ Robert Crompton

Name: Robert Crompton

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