
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 6, 2023**

TILT HOLDINGS INC.

(Exact name of registrant as specified in its charter)

British Columbia
(State or other jurisdiction
of incorporation)

000-56422
(Commission
File Number)

83-2097293
(I.R.S. Employer
Identification Number)

2801 E. Camelback Road #180
Phoenix, Arizona
(Address of principal executive offices)

85016
(Zip Code)

(623) 887-4900
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.424)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

TILT Holdings Inc. (the “Company”) held its 2023 Annual General Meeting of Stockholders (the “Annual Meeting”) on June 6, 2023.

Proxies for the Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended. At the Annual Meeting, the Company’s stockholders voted on three proposals. The proposals are described in detail in the Company’s Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 27, 2023.

Present at the Annual Meeting in person or by proxy were holders representing 77,584,818 shares of the Company's Class A Common, representing approximately 23.22% of the eligible votes, constituting a quorum. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

- (a) Proposal No. 1. To set the number of directors of the Company at five.

Votes For	Votes Against	Abstentions
26,010,344	2,332,114	3,942,390

With respect to the foregoing Proposal 1, the number of directors of the Company is set at five.

- (b) Proposal No. 2. To elect five directors of the Company to hold office until their successors are elected at the next annual general meeting of the Company.

Nominee	Votes For	Withheld
John Barravecchia	30,389,274	1,895,574
Tim Conder	25,451,551	6,833,297
Adam Draizin	30,228,257	2,056,591
George Odden	30,185,992	2,098,856
D’Angela Simms	26,836,507	5,448,341

With respect to the foregoing Proposal, all five directors were elected to serve as a director until their successors are elected at the next annual general meeting of the Company and each received a plurality of votes at the Annual Meeting.

- (c) Proposal No. 3. To re-appoint Macias Gini & O’Connell LLP (“MGO”) as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors.

Votes For	Withheld	Abstentions
73,545,122	3,751,203	288,493

With respect to the foregoing Proposal 3, MGO is re-appointed as the auditors of the Company for the ensuing year and the directors of the Company are authorized to fix the remuneration paid to the auditors.

Item 8.01 Other Events

On June 7, 2023, the Company issued a press release announcing the results of the Annual Meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.

Description

[99.1](#)

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Press Release dated June 7, 2023

Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TILT Holdings Inc.

Date: June 8, 2023

By: /s/ Timothy Conder
Name: Timothy Conder
Its: Interim Chief Executive Officer

TILT Holdings Reports Results of 2023 Annual General Meeting of Shareholders

PHOENIX, June 7, 2023—[TILT Holdings Inc.](#) (“TILT” or the “Company”) (NEO: [TILT](#)) (OTCQX: [TLLTF](#)), a global provider of cannabis business solutions that include inhalation technologies, cultivation, manufacturing, processing, brand development and retail, today announces the results of the 2023 annual general meeting of shareholders of TILT (the “Shareholders”) held virtually on Tuesday, June 6, 2023 (the “Meeting”).

The Company put forward the following proposals to be voted on by the Shareholders at the Meeting, all of which were approved: (i) to set the number of directors to be elected at the Meeting at five; (ii) to elect five directors of the Company to hold office until their successors are elected at the next annual general meeting of the Company; and (iii) to re-appoint Macias Gini & O’Connell LLP (“MGO”) as the auditors for the Company for the ensuing year and to authorize the board of directors of the Company (the “Board”) to fix MGO’s remuneration.

Size of the Board:

The size of the Board was set at five directors.

Election of Directors:

Each of the directors elected at the Meeting, John Barravecchia, Tim Conder, Adam Draizin, George Odden, and D’Angela Simms will hold office until the next annual general meeting of the Company or until his or her earlier resignation or removal.

Re-Appointment of Auditors and Authorization of Auditors’ Remuneration:

MGO was re-appointed as auditors of the Company for the ensuing year and the Board is authorized to fix MGO’s remuneration.

On June 7, 2023, the Company filed a report of voting results on all proposals voted on at the Meeting on SEDAR at www.sedar.com.

About TILT

[TILT](#) helps cannabis businesses build brands. Through a portfolio of companies providing technology, hardware, cultivation and production, TILT services brands and cannabis retailers in regulated markets across 39 states in the U.S., as well as Canada, Israel, South America and the European Union. TILT’s core businesses include [Jupiter Research LLC](#), a wholly-owned subsidiary and leader in the vaporization segment focused on hardware design, research, development and manufacturing; and cannabis operations, [Commonwealth Alternative Care, Inc.](#) in Massachusetts, [Standard Farms LLC](#) in Pennsylvania, [Standard Farms Ohio, LLC](#) in Ohio, and its partnership with the Shinnecock Indian Nation in New York. TILT is headquartered in Phoenix, Arizona. For more information, visit www.tiltholdings.com.

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