

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 17, 2025

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 2025 Annual General Meeting of Stockholders (the “Annual Meeting”) on June 17, 2025.

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 two 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 25, 2025.

Present at the Annual Meeting in person or by proxy were holders representing 91,516,677 shares of the Company’s Class A Common, representing approximately 26.34% 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 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	27,668,954	3,874,959
Tim Conder	27,413,775	4,130,138
Marshall Horowitz	26,940,387	4,603,526
George Odden	27,413,392	4,130,521
Arthur Smuck	27,456,480	4,087,433

With respect to the foregoing Proposal No. 1, 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.

- (b) Proposal No. 2. To re-appoint Haynie & Company (“Haynie”) 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	Votes Against	Withheld/Abstentions
71,016,893	18,753,438	1,746,346

With respect to the foregoing Proposal No. 2, Haynie 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 18, 2025, 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	Press Release dated June 18, 2025.
104	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 18, 2025

By: /s/ Tim Conder
Name: Tim Conder
Its: Chief Executive Officer

TILT Holdings Reports Results of 2025 Annual General Meeting of Shareholders

PHOENIX, June 18, 2025—[TILT Holdings Inc.](#) (“TILT” or the “Company”) (Cboe CA: [TILT](#)) (OTCPK: [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 2025 annual general meeting of shareholders of TILT (the “Shareholders”) held virtually on Tuesday, June 17, 2025 (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 elect five directors of the Company to hold office until their successors are elected at the next annual general meeting of the Company; and (ii) to re-appoint Haynie & Company (“Haynie”) as the auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the “Board”) to fix Haynie’s remuneration.

Election of Directors:

The shareholders approved the elections as directors of the persons listed below, based on the following vote.

Nominee	Votes For	Withheld
John Barravecchia	27,668,954	3,874,959
Tim Conder	27,413,775	4,130,138
Marshall Horowitz	26,940,387	4,603,526
George Odden	27,413,392	4,130,521
Arthur Smuck	27,456,480	4,087,433

Each of the directors elected at the Meeting, John Barravecchia, Tim Conder, Marshall Horowitz, George Odden, and Arthur Smuck 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:

Haynie & Company was re-appointed as auditors of the Company for the ensuing year and the Board is authorized to fix the remuneration to be paid to the auditors. The vote was as follows:

Votes For	Votes Against	Withheld/Abstentions
71,016,893	18,753,438	1,746,346

On June 18, 2025, the Company filed a report of voting results on all proposals voted on at the Meeting on SEDAR+ at www.sedarplus.com.

**About TILT**

TILT Holdings manages a diverse portfolio of companies in the cannabis industry, encompassing technology, hardware, cultivation, and production. Its core business, Jupiter Research LLC, is a wholly owned subsidiary and a global distribution leader in the vaporization segment. Jupiter is dedicated to hardware design, research, development, and distribution to support cannabis brands and retailers across the United States, Canada, South America, and the European Union. Additionally, TILT is a multi-state operator, with cultivation and production facilities in three states under the Commonwealth Alternative Care and Standard Farms brands. For more information, visit www.tiltholdings.com.

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