

FORM D  
Notice of Exempt  
Offering of Securities

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

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: August 31, 2015  
Estimated Average burden hours  
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)  Previous Name(s)  None Entity Type

Name of Issuer      Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)   
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

3. Related Persons

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Hamm"/>	<input type="text" value="Geoffrey"/>	<input type="text" value="M."/>

Street Address 1	Street Address 2
<input type="text" value="745 Thurlow Street, #2400"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6E 0C5"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Halpern"/>	<input type="text" value="Todd"/>	<input type="text"/>

Street Address 1	Street Address 2
<input type="text" value="745 Thurlow Street, #2400"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6E 0C5"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Coleman"/>	<input type="text" value="Alexander"/>	<input type="text"/>

Street Address 1	Street Address 2
<input type="text" value="745 Thurlow Street, #2400"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6E 0C5"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Vaule"/>	<input type="text" value="Lars"/>	<input type="text"/>

Street Address 1	Street Address 2
<input type="text" value="745 Thurlow Street, #2400"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6E 0C5"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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## 4. Industry Group

- Agriculture
- Banking & Financial Services**
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & Financial Services
- Business Services
- Energy**
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Care**
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing**
- Real Estate**
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Retailing**
- Restaurants**
- Technology**
  - Computers
  - Telecommunications
  - Other Technology
- Travel**
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other**

## 5. Issuer Size

- |  |  |
|--|--|
| <b>Revenue Range</b>                                 | <b>Aggregate Net Asset Value Range</b>             |
| <input type="radio"/> No Revenues                    | <input type="radio"/> No Aggregate Net Asset Value |
| <input type="radio"/> \$1 - \$1,000,000              | <input type="radio"/> \$1 - \$5,000,000            |
| <input type="radio"/> \$1,000,001 - \$5,000,000      | <input type="radio"/> \$5,000,001 - \$25,000,000   |
| <input type="radio"/> \$5,000,001 - \$25,000,000     | <input type="radio"/> \$25,000,001 - \$50,000,000  |
| <input type="radio"/> \$25,000,001 - \$100,000,000   | <input type="radio"/> \$50,000,001 - \$100,000,000 |
| <input type="radio"/> Over \$100,000,000             | <input type="radio"/> Over \$100,000,000           |
| <input checked="" type="radio"/> Decline to Disclose | <input type="radio"/> Decline to Disclose          |
| <input type="radio"/> Not Applicable                 | <input type="radio"/> Not Applicable               |

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

## 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests       Equity

- Tenant-in-Common Securities     Debt
- Mineral Property Securities     Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security     Other (describe)

Subscription receipts and underlying common shares of 167411 B.C. Ltd. automatically exchanged for common shares of Issuer at no additional cost.

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?     Yes     No

Clarification of Response (if Necessary)

Business combination transaction involving offer of subscription receipts by 1167411 B.C. Ltd. ("1167411"), w/automatic conversion to common shares of 1167411 & automatically exchanged for common shares of TILT Holdings Inc., all at no add'l consideration

## 11. Minimum Investment

Minimum investment accepted from any outside investor    \$  USD

## 12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input style="width: 95%;" type="text" value="Haywood Securities USA Inc."/>	<input style="width: 95%;" type="text" value="42072"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input style="width: 95%;" type="text" value="Haywood Securities Inc."/>	<input style="width: 95%;" type="text"/>	
Street Address 1	Street Address 2	
<input style="width: 95%;" type="text" value="200 Burrard Street, Suite 700"/>	<input style="width: 95%;" type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input style="width: 95%;" type="text" value="Vancouver"/>	<input style="width: 95%;" type="text" value="BRITISH COLUMBIA, CANADA"/>	<input style="width: 95%;" type="text" value="V6C 3L6"/>
State(s) of Solicitation		
<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US		

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input style="width: 95%;" type="text" value="Haywood Securities USA Inc."/>	<input style="width: 95%;" type="text" value="42072"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input style="width: 95%;" type="text" value="Cormark Securities Inc."/>	<input style="width: 95%;" type="text"/>	
Street Address 1	Street Address 2	
<input style="width: 95%;" type="text" value="200 Bay Street, Suite 2800"/>	<input style="width: 95%;" type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input style="width: 95%;" type="text" value="Toronto"/>	<input style="width: 95%;" type="text" value="ONTARIO, CANADA"/>	<input style="width: 95%;" type="text" value="M5J 2J2"/>
State(s) of Solicitation		
<input type="checkbox"/> All States <input checked="" type="checkbox"/> Foreign/Non-US		

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input style="width: 95%;" type="text" value="Haywood Securities USA Inc."/>	<input style="width: 95%;" type="text" value="42072"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input style="width: 95%;" type="text" value="Eight Capital Corp."/>	<input style="width: 95%;" type="text"/>	

Street Address 1

Street Address 2

100 Adelaide Street West, Suite 2900

City

State/Province/Country

ZIP/Postal Code

Toronto

ONTARIO, CANADA

MSH 1S3

State(s) of Solicitation

All States

Foreign/Non-US

Recipient

Recipient CRD Number

None

Haywood Securities USA Inc.

42072

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

None

GMP Securities L.P.

Street Address 1

Street Address 2

145 King Street West, Suite 300

City

State/Province/Country

ZIP/Postal Code

Toronto

ONTARIO, CANADA

MSH 1J8

State(s) of Solicitation

All States

Foreign/Non-US

Recipient

Recipient CRD Number

None

Haywood Securities USA Inc.

42072

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

None

PowerOne Capital Markets Limited

Street Address 1

Street Address 2

130 King Street West, Suite 2210

City

State/Province/Country

ZIP/Postal Code

Toronto

ONTARIO, CANADA

MSX 1E4

State(s) of Solicitation

All States

Foreign/Non-US

Recipient

Recipient CRD Number

None

Haywood Securities USA Inc.

42072

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

None

Gravitas Securities Inc.

Street Address 1

Street Address 2

333 Bay Street, Suite 1720

City

State/Province/Country

ZIP/Postal Code

Toronto

ONTARIO, CANADA

MSH 2R2

State(s) of Solicitation

All States

Foreign/Non-US

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

**Subscription receipts, automatically convertible into common shares at no additional cost; common shares exchangeable into common shares of issuer at no additional cost**

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate

Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

**In addition to cash commission, agents received 635,920 compensation options for purchase of common shares of issuer in connection with U.S. purchases**

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
<b>TILT Holdings Inc.</b>	<b>/s/ Geoff Hamm</b>	<b>Geoff Hamm</b>	<b>Senior Vice President</b>	<b>2018-12-21</b>