

TILT Holdings Inc.
Street Address 1

City

Vancouver

745 Thurlow Street, #2400

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 None	Entity Type	
0001761510			© Corporation	
Name of Issuer	_		C Limited Partnership	
TILT Holdings Inc.			C .	
Jurisdiction of Incorporation/Organization	_		C General Partnership	
BRITISH COLUMBIA, CANADA			C Business Trust	
Year of Incorporation/Organization	on		C Other	
Over Five Years Ago				
Within Last Five Years (Specify Year)	2018			
C Yet to Be Formed				
2. Principal Place of Business and Contact Information				
Name of Issuer				

Street Address 2

State/Province/Country

CANADA

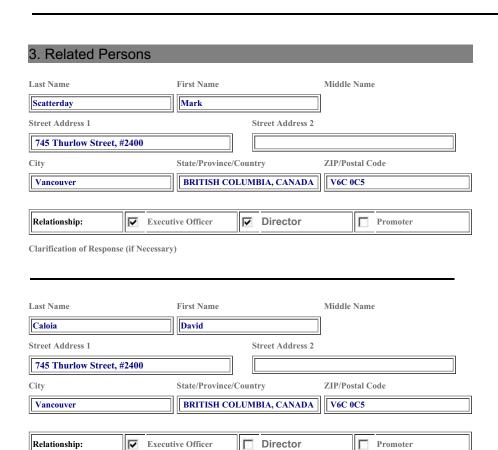
BRITISH COLUMBIA,

ZIP/Postal Code

V6C 0C5

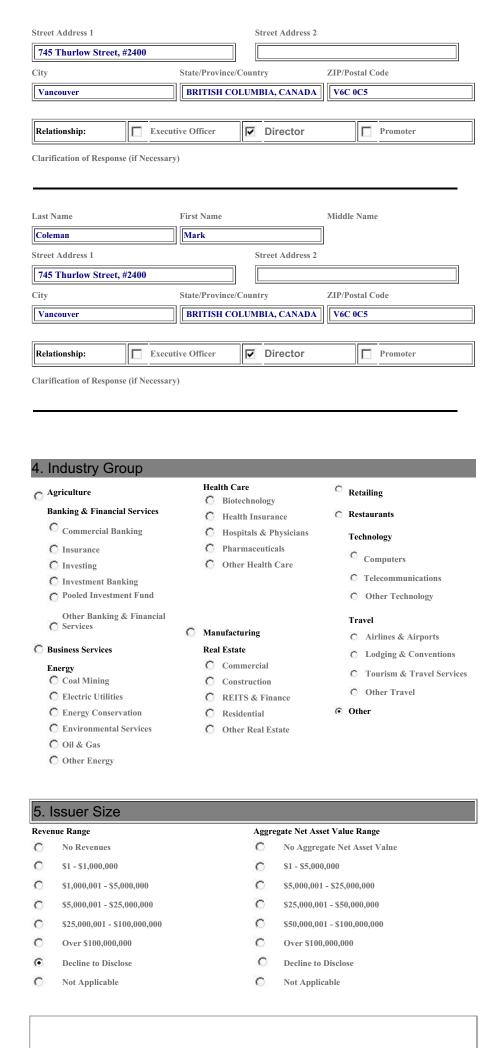
Phone No. of Issuer

(617) 956-6736



Last Name	First Name		Middle Name
Conder	Tim		1
Street Address 1		Street Address 2	<u> </u>
745 Thurlow Street, #	2400		
City	State/Province/0	Country	ZIP/Postal Code
Vancouver		LUMBIA, CANADA	V6C 0C5
vancouver	BRITISH CO	LUMBIA, CANADA	700 003
Relationship:	Executive Officer	☑ Director	Promoter
Clarification of Response	(if Necessary)		
Last Name	First Name		Middle Name
Milton	Joel		1
Street Address 1		Street Address 2	
745 Thurlow Street, #	2400		
City	State/Province/0	Country	ZIP/Postal Code
Vancouve		LUMBIA, CANADA	V6C 0C5
Lineare	Did i ion	- LIDIN, CANADA	
Relationship:	Executive Officer	▼ Director	Promoter
Relationship:	Executive Officer	Director	Promoter
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	7
745 Thurlow Street, #	22400	Street Address 2	
			ZID/D t. l C. l.
City	State/Province/C		ZIP/Postal Code
Vancouver	BRITISH CO	LUMBIA, CANADA	V6C 0C5
Relationship:	Executive Officer	Director	Promoter
Clarification of Response	(if Necessary)		
Last Name	First Name		Middle Name
Smith	Gary		
Street Address 1		Street Address 2	
745 Thurlow Street, #	2400		
City	State/Province/0	Country	ZIP/Postal Code
Vancouver	BRITISH CO	LUMBIA, CANADA	V6C 0C5
Relationship:	Executive Officer	Director	Promoter
Clarification of Response	(if Necessary)		
Last Name	First Name		Middle Name

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6. Federal Exemption(apply)	(s) and Exclusion(s) Claimed (select all that
Rule 504(b)(1) (not (i), (ii)	Rule 505
or (iii)) Rule 504 (b)(1)(i)	✓ Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	
14410 201 (3)(1)(11)	Securities Act Section 4(a)(5)
	I Investment Company Act Section 3(c)
7. Type of Filing	
_	2010 11 22 First Sale Vette Occurs
✓ New Notice Date of First S	Sale 2019-11-22 First Sale Yet to Occur
Amendment	
3. Duration of Offering	
toes the Issuer intend this offering to	last more than one year?
9. Type(s) of Securitie	s 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)
10. Business Combina s this offering being made in connecti cansaction, such as a merger, acquisi	ion with a business combination C Ves 6 No
Clarification of Response (if Necessar	y)
11. Minimum Investme	ent
linimum investment accepted from a evestor	any outside \$ 0 USD
2. Sales Compensation	on
Recipient	Recipient CRD Number None
Associated) Broker or Dealer	None (Associated) Broker or Dealer CRD None Number
Street Address 1	Street Address 2
City	State/Province/Country ZIP/Postal Code
*	
tate(s) of Solicitation	□ All States

13. Offering and Sales Amounts
Total Offering Amount \$ \begin{array}{ c c c c c c c c c c c c c c c c c c c
Clarification of Response (if Necessary) Canadian dollars have been converted based on the 0.7526 Bank of Canada daily exchange rate in effect on 11/22/19. Total Remaining to be Sold represents the aggregate exercise price of all warrants issued in this offering.
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 \$ 0 USD
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)
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. S USD Estimate
Clarification of Response (if Necessary)
Signature and Submission
Oignature and Gubhilosion
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
TILT Holdings Inc.	/s/ Marshall Horowitz	Marshall Horowitz	General Counsel	2019-12-18