

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

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Entity Type

Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

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: Executive Officer Director Promoter

Clarification of Response (if Necessary)

| | | | |
|--|---|--|-----------------------------------|
| Last Name | First Name | Middle Name | |
| <input type="text" value="Conder"/> | <input type="text" value="Tim"/> | | |
| 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="V6C 0C5"/> | |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary)

| | | | |
|--|---|--|-----------------------------------|
| Last Name | First Name | Middle Name | |
| <input type="text" value="Milton"/> | <input type="text" value="Joel"/> | | |
| 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="V6C 0C5"/> | |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary)

| | | | |
|--|---|--------------------------------------|-----------------------------------|
| Last Name | First Name | Middle Name | |
| <input type="text" value="Horowitz"/> | <input type="text" value="Marshall"/> | | |
| 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="V6C 0C5"/> | |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary)

| | | | |
|--|---|--|-----------------------------------|
| Last Name | First Name | Middle Name | |
| <input type="text" value="Smith"/> | <input type="text" value="Gary"/> | | |
| 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="V6C 0C5"/> | |
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary)

| | | |
|---------------------------------------|-----------------------------------|-------------|
| Last Name | First Name | Middle Name |
| <input type="text" value="Batzofin"/> | <input type="text" value="Jane"/> | |

Street Address 1

Street Address 2

745 Thurlow Street, #2400

City

State/Province/Country

ZIP/Postal Code

Vancouver

BRITISH COLUMBIA, CANADA

V6C 0C5

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Coleman

Mark

Street Address 1

Street Address 2

745 Thurlow Street, #2400

City

State/Province/Country

ZIP/Postal Code

Vancouver

BRITISH COLUMBIA, CANADA

V6C 0C5

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

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

Revenue Range

No Revenues

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

Aggregate Net Asset Value Range

No Aggregate Net Asset Value

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

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"/> | 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)

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)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient Recipient CRD Number None

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation All States

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)

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 \$ USD Estimate

Finders' Fees \$ 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.

\$ 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 |
|--------------------|-----------------------|-------------------|-----------------|------------|
| TILT Holdings Inc. | /s/ Marshall Horowitz | Marshall Horowitz | General Counsel | 2019-12-18 |