

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

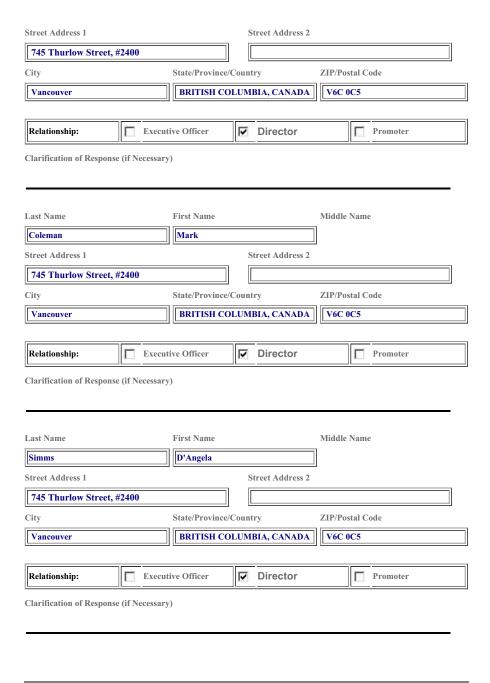
OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

CIK (Filer ID Number)  Previous Name(s)  None  Entity Type  Corporation  Corporation  Corporation  Company  Com	1. Issuer's Identity			
Name of Issuer  TILT Holdings Inc.  Jurisdiction of Incorporation/Organization  BRITISH COLUMBIA, CANADA  Vear of Incorporation/Organization  C Over Five Years Ago  Within Last Five Years (Specify Year)  C Corporation  C Corporation  C Limited Partnership  C Limited Liability Company  D Business Trust  O Other	CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
Name of Issuer    TILT Holdings Inc.   C   Limited Partnership	0001761510			• Corporation
Jurisdiction of Incorporation/Organization  BRITISH COLUMBIA, CANADA  Vear of Incorporation/Organization  C Over Five Years Ago  Within Last Five Years (Specify Year)  Limited Liability Company  C General Partnership  C Business Trust  C Other	Name of Issuer	_		_
Jurisdiction of Incorporation/Organization  BRITISH COLUMBIA, CANADA  Year of Incorporation/Organization  C Over Five Years Ago  within Last Five Years (Specify Year)  2018	TILT Holdings Inc.	]		C Limited Liability Company
CANADA  Year of Incorporation/Organization  C Over Five Years Ago  Within Last Five Years (Specify Year)  2018				C
C Over Five Years Ago  Within Last Five Years (Specify Year)  2018	1			C Business Trust
© Within Last Five Years (Specify Year) 2018	Year of Incorporation/Organization	n u		Other
(Specify Year)	Over Five Years Ago			
C Yet to Be Formed	(1)	018		
	C Yet to Be Formed			

2. Principal Place of	Business and Co	ntact Informat	tion
Name of Issuer			
TILT Holdings Inc.			
Street Address 1	Stre	et Address 2	
745 Thurlow Street, #2400			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
Vancouver	BRITISH COLUMBIA, CANADA	V6C 0C5	(617) 956-6736

0.0.1.1.0			
3. Related Persons			
Last Name	First Name		Middle Name
Scatterday	Mark		
Street Address 1		Street Address 2	
745 Thurlow Street, #2400			
City	State/Province/C	Country	ZIP/Postal Code
Vancouver	BRITISH COI	LUMBIA, CANADA	V6C 0C5
Relationship: Execut	ive Officer	Director	Promoter
Clarification of Response (if Necessary			
Clai incation of Response (if Necessary	)		
Last Name	First Name		Middle Name
Hoch	Brad		
Street Address 1		Street Address 2	
745 Thurlow Street, #2400			
City	State/Province/C	Country	ZIP/Postal Code
Vancouver	BRITISH COI	LUMBIA, CANADA	V6C 0C5
Relationship: Execut	ive Officer	Director	Promoter

Last Name		First Name		Middle Name	
Arvidson		Dana			
Street Address 1			Street Address 2	;	
745 Thurlow Stree	et, #2400				
City		State/Province	e/Country	ZIP/Postal Code	
Vancouver		BRITISH C	OLUMBIA, CANADA	V6C 0C5	
Relationship:	Execu	ıtive Officer	Director	Promoter	
Clarification of Respo	onse (if Necessar	ry)			
Last Name		First Name		Middle Name	
Santo		Gary			
Street Address 1			Street Address 2	<u> </u>	
745 Thurlow Stree	et, #2400		]		
City		State/Province	e/Country	ZIP/Postal Code	
Vancouver		-11-	OLUMBIA, CANADA	-1 I	
Relationship:	Execu	utive Officer	☐ Director	Promoter	
Keiationship:	Exect	itive Officer	Director	Fromoter	
.ast Name	onse (if Necessar	First Name		Middle Name	_
Last Name  Barravecchia  Street Address 1  745 Thurlow Street		First Name	Street Address 2		
Last Name  Barravecchia  Street Address 1  745 Thurlow Street		First Name  John  State/Province		ZIP/Postal Code	
Last Name  Barravecchia  Street Address 1  745 Thurlow Street  City  Vancouver	et, #2400	First Name  John  State/Province	e/Country	ZIP/Postal Code	
Last Name  Barravecchia  Street Address 1  745 Thurlow Street  City  Vancouver  Relationship:	et, #2400	First Name  John  State/Province  BRITISH C	e/Country OLUMBIA, CANADA	ZIP/Postal Code V6C 0C5	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:	et, #2400	First Name  John  State/Province  BRITISH C	e/Country OLUMBIA, CANADA	ZIP/Postal Code V6C 0C5	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responses Last Name	et, #2400	First Name  John  State/Province  BRITISH C	e/Country OLUMBIA, CANADA	ZIP/Postal Code V6C 0C5  Promoter	
ast Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responses Name  Conder	et, #2400	First Name  John  State/Province  BRITISH C  utive Officer  ry)	e/Country OLUMBIA, CANADA	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responsition of	Executionse (if Necessar	First Name  John  State/Province  BRITISH C  utive Officer  ry)	e/Country  OLUMBIA, CANADA        Director	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responsition of	Executionse (if Necessar	First Name  John  State/Province  BRITISH C  utive Officer  ry)	e/Country  OLUMBIA, CANADA  Director  Street Address 2	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name	
ast Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responsition of R	Executionse (if Necessar	First Name  John  State/Province  BRITISH C  ative Officer  Ty)  First Name  Tim	e/Country  OLUMBIA, CANADA  Director  Street Address 2	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name  ZIP/Postal Code	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responsition of	Executionse (if Necessar	First Name  John  State/Province  BRITISH C  ative Officer  Ty)  First Name  Tim	OLUMBIA, CANADA  Director  Street Address 2	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name  ZIP/Postal Code	
Vancouver  Relationship:  Clarification of Responsition of Res	Executionse (if Necessar	First Name  John  State/Province  BRITISH C  ative Officer  Ty)  First Name  Tim	OLUMBIA, CANADA  Street Address 2  e/Country  OLUMBIA, CANADA	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name  ZIP/Postal Code	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responsion of Resp	Executionse (if Necessar	First Name    John	Street Address 2  e/Country  OLUMBIA, CANADA  OLUMBIA, CANADA	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name  ZIP/Postal Code  V6C 0C5	
Last Name  Barravecchia Street Address 1  745 Thurlow Street City  Vancouver  Relationship:  Clarification of Responsible Conder Street Address 1  745 Thurlow Street City  Vancouver	Executionse (if Necessar	First Name    John	OLUMBIA, CANADA  Street Address 2  e/Country  OLUMBIA, CANADA	ZIP/Postal Code  V6C 0C5  Promoter  Middle Name  ZIP/Postal Code  V6C 0C5	



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

## 5. Issuer Size

C No Aggregate Net Asset Value S1-51,000,000 C \$1,000,000 C \$1,000,000 C \$5,000,000	Reven	ue Range	Aggregate Net Asset Value Range
C \$1,000,001 - \$25,000,000 C \$55,000,001 - \$25,000,000 C \$55,000,001 - \$25,000,000 C \$55,000,001 - \$100,000,000 C \$55,000,001 - \$100,000,000 C \$75,000,000 - \$100,000,000 C \$75,000,000 - \$100,000,000 C \$75,000,000 - \$100,000,000 C \$75,000,000 - \$100,000,000 C \$75,000,000,000 C \$75,000,000 C \$	$\mathbf{C}$	No Revenues	C No Aggregate Net Asset Value
C SS_000_001 - S10_000_000 C S25_000_001 - S10_000_000 C Over \$100_000_000 C Over \$100_000_000 C Decline to Disclose C Decline to Disclose C Not Applicable C N	C	\$1 - \$1,000,000	\$1 - \$5,000,000
C \$25,000,001 - \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Decline to Disclose C Not Applicable C Not Applic	C	\$1,000,001 - \$5,000,000	C \$5,000,001 - \$25,000,000
C Over \$100,000,000 C Decline to Disclose C Not Applicable C Not Applicable C Not Applicable C Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rale \$94(b)(1) (nor (i), (ii) Rale \$95 Rale \$94(b)(1)(iii) Rale \$94 (b)(1)(iii) Rale \$95 (b) Rale \$96(c) Rale \$94(b)(1)(iii) Rale \$94 (b)(1)(iii) Rale \$94 (b)(1	C	\$5,000,001 - \$25,000,000	C \$25,000,001 - \$50,000,000
C Decline to Disclose C Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)    Rule 504(b)(1) (not (i), (ii)	C	\$25,000,001 - \$100,000,000	C \$50,000,001 - \$100,000,000
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)    Rule So4(b)(1) (aot (i), (ii)	C	Over \$100,000,000	Over \$100,000,000
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)    Rate 594(b)(1) (not (i), (ii)	$\odot$	Decline to Disclose	C Decline to Disclose
Apply	C	Not Applicable	C Not Applicable
Apply			
Company   Comp			and Exclusion(s) Claimed (select all that
Rule 504 (b)(1)(ii)	П		Rule 505
Rule 504 (b)(1)(iii)	П		<b>V</b> Rule 506(b)
Rule 504 (b)(1)(iii) Securities Act Section 4(a)(5) Investment Company Act Section 3(c)  7. Type of Filing New Notice Date of First Sale 2019-11-22 First Sale Yet to Occur Amendment  8. Duration of Offering Does the Issuer intend this offering to last more than one year?  9. Type(s) of Securities Offered (select all that apply) Poled Investment Fund Interests Interests 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 Security of 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?  11. Minimum Investment Minimum Investment Minimum investment accepted from any outside investor	П		
Investment Company Act Section 3(c)			
7. Type of Filing  New Notice Date of First Sale 2019-11-22 First Sale Yet to Occur  Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  9. Type(s) of Securities Offered (select all that apply)  Pooled Investment Fund Interests Debt  Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Other (describe)  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 Security Security Security  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation	1	Rule 504 (b)(1)(III)	Securities Act Section 4(a)(5)
New Notice Date of First Sale 2019-11-22  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  Equity  Pooled Investment Fund  Acquire Common Securities  Debt  Acquire Voltage  Acquire Another Security  Acquire Another Security  Acquire Another Security  Acquire Another Security  Security to be Acquired Upon  Security to be Acquired Upon  Security  Other Right to Acquire  Other Right to Acquire  Acquire  Cother Right to Acquir			Investment Company Act Section 3(c)
New Notice Date of First Sale 2019-11-22  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  Equity  Pooled Investment Fund  Acquire Common Securities  Debt  Acquire Voltage  Acquire Another Security  Acquire Another Security  Acquire Another Security  Acquire Another Security  Security to be Acquired Upon  Security to be Acquired Upon  Security  Other Right to Acquire  Other Right to Acquire  Acquire  Cother Right to Acquir			
New Notice Date of First Sale 2019-11-22  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  Equity  Pooled Investment Fund  Acquire Common Securities  Debt  Acquire Voltage  Acquire Another Security  Acquire Another Security  Acquire Another Security  Acquire Another Security  Security to be Acquired Upon  Security to be Acquired Upon  Security  Other Right to Acquire  Other Right to Acquire  Acquire  Cother Right to Acquir			
Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  9. Type(s) of Securities Offered (select all that apply)  Pooled Investment Fund Interests Tenant-in-Common 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?  11. Minimum Investment Minimum investment accepted from any outside investor  12. Sales Compensation	7. 1	Type of Filing	
S. Duration of Offering		New Notice Date of First Sal	le 2019-11-22 First Sale Yet to Occur
8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  9. Type(s) of Securities Offered (select all that apply)  Pooled Investment Fund	-		
Does the Issuer intend this offering to last more than one year?    Possible	1	Amendment	
Pooled Investment Fund Interests Debt  Tenant-in-Common Securities Debt  Mineral Property Securities Poption, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other (describe)  Other Right to Acquire Security  10. Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation	,		ast more than one year?
Pooled Investment Fund Interests Debt  Tenant-in-Common Securities Debt  Mineral Property Securities Poption, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other (describe)  Other Right to Acquire Security  10. Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation			
Pooled Investment Fund Interests Debt  Tenant-in-Common Securities Debt  Mineral Property Securities Poption, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other (describe)  Other Right to Acquire Security  10. Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation	Q 7	Type(s) of Securities	Offered (select all that apply)
Interests Debt    Debt 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)		71 ( )	Offered (Select all triat apply)
Mineral Property Securities  Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)  Other (describe)  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  USD  12. Sales Compensation			Equity
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  10. Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation		Tenant-in-Common Securities	
Exercise of Option, Warrant or Other (describe)  Other Right to Acquire Security  Other Right to Acquire Security  Other (describe)  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  In Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation		Mineral Property Securities	
Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation		Exercise of Option, Warrant or Other Right to Acquire	Other (describe)
Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation	10.	Business Combinat	tion Transaction
Clarification of Response (if Necessary)  11. Minimum Investment  Minimum investment accepted from any outside investor  12. Sales Compensation		0 0	n with a business combination C Yes No
11. Minimum Investment  Minimum investment accepted from any outside sinvestor  12. Sales Compensation			
Minimum investment accepted from any outside sinvestor  12. Sales Compensation		cautou or reciposite (a recessary)	
Minimum investment accepted from any outside sinvestor  12. Sales Compensation	11	Minimum Investmen	nt
12. Sales Compensation			v outside
		_	\$ O USD
Recipient CRD Number None	12.	Sales Compensatio	n
	Recip	ient	Recipient CRD Number None

	(Associated) Broker or Dealer CRD None Number
Street Address 1 St	reet Address 2
City State/Pr	ovince/Country ZIP/Postal Code
State(s) of Solicitation	States
42 Official and Color Assessmen	
13. Offering and Sales Amounts	
Total Offering Amount \$ 299159 USD	☐ Indefinite
Total Amount Sold \$ 0 USD	
Total Remaining to be \$ 299159 USD	☐ Indefinite
Sold	
Clarification of Response (if Necessary)	1524 Paul
Canadian dollars have been converted based on the 0.7 of Canada daily exchange rate in effect on 11/22/19. To	otal
Remaining to be Sold represents the aggregate exercise warrants issued in this offering.	price of all
14. Investors	
Select if securities in the offering have been or may do not qualify as accredited investors, Number of such non-accredited investors who alrea offering  Regardless of whether securities in the offering has to persons who do not qualify as accredited investor number of investors who already have invested in the securities.	ady have invested in the  we been or may be sold ors, enter the total
15. Sales Commissions & Finders' I	Fees Expenses
Provide separately the amounts of sales commissions and fin expenditure is not known, provide an estimate and check the	
Sales Commissions \$ 0	USD Estimate
Finders' Fees \$ 0	USD Estimate
Clarification of Response (if Necessary)	
	<u> </u>
16. Use of Proceeds	
Provide the amount of the gross proceeds of the offering that any of the persons required to be named as executive officers If the amount is unknown, provide an estimate and check the	s, directors or promoters in response to Item 3 above.
\$ 0	USD Estimate
Clarification of Response (if Necessary)	
Cian atura and Culturia	
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/ Mark M. Higgins	Mark M. Higgins	Deputy General Counsel	2021-12-02