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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001761510](#)
Name of Issuer [TILT Holdings Inc.](#)
Jurisdiction of Incorporation/Organization [BRITISH COLUMBIA, CANADA](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2018](#)
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [TILT Holdings Inc.](#)
Street Address 1 [2801 E. Camelback Road #180](#)
City [Phoenix](#) State/Province/Country [ARIZONA](#) ZIP/PostalCode [85016](#) Phone Number of Issuer [\(623\) 887-4900](#)

3. Related Persons

Last Name [Scatterday](#) First Name [Mark](#) Middle Name
Street Address 1 [2801 E. Camelback Road #180](#) Street Address 2
City [Phoenix](#) State/Province/Country [ARIZONA](#) ZIP/PostalCode [85016](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Hoch](#) First Name [Brad](#) Middle Name
Street Address 1 [2801 E. Camelback Road #180](#) Street Address 2
City [Phoenix](#) State/Province/Country [ARIZONA](#) ZIP/PostalCode [85016](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Arvidson](#) First Name [Dana](#) Middle Name
Street Address 1 [2801 E. Camelback Road #180](#) Street Address 2
City [Phoenix](#) State/Province/Country [ARIZONA](#) ZIP/PostalCode [85016](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Santo	Gary	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode
Phoenix	ARIZONA	85016
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
Barravecchia	John	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode
Phoenix	ARIZONA	85016
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
Conder	Tim	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode
Phoenix	ARIZONA	85016
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
Mathieu	Jane	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode
Phoenix	ARIZONA	85016
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
Coleman	Mark	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode
Phoenix	ARIZONA	85016
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
Simms	D'Angela	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode
Phoenix	ARIZONA	85016
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
Kelly	Chris	
Street Address 1	Street Address 2	
2801 E. Camelback Road #180		
City	State/Province/Country	ZIP/PostalCode

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
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
 - Yes No
- 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 | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

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

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
 - Section 3(c)(1)
 - Section 3(c)(2)
 - Section 3(c)(3)
 - Section 3(c)(4)
 - Section 3(c)(5)
 - Section 3(c)(6)
 - Section 3(c)(7)
 - Section 3(c)(9)
 - Section 3(c)(10)
 - Section 3(c)(11)
 - Section 3(c)(12)
 - Section 3(c)(13)
 - Section 3(c)(14)

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? Yes No

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

Equity Pooled Investment Fund Interests
 Debt Tenant-in-Common Securities
 Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities
 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 \$0 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 (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$5,620,859 USD or Indefinite
Total Amount Sold \$0 USD
Total Remaining to be Sold \$5,620,859 USD or 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, and enter the 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 & Finder's 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 Estimate
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.

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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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	2022-12-22

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.