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)	Vone None	Entity Type
0001761510	]		Corporation
Name of Issuer	7		C Limited Partnership
TILT Holdings Inc.	]		C Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
BRITISH COLUMBIA, CANADA			C Business Trust
Year of Incorporation/Organizatio	n		C Other
O Over Five Years Ago			
• Within Last Five Years (Specify Year)	018		

C Yet to Be Formed

## 2. Principal Place of Business and Contact Information

Name of Issuer TILT Holdings Inc.	]			
Street Address 1	Str	reet 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	]

# 3. Related Persons

Last Name	First Name		Middle Name
Scatterday	Mark		
Street Address 1		Street Address 2	
745 Thurlow Street, #2400			
City	State/Province/Co	ountry	ZIP/Postal Code
Vancouver	BRITISH COLU	UMBIA, CANADA	V6C 0C5
Relationship: Execut	ive Officer	Director	Promoter
Clarification 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/Co	ountry	ZIP/Postal Code
Vancouver	BRITISH COLU	UMBIA, CANADA	V6C 0C5

Relationship:	•	Executive Officer	Director	Promoter

## Clarification of Response (if Necessary)

745 Thurlow Street, #2400	Last Name		First Name		Middle Name
745 Thurlow Street, #2400	Horowitz		Marshall		]
City       State/Province/Country       ZIP/Postal Code         Vancouver       [BRITISH COLUMBIA, CANADA]       [V6C 0C5         Relationship:       [v]       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Street Address 1       Street Address 2       745         Thurlow Street, #2400       [Sate/Province/Country       ZIP/Postal Code         Vancouve       [BRITISH COLUMBIA, CANADA]       [VeC 0C5         Relationship:       [v]       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       [BRITISH COLUMBIA, CANADA]       [VeC 0C5         Relationship:       [v]       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       [John       Street Address 2       [VeC 0C5         Last Name       First Name       Middle Name       [Barravecchia       [John       [VeC 0C5         Street Address 1       Street Address 2       [VeC 0C5       [Vec 0C5       [Vec 0C5       [Vec 0C5         Relationship:       []       Executive Officer       []       Director       []       Promoter         Clarification of Response (if Necessary)       []       Executive Officer       []       Director </td <td>Street Address 1</td> <td></td> <td></td> <td>Street Address 2</td> <td></td>	Street Address 1			Street Address 2	
Vancouver       BRTTISH COLUMBIA, CANADA       V6C 0C5         Relationship:	745 Thurlow Street,	#2400			
Relationship:       Image: Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Image: Executive Officer       Director       Promoter         State       Street Address 1       Street Address 2       Image: Executive Officer	City		State/Province	e/Country	ZIP/Postal Code
Last Name       First Name       Middle Name         Street Address 1       Street Address 2         745 Thurlow Street, #2400	Vancouver		BRITISH C	OLUMBIA, CANADA	V6C 0C5
Last Name       First Name       Middle Name         Street Address 1       Street Address 2         745 Thurlow Street, #2400					
Last Name       First Name       Middle Name         Street Address 1       Street Address 2         745 Thurlow Street, #2400	Relationship:	Exe	cutive Officer	Director	Promoter
Santo Gary   Street Address 1 Street Address 2   745 Thurlow Street, #2400	Clarification of Response	e (if Necess	ary)		
Street Address 1   Street Address 2   745 Thurlow Street, #2400   City   State/Province/Country   ZIP/Postal Code   Relationship:   Image: state in the st	Last Name		First Name		Middle Name
745 Thurlow Street, #2400         City       State/Province/Country       ZIP/Postal Code         Vancouve       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Image: Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Street Address 1       Street Address 2         745 Thurlow Street, #2400       Image: Street Address 2       Street Address 2         745 Thurlow Street, #2400       Image: Street Address 2       Street Address 2         745 Thurlow Street, #2400       Image: Street Address 2       Street Address 2         745 Thurlow Street, #2400       Image: Street Address 2       Street Address 3         Clarification of Response (if Necessary)       Image: Street Address 3       V6C 0C5         Relationship:       Executive Officer       Image: Director       Promoter         Clarification of Response (if Necessary)       Street Address 1       Street Address 2         745 Thurlow Street, #2400       Image: Director       Promoter         Clarification of Response (if Necessary)       Street Address 1       Street Address 2         745 Thurlow Street, #2400       Image: Director       Promoter         Clarification of Response (if Necessary)       Image: Director       Promoter         Clarification of Response (if N	Santo		Gary		
City       State/Province/Country       ZIP/Postal Code         Yancouve       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Image: Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Last Name       First Name       Middle Name         Barraveechia       John       John       Street Address 2       T45 Thurlow Street, #2400         City       State/Province/Country       ZIP/Postal Code       Yancouver         BRITISH COLUMBIA, CANADA       V6C 0C5       Relationship:       Executive Officer       Promoter         Clarification of Response (if Necessary)       Executive Officer       Director       Promoter         Last Name       First Name       Middle Name       Conder       Tim         Street Address 1       Street Address 2       T45 Thurlow Street, #2400       Promoter         Clarification of Response (if Necessary)       East Name       Middle Name       East Address 1       Street Address 2         T45 Thurlow Street, #2400       East Name       East Province/Country       ZIP/Postal Code         Yancouver       BRITISH COLUMBIA, CANADA       V6C 0C5       Middle Name         City       State/Province/Country       ZIP/Postal Code       State/Province/Country       ZIP/Po	Street Address 1			Street Address 2	
Yancouve       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Image: Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Last Name       First Name       Middle Name         Barraveechia       John       John       Street Address 2         745 Thurlow Street, #2400       Image: Conder       Clay       Street Address 2         745 Thurlow Street, #2400       Image: Conder       Promoter         Clay       State/Province/Country       ZIP/Postal Code         Yancouver       Image: Conder       Image: Conder       Promoter         Clarification of Response (if Necessary)       East Name       Middle Name       Conder         Last Name       First Name       Middle Name       Conder       Image: Conder       Image: Conder         Clay       State/Province/Country       ZIP/Postal Code       Image: Conder	745 Thurlow Street,	#2400			
Yancouve       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Image: Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Middle Name       Barravecchia       John         Last Name       First Name       Middle Name       Barravecchia       John         Street Address 1       Street Address 2       745 Thurlow Street, #2400       Image: Code       Image: Code         Yancouver       BRITISH COLUMBIA, CANADA       V6C 0C5       Image: Code       Image: Code         Relationship:       Executive Officer       Image: Code       Promoter         Clarification of Response (if Necessary)       Street Address 1       Street Address 2         Last Name       First Name       Middle Name         Conder       Image: Conder       Image: Conder       Image: Conder         Street Address 1       Street Address 2       Image: Conder       Image: Conder         City       State/Province/Country       ZIP/Postal Code       Image: Conder         Yancouver       BRITISH COLUMBIA, CANADA       V6C 0C5       Image: Conder       Image: Conder         City       State/Province/Country       ZIP/Postal Code       Image: Conder       Image: Conder       Image: Conder       Image: Conder	City		State/Province	e/Country	ZIP/Postal Code
Relationship:       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)         Last Name       First Name       Middle Name         Barravecchia       John       Street Address 2         745 Thurlow Street, #2400       Image: Clarification of Response (if Necessary)         City       StateProvince/Country       ZIP/Postal Code         Vancouver       Image: Clarification of Response (if Necessary)       Image: Clarification of Response (if Necessary)         Last Name       First Name       Middle Name         Conder       Image: Clarification of Response (if Necessary)         Last Name       First Name       Middle Name         Conder       Image: Clarification of Response (if Necessary)       Street Address 2         745 Thurlow Street, #2400       Image: Clarification of Response (if Necessary)       Image: Clarification of Response (if Necessary)         Last Name       First Name       Middle Name       Promoter         Clarification of Response (if Necessary)       Image: Clarification of Response (if Necessary)       Image: Clarification of Response (if Necessary)         Last Name       First Name       Middle Name       Promoter         Clarification of Response (if Necessary)       Image: Clarification of Response (if Necessary)       Image: Clarification of Response	- -			•	V6C 0C5
Last Name       First Name       Middle Name         Barravecchia       John         Street Address 1       Street Address 2         745 Thurlow Street, #2400	I				
Last Name       First Name       Middle Name         Barravecchia       John         Street Address 1       Street Address 2         745 Thurlow Street, #2400	Relationship:	Exe	cutive Officer	Director	Promoter
Barravecchia       John         Street Address 1       Street Address 2         745 Thurlow Street, #2400	Clarification of Response	e (if Necess	ary)		
Street Address 1 Street Address 2          745 Thurlow Street, #2400	Last Name		First Name		Middle Name
745 Thurlow Street, #2400	Barravecchia		John		]
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   Conder Tim Street Address 2   745 Thurlow Street, #2400	Street Address 1			Street Address 2	
Vancouver       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Image: Street Address 2       Middle Name         Conder       Tim       Street Address 2       Image: Street Address 2         745 Thurlow Street, #2400       Image: Street Address 2       Image: Street Address 2         City       State/Province/Country       ZIP/Postal Code         Vancouver       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Executive Officer       Image: Director       Promoter         Clarification of Response (if Necessary)       Image: Director       Promoter         Last Name       First Name       Middle Name	745 Thurlow Street,	<b>#2400</b>			
Relationship:       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)         Last Name       First Name       Middle Name         Conder       Tim       Street Address 2         745 Thurlow Street, #2400	City		State/Province	e/Country	ZIP/Postal Code
Clarification of Response (if Necessary)  Last Name First Name Middle Name Conder  Tim Street Address 1 Street Address 2  745 Thurlow Street, #2400 City State/Province/Country ZIP/Postal Code Vancouver BRITISH COLUMBIA, CANADA Voc 0C5  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name	Vancouver		BRITISH C	OLUMBIA, CANADA	V6C 0C5
Clarification of Response (if Necessary)  Last Name First Name Middle Name Conder  Tim Street Address 1 Street Address 2  745 Thurlow Street, #2400 City State/Province/Country ZIP/Postal Code Vancouver BRITISH COLUMBIA, CANADA Voc 0C5  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name	Relationship:	Exe	cutive Officer	Director	Promoter
Conder       Tim         Street Address 1       Street Address 2         745 Thurlow Street, #2400       Image: Conder street and the st	Clarification of Response	e (if Necess	ary)		
Conder       Tim         Street Address 1       Street Address 2         745 Thurlow Street, #2400       Image: Conder street and the st					
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         Clarification of Response (if Necessary)         Last Name       First Name         Middle Name	Last Name		First Name		Middle Name
745 Thurlow Street, #2400         City       State/Province/Country         ZIP/Postal Code         Vancouver       BRITISH COLUMBIA, CANADA         V6C 0C5         Relationship:       Executive Officer         Clarification of Response (if Necessary)         Last Name       First Name         Middle Name	Conder		Tim		
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       Middle Name	Street Address 1			Street Address 2	
Vancouver       BRITISH COLUMBIA, CANADA       V6C 0C5         Relationship:       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)       Last Name       Middle Name	745 Thurlow Street,	#2400			
Relationship:       Executive Officer       Director       Promoter         Clarification of Response (if Necessary)         Last Name       First Name       Middle Name	City		State/Province	e/Country	ZIP/Postal Code
Clarification of Response (if Necessary)	Vancouver		BRITISH C	OLUMBIA, CANADA	V6C 0C5
Clarification of Response (if Necessary)			i [		
Last Name Middle Name	Relationship:	Exe	cutive Officer	Director	Promoter
	Clarification of Response	e (if Necess	ary)		
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Street Address 1			Street Address 2		
745 Thurlow Street	t, #2400				]
City		State/Province/	Country	ZIP/Postal Code	
Vancouver		BRITISH CO	LUMBIA, CANADA	V6C 0C5	
Relationship:	Execut	tive Officer	Director	Promoter	
Clarification of Respo	nse (if Necessary	i)			
					-
Last Name		First Name		Middle Name	
Coleman		Mark		]	
Street Address 1			Street Address 2		
745 Thurlow Street	t, #2400				
City		State/Province/	Country	ZIP/Postal Code	_
Vancouver		BRITISH CO	LUMBIA, CANADA	V6C 0C5	
Relationship:	Execut	tive Officer	Director	Promoter	
Clarification of Respo	nse (if Necessary	i)			
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Last Name		First Name		Middle Name	
D'Angela		Simms		]	
Street Address 1			Street Address 2	-	
745 Thurlow Street	t, #2400				
City		State/Province/	Country	ZIP/Postal Code	
Vancouver		BRITISH CO	LUMBIA, CANADA	V6C 0C5	
Relationship:	Execut	tive Officer	Director	Promoter	
Clarification of Respo	nse (if Necessary	z)			
	(	· ·			

## 4. Industry Group

## C Agriculture

- Banking & Financial Services
- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

# C Manufacturing

C Business Services

### Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

# Health Care

- C Biotechnology
- 0 Health Insurance

**Real Estate** 

0

C Commercial

C Residential

Construction

C REITS & Finance

C Other Real Estate

- Hospitals & Physicians C
- 0 Pharmaceuticals
- C Other Health Care
- C Telecommunications

C Retailing

C Restaurants

Technology

C Computers

C Other Technology

### Travel

- C Airlines & Airports
- C Lodging & Conventions
- Tourism & Travel Services
- C Other Travel
- Other

# 5. Issuer Size

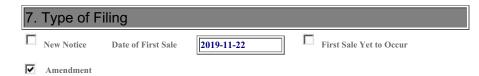
#### **Revenue Range**

- C No Revenues
- C \$1 \$1,000,000
- C \$1,000,001 \$5,000,000
- C \$5,000,001 \$25,000,000
- C \$25,000,001 \$100,000,000
- Over \$100,000,000
- O Decline to Disclose
- C Not Applicable

### Aggregate Net Asset Value Range

- C No Aggregate Net Asset Value
- \$1 \$5,000,000
- C \$5,000,001 \$25,000,000
- C \$25,000,001 \$50,000,000
- C \$50,000,001 \$100,000,000
- Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

<ol><li>Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)</li></ol>						
Rule 504(b)(1) (not (i), (ii) or (iii))	□ Rule 505					
Rule 504 (b)(1)(i)	Rule 506(b)					
Rule 504 (b)(1)(ii)	Rule 506(c)					
Rule 504 (b)(1)(iii)						
Investment Company Act Section 3(c)						



## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

⊙ Yes O No



10. Business Combination Tra	ansaction	
Is this offering being made in connection with a bu transaction, such as a merger, acquisition or excha		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 None

(Associated) Broker or Dealer I None (Associated) Broker or Dealer CRD None Number
Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation
13. Offering and Sales Amounts
Total Offering Amount \$ 5620859 USD TIndefinite
Total Offering Amount \$     5620859     USD □ Indefinite       Total Amount Sold     \$     0     USD
Total Remaining to be \$ 5620859
Sold
Clarification of Response (if Necessary)
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. Oalas Osmuriasians & Findans' Face Fundances
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 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.
\$ 0 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 the issuer maintains its principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place business or any State in which the issuer maintains its
- 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	2020-12-31