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	
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745 Thurlow Street, #2400	Barravecchia		John]
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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)			
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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	_
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Last Name		First Name		Middle Name	
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Street Address 1			Street Address 2	-	
745 Thurlow Street	t, #2400				
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Vancouver		BRITISH CO	LUMBIA, CANADA	V6C 0C5	
Relationship:	Execut	tive Officer	Director	Promoter	
Clarification of Respo	nse (if Necessary	z)			
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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

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