

**FORM 6**

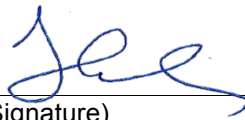
**CERTIFICATE OF COMPLIANCE**

**TO: CANADIAN SECURITIES EXCHANGE (“CSE”)**

TILT Holdings, Inc. (the “Listed Issuer”) hereby certifies to CSE  
**[Name of Listed Issuer]**

that the Issuer is in compliance with the requirements of applicable securities legislation  
(as such term is defined in National Instrument 14-101) and all Exchange Requirements  
(as defined in Policy 1).

Date: November 26, 2019.

Signed:   
(Signature)

\_\_\_\_\_  
Tim Conder

\_\_\_\_\_  
Chief Operating Officer