

## FORM 7

### **MONTHLY PROGRESS REPORT**

Name of Listed Issuer: TILT Holdings Inc. ("TILT" or the "Issuer")

Trading Symbol: TILT

Number of Outstanding Listed Securities: 324,753,294 common shares in the capital of the Issuer

Date: May 6, 2021

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

#### **General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

#### **Report on Business**

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**TILT is a business solutions provider to the global cannabis industry offering a diverse range of value-added products and services to industry participants. Through a portfolio of companies providing inhalation technologies, cultivation, manufacturing, processing, brand development and retail, TILT services brands and cannabis retailers across 36 states in the U.S., as well as Canada, Israel, Mexico, South America and the European Union (“EU”).**

**The Issuer is organized into two main business units: (1) Inhalation Technology and (2) Cultivation and Retail. TILT’s core businesses include Jupiter Research, LLC (“Jupiter”), a wholly owned subsidiary and leader in the vaporization segment focused on hardware design, research, development and manufacturing; and cannabis operations Commonwealth Alternative Care, Inc. (“CAC”) in Massachusetts, Standard Farms LLC in Pennsylvania and Standard Farms Ohio, LLC in Ohio. TILT is headquartered in Phoenix, Arizona.**

**On April 8, 2021, the Issuer announced it would release financial results for its fourth quarter and fiscal 2020, which ended on December 31, 2020, prior to the start of trading on the Canadian Securities Exchange on Thursday, April 15, 2021.**

**On April 13, 2021, the Issuer announced the appointments of Darryl K. Henderson, J.D., as senior vice president of human resources and Roseann Valencia-Fernandez as vice president of marketing. Mr. Henderson will deliver HR solutions across the Company’s portfolio and geographic footprint, while Ms. Valencia-Fernandez will oversee the planning, development and execution of TILT’s marketing strategy. Mr. Henderson and Ms. Valencia-Fernandez will both report directly to TILT’s President, Gary Santo.**

**On April 15, 2021, the Issuer filed the financial results for its fiscal fourth quarter and year ended December 31, 2020, reporting annual revenue from continuing operations of US\$158.4 million and positive adjusted EBITDA from continuing operations of US\$16.9 million.**

**On April 29, 2021, the Issuer announced its wholly owned subsidiary CAC had obtained approval for adult-use cannabis sales in Brockton, Massachusetts by the Brockton City Council. State-level approvals remain pending before the Cannabis Control Commission.**

2. Provide a general overview and discussion of the activities of management.  
**See Item 1.**
3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production

programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**N/A**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**N/A**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**N/A**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**N/A**

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**N/A**

8. Describe the acquisition of new customers or loss of customers.

**N/A**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**N/A**

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

**For the period from 4/1/2021 to 4/30/2021, TILT hired 15 employees and terminated 6 employees.**

11. Report on any labour disputes and resolutions of those disputes if applicable.

**N/A**

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal

parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**On December 16, 2019, Alexander Coleman, the former CEO, Co-Chairman and Director of TILT, instituted an arbitration against TILT with the JAMS office in Denver, Colorado, claiming that TILT breached Mr. Coleman's employment agreement by failing to reimburse certain expenses of Mr. Coleman and failing to pay Mr. Coleman's severance. In January 2020, TILT served counterclaims against Mr. Coleman. On April 12, 2021, the parties to the arbitration stipulated and agreed to voluntarily dismiss, with prejudice, all pending claims and counterclaims in the action.**

**O'Melveny & Myers LLP ("OMM") had previously filed suit against TILT concerning its claims against TILT in British Columbia, and TILT had previously filed suit against OMM in San Francisco concerning OMM's claims and also asserting its own claims against OMM and certain of its partners. OMM's British Columbia suit has now been stayed as having been brought in an inconvenient forum. However, TILT's complaint is moving forward in San Francisco, with discovery now underway. A trial date has been set for August 2022.**

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**N/A**

14. Provide details of any securities issued and options or warrants granted.

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds<sup>(1)</sup></b>
Common Shares	100,000	Conversion of LP Units to Common Shares	N/A

*(1) State aggregate proceeds and intended allocation of proceeds.*

15. Provide details of any loans to or by Related Persons.

**N/A**

16. Provide details of any changes in directors, officers or committee members.

**N/A**

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

**The trends and risks which are likely to impact the Issuer are detailed in the Issuer's December 31, 2020 Management Discussion & Analysis dated April 14, 2021 (the "MD&A") under the heading "Risk Factors and Uncertainties". The MD&A is available under the Issuer's SEDAR profile at [www.sedar.com](http://www.sedar.com).**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange 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 CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated 5/6/2021

Brad Hoch  
Name of Director or Senior  
Officer

(signed) "Brad Hoch"  
Signature

Chief Financial Officer  
Official Capacity

<b>Issuer Details</b>	For Month End	Date of Report
Name of Issuer		
TILT Holdings Inc.	April, 2021	May 6, 2021
Issuer Address		
745 Thurlow Street, Suite #2400 Vancouver, BC V6E 0C5 Canada		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, British Columbia V6C 0C5	( )	(712) 898-5290