

## ACKNOWLEDGEMENT

**FROM:** TILT Holdings Inc. (“TILT”)  
**TO:** Canadian Securities Exchange  
**RE:** Junior secured note purchase agreement dated November 1, 2019 among Jimmy Jang, L.P., Baker Technologies, Inc., Commonwealth Alternative Care, Inc., Jupiter Research, LLC, as borrowers, the Issuer, as guarantor, and certain other parties, as lenders (the “**Loan Restructuring**”)

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The undersigned hereby confirms closing of the Loan Restructuring as further described in TILT’s press release dated November 4, 2019 and TILT’s Form 10 in respect of the Loan Restructuring filed on TILT’s CSE profile.

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**DATED** this 11th day of November, 2019.

**TILT HOLDINGS INC.**

Per: /s/ Tim Conder

Name: Tim Conder

Title: Director and Chief Operating Officer