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 22, 2018

Signed: (signed) "Michael Orr"
(Signature)

Michael Orr
(Print Name)

Co - Chairman
(Print Office)