

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

TILT Holdings Inc. (the “Listed Issuer”) hereby certifies to CSE 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: January 28, 2019

Signed: (signed) "Alexander Coleman"
(Signature)

Alexander Coleman
(Print Name)

Chairman and CEO
(Print Office)