745 Thurlow Street
Suite 2400
Vancouver BC V6E 0C5
Canada

January 14, 2019

TO: Canadian Securities Exchange

RE: Acquisition of Jupiter Research, LLC (the "**Acquisition**")

TILT Holdings Inc. (the "Listed Issuer") hereby certifies that the Listed Issuer has closed the above referenced acquisition.

TILT HOLDINGS INC.

Alexander Coleman
Name of Director or Senior Officer

(signed) "Alexander Coleman"
Signature

Chairman and CEO
Official Capacity