

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TILT

Number of Outstanding Listed Securities: 133,726,899 common shares in the capital of the Issuer (“Common Shares”)

Date: May 6, 2019

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 vertically-integrated technology and infrastructure platform that delivers a comprehensive range of products and services across the cannabis industry. It was formed by a combination of four leading cannabis businesses, which enables TILT to deliver complementary products and services designed to empower the legal cannabis industry in markets throughout the world.

On April 5th 2019, TILT announced the changes in its board of directors (“Board”) including the resignations of Michael Orr and Todd Halpern and the pending appointments of Robert Calhoun and Mark Scatterday, subject to the approval of the Board on April 17th 2019 and the approval of the Canadian Securities Exchange. It also announced that the City Council of Taunton, Massachusetts grant a special permit to operate an adult-us cannabis manufacturing facility to Commonwealth Alternative Care, an indirect wholly owned subsidiary of TILT.

On April 12th 2019, TILT announced that Blackbird Holdings Corp. (“Blackbird”) is expanding its delivery and supply chain services in the greater Los Angeles area. Blackbird’s expansion will also include on-demand cannabis delivery, BlackbirdGo.com.

BlackbirdGo.com provides patients and adult-use customers the ability to order cannabis products for delivery in two hours or less from retailers and brands, as well as pick-up option pre-orders. Blackbird now distributes wholesale product to 80% of the licensed retailers in California and more than 95% of licensed retailers in Nevada.

On April 15th 2019, TILT announced preliminary and unaudited fourth quarter 2018 gross revenue of US\$31 million, with 15% gross margins.

On April 16th 2019, TILT announced that Baker Technologies, Inc. (“Baker Technology”), TILT’s wholly-owned subsidiary, closed a loan to Standard Farms Ohio LLC (“Standard Farms”) for up to US\$3 million which will allow the companies to work together in rapidly growing Ohio medical marijuana market. The loan is split into two tranches. The first tranche of US\$1 million was funded on closing and the remaining US\$2 million will be funded in late 2019 subject to, among other things, Standard Farm’s receipt of a certificate of operation. The proceeds of the loan were distributed to the holders of all of the membership interests in Standard Farms, Bio Alpha Venture LLC (“BAV”), and Goldrath Alpha Venture LLC (“GAV”), wholly-owned companies of Jonathon Goldrath and Peter Bio, officers of Standard Farms, LLC, an indirect wholly owned subsidiary of the Issuer. Subject to receipt of applicable regulatory approvals and the terms and conditions provided in the loan agreement, GAV’s and BAV’s ownership interests in Standard Farms may be transferred to Baker Technologies in exchange for the cancellation and conversion of the outstanding principal amount of the loan.

On April 22nd 2019, TILT announced that Jupiter Research, LLC, a wholly owned subsidiary of TILT, has further expanded distribution of its proprietary, high-performance technologies in California through its integration with TILT’s software and supply chain services through Blackbird and Baker.

On April 29th 2019, TILT secured a US\$20 million credit facility (“Credit Facility”). The Credit Facility was been created pursuant to a loan agreement (“Loan Agreement”) among Standard Farms, LLC (“Standard Farms”) and White Haven RE, LLC, both indirect wholly-owned subsidiaries of TILT, as borrowers (the “Borrowers”), BAV, GAV and certain other parties consented to by BAV and GAV, as lenders (collectively, the “Lenders”), BAV and GAV as agents for the Lenders and TILT and each of its indirect and direct wholly owned subsidiaries as guarantors for the Borrowers (collectively, the “Guarantors”). Under the Loan Agreement the Lenders will provide US\$8 million initially (the “Initial Advance”), followed by an additional US\$12 million to be issued by May 10th (the “Additional Advance”, and together with the Initial Advance, the “Term Loan”), subject to the satisfactory completion of due diligence by the Lenders, at an effective interest rate of 18.75%. The Initial Advance will become due and payable on June 28, 2019, unless the Additional Advance is issued by the Lenders, in which case the Term Loan will be payable 180 days after the closing of the Term Loan. The Initial Advance is secured by a first lien on all of the tangible and intangible assets of the Borrowers. If the Additional Advance is issued, a first lien will also be granted on all of the tangible and intangible assets of Sea Hunter Therapeutics, LLC. Proceeds will be utilized to fund existing and future growth projects, future M&A activity and general corporate purposes.

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.

See item 1

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 4/1/2019 to 4/30/2019, TILT hired 29 employees and terminated 20 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.

N/A

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.

No securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾

(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.

Todd Halpern and Michael Orr resigned from the Board. The Issuer announced the pending appointments of Robert Calhoun and Mark Scatterday to the Board, subject to the approval of the Canadian Securities Exchange.

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 Management Discussion & Analysis dated April 30th 2019 (the "MD&A") under the heading "Risk Factors". The MD&A is available on the Issuer's SEDAR profile at 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 May 6, 2019.

David Caloia
Name of Director or Senior Officer

/s/ "David Caloia"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer TILT Holdings Inc.	For Month End April 2019	Date of Report May 6, 2019
Issuer Address 745 Thurlow Street Suite #2400 Vancouver, BC V6E 0C5 Canada		
City/Province/Postal Code Vancouver, British Columbia V6C 0C5	Issuer Fax No. ()	Issuer Telephone No. (617) 956-6736
Contact Name David Caloia	Contact Position CFO	Contact Telephone No. (617) 500-1127