

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: TILT

Number of Outstanding Listed Securities: 133,909,498 common shares in the capital of the Issuer (“Common Shares”)

Date: July 3, 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 leading provider of products and services to businesses operating in the cannabis industry. The Company offers the contract manufacturing of marijuana in a variety of form factors, vaporizer and inhalation devices, business and consumer delivery services and a broad suite of software products for over 1,500 retailers and brands throughout the United States (“U.S.”), Canada and Europe. The majority of TILT’s products are customized to client specifications and branding, all enabling them to operate their businesses more efficiently and connect with their customers more effectively. The Company is organized in three main business units, Cultivation & Production, Software & Services and Consumer Devices & Packaged Goods, designed to augment competencies across the organization in research, manufacturing, packaging and technology to deliver end-to-end services and customer solutions. All of TILT’s products are supported by an extensive research process led by scientists and engineers, using data analytics and discovery to produce new products helping shape the industry.

On June 6th 2019, TILT announced that certain Company founders and insiders, including Alex Coleman, Robert Leidy, Kevin McCluskey, Joel Milton, Geoff Hamm and Mark

Scatterday, (together, the “Locked-up Shareholders”) have entered into an additional, extended lock-up period pursuant to the terms of a second lock-up agreement. The Locked-up Shareholders have entered into a voluntary agreement (the “Lock-up Agreement”) dated June 5th 2019 among themselves, the Company and an escrow agent in respect of 80,340,640 common shares in the capital of the Company (“Common Shares”) or securities convertible into Common Shares (the “Locked-up Securities”), representing 18.6% of the voting shares of the Company, assuming the conversion or exercise of all issued and outstanding compressed shares, options to purchase Common Shares and other securities convertible into or exchangeable for Common Shares. Under the Lock-up Agreement, the Locked-up Shareholders agree to an additional lock-up of their Locked-up Securities, forfeiting rights to offer to sell, contract to sell or otherwise dispose of their Locked-up Securities, or enter into any transaction to such effect, directly or indirectly, in addition to other restrictions, including restrictions contained in certain pre-existing lock-up agreements, on or before the dates set forth in the Lock-up Agreement. In accordance with the Lock-up Agreement, 10%, or 8,034,064 of the Locked-up Securities, will be released from escrow on June 6th 2019, 40%, or 32,136,256 of the Locked-up Securities, will be released on December 6th 2019 and the remaining 50%, or 40,170,320 Locked-up Securities, will be released on June 6th 2020. This schedule reflects an extension from the pre-existing lock-up terms applying to certain TILT shareholders which are to be released from lock-up 50% on June 6th 2019 and the remaining 50% on December 6th 2019.

On June 13th 2019, TILT announced the appointment of current Board member and interim Chief Executive Officer, Mark Scatterday, as Chairman of the Board of Directors. TILT also announced that all items put before Shareholders at the annual general and special meeting of shareholders of TILT were successfully passed, including: (1) the fixing of the number to directors of TILT at six; (2) the election of Mark Cole, Geoff Hamm, Gary Smith, Mark Scatterday, Robert Calhoun and Joel Milton as directors of the Company to hold office until their successors are elected at the next annual general meeting of the Company; (3) the appointment of MNP LLP as auditor of the Company and the authorization of the directors of the Company to fix their remuneration; and (4) the approval of an amendment to the articles of the Company.

On June 28th 2019, TILT announced that its shares have been included in the Horizons US Marijuana Index ETF.

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 6/1/2019 to 6/30/2019, TILT hired 15 employees and terminated 9 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.

See item 1.

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 June 3rd 2019 (the "MD&A") under the heading "Risk Factors and Uncertainties". 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 July 3, 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 June 2019	Date of Report July 3, 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