

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)

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

Trading Symbol: **TILT**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **133,723,099
common shares in the capital of the Issuer**

Date of News Release Fully Disclosing the Transaction: **May 1, 2019**

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Standard Farms, LLC and White Haven RE, LLC (the “Borrowers”), both indirect wholly-owned subsidiaries of the Issuer, entered into a secured loan agreement (the “Loan Agreement”) dated April 29, 2019 among the Borrowers, White Haven Capital LLC, Bio Alpha Ventures, LLC (“BAV”), Goldrath Alpha Venture LLC (“GAV”), PW Green UK Limited and TEKPOLIO, S.L., (collectively, as “Lenders”), BAV and GAV as agents for the Lenders (collectively, the “Agents”) and the Issuer 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 USD \$8 million initially (the “Initial Advance”), followed by an additional USD \$12 million to be issued by May 10th (the “Additional Advance”), subject to the satisfactory completion of due diligence by the Lenders, at an effective interest rate of 18.75%. Proceeds will be utilized to fund existing and future growth projects, future M&A activity and general corporate purposes.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars:

CAD \$10,764,800^(*) (USD \$8,000,000).

(b) Cash:

Not applicable.

(c) Other:

None.

(d) Work commitments:

Not applicable.

() Bank of Canada daily exchange rate as at April 30, 2019: USD \$1.00 to CAD \$1.3456*

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The terms of the Loan Agreement were determined by negotiation.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer:

None.

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Not applicable.

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If

a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

The Agents, BAV and GAV are wholly owned companies of Peter Bio and Jonathan Goldrath, respectively. Peter Bio and Jonathan Goldrath are officers of Standard Farms, LLC, an indirect wholly owned subsidiary of the Issuer.

(b) Cash:

The Agents will receive an aggregate commitment fee of USD \$250,000 in connection with the Initial Advance, payable in equal amounts of USD \$125,000 to each of the Agents. An additional USD \$500,000 will be payable on the closing date of the Additional Advance, if applicable.

(c) Other:

Not applicable.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

See Section 6(a).

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

Not applicable.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Not applicable.

3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated May 1, 2019.

Alexander Coleman

Name of Director or Senior
Officer

/s/ "Alexander Coleman"

Signature

Chairman and CEO

Official Capacity