



November 26, 2019

Canadian Securities Exchange
100 King Street West, Suite 7210
Toronto, Ontario, M5X 1E1

Attention: Senior Listings Coordinator

Dear Sirs/Mesdames:

Tilt Holdings Inc. (the “Company”) – Issuance of Securities of the Company

The undersigned hereby confirms that the Company sold senior secured notes in the principal amount of US\$10,200,000 on November 20, 2019 and received gross proceeds in that amount.

Yours very truly,

A handwritten signature in blue ink, appearing to read "T. Conder", written over a light blue horizontal line.

Tim Conder
Chief Operating Officer