



TILT HOLDINGS INC.

NOTICE-AND-ACCESS NOTIFICATION

You are receiving this notice-and-access notification for the Annual General and Special Meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares (the “Common Shares”) of TILT Holdings Inc. (the “Corporation”) to be held on Wednesday, June 24, 2020 at 10:00 a.m. (MST)/1:00 p.m. (EST) as the Corporation is using the notice-and-access model for delivery of meeting materials to the beneficial holders of its Common Shares (“Beneficial Shareholders”) and to the registered holders of its Common Shares (“Registered Shareholders”).

The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials, including the management information circular in respect of the Meeting (the “Circular”), to Beneficial Shareholders and Registered Shareholders.

MEETING DATE AND LOCATION

When: Wednesday, June 24, 2020 at 10:00 a.m. (MST)/1:00 p.m. (EST)

Where: Virtual Meeting via live audio webcast online at: <https://web.lumiagm.com/239326825>

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Election of Directors: Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Circular under “*Election of Directors*”.

Appointment of Auditor: Shareholders will be asked to re-appoint Baker Tilly WM LLP as auditors of the Corporation for the ensuing year. Information respecting the appointment of auditor may be found in the Circular under “*Appointment of an Auditor*”.

Remuneration of Auditor: Shareholders will be asked to authorize the directors to approve remuneration of the auditor appointed for the ensuing year. Information respecting the remuneration of auditor may be found in the Circular under “*Remuneration of the Auditor*”.

Amendment to Corporation’s 2018 Stock and Incentive Plan: Shareholders will be asked to approve amendments to the Corporation’s 2018 Stock and Incentive Plan. Information respecting the amendments to the Corporation’s 2018 Stock and Incentive Plan may be found in the Circular under “*Amendment to the Corporation’s 2018 Stock and Incentive Plan*”.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting.

Shareholders are reminded to view the meeting materials, including the Circular, prior to voting.

OVER →

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The meeting materials can be viewed online at www.sedar.com or at the following internet addresses:

<https://odysseytrust.com/client/tilt-holdings-inc/>

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request that a paper copy of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by contacting:

Email:
investors@tiltholdings.com

Telephone:
+1(303) 872-7255

Mail: Suite 2400, 745 Thurlow Street,
Vancouver, British Columbia, V6C 0C5

Requests should be received by June 11, 2020 in order to receive and review the meeting materials and return the completed form of proxy by the due date set out in the accompanying proxy or voting instruction form.

VOTING

Shareholders are asked to return their proxies using one of the following methods at least one business day in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form:

Internet: <http://odysseytrust.com/Transfer-Agent/Login>

Facsimile: 1-800-517-4553

E-mail proxy@odysseytrust.com

Some Beneficial Shareholders may receive their voting instruction form from an intermediary or a party other than Odyssey Trust Company. In such case, the Beneficial Shareholder should follow the instructions outlined in the voting instruction form.

Shareholders with questions about notice-and-access can call 1-587-885-0960 or toll free within North America at 1-888-290-1175.