

SETTLEMENT OF TILT HOLDINGS INC. CLASS ACTION

Did you acquire TILT Holdings Inc. securities between October 12, 2018 and May 1, 2019?

A settlement may affect you. Please read this notice carefully.

A proposed class action was commenced against TILT Holdings Inc., Alexander Coleman, Mark Herron, Michael Orr and Todd Halpern on behalf of all persons who acquired securities of TILT Holdings Inc. between October 12, 2018 and May 1, 2019. The court has approved a settlement in this class action. This notice provides information about this settlement and related matters.

Your legal rights are affected even if you do nothing. Please read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM: Fill out a Claim Form, apply for compensation. The deadline for Claim Form submission is May 25, 2022.

DO NOTHING: Give up any right to apply for compensation.

These rights and options and the deadlines to exercise them are explained in this notice.

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BASIC INFORMATION

1. Why did I get this notice?

The Ontario Superior Court of Justice authorized this notice to let you know about the approval of a settlement in a class action against TILT Holdings Inc., Alexander Coleman, Mark Herron, Michael Orr and Todd Halpern.

2. What is a class action lawsuit?

In a class action, one or more people called the “**Representative Plaintiff(s)**” sue on behalf of people who have similar claims. All of these people are collectively called the “**Class**” or “**Class Members.**”

3. What did this lawsuit complain about?

This lawsuit complained that TILT Holdings Inc. made misrepresentations in its public disclosure, and that when these misrepresentations were publicly corrected, persons who acquired securities of TILT Holdings Inc. between October 12, 2018 and May 1, 2019 suffered damages. None of these claims have been proven in court. **The Defendants do not admit any wrongdoing or liability.**

WHO IS INCLUDED IN THE SETTLEMENT?

4. Who is included in the settlement?

The settlement includes:

All persons who acquired TILT Holdings Inc. securities between October 12, 2018 and May 1, 2019 (the “**Class Members**”)

5. What if I am not sure whether I am included in the settlement?

If you are not sure whether you are included in the proposed settlement, you may email tilt@kalloghlianmyers.com

SETTLEMENT BENEFITS

6. What does the settlement provide?

The settlement provides compensation of US\$3.65 million. More details are in a document called the Settlement Agreement, which is available at tiltsecuritiessettlement.com

7. When will I receive my payment?

Class Members must submit a Claim Form and other documentation confirming their acquisition of TILT Holdings Inc. securities. The deadline to submit a claim for is May 25, 2022. Once the deadline for claim form submissions has passed, the Claims Administrator will calculate each Class Member's entitlement on a *pro rata* basis. If approved, each Class Member's entitlement will be calculated in accordance with Plan of Distribution. The proposed Plan of Distribution is available here: tiltsecuritiessettlement.com

HOW TO RECEIVE A PAYMENT

8. How can I receive a payment?

To ask for a payment you will need to complete and submit the required Claim Form and provide supporting documentation. Claim Forms are available at: tiltsecuritiessettlement.com

9. How will payments be calculated?

The Claims Administrator will review your Claim Form and determine if you qualify for a payment. If you do, the Claims Administrator will determine the amount of your payment based on the process described in Question 7.

10. What if my claim is denied?

If your claim is denied, you will receive a notice of the decision. In certain circumstances, you may request a reconsideration of your claim.

THE LAWYERS REPRESENTING YOU

11. Who are the lawyers for the Plaintiff?

The lawyers for the Plaintiff are:

- Kalloghlian Myers LLP; and
- Paul Bates.

If you want to be represented by or receive advice from another lawyer, you may hire one at your own expense.

GETTING MORE INFORMATION

12. How do I get more information?

More details are on the Administrator's website at tiltsecuritiessettlement.com. You can also send your questions to tilt@kalloghlianmyers.com