

# **TILT HOLDINGS INC.**

Reported by  
**ODDEN GEORGE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/01/24 for the Period Ending 09/29/24

Telephone	(647) 777-1713
CIK	0001761510
Symbol	TLLTF
SIC Code	2111 - Cigarettes
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Odden George</b> <small>(Last) (First) (Middle)</small>  <b>C/O TILT HOLDINGS INC., 2801 E. CAMELBACK ROAD #180</b> <small>(Street)</small>  <b>PHOENIX, AZ 85016</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TILT Holdings Inc. [ TLLTF ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/29/2024</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V		(A)	(D)	Date Exercisable	Expiration Date					Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$0.0222	9/29/2024		A		6,969,697 <sup>(1)</sup>			<sup>(1)</sup>	9/29/2034	Common Shares, no par value	6,969,697	\$0	6,969,697	D	

**Explanation of Responses:**

(1) The price provided in this column was calculated based on an exercise price of CAD\$0.03 converted to U.S. dollars using the exchange rate provided by the Bank of Canada of USD\$1.00= CAD\$1.3499 on September 27, 2024. 1,742,424 options will vest on September 30, 2024, 1,742,424 options will vest on December 31, 2024, 1,742,424 options will vest on March 31, 2025 and 1,742,425 options will vest on the business day immediately preceding the date of the Issuer's next annual general meeting of shareholders, subject to the Reporting Person continuing as a director on each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Odden George</b> C/O TILT HOLDINGS INC. 2801 E. CAMELBACK ROAD #180 PHOENIX, AZ 85016	X			

**Signatures**

/s/ Mark Higgins as attorney-in-fact for George Odden

10/1/2024

<sup>\*\*</sup>Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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