

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**TILRAY, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11  
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4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

This Schedule 14A filing consists of the following communication (the “Communication”) from Tilray, Inc., a Delaware corporation (“Tilray”) to its stockholders, relating to Tilray’s Special Meeting of Stockholders originally scheduled to be held on July 29, 2021, and subsequently adjourned to August 19, 2021. **This Schedule 14A should be read in conjunction with the proxy statement filed with the U.S. Securities and Exchange Commission on or about June 25, 2021.**

The Communication was first made to Tilray’s stockholders on August 9, 2021.



Dear Fellow Tilray Stockholder:

The purpose of this letter is to urge stockholders who have not yet voted on the proposal to increase the number of authorized shares (“Proposal 1”) to please vote **“FOR” the proposal immediately**. Your vote is critically important to the future of your investment in Tilray.

**If you previously voted against the proposal or to abstain, we urge you to change your vote now to “FOR” the proposal by following the enclosed voting instructions.**

The required threshold for this proposal is a majority of shares outstanding as of the record date. As of July 29, 2021, votes representing approximately 53% of the shares outstanding as of the record date had been cast, with approximately 85% of the shares actually voted in support of the proposal. In order for the proposal to pass, we need less than 20 million additional “FOR” votes to meet the required threshold. **No matter how many or how few shares you own, your vote can help make a difference.**

- **Proposal 1 is essential to ensuring we have the flexibility to pursue attractive acquisitions – a great company or product, for example – in our dynamic and growing industry.**
- **Our industry is rapidly consolidating and, with your support for Proposal 1, we will be in a prime position to grow our presence and our market share globally. Consider, as well, that Senator Schumer’s recent proposed bill to decriminalize cannabis only further underscores the opportunity ahead of us.**
- **Proposal 1 WILL NOT by itself dilute our shareholders or increase our number of outstanding shares. What it will do is enable us to move quickly to take advantage of opportunities we believe are aligned with our strategy and that can create real, long-term value.**

The adjournment of our special meeting to August 19, 2021 provides additional time for us to secure the votes needed to pass this proposal. To ensure your vote is counted before the meeting, we strongly encourage you to refer to the enclosed voting instruction form to vote online.

If you have any questions, or need any assistance in voting your shares, please contact Morrow Sodali LLC at (833) 497-7395 toll-free in the U.S. and Canada, or (203) 658-9400 or by email at [TLRY@info.morrowsodali.com](mailto:TLRY@info.morrowsodali.com).

If you previously voted “FOR” the proposal, no further action is needed.

Your vote is critical no matter how many or how few shares you own.  
Please vote today. Voting is quick and easy.



**ProxyVote.com**  
Just enter your  
Control Number and  
vote your shares.



**Vote by Phone**  
WITH A PROXY CARD  
Call 1-800-690-6903  
Available 24 hours



**Vote by Mail**  
Mark, sign and date  
your ballot and return  
it in the postage-paid  
envelope provided.



If you have any questions, or need  
any assistance in voting your  
shares, please contact Morrow  
Sodali LLC toll-free  
at (833) 497-7395

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