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

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

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 Pursuant to §240.14a-12

**Tilray Brands, 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 paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# HELP TILRAY GROW AND PROTECT ITS SHAREHOLDERS

**PLEASE VOTE TODAY**

To support our Board  
and modernize our governance

Letter to Tilray Stockholders





**Dear Fellow Tilray Brands Stockholder:**  
**Tilray needs your support.**

An overwhelming majority of votes cast to date support the proposal to eliminate Tilray Brands' Class 1 common stock ("Proposal 3"), but we do not yet have a sufficient number of shares outstanding voting to approve the proposal.

Accordingly, we have had to adjourn our Annual Meeting to December 20, 2022 to provide additional time to ensure that all Tilray Brands stockholders have the opportunity to make their voices heard.

To ensure your vote is counted before the December 20th meeting, and to avoid further delay and expense, we strongly urge you to join your fellow stockholders and vote **FOR** all proposals on the agenda as soon as possible.

As a reminder, Proposal 3 is intended to simplify the Company's capital structure and ensure that all stockholders of common shares have equal voting rights, or one vote per share.

To be clear, Proposal 3 **WILL NOT** dilute our stockholders or increase the number of outstanding shares. It will have no impact on the rights of current stockholders.

The average Tilray Brands stockholder owns fewer than 500 shares, which makes your vote extremely important. No matter how many or how few shares you own, **your vote is vital to our success.**

Please do your part to help the Company protect the influence of its stockholders and ensure best corporate governance practices.

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.

If you have any questions, or need any assistance in voting your shares, please contact Morrow Sodali LLC at (800) 449-0910 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).

Thank you for your investment in Tilray Brands, Inc.

Sincerely,

A handwritten signature in black ink that reads "Irwin D. Simon".

**Irwin D. Simon**  
*Chairman, President, and Chief Executive Officer*