

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Clanachan David F</u> (Last) (First) (Middle) <u>C/O TILRAY BRANDS, INC.</u> <u>265 TALBOT STREET WEST</u> (Street) <u>LEAMINGTON A6</u> <u>N8H 4H3</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Tilray Brands, Inc. [TLRV]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/26/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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. | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | | | |
| Common Stock | 07/26/2023 | | M | | 70,621 ⁽¹⁾ | A | \$1.93 | 81,431 ⁽²⁾ | D | |
| Common Stock | 07/26/2023 | | F | | 35,424 ⁽³⁾ | D | \$1.93 | 46,007 ⁽²⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | | 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (4) | 07/26/2023 | | D | | | 70,621 | (4) | (4) | Common Stock | 70,621 | \$0 | 0 | D | |
| Restricted Stock Units | (5) | 07/26/2023 | | A | | 129,543 | | (6) | (6) | Common Stock | 129,543 | \$0 | 129,543 ⁽⁷⁾ | D | |

Explanation of Responses:

- On July 26, 2023, a total of 70,621 RSUs vested. Each RSU represents a contingent right to receive one (1) share of Tilray Common Stock.
- Amount includes shares of Tilray Common Stock beneficially owned by the reporting person but excludes other unvested RSUs.
- Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of 70,621 RSUs previously granted on July 26, 2022.
- Each restricted stock unit represents a contingent right to receive one (1) share of Tilray Common Stock.
- Each restricted stock unit represents a contingent right to receive one (1) share of Tilray Common Stock. Grant was effective as of close of trading on July 26, 2023.
- Subject to the reporting person's continuous service, the restricted stock units shall vest over two (2) years from the date of grant on an equal and ratable basis, with accelerated vesting solely upon death or disability prior to such date. In the event of a voluntary resignation by the reporting person prior to the vesting date, all restricted stock units will be forfeited.
- Amount represents the total amount of unvested RSUs and underlying shares of Tilray Common Stock.

/s/ Carl A. Merton, as Attorney-in-Fact for David F. Clanachan 07/27/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.