

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
(set forth the amount on which the filing fee is calculated and state how it was determined)

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 communications (the “Communications”) 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, subsequently adjourned to August 19, 2021, and further adjourned to September 10, 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 following Communication was first made to Tilray’s stockholders on August 31, 2021.



Tilray Investor Relations

Aug 31

VOTE TODAY! Say yes to the flexibility to execute on organic growth initiatives and accretive acquisitions that would help us become the industry leader, with \$4B in revenue by end of FY 2024. Click for Investor Info.



4 Billion by 2024 - #SayYestoProposal1

tilrayshareholders.com

Like Comment Share



tilrayir VOTE TODAY! Say yes to the flexibility to execute on organic growth initiatives and accretive acquisitions that would help us become the industry leader, with \$4B in revenue by end of FY 2024. Link in bio for Investor Info.

AUG 31

The following Communications were first made to Tilray's stockholders on September 1, 2021.



Tilray Investor Relations

Aug 31

ALL VOTES NEEDED! Please keep voting for **#Proposal1** in support of our vision to make **Tilray** the world's leading cannabis-focused consumer brands company. Every yes vote counts as we seek to execute on our growth plans to drive lasting shareholder value! Click for Investor Info.

[Show Less](#)



Shareholder Letter
August 26, 2021

 **TILRAY**

Say Yes to Proposal 1
tilrayshareholders.com

 Like  Comment  Share



tilrayir ALL VOTES NEEDED! Please keep voting for **#Proposal1** in support of our vision to make \$TLRY the world's leading cannabis-focused consumer brands company. Every yes vote counts as we seek to execute on our growth plans to drive lasting shareholder value! Link in bio for Investor Info.

SEP 1



Dear Fellow Tilray Shareholder,

Our plan is to grow larger and faster than our competitors so we can continue to lead the cannabis industry and lead the U.S. market when legalization allows. The game-changing investment we recently made in the outstanding senior secured convertible notes of MedMen Enterprises Inc. (CSE: MMEN) (OTCQX: MMNFF), is a critical step towards delivering on this objective.

Shareholder votes to approve Proposal 1 is critical to the execution of our acquisition strategy going forward. We need to hit 50.1% shareholder support. There are no shortcuts. We are very close, but we need your **“FOR”** vote.

- Most Tilray shareholders are individuals like you and every vote counts, no matter how many or how few shares.
- If you do not vote it has the same effect as voting against Proposal 1.
- **Time is running short. The meeting is scheduled to be held on September 10, 2021.** Please refer to the enclosed voting instruction form to vote online or by phone **today**, so your vote is counted in time. It is quick and easy.

We need your help to grow. Please vote **“FOR”** Proposal 1 today. Every vote counts!

Sincerely,

Irwin D. Simon
Chairman and Chief Executive Officer

If you need any assistance in voting your shares, please call (833) 497-7395 toll-free in the U.S. and Canada, or (203) 658-9400 elsewhere, or by email TLRY@info.morrowsodali.com

HELP TILRAY GROW! VOTE “FOR” TODAY!

Forward-Looking Statements

Certain statements in this communication that are not historical facts constitute forward-looking information or forward-looking statements (together, “forward-looking statements”) under Canadian securities laws and within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be subject to the “safe harbor” created by those sections and other applicable laws. Forward-looking statements can be identified by words such as “forecast,” “future,” “should,” “could,” “enable,” “potential,” “contemplate,” “believe,” “anticipate,” “estimate,” “plan,” “expect,” “intend,” “may,” “project,” “will,” “would” and the negative of these terms or similar expressions, although not all forward-looking statements contain these identifying words. Forward-looking statements include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things, the need for an increase in authorized shares of common stock from 743,333,333 shares to 990,000,000 shares and the potential negative impacts to the Company if the corresponding proposal is not approved; and the Company’s ability to lead the cannabis industry and lead the U.S. market when legalization allows. Certain material factors, estimates, goals, projections or assumptions were used in drawing the conclusions contained in the forward-looking statements throughout this communication. Many factors could cause actual results, performance or achievement to be materially different from any forward-looking statements, and other risks and uncertainties not presently known to the Company or that the Company deems immaterial could also cause actual results or events to differ materially from those expressed in the forward-looking statements contained herein. For a more detailed discussion of these risks and other factors, see Tilray’s most recently filed Annual Report on Form 10-K (and other periodic reports filed with the SEC) of Tilray made with applicable securities regulatory authorities and available on SEDAR and EDGAR. The forward-looking statements included in this communication are made as of the date of this communication and the Company does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities laws.
