
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.
-
-
-



TILRAY NEEDS YOUR SUPPORT!

PLEASE VOTE TODAY

To Support Strong Governance
and Oversight

Letter to Tilray Stockholders





Tilray needs your support to help simplify our capital structure and modernize our corporate governance.

Vote **FOR** Proposal 3 to ensure stockholders have

- ✓ Equal Voting Rights
- ✓ One Vote per Share

The changes we are proposing in Proposal 3 would promote the important corporate governance principle of equal voting rights, or one vote per share. Doing so will help protect our stockholders by ensuring that every stockholder has an equal say in our future affairs. We want to make sure that the influence of our current stockholders is not diluted.

ISS, a leading independent provider of proxy research and vote recommendations to the investment community, has recommended that Tilray stockholders vote **FOR** Proposal 3 at our Annual Meeting of Stockholders.

Now we need your vote.

The overwhelming majority of shares that have voted have voted in favor of 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 of Stockholders to December 20, 2022 to ensure all Tilray stockholders have the opportunity to make their voices heard.

Please vote today to help us avoid further delay and expense. We encourage you to join your fellow stockholders and vote **FOR** all proposals on the agenda as soon as possible.

Your vote is extremely important, no matter how many or how few shares you own.

Please vote today to support strong governance and oversight.



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.