

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 Sec.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 communication (the “Communication”) from Tilray, Inc., a Delaware corporation (“Tilray”) to its stockholders, relating to Tilray’s Special Meeting of Stockholders to be held on July 29, 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 July 23, 2021.



YOUR VOTE IMPACTS THE FUTURE VALUE OF YOUR INVESTMENT

VOTE **“FOR”** PROPOSAL 1

To Help Tilray Grow
and Create Superior Value
for Tilray Shareholders

Letter to Tilray Shareholders

From Chairman & CEO, Irwin D. Simon





Dear Fellow Tilray Shareholder,

With the date of our Special Meeting of Stockholders approaching, I want to thank you for your vote and your investment in Tilray.

I also want to remind you why **PROPOSAL 1** — which would provide us with the authorization to issue additional shares — is in your best interest and so vitally important to ensuring Tilray has the “dry powder” **to use its shares for accretive acquisitions and to explore all growth opportunities.**

FIRST, recall that our combination with Aphria left us with limited shares remaining with which to pursue acquisitions that can create value for Tilray and support the appreciation of our stock price. **Proposal 1 is therefore essential to ensuring we have the flexibility to pursue attractive acquisitions – a great company or product, for example — in our dynamic and growing industry.**

SECOND, the timing is right. 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.

THIRD, please remember that 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.

If you have not voted in favor of Proposal 1, we urge you to take action to protect and optimize your Tilray investment and act now to vote in favor. If you have already voted for Proposal 1, we are grateful for your support, and will continue to work hard on your behalf to build long-term value.

Sincerely,

A handwritten signature in black ink, appearing to read 'Irwin D. Simon', written over a faint background of cannabis leaves.

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

HELP TILRAY GROW BY VOTING “FOR” TODAY!



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.