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

#### FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2) [\_\_\_]

## COMPUTERSHARE TRUST COMPANY, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

National Banking Association	04-3401714
(Jurisdiction of incorporation of organization	(I.R.S. Employer
if not a U.S. national bank)	Identification Number)
150 Royall Street, Canton, MA	02021
(Address of principal executive offices)	(Zip Code)

TILRAY BRANDS, INC.

(Exact name of obligor as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization) 82-4310622 (I.R.S. Employer Identification Number)

265 Talbot Street West Leamington, Ontario, Canada (844) 845-7291

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

#### **Debt Securities**

(Title of the indenture securities)

#### **Item 1. General Information.** Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency

340 Madison Avenue, 4th Floor

New York, NY 10017-2613

(b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

#### **Item 2. Affiliations with the obligor.** If the obligor is an affiliate of the trustee, describe such affiliation.

None.

#### **Item 16. List of exhibits.** List below all exhibits filed as a part of this statement of eligibility.

- 1. A copy of the articles of association of the trustee. (See Exhibit 1 to Form T-1 filed with Registration Statement No. 333-179383.)
- 2. A copy of the certificate of authority of the trustee to commence business. (See Exhibit 2 to Form T-1 filed with Registration Statement No. 333-179383.)
- 3. See Exhibits 1 and 2.
- 4. A copy of the existing bylaws of the trustee, as now in effect. (See Exhibit 4 to Form T-1 filed with Registration Statement No. 333-268080.).
- 6. The consent of the Trustee required by Section 321(b) of the Act is attached as Exhibit 6.
- 7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority is attached as Exhibit 7.

#### **SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, the trustee, Computershare Trust Company, National Association, a national banking association, organized and existing under the laws of the United States, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Cleveland, and State of Ohio, on the 26th day of May, 2023.

#### COMPUTERSHARE TRUST COMPANY, NATIONAL ASSOCIATION

By: /s/ Jerry Urbanek

Title: Trust Officer

#### **CONSENT OF THE TRUSTEE**

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939, and in connection with the proposed issue of debt securities, Computershare Trust Company, National Association hereby consents that reports of examinations by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefore.

#### COMPUTERSHARE TRUST COMPANY, NATIONAL ASSOCIATION

By: /s/ Jerry Urbanek

Title: Trust Officer

Cleveland, Ohio May 26, 2023

# Consolidated Report of Condition of COMPUTERSHARE TRUST COMPANY, NATIONAL ASSOCIATION 150 Royall Street, Canton, MA 02021 at the close of business December 31, 2022.

Cash and balances due fram depository institutions:         3,297           Nonimeres-bearing balances and currency and coin         354,504           Securities         354,504           Securities         4           Hell-th-maturity securities         4           Federal funds sold in domestic offices         9           Securities prachased under agreements to resell:         9           Federal funds sold in domestic offices         9           Securities prachased under agreements to resell         9           Loans and leases floationing receivables:         9           Loans and leases floationing receivables:         9           Loans and leases floationing receivables:         9           Loans and leases floation and lease losses         9           Loans and leases floation and lease losses         9           Loans and leases floation and lease losses         9           Loans and leases floating and lease losses         9           Debetating and lease during and lease losses         9           Debetating and lease stream of lease losses         9           Debetating	ASSETS	Dollar Amounts In Thousands
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Total bank equity capital991,739Noncontrolling (minority) interests in consolidated subsidiaries-0-Total equity capital991,739	Accumulated other comprehensive income	-0-
Noncontrolling (minority) interests in consolidated subsidiaries -0- Total equity capital 991,739	Other equity capital components	-0-
Total equity capital 991,739		991,739
Total liabilities and equity capital 1,176,504	Total equity capital	991,739
	Total liabilities and equity capital	1,176,504

I, Robert G. Marshall, Assistant Controller of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

/s/ Robert G. Marshall

Robert G. Marshall Assistant Controller