
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 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.
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HELP ENSURE YOUR VOTE WILL ALWAYS MATTER

PLEASE VOTE TODAY

To Help Tilray Brands Grow and
Ensure Best Corporate Governance Practices

Letter to Tilray Stockholders





The Annual Meeting of Stockholders of Tilray Brands, Inc. will be held on November 22, 2022.

This year, stockholders will vote on an important proposal to modernize our governance and ensure that every stockholder will always have one vote for every share they own, like they do today. These changes protect all stockholders and ensure that they will always have a meaningful say in Tilray's future.

Having good governance practices will set Tilray apart from our competition, promote accountability and help ensure that Tilray can preserve and grow value for our stockholders.

Please vote to support strong corporate governance and oversight.

Protect your influence in our future by voting today.

HELP TILRAY GROW BY VOTING TODAY



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.



HELP TILRAY BRANDS MODERNIZE ITS GOVERNANCE TO PROTECT AND GROW VALUE

PLEASE VOTE TODAY

To Help Tilray Brands Grow
with Modern Corporate Governance

Letter to Tilray Stockholders

From Chairman, President & CEO, Irwin D. Simon





Dear Fellow Tilray Brands Stockholder,

The Annual Meeting of Stockholders of Tilray Brands, Inc. will be held on November 22, 2022, and we need your support. Among other things, this year we are seeking to modernize the Company's corporate governance to ensure every stockholder will continue to have one vote for each share they own.

The changes we are proposing protect all stockholders by eliminating provisions of our Certificate of Incorporation that allow the issuance of "super voting" stock to one or more future investors. We believe every stockholder should have an equal say in our future affairs and we want to be sure **the influence of our current stockholders is not diluted.**

Your participation is critically important – and it takes just a few minutes to return the enclosed proxy card or to vote electronically by following the instructions on the card.

Most importantly, we are running this business to create value for our stockholders, and we ask that you support us by voting. Your participation and feedback are critical as we work together to help Tilray grow.

Thank you for your interest and investment in Tilray Brands, Inc.

Sincerely,

A handwritten signature in black ink, appearing to read "Irwin D. Simon".

Irwin D. Simon

Chairman, President, and Chief Executive Officer

HELP TILRAY GROW BY VOTING TODAY



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