
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 you to act.

VOTE "FOR" PROPOSAL 3 TODAY — PROTECT YOUR VOTING RIGHTS

Today, every share of stock that we have issued has one vote per share, but our Certificate of Incorporation provides that we could issue a super-voting class of stock. We want to eliminate that out-of-date concept.

You and all our current and future shareholders benefit if we ensure that all shareholders of common shares have equal voting rights, or one vote per share, and we need your vote to make this amendment to our Charter.

This proposal will have no impact on your rights as a Class 2 shareholder. All rights of the common shareholders, including voting rights, will remain intact and unchanged, and the Charter Amendment will not dilute existing shareholders.

We have had to adjourn our Annual Meeting to February 15, 2023.

So please vote "**FOR**" Proposal 3 today and protect your voting rights. If you have already voted, but voted against the proposal, we urge you to consider changing your vote to "**FOR**".

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.



VOTE BY INTERNET

Go to ProxyVote.com and enter the Control Number found on your voting instruction form to vote your shares.



VOTE BY PHONE

Call 1-800-690-6903 at any time. Please have your Control Number ready.



VOTE BY MAIL

Mark, sign and date your ballot and return it in the postage-paid envelope provided.
