

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.

# Your **Vote** Counts!

**TILRAY BRANDS, INC.**

2023 Annual Meeting  
Vote by November 20, 2023  
11:59 PM ET



TILRAY BRANDS, INC.  
245 TALBOT STREET WEST  
LEAMINGTON, ONTARIO N8H 4H3 CANADA



V23156-P98826

## You invested in TILRAY BRANDS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on November 21, 2023.**

### Get informed before you vote

View the Notice, Proxy Statement and Annual Report Wrap online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 7, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

November 21, 2023  
11:00 a.m. Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/TLRY2023](http://www.virtualshareholdermeeting.com/TLRY2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors <b>Nominees for a three-year term expiring 2026:</b>	
1a. David F. Clanachan	✔ For
1b. Renah Persofsky	✔ For
1c. Irwin D. Simon	✔ For
2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending May 31, 2024;	✔ For
3. Approval of the non-binding advisory resolution on the named executive officer compensation;	✔ For
4. Approval to increase the number of shares of common stock the Company is authorized to issue from 990,000,000 shares of capital stock to 1,208,000,000 shares of capital stock (the " <b>Authorized Shares Proposal</b> ");	✔ For
5. Approval of the governance changes to the Company's Third Amended and Restated Certificate of Incorporation (the " <b>Charter</b> ") to (i) declassify the Board and provide that all directors will be elected at each annual meeting of stockholders and (ii) eliminate the provision of the Charter that allows stockholders to remove directors only for cause (collectively, the " <b>Governance Proposal</b> "); and	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".