

TILRAY BRANDS, INC.

**Notice Declaring Intention to be Qualified under
National Instrument 44-101 *Short Form Prospectus Distributions* (“NI 44-101”)**

TO: British Columbia Securities Commission, as principal regulator

AND TO: Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des Marchés Financiers
New Brunswick Financial and Consumer Services Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Securities NL, Government of Newfoundland and Labrador
Government of the Northwest Territories, Office of the Superintendent of Securities
Government of Yukon, Office of the Superintendent of Securities
Government of Nunavut, Office of the Superintendent of Securities

Tilray Brands, Inc. (the “**Issuer**”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

DATED this 19th day of April, 2023.

TILRAY BRANDS, INC.

Per: “*Mitchell Gendel*”
Name: Mitchell Gendel
Global General Counsel