
**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.
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Your **Vote** Counts!

TILRAY BRANDS, INC.

2025 Annual Meeting
Vote by November 17, 2025
11:59 PM ET



TILRAY BRANDS, INC.
265 TALBOT STREET WEST
LEAMINGTON, ONTARIO N8H 5L4 CANADA



V79502-P37659

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 materials for the stockholder meeting to be held on November 18, 2025.**

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 4, 2025. 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, (2) call 1-800-579-1639 or (3) send an email to 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

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

November 18, 2025
11:00 a.m. Eastern Time

Virtually at:

www.virtualshareholdermeeting.com/TLRY2025

*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 Recommends
1. Election of Director Nominee for a three-year term expiring 2028: 1a. John Herhalt	✔ For
2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending May 31, 2026;	✔ For
3. Approval of the non-binding advisory resolution on the named executive officer compensation;	✔ For
4. Approval of the governance changes to the Company's Fifth Amended and Restated Certificate of Incorporation (the " Charter ") 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 " Governance Proposal "); and	✔ For
NOTE: 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, be sure to click "Delivery Settings".