



TILRAY, INC.  
 1100 MAUGHAN RD.  
 NANAIMO, B.C.  
 V9X 1J2  
 CANADA

**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. on Thursday, April 15, 2021, Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/TLRY2021SM](http://www.virtualshareholdermeeting.com/TLRY2021SM)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. on Thursday, April 15, 2021, Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. If you submit this proxy card by mail, it must be received no later than 11:59 p.m. Eastern Time on Thursday, April 15, 2021.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D30549-TBD

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

TILRAY, INC.



The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
1. <b>Approval of the Tilray Charter Amendment Proposal.</b> To approve an amendment to the Tilray Second Amended and Restated Certificate of Incorporation to increase the authorized capital stock of Tilray from 743,333,333 shares to 900,000,000 shares of capital stock, consisting of 890,000,000 shares of Class 2 common stock and 10,000,000 shares of preferred stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. <b>Approval of the Tilray Share Issuance Proposal.</b> To approve the issuance of Tilray Class 2 common stock to Aphria shareholders pursuant to the arrangement agreement dated December 15, 2020, as amended on February 19, 2021, between Aphria Inc. and Tilray, Inc. (the "Arrangement Agreement").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. <b>Approval of the Tilray Advisory Compensation Proposal.</b> To approve, on an advisory (non-binding) basis, the compensation that may be paid to Tilray's named executive officers that is based on or otherwise relates to the transactions contemplated by the Arrangement Agreement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. <b>Approval of the Tilray Adjournment Proposal.</b> To approve the adjournment of the Tilray special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Tilray special meeting to approve the Tilray Charter Amendment Proposal and the Tilray Share Issuance Proposal.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:**

The Proxy Statement/Prospectus is available at [www.proxyvote.com](http://www.proxyvote.com).

D30550-TBD

**THIS PROXY IS SOLICITED ON BEHALF OF  
THE BOARD OF DIRECTORS  
OF TILRAY, INC.  
SPECIAL MEETING OF STOCKHOLDERS  
FRIDAY, APRIL 16, 2021 AT 11:00 A.M. EASTERN TIME**

The stockholder(s) hereby appoint(s) Brendan Kennedy and Michael Kruteck, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class 2 common stock of Tilray, Inc. that the stockholder(s) is/are entitled to vote at the Special Meeting of Stockholders to be held virtually at 11:00 a.m., Eastern Time on Friday, April 16, 2021, at the following link, [www.virtualshareholdermeeting.com/TLRY2021SM](http://www.virtualshareholdermeeting.com/TLRY2021SM), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Tilray Board of Directors' recommendations.**

**Continued and to be signed on reverse side.**