NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

New York, New York
September 24, 2021

The Annual Meeting of Stockholders of Tilray, Inc. (the "***Company***") will be held on November 22, 2021, at 11:00 a.m. EST. In light of the ongoing public health crisis caused by the COVID-19 pandemic, the Annual Meeting will be held in a virtual format only, via live webcast over the internet. You will be able to join the Annual Meeting and vote and submit your questions online during the Annual Meeting by visiting www.virtualshareholdermeeting.com/TLRY2021. We have designed the virtual Annual Meeting to ensure that stockholders are afforded the same opportunity to participate as they would have at an in-person meeting, including the right to vote and ask questions through the virtual meeting platform. Reference to "in person" attendance or voting in our proxy materials refers, therefore, to attending or voting at the Annual Meeting virtually.

The Annual Meeting will take place for the following purposes:

1. to elect each of the Class I, Class II and Class III director nominees, to serve until their respective terms expire or until their successors are duly elected and qualified, as described herein;
2. to approve, the non-binding advisory resolution on the named executive officer compensation;
3. to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending May 31, 2022; and
4. to consider and act upon any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

On or about September 24, 2021, we will mail to our stockholders of record at the close of business on September 24, 2021, the record date for our Annual Meeting, an Important Notice Regarding the Internet Availability of Proxy Materials (the "***Notice***") containing instructions on how to access our Proxy Statement for the Annual Meeting (the "***Proxy Statement***") and our Annual Report on Form 10-K for the year ended May 31, 2021 (the "***Annual Report***") on the Internet and also how to vote their shares via the Internet. If you received a Notice by mail, you will not receive printed proxy materials unless you specifically request them. Both the Notice and the Proxy Statement contain instructions on how you can request a paper copy of the Proxy Statement and Annual Report.

Only stockholders of record at the close of business on September 24, 2021, are entitled to notice of and to vote at the Annual Meeting or any adjournments or postponements thereof. At the Annual Meeting, you will be provided with the opportunity to ask questions.

It is important that your shares be represented and voted at the Annual Meeting. Whether or not you plan to attend the Annual Meeting in person, we encourage you to submit your proxy as soon as possible. For specific instructions, please refer to your Important Notice Regarding the Internet Availability of Proxy Materials or to the question on page 5 of the accompanying Proxy Statement entitled "*How do I vote by proxy?*"

At the direction of the Board,

Mitchell Gendel,

Global General Counsel and Corporate Secretary