

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended May 31, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD
FROM TO

Commission File Number 001-38594

TILRAY BRANDS, INC.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
265 Talbot Street West,
Leamington, ON
(Address of principal executive offices)

82-4310622
(I.R.S. Employer
Identification No.)

N8H 5L4
(Zip Code)

Registrant's telephone number, including area code: (844) 845-7291

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	TLRY	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of the Registrant's Common Stock on The Nasdaq Global Select Stock Market on November 30, 2021, was approximately \$4.7 billion.

As of July 22, 2022 there were 536,390,766 shares of the Registrant's Common Stock, par value \$0.0001 per share, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the definitive proxy statement to be filed by the registrant in connection with the 2022 Annual Meeting of Stockholders (the "Proxy Statement") with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the year ended May 31, 2022, provided that if such Proxy Statement is not filed within such period, such information will be included in an amendment to this Form 10-K to be filed within such 120-day period.

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In this Annual Report on Form 10-K, “we,” “our,” “us,” “Tilray,” and the “Company” refer to Tilray Brands, Inc. and, where appropriate, its consolidated subsidiaries. This report contains references to our trademarks and trade names and to trademarks and trade names belonging to other entities. Solely for convenience, trademarks and trade names referred to in this report may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend our use or display of other companies’ trademarks or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

PART I

Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K for the fiscal year ended May 31, 2022 (the "Form 10-K") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, relating to our business and financial outlook, which are based on our current beliefs, assumptions, expectations, estimates, forecasts and projections about future events only as of the date of this Form 10-K, and are not statements of historical fact. We make such forward-looking statements pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are often identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "project," "will," "would" or the negative or plural of these words or similar expressions or variations. Forward-looking statements may also include, among other things, our beliefs or expectations relating to our future performance, results of operations and financial condition; our strategic initiatives, business strategy, supply chain, brand portfolio, product performance and expansion efforts; the COVID-19 pandemic; current or future macroeconomic trends; and future corporate acquisitions and strategic transactions. Such forward-looking statements and forward-looking information are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by the forward-looking statements or forward-looking information. Factors that could cause or contribute to such differences include, but are not limited to, those identified in this Form 10-K and those discussed in the sections titled "Risk Factor Summary" set forth below, titled "Risk Factors" set forth in Part I, Item 1A of this Form 10-K, and titled "Management's Discussion and Analysis of Financial Condition and Results of Operation" set forth in Part II, Item 7 of this Form 10-K, and in our other SEC and Canadian public filings. Therefore, these forward-looking statements are not guarantees or promises of our future performance and involve risks, uncertainties, estimates and assumptions that are difficult to predict. As a result, our actual outcomes and results may differ materially from those expressed in these forward-looking statements. You should not place undue reliance on any of these forward-looking statements. Further, any forward-looking statement speaks only as of the date hereof, unless it is specifically otherwise stated to be made as of a different date. We undertake no obligation to further update any such statement, or the risk factors described in Item 1A under the heading "Risk Factors," to reflect new information, the occurrence of future events or circumstances or otherwise.

Risk Factor Summary

Investing in our securities involves a high degree of risk. Below is a summary of material factors that make an investment in our securities speculative or risky. Importantly, this summary does not address all of the risks that we face. Additional discussion of the risks summarized in this risk factor summary, as well as other risks that we face, can be found under the heading "*Item 1A—Risk Factors*" below.

- We recently closed on an investment and certain transactions with HEXO Corp. ("HEXO") and we face uncertainty with respect to our ability to realize a return on our investment and achieve expected production efficiencies and cost savings in connection with the commercial transactions with HEXO as well as the MedMen investment.
- Our business is dependent upon regulatory approvals and licenses, ongoing compliance and reporting obligations, and timely renewals.
- Government regulation is evolving, and unfavorable changes or lack of commercial legalization could impact our ability to carry on our business as currently conducted and the potential expansion of our business.
- Our production and processing facilities are integral to our business and adverse changes or developments affecting our facilities may have an adverse impact on our business.
- We face intense competition, and anticipate competition will increase, which could hurt our business.
- Regulations constrain our ability to market and distribute our products in Canada.
- United States regulations relating to hemp-derived CBD products are new and rapidly evolving, and changes may not develop in the timeframe or manner most favorable to our business objectives.

- Changes in consumer preferences or public attitudes about alcohol could decrease demand for our beverage alcohol products.
- SweetWater and Breckenridge each face substantial competition in the beer industry and the broader market for alcoholic beverage products which could impact our business and financial results.
- We have a limited operating history and a history of net losses, and we may not achieve or maintain profitability in the future.
- We are subject to litigation, arbitration and demands, which could result in significant liability and costs, and impact our resources and reputation.
- Our strategic alliances and other third-party business relationships may not achieve the intended beneficial impact and expose us to risks.
- We may not be able to successfully identify and execute future acquisitions, dispositions or other equity transactions or to successfully manage the impacts of such transactions on our operations.
- We are subject to risks inherent in an agricultural business, including the risk of crop failure.
- We depend on significant customers for a substantial portion of our revenue. If we fail to retain or expand our customer relationships or significant customers reduce their purchases, our revenue could decline significantly.
- Our products may be subject to recalls for a variety of reasons, which could require us to expend significant management and capital resources.
- Significant interruptions in our access to certain supply chains for key inputs such as raw materials, supplies, electricity, water and other utilities may impair our operations.
- Management may not be able to successfully establish and maintain effective internal controls over financial reporting.
- The price of our common stock in public markets has experienced and may continue to experience severe volatility and fluctuations.
- The volatility of our stock and the stockholder base may hinder or prevent us from engaging in beneficial corporate initiatives.
- The terms of our outstanding warrants may limit our ability to raise additional equity capital or pursue acquisitions, which may impact funding of our ongoing operations and cause significant dilution to existing stockholders.
- We may not have the ability to raise the funds necessary to settle conversions of the convertible securities in cash or to repurchase the convertible securities upon a fundamental change.
- We are subject to other risks generally applicable to our industry and the conduct of our business.

Item 1. Business.

Our Vision and Purpose

Our vision is to build the leading global cannabis-lifestyle and consumer packaged goods company that is changing people's lives for the better – one person at a time – by inspiring and empowering a worldwide community to live their very best life, enhanced by moments of connection and wellbeing. We are a purpose-driven company that, each and every day, seeks to be the most responsible, trusted and market leading cannabis consumer products company in the world with a portfolio of innovative, high-quality and beloved brands that address the needs of the consumers, customers and patients we serve.

Today, we are a leading global cannabis and consumer packaged goods company, with operations in Canada, the United States, Europe, Australia and Latin America, that is pioneering the future of medical, wellness and adult-use cannabis cultivation, processing and distribution. As a purpose-driven organization, we continuously explore ways to deliver on our values and commitments to serve all our key stakeholders, including our stockholders, and seek to implement sustainable business practices.

Our Commitments and Values

We are committed to changing people's lives for the better by investing in our products, our people and our planet as follows:

- ***We put people first.*** We are committed to significantly improving the lives of as many people as possible – whether it is meeting the needs of our patients and consumers, building a best-in-class, diverse workforce that's more representative of all people or giving back and supporting our neighbors in the communities we call home. We are dedicated to helping people live their very best life.
- ***We lead by example.*** We are passionate about pioneering the future of medical, wellness and adult-use cannabis and hemp cultivation, processing and distribution in a responsible manner. As a leading global cannabis company, we are committed to helping to establish industry standards that continue to support the health and wellbeing of our employees, our patients and consumers and the communities we call home.
- ***We respect the earth.*** We are committed to ensuring that our actions and those of our employees have a positive impact on the environment around us. We continue to identify and implement sustainable growing and business practices that provide efficiencies, cost reduction benefits, and lessen our impact on the environment.
- ***We take responsibility to heart.*** We believe it is our responsibility to ensure the safety of our employees, patients, consumers and the worldwide community. To that end, we are committed to providing access to legal, safe, high-quality cannabis products and to keeping cannabis out of the hands of youth. Our partnerships and programs reflect our ongoing commitment to the safety of our worldwide communities through education, responsible use and meaningful corporate citizenship.

In an emerging and constantly evolving industry, our values unite us, informing and inspiring the way we work with our employees, patients, consumers and one another. The following core values serve as our compass in our strategic direction and decisions:

- We foster a culture of openness, inclusivity and belonging
- We continually set the bar higher for ourselves and are resilient and adaptive in the face of change
- We make choices rooted in the belief that transparency, integrity & accountability are at the core of all that we do
- We strive for excellence and are steadfast yet agile in the pursuit of our goals

Our Company

Tilray Brands, Inc. ("Tilray", "we", "us", "our" or the "Company") is a global pioneer in cannabis, cultivation, production and distribution, incorporated in the State of Delaware on January 24, 2018. On April 30, 2021, Tilray acquired all of the issued and outstanding common shares of Aphria Inc. via a plan of arrangement (the "Arrangement"). The business combination brought together two highly complementary businesses to create a leading cannabis-focused and consumer packaged goods company with one of the largest global geographic footprints in the industry. With a focus on sustainability, our state-of-the-art greenhouses and cultivation operations, processing and distribution facilities make us one of the world's leading fully-integrated cannabis companies.

We were among the first companies to be permitted to cultivate and sell legal medical cannabis. Today, we supply high-quality medical cannabis products to tens of thousands of patients in 20 countries spanning five continents through our global subsidiaries, and through agreements with established pharmaceutical distributors.

We are a leader in the recreational adult-use market in Canada where we offer a broad-based portfolio of adult-use brands and products, and continue to expand our portfolio to include new innovative cannabis products and formats. We maintain agreements to supply all Canadian provinces and territories with our adult-use products for sale through their established retail distribution systems. We believe that our differentiated portfolio of brands, which is designed to resonate with consumers in all categories, sets us apart from our competitors and is providing us with the ability to establish a leading position in the adult-use market in Canada. Therefore, we are investing in brand building with our consumers, new product innovation, insights, distribution, trade marketing and cannabis education to drive market share in the Canadian adult-use cannabis industry.

On July 12, 2022, we closed a strategic alliance with HEXO. Through this alliance, both companies are expected to achieve substantial cost saving synergies and production efficiencies, with a target combined saving of \$80 million within two years to be shared equally between the two companies. Additionally, we acquired 100% of the remaining outstanding principal balance of \$173.7 million of the secured convertible note issued by HEXO to HT Investments MA LLC (“HTI”). The purchase price paid by Tilray Brands to HTI for the Amended Note was US\$155 million, reflecting a 10.8% discount on the outstanding principal amount. The conversion price of the HEXO Note of CAD\$0.40 per share, implies that, as of filing, Tilray Brands would have the right to convert into approximately 48% of the outstanding common stock of HEXO (on a non-diluted basis). The purchase price was satisfied, in part, by Tilray Brands’ issuance to HTI of a new \$50 million convertible unsecured note (the “Tilray Convertible Note”) and approximately 33.3 million shares in Class 2 common stock of Tilray Brands. The Tilray Convertible Note bears interest at a rate of 4.00% per annum, calculated and paid on a quarterly basis and matures on September 1, 2023. HEXO did not receive any proceeds as a result of Tilray Brands’ purchase of the HEXO Note from HTI.

Through Fresh Hemp Foods Ltd. (“Manitoba Harvest”), we are also a leading hemp food manufacturer. Manitoba Harvest produces, manufactures, markets and distributes a broad-based portfolio of hemp-based food products, as well as retail lifestyle goods which are sold in major retailers across the U.S. and Canada.

We are a major player in the craft alcohol and beverage business through SW Brewing Company, LLC (“SweetWater”), the 10th largest craft brewery in the United States according to the Brewers Association. Founded in 1997, SweetWater has broad consumer appeal and has established strong distribution across the United States. From its state-of-the-art brewery in Atlanta, Georgia and Colorado, SweetWater produces a balanced variety of year-round and seasonal specialty craft brews, under the SweetWater brands and recent additions, Green Flash and Alpine.

On December 7, 2021, the Company acquired all the membership interests in Double Diamond Distillery LLC (d/b/a Breckenridge Distillery). Founded in 2008, Breckenridge Distillery started off as a small craft spirits brand in Breckenridge Colorado but has since grown its award-winning bourbon whiskey collection and innovative craft spirits portfolio to be distributed in all 50 states in addition to owning two tasting rooms/retail shops, and a world class restaurant.

Our experienced leadership team provides a strong foundation to accelerate our growth. Our management team is complemented by experienced operators, cannabis industry experts, and extraction specialists, all of whom apply the latest scientific knowledge and technology to deliver quality-controlled, rigorously tested cannabis products on a large scale.

Our Strategy and Outlook

As a leading global cannabis-lifestyle and consumer packaged goods company, we are setting the standard for brand development, product quality, innovation and industrial scale cultivation for the production of cannabis grown in environmentally responsible conditions. We believe that we possess the strategic footprint and operational scale necessary to compete more effectively in today’s consolidating cannabis market with a strong, flexible balance sheet, strong cash balance, and access to capital, which we believe gives us the ability to accelerate growth and deliver long-term sustainable value for stockholders.

Our overall strategy is to leverage this scale and footprint, together with our expertise and capabilities to drive market share, achieve industry-leading, profitable growth and build sustainable, long-term shareholder value in each of the four pillars of our business – medical cannabis, adult-use cannabis, beverage alcohol and wellness. In order to ensure long-term sustainable growth, we continue to focus on leveraging consumer insights, drive category

management leadership and assess growth opportunities, including the introduction of our product into new geographies, new innovation and strategic partnerships. In addition, we are relentlessly focused on managing our cost of goods and expenses in order to maintain our strong financial position.

To achieve our vision of building the leading global cannabis-lifestyle and consumer packaged goods company that is changing people's lives for the better – one person at a time – by inspiring and empowering the worldwide community to live their very best life, we will focus on the following strategies:

- ***Build global brands that lead, legitimize and define the future within each of our pillars.*** As the markets where cannabis is legal today continue to grow and develop and as cannabis legalizes in more countries around the world, we see unique opportunities to introduce, market and distribute our broad portfolio of differentiated brands, that will appeal to a diverse base of patients and consumers. We believe we are well positioned to develop leading global brands and drive sustainable growth.
- ***Develop innovative products and form factors that change the way the world consumes cannabis.*** Across our pillars, we plan to continue to develop innovative products that possess the most consumer demand and are truly differentiated from our competitors, while optimizing our production capabilities. We will continue to invest in innovation in order to continue to provide our patients and consumers with a differentiated portfolio of products that exceeds their expectations and meets their needs.
- ***Grow and leverage our investment in craft beer, spirits and hemp-based food.*** Within the U.S., our strategic acquisitions of our beverage alcohol are the cornerstone of our longer-term U.S. strategy and an important step towards achieving our vision to change people's lives for the better by inspiring and empowering the worldwide community to live their very best life. In addition to acquiring strong brands and profitable businesses, our strategic investments in beverage alcohol and food in the U.S. provides us with a platform and infrastructure within the U.S. to enable us to access the U.S. market more quickly in the event of federal legalization. In advance of federal legalization, we are focused on leading the craft beer segment, including growing our SweetWater, Alpine and Green Flash brands by expanding our distribution footprint into new territories, focusing on new product development and innovation that delights our consumers and building brand awareness of, and equity in, our existing adult-use cannabis brands in the U.S. ahead of federal legalization of cannabis by leveraging the SweetWater manufacturing and distribution infrastructure. We have also diversified our presence in the beverage alcohol space through the purchase of Breckenridge, known for its award-winning bourbon whiskey collection and innovative craft spirits portfolio. We seek to drive growth in our Manitoba Harvest brand and other hemp-based food and ingredients products by leveraging our consumer insights and consumer marketing activities, new product development as well as educating the consumer on the benefits from hemp-based foods. In the event of federal legalization in the U.S., we expect to be well-positioned to compete in the U.S. cannabis market given our existing strong brands and distribution system in addition to our track record of growth in consumer-packaged goods and cannabis products.
- ***Expand the availability of pure, precise, and predictable medical cannabis products for patients around the world.*** Since 2014, we have seen an increase in the demand for medical cannabis from both patients, doctors and governments in conjunction with a shift in the medical community, which is increasingly recognizing medical cannabis as a viable option for the treatment of patients suffering from a variety of health conditions. We are focused on driving accessibility to high-quality medical cannabis that is accessible to all. Internationally, we have made significant investments in our operations within Europe and we are well-positioned to pursue international growth opportunities with our strong medical cannabis brands, distribution network in Germany with CC Pharma, and end-to-end European Union Good Manufacturing Practices ("EU-GMP") supply chain, which includes EU-GMP production facilities in Portugal and Germany. We intend to continue to maximize the utilization of our existing assets and investments in connection with the development and execution of our international growth plans, while leveraging our cannabis expertise and well-established medical brands. Through our well positioned cultivation facilities in Portugal and Germany, we intend to fuel the demand for our EU GMP certified medical grade cannabis internationally. By building on this foundation, we strive to maintain our leadership position in the international cannabis industry.
- ***Leverage our operational scale providing low-cost, high quality production.*** We believe we have the operational scale necessary to compete more effectively in today's consolidating cannabis market. Our

state-of-the-art facilities are among the lowest cost production operations with the capabilities to produce a complete portfolio of form factors and products, including flower, pre-roll, capsules, vapes, edibles and beverages. We also have a strong, flexible balance sheet, cash balance and access to capital, which we believe will give us the ability to accelerate growth and deliver long-term sustainable value for our stockholders.

Reportable Segments

Our business is primarily organized around our product categories, each of which have different target consumers, go-to-market strategies, and margins. This enables us to track and measure our success and build processes for repeatable success in each of these categories. As a result, we have defined our reporting segments on a product category basis, as this aligns with how our Chief Operating Decision Maker (“CODM”) manages our business, including resource allocation and performance assessment. We report our operating results in four reportable segments:

- *Cannabis business* – Cultivation, production, distribution and sale of both medical and adult-use cannabis products
- *Distribution business* – Purchase and resale of pharmaceutical and wellness products
- *Beverage alcohol business* – Production, marketing and sale of beverage alcohol products
- *Wellness business* – Production, marketing and distribution of hemp-based food and other wellness products

Revenue in these four reportable business segments, and the year over year comparison, is as follows:

(in thousands of United States dollars)	Year Ended May 31, 2022	% of Total revenue	Year Ended May 31, 2021	% of Total revenue	Year Ended May 31, 2020	% of Total revenue
Cannabis business	\$ 300,891	43%	\$ 264,334	46%	\$ 153,477	36%
Distribution business	259,747	37%	277,300	48%	275,430	64%
Beverage alcohol business	74,959	11%	29,661	5%	—	0%
Wellness business	59,611	9%	5,794	1%	—	0%
Total revenue	\$ 695,208	100%	\$ 577,089	100%	\$ 428,907	100%
Excise taxes	(66,836)	(10%)	(64,004)	(11%)	(23,581)	(5)%
Net revenue	\$ 628,372		\$ 513,085		\$ 405,326	

Revenue from our cannabis operations from the following sales channel and the year over year comparison is as follows:

Revenue by cannabis sales channel

Cannabis revenue by market	Year Ended May 31, 2022	% of Total revenue	Year Ended May 31, 2021	% of Total revenue	Year Ended May 31, 2020	% of Total revenue
Revenue from medical cannabis products	\$ 30,599	10%	\$ 25,539	10%	\$ 28,685	19%
Revenue from adult-use cannabis products	209,501	70%	222,930	84%	112,207	73%
Revenue from wholesale cannabis products	6,904	2%	6,615	3%	12,585	8%
Revenue from international cannabis products	53,887	18%	9,250	3%	—	0%
Total cannabis revenue by market	300,891	100%	264,334	100%	153,477	100%
Excise taxes	(63,369)	(21)%	(62,942)	(24)%	(23,581)	(15)%
Cannabis net revenue	\$ 237,522		\$ 201,392		\$ 129,896	

Our Brands and Products

Our brand and product strategy centers on developing a broad portfolio of differentiated brands and products designed to appeal to diverse groups of patients and consumers. Our brand and product activities are designed to comply with all local regulations and requirements, including applicable labelling and marketing restrictions.

Our Medical Cannabis Brands

Tilray Medical is dedicated to transforming lives and fostering dignity for patients in need through safe and reliable access to a global portfolio of medical cannabis brands, including Tilray, Aphria, Broken Coast, and Symbios. Tilray grew from being one of the first companies to become an approved licensed producer of medical cannabis in Canada to building the first GMP-certified cannabis production facilities in Europe, first in Portugal and later in Germany. Today, Tilray Medical is one of the largest suppliers of medical cannabis brands to patients, physicians, hospitals, pharmacies, researchers, and governments, in 21 countries and across five continents. Our medical cannabis brands consist of:

- **Tilray** - The Tilray brand is a global medical cannabis brand designed for prescribers and patients in the global medical market by offering a wide range of high-quality, pharmaceutical-grade medical cannabis and cannabinoid-based products. We believe patients and prescribers choose the Tilray brand because of our rigorous quality standards and the brand is a trusted, scientific based brand known for its pure, precise and predictable medical-grade products.
- **Aphria** - Since 2014, the Aphria brand is a leading, trusted choice for Canadian patients seeking high quality pharmaceutical-grade medical cannabis. Today, the Aphria brand continues to be a leading brand in Canada and, we will continue to leverage its market leadership as we develop our medical cannabis markets internationally under the Aphria brand.
- **Broken Coast** - Medical cannabis products under the Broken Coast brand are grown in small batches in single-strain rooms, with a commitment to product quality in order to meet our Canadian patient expectations.
- **Symbios** - Launched in 2021, Symbios is the newest medical brand developed to provide Canadian patients with a broader spectrum of formats and unique cannabinoid ratios at a better price point while offering a full comprehensive assortment of products, including flower, oils, and pre-rolls.

We are committed to meeting the needs of our patients whether they are looking for more natural options for their medical needs, exploring their options in wellness, or seeking alternatives in their lifestyle. Accessibility is a top priority for Tilray. We are committed to ensuring patients have access to the medication they depend on through a strong supply chain and dedicated support through our dedicated patient care team. Our product lines focus on active ingredients and standardized, well-defined preparation methods. We use formulations and delivery formats that are intended to allow for consistent and measured dosing, and we test all our products for potency and purity. Each of our commercial products are developed with comprehensive analysis and thorough documentation.

We take a scientific approach to our medical-use product development which we believe establishes credibility and trust in the medical community. We produce products that are characterized by well-defined and reproducible cannabinoid and terpene content, formulated for stable pharmacokinetic profiles, which are customizable in a variety of formulations. We continue to conduct extensive research and development activities and develop and promote new products for medical use.

Our Adult-Use Cannabis Brands

We believe that our portfolio of brands, developed for consumers across broad demographics and targeted segments, remains unmatched in the industry. With a focus on brand building, innovation, loyalty and conversion, we seek to drive growth with our differentiated portfolio of brands and products, both in sales and market share across categories. The Company is investing capital and resources to establish a leadership position in the adult-use market in Canada. These investments are focused on brand building with consumers, product innovation, distribution, trade marketing and cannabis education. Our strategy is to develop a brand focused portfolio that resonates with consumers in all category segments.

We are positioned to grow our adult-use brand portfolio to specifically meet the needs and preferences of different consumer segments of the adult-use cannabis market. We leverage our selection of strains to offer each consumer segment a different experience through its product and terpene profiles, while also focusing on the value proposition for each of these segments as it relates to price, potency and product assortment.

Each brand is unique to a specific consumer segment and designed to meet the needs of these targeted segments, as described below. Our portfolio of brands and products and our marketing activities have been carefully curated and structured to enable us to develop and promote our brands and product lines in an effective and compliant

manner. We continue to develop additional brands and new products, such as edibles and beverages, with more innovative products in our pipeline. Our brand portfolio consists of the following:

ECONOMY BRANDS

- B!NGO** B!NGO is like a nice cold beer on a summer’s day. Our products hit the spot and gives consumers that little something that lets them enjoy the moment.
It’s the everyday companion that keeps it light and simple.
- The Batch** A no-frills cannabis value brand focused on delivering quality cannabis flower and pre-rolls at competitive prices. The Batch categorizes its product offering by potency rather than cultivar, allowing us to offer quality cannabis at prices that beat the illicit market.

VALUE BRANDS

- P’tite Pof** Inspired by Québécois culture, casse-croûte signage and your local dépanneur. Straightforward, functional, bold, charming and iconic. Our traditional blue and red with a modern twist.
- Dubon** “The good stuff”, a vibrantly Québécois cannabis brand and champion of inspired, creative living. Dubon offers master-crafted cannabis cultivars as whole flower and pre-rolls, exclusively available in Québec.

CORE BRANDS

- Good Supply** Quality Bud, No B.S. Good Supply is brand that embraces the goodness of classic cannabis culture – it speaks your language and reminds you of when you first fell in love with cannabis.
- Solei Sungrown Cannabis (“Solei”)** Solei is a brand designed to embrace the bright Moments in your day. Solei’s Moments-based products help to make cannabis simple, approachable and welcoming.
- Chowie Wowie** An edibles’ brand bringing the ‘wow’ with perfectly crafted fusions of flavor offered in an array of reliably dosed cannabis-infused chocolates and gummies in THC and CBD varieties.
- Canaca** A brand that proudly builds on its homegrown heritage with cannabis whole flower, pre-rolls, oil products and pure cannabis vapes handcrafted by and for Canadian cannabis enthusiasts. Our plants are sourced in BC and expertly cultivated in Ontario for homegrown, down-to-earth quality that’s enjoyed across Canada.

PREMIUM BRANDS

- RIFF** RIFF is not your conventional cannabis brand. It is a brand by creatives for creatives. An unconventional brand, fueled by creativity and collaboration

PREMIUM + BRANDS

- Broken Coast** West Coast, Naturally. Broken Coast relies on small batch growing techniques / craft approach with a reputation for its high-quality flower, aroma, bud composition, and heavy trichome appearance that delivers an incredible experience.

Our Wellness Brands

Our Tilray Wellness segment consists of the Manitoba Harvest business, which develops, manufactures, markets and distributes a diverse portfolio of hemp-based food and wellness products under various brands, which include Manitoba Harvest, Hemp Yeah!, Hemp Bliss, Just Hemp Foods, and Mighty Seed Hemp Co.

In the UK, we launched Pollen, a CBD lifestyle brand with a mix of CBD gummies and drink drops in three signature lines. Pollen brand is a new age of CBD products, designed to fit seamlessly into a consumer’s daily routine.

Our Beverage Alcohol and Spirits Brands

In addition to acquiring strong brands and accretive businesses, our strategic acquisitions of our beverage alcohol are the cornerstone of our longer-term U.S. strategy and an important step towards achieving our vision to change people's lives for the better by inspiring and empowering the worldwide community to live their very best life. Our plan is to leverage the existing infrastructure to accelerate our entry into the U.S. ahead of federal legalization of cannabis. Our beverage alcohol brands include:

- **SweetWater** – The 10th largest craft brewery in the United States according to the Brewers Association has created an award-winning lineup of year-round, seasonal and specialty beers under a portfolio of brands closely aligned with a cannabis lifestyle, which include the flagship 420 alcoholic beverage offerings, its RIFF Vodka sodas and Oasis® hard seltzers. We believe the SweetWater product offerings, including the 420 Strain series of products, resonate as a cannabis lifestyle brand. SweetWater's various 420 strains of craft brews use plant-based terpenes and natural hemp flavors that, when combined with select hops, emulate the flavors and aromas of popular cannabis strains to appeal to a loyal consumer base.
- **Breckenridge Distillery** – A highly sought-after and award-winning brand widely known for its blended bourbon whiskey and its collection of artisanal spirits including vodka and gin that brings to life the best that Colorado has to offer. Among other accolades, Breckenridge's blended bourbon whiskey is a 4x winner of Best American Blended Whiskey from the World Whiskies Awards. Breckenridge was also awarded the prestigious Icons of Whisky award for Brand Innovator of the Year by Whisky Magazine.
- **Alpine Beer Company** – an award-winning craft brand founded in 1999, and is rated a top 50 brand in the United States with highly-rated favorites including Nelson IPA and Duet IPA.
- **Green Flash** – an award-winning, independently owned and operated craft brand founded in 2002 to bring fresh ideas and a sense of adventure to craft beer. Green Flash delivers an eclectic lineup of specialty craft beers and distributes them throughout California.

Our Operations

Through the investment in building and scaling state-of-the-art facilities, we believe that we maintain one of the highest-quality, lowest cost cannabis production operations in Canada, with the scale and distribution network that differentiates us from our competitors in the industry. We also made significant investments in our operations within Europe and we are well-positioned to pursue international growth opportunities with our strong medical cannabis brands, distribution network in Germany, and end-to-end European Union Good Manufacturing Practices ("EU-GMP") supply chain, which includes EU-GMP production facilities in Portugal and Germany. We seek to continue to invest in the expansion of our global supply chain to address the unmet needs of patients around the world.

We currently maintain key international operations in Portugal, Germany, Italy, United Kingdom, France, Australia, New Zealand, Colombia and Argentina as well as strategic relationships in Israel, Denmark and Poland. In establishing our international footprint, we sought to create operational hubs in those continents where we identified the biggest opportunities for growth and designed our operations to ensure consistent, high-quality supply of cannabis products as well as a distribution network. While these markets are still at various stages of development, and the regulatory environment around them is either newly formed or still being formed, we are uniquely positioned to bring the knowledge and expertise gained in Canada and leverage our operational footprint in order to generate profitable growth in these geographies.

In beverage alcohol, we have state-of-the-art breweries in Atlanta, Georgia and Fort Collins, Colorado from which SweetWater produces a balanced variety of year-round and seasonal specialty craft brews under the SweetWater, Alpine and Green Flash brands as well as Breckenridge Distillery, the world's highest distillery, located in Breckenridge, Colorado.

Lastly, in Wellness, we own two BRC accredited facilities located in Manitoba, Canada that are dedicated to hemp processing and packaging Manitoba Harvest, Just Hemp Foods, and Hemp Yeah! products including hulled hemp seeds, hemp oil, and hemp protein.

Distribution

Canadian Adult-use Market

Under the Canadian legislative regime, provincial, territorial and municipal governments have the authority to prescribe regulations regarding retail and distribution of adult-use cannabis. As such, the distribution model for adult-use cannabis is prescribed by provincial regulations and differs from province to province. Some provinces utilize government run retailers, while others utilize government-licensed private retailers, and some a combination of the two. All of our adult-use sales are conducted according to the applicable provincial and territorial legislation and through applicable local agencies.

Through our subsidiaries, Aphria and High Park Holdings Ltd. (“High Park”), we maintain supply agreements for adult-use cannabis with all the provinces and territories in Canada.

Tilray is party to a distribution agreement with Great North Distributors to provide sales force and wholesale/retail channel expertise required to efficiently distribute our adult-use products through each of the provincial/territorial cannabis control agencies, excluding Quebec. We also engage Rose LifeSciences Ltd. as our sale agent exclusively for the Province of Quebec, representing our entire brand portfolio.

Canadian Medical Market

In Canada, Tilray Medical operates a direct to patient distribution model and online platform for patients to effectively and efficiently manage the process of registering and ordering medical products from Tilray Medical’s full portfolio of medical brands including Tilray, Aphria, Broken Coast and Symbios.

International Medical Markets

Tilray Medical currently offers broad access to medical cannabis products in legal medical markets across Europe, Australia, and Latin America. Our global portfolio of medical cannabis products includes high-quality and GMP-certified flower, oils, vapes, edibles, and topicals. Through our various subsidiaries and partnerships with distributors, our medical products are available to patients in 21 countries on 5 continents, which include the following international distribution channels:

- CC Pharma, our wholly-owned subsidiary, is a leading importer and distributor of pharmaceuticals for the German market and we are leveraging its distribution network in Germany for medical cannabis.
- Our products are also distributed by multiple wholesalers and directly to pharmacies in Germany. As a result, we are able to fulfill prescriptions for our medical cannabis products throughout Germany.
- We import and distribute compliant medical cannabis products into other international markets, including Italy, Israel, France, Switzerland, United Kingdom, Portugal, Croatia, Malta, Ireland and Luxembourg.
- In Argentina, ABP, S.A., our wholly-owned subsidiary, distributes medical cannabis throughout Argentina under the Argentinian “Compassionate Use” national law, which allows patients with refractory epilepsy, holding a medical prescription from a neurologist, to apply for special access to imported medical cannabis products.
- We recently received approval for our regulatory submission in Poland and we expect to start importing Tilray branded and white label products into Poland in September 2022.

Wholesale

In Canada, we are authorized to sell wholesale bulk and finished cannabis products to other licensees under the Cannabis Regulations. The bulk wholesale sales and distribution channel requires minimal selling, administrative, and fulfillment costs. Our focus on the right strain assortment, quality of flower, extraction capabilities and processing, enables us to drive wholesale channel opportunities for revenue growth.

Changes in the Canadian market continue to result in more competitors moving towards an asset light model through the rationalization of cultivation facilities. As this transition occurs, the Company anticipates demand for its saleable flower to increase, providing new opportunities in the wholesale channel.

We also intend to expand our capabilities outside of saleable flower, as our quality of extraction processes continue to grow into new categories including the latest in cannabis 3.0 products. We plan to be selective in choosing partners, with the intent to secure supply agreements to further optimize and drive efficiency within our supply chain and operations. While we intend to pursue wholesale sales channels as part of our growth strategies in Canada, these sales will continue to be used to aid in balancing inventory levels.

Wellness Sales and Distribution

Our wellness sales consist of hemp seed and other hemp-based food products, which are sold to retailers, wholesalers, and direct to consumers. We are a leading provider of hemp seeds and related food products that are sold in over 17,000 retail locations in the United States and Canada and available globally in 19 countries.

Beverage Alcohol Sales and Distribution

In the U.S., our craft beer, including SweetWater, Alpine and Green Flash, are distributed under a three-tier model utilized for beverage alcohol. Distribution points include approximately 29,000 off-premises retail locations ranging from independent bottle shops to national chains. SweetWater's significant on-premises business allows consumers to enjoy its varieties in more than 10,000 restaurants and bars. Further, in addition to its traditional distribution footprint, SweetWater Elevated HAZY IPA is served on all Delta Air Lines flights nationwide plus internationally, totaling more than 50 countries across six continents which have served to extend SweetWater's brand reach on both a national and international level. The Company supplements this distribution with Delta Air Lines through a kiosk in Atlanta's Hartsfield-Jackson Airport and secured access to distribute through an on-premises location at the Denver International Airport. SweetWater is also available in Canada through limited distribution within Ontario and Quebec. In addition, our craft spirit brands from Breckenridge are distributed in all 50-states, and in two on-premises tasting and retail store locations. Breckenridge is also distributed in 8 different countries, including Canada, Germany, UK, Hong Kong, Macau, Australia, New Zealand, and Singapore, with the intention of further expanding our international distribution.

Regulatory Environment

Canadian Medical and Adult-Use

Medical and adult-use cannabis in Canada is regulated under the federal *Cannabis Act* (Canada) (the "Cannabis Act") and the Cannabis Regulations ("CR") promulgated under the Cannabis Act. Both the Cannabis Act and CR came into force in October 2018, superseding earlier legislation that only permitted commercial distribution and home cultivation of medical cannabis. The following are the highlights of the current federal legislation:

- a federal license is required for companies to cultivate, process and sell cannabis for medical or non-medical purposes. Health Canada, a federal government entity, is the oversight and regulatory body for cannabis licenses in Canada;
- allows individuals to purchase, possess and cultivate limited amounts of cannabis for medical purposes and, for individuals over the age of 18 years, for adult-use recreational purposes;
- enables the provinces and territories to regulate other aspects associated with recreational adult-use. In particular, each province or territory may adopt its own laws governing the distribution, sale and consumption of cannabis and cannabis accessory products, and those laws may set lower maximum permitted quantities for individuals and higher age requirements;
- promotion, packaging and labelling of cannabis is strictly regulated. For example, promotion is largely restricted to the place of sale and age-gated environments (*i.e.*, environments with verification measures in place to restrict access to persons of legal age). Promotions that appeal to underage individuals are prohibited;
- since the current federal regime came into force on October 17, 2018, certain classes of cannabis, including dried cannabis and oils, have been permitted for sale into the medical and adult-use markets;
- following amendments to the CR that came into force on October 17, 2019 (often referred to as Cannabis 2.0 regulations), other non-combustible form-factors, including edibles, topicals, and extracts (both ingested and inhaled), are permitted in the medical and adult-use markets;
- export is restricted to medical cannabis, cannabis for scientific purposes, and industrial hemp; and

- sale of medical cannabis occurs on a direct-to-patient basis from a federally licensed provider, while sale of adult-use cannabis occurs through retail-distribution models established by provincial and territorial governments.

All provincial and territorial governments have, to varying degrees, enacted regulatory regimes for the distribution and sale of recreational adult-use cannabis within their jurisdiction, including minimum age requirements. The retail-distribution models for adult-use cannabis varies nationwide:

- Quebec, New Brunswick, Nova Scotia and Prince Edward Island adopted a government-run model for retail and distribution;
- Ontario, British Columbia, Alberta, and Newfoundland and Labrador adopted a hybrid model with some aspects, including distribution and online retail being government-run while allowing for private licensed retail stores;
- Manitoba and Saskatchewan adopted a private model, with privately-run retail stores and online sales, with distribution in Manitoba managed by the provincial government;
- the three northern territories of Yukon, Northwest Territories and Nunavut adopted a model that mirrors their government-run liquor distribution model.

In addition, the cannabis industry is subject to substantial federal and provincial excise taxes. Excise taxes may be increased in the future by the federal or any provincial government or both.

United States Regulation of Hemp-Based CBD

Hemp products are subject to state and federal regulation in respect to the production, distribution and sale of products intended for human ingestion or topical application. Hemp is categorized as *Cannabis sativa L.*, a subspecies of the cannabis genus. Numerous unique, chemical compounds are extractable from Hemp, including CBD. Hemp, as defined in the Agriculture Improvement Act of 2018 (the “2018 Farm Bill”), is distinguishable from marijuana, which also comes from the *Cannabis sativa L.* subspecies, by its absence of more than trace amounts (0.3% or less) of the psychoactive compound THC.

The 2018 Farm Bill preserves the authority and jurisdiction of the Food and Drug Administration (the “FDA”), under the Food Drug & Cosmetic Act (the “FD&C Act”), to regulate the manufacture, marketing, and sale of food, drugs, dietary supplements, and cosmetics, including products that contain Hemp extracts and derivatives, such as CBD. As a result, the FD&C Act will continue to apply to Hemp-derived food, drugs, dietary supplements, cosmetics, and devices introduced, or prepared for introduction, into interstate commerce. As a producer and marketer of Hemp-derived products, the Company must comply with the FDA regulations applicable to manufacturing and marketing of certain products, including food, dietary supplements, and cosmetics.

As a result of the 2018 Farm Bill, federal law dictates that CBD derived from Hemp is not a controlled substance; however, CBD derived from Hemp may still be considered a controlled substance under applicable state law. Individual states take varying approaches to regulating the production and sale of Hemp and Hemp-derived CBD. Some states explicitly authorize and regulate the production and sale of Hemp-derived CBD or otherwise provide legal protection for authorized individuals to engage in commercial Hemp activities. Other states, however, maintain drug laws that do not distinguish between marijuana and Hemp and/or Hemp-derived CBD which results in Hemp being classified as a controlled substance under certain state laws.

European Union Medical Use

While each country in the European Union (“EU”) has its own laws and regulations, many common practices are being adopted relative to the developing and growing medical cannabis market. For example, to ensure quality and safe products for patients, many EU countries only permit the import and sale of medical cannabis from EU-GMP certified manufacturers.

The EU requires adherence to EU-GMP standards for the manufacture of active substances and medicinal products, including cannabis products. The EU system for certification of GMP allows a Competent Authority of any EU member state to conduct inspections of manufacturing sites and, if the strict EU-GMP standards are met, to issue a certificate of EU-GMP compliance that is also accepted in other EU member countries.

Craft Brewing in the United States

The alcoholic beverage industry in the United States is regulated by federal, state and local governments. These regulations govern the production, sale and distribution of alcoholic beverages, including permitting, licensing, marketing and advertising. To operate their production facilities, SweetWater and Breckenridge must obtain and maintain numerous permits, licenses and approvals from various governmental agencies, including but not limited to, the Alcohol and Tobacco Tax and Trade Bureau (the "TTB"), the FDA, state alcohol regulatory agencies and state and federal environmental agencies. Our brewery operations are subject to audit and inspection by the TTB at any time.

In addition, the alcohol industry is subject to substantial federal and state excise taxes. Excise taxes may be increased in the future by the federal government or any state government or both. In the past, increases in excise taxes on alcoholic beverages have been considered in connection with various governmental budget-balancing or funding proposals.

Environmental Regulation

Our cannabis, brewing and spirits operations are subject to a variety of federal, state and local environmental laws and regulations and local permitting requirements and agreements regarding, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. In addition, any new products introduced by us are subject to a comprehensive environmental assessment by an independent third-party expert, including an assessment of how such products may create environmental risks.

While we have no reason to believe the operation of our facilities violates any such regulation or requirement, including the Clean Air Act, the Clean Water Act and the Resource Conservation and Recovery Act, environmental regulation is evolving in a manner which may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. If a violation were to occur, or if environmental regulations were to become more stringent in the future, we could be adversely affected.

Competitive Conditions

Cannabis Market

We continue to face intense competition from the illicit market as well as other companies, some of which may have longer operating histories and more financial resources and manufacturing and marketing experience. With potential consolidation in the cannabis industry, we could face increased competition by larger and better financed competitors.

Growers of cannabis and retailers operating in the illicit market continue to hold significant market share in Canada and are effectively competitors to our business. Illicit market participants divert customers away through product offering, price point, anonymity and convenience.

Outdoor cultivation also significantly reduces the barrier to entry by reducing the start-up capital required for new entrants in the cannabis industry. It may also ultimately lower prices as capital expenditure requirements related to growing outside are typically much lower than those associated with indoor growing. Further, the licensed outdoor cultivation capacity is extremely large. While outdoor cultivation is almost exclusively extraction grade, its presence in the market will have a negative effect on pricing of extraction grade wholesale cannabis.

As of July 22, 2022, Health Canada has issued approximately 870 active licenses to cannabis cultivators, processors and sellers. Health Canada licenses are limited to individual properties. As such, if a licensed producer seeks to commence production at a new site, it must apply to Health Canada for a new license. As of May 31, 2022, roughly 3,000 authorized retail cannabis stores have opened across Canada. As demand for legal cannabis increases and the number of authorized retail distribution points increases, we believe new competitors are likely to enter the Canadian cannabis market. Nevertheless, we believe our brand recognition combined with the quality, consistency, and variety of cannabis products we offer will allow us to maintain a prominent position in the Canadian adult use and medical markets.

Competition is also based on product innovation, product quality, price, brand recognition and loyalty, effectiveness of marketing and promotional activity, the ability to identify and satisfy consumer preferences, as well as convenience and service.

Internationally, cannabis companies are limited to those countries which have legalized aspects of the cultivation, distribution, sale or use of cannabis. We focused on developing assets in certain strategic international jurisdictions, which maintain legalized aspects of the cannabis business. We possess operational hubs in continents with significant growth opportunities and the production capability and distribution network to distribute such products throughout the region served by each hub. The barrier to entry for competitors in these jurisdictions is significantly influenced by the national regulatory landscape with respect to cannabis and the economic climate subsisting in each region.

We expect more countries to pass regulation allowing for the use of medical and/or recreational cannabis. While expansion of the global cannabis market will provide more opportunities to grow our international business, we also expect to experience increased global competition.

Craft Brewing and Craft Distillery Markets

Through SweetWater and Breckenridge, we compete in the craft brewing and distillery markets, respectively, as well as in the much larger alcohol beverage market, which encompasses domestic and imported beers, flavored alcohol beverages, spirits, wine, hard ciders and hard seltzers. With the proliferation of participants and offerings in the wider alcohol beverage market and within the craft beer and craft spirits segments, we face significant competition. There have also been numerous acquisitions and investments in craft brewers by larger breweries and private equity and other investors, which further intensified competition within the craft beer market.

While the craft beer and craft spirits markets are highly competitive, we believe that we possess certain competitive advantages. Our unique portfolio combines an award-winning lineup of craft beers and craft spirits with a unique portfolio of brands closely aligned with a cannabis lifestyle, and supported by state-of-the-art breweries and distilleries and strong distribution across the United States. Additionally, as domestic breweries and distillery, we maintain certain competitive advantages over imported beers and spirits, such as lower transportation costs, a lack of import charges and superior product freshness.

Seasonality

SweetWater's sales of craft beer and Breckenridge's sales of craft spirits generally reflect a degree of seasonality, with comparatively higher sales in the summer and the winter holiday season. Typically, the demand for cannabis and hemp-based products is fairly consistent throughout the calendar year. Moreover, the impact of COVID-19 on customer behavior and access to our products may cause temporary seasonal fluctuations or changes to our businesses. Therefore, the results for any particular quarter may not be indicative of the results to be achieved for the full year.

Employees and Human Capital Resources

As of May 31, 2022, we have approximately 1,800 employees worldwide. We consider relations with our employees to be good and have never experienced work stoppages. Aside from Portugal, none of our employees are represented by labor unions or are subject to collective bargaining agreements. As is common for most companies doing business in Portugal, we are subject to a government-mandated collective bargaining agreement which grants employees nominal additional benefits beyond those required by the local labor code.

We are committed to establishing a leadership team and corporate culture that promotes inclusion and diversity as we continue to grow our business and expand our footprint. Diversity and inclusion is a priority for our company, and we seek out talented people from a variety of backgrounds to staff our teams in all our markets. Aligned with our mission and values, this strategy will shape our future as a leading employer.

Our vision and purpose unite, inform and inspire our employees to apply their talents to make a positive difference. We foster a collaborative and dynamic work environment providing all employees with the opportunity to work cross-functionally and easily gain exposure to other team's diverse opinions and perspectives. We strive for every employee to reach their full potential and grow with Tilray.

Available Information

Our website address is www.tilray.com. We file or furnish annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission ("SEC"). You may obtain a copy of any of these reports, free of charge, from the investors section of our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains an Internet site that also contains these reports at: www.sec.gov. In addition, copies of our annual report are available, free of charge, on written request to us.

We have a Code of Conduct that applies to our Board of Directors ("Board") and all of our officers and employees, including, without limitation, our Chief Executive Officer and Chief Financial Officer. You can obtain a copy of our Code of Conduct, as well as our Corporate Governance Guidelines and charters for each of the Board's standing committees, from the Investors section of our website at: www.tilray.com. If we change or waive any portion of the Code of Conduct that applies to any of our directors, executive officers or senior financial officers, we will disclose such information. Information on our website is not incorporated by reference into this Form 10-K or any other report filed with the SEC.

Item 1A. Risk Factors.

Risks Related to each of the HEXO Transaction and MedMen Investment

We may experience difficulties realizing a return on our investment and achieving the expected production efficiencies and potential cost saving synergies resulting from Tilray's commercial transaction with HEXO, and we have made substantial commitments of resources and capital in connection with each of the HEXO transaction and MedMen investment.

On July 12, 2022 we closed the HEXO transaction pursuant to which, among other things, Tilray acquired all of the outstanding principal and interest under a secured convertible note (the "HEXO Note") issued by HEXO Corp. ("HEXO") with certain amendments. The HEXO transaction also provided for Tilray and HEXO to enter into commercial agreements providing for co-manufacturing by each of Tilray and HEXO, exclusive supply by Tilray to HEXO of cannabis products for international markets, provisioning by Tilray to HEXO of advisory services and procurement and selling and administrative services. As part of the transaction, Tilray delivered consideration totaling approximately \$155 million, representing a substantial investment of resources and capital by the Company.

We may not be able to fully realize the production efficiencies and cost synergies to the extent anticipated or at all. There can also be no assurance that we will be able to realize the expected return on our investment through the recent acquisition of the HEXO Note.

Also, on August 13, 2021 the Company and acquired \$165.8 million of certain senior secured convertible notes and related warrants issued by MedMen Enterprises Inc., via the Company's ownership interest in a limited partnership. These investments, separately and in the aggregate, represent a significant commitment of capital by the Company, and there can be no assurance that the Company will be able to realize returns on these investments or recoup its initial investments.

Risks Related to the Cannabis Business

Our cannabis business is dependent upon regulatory approvals and licenses, ongoing compliance and reporting obligations, and timely renewals.

Our ability to cultivate, process, and sell medical and adult-use cannabis, cannabis-derived extracts and derivative cannabis products in Canada is dependent on maintaining the licenses issued to our operating subsidiaries by Health Canada under the Cannabis Regulations, or CR. These licenses allow us to produce cannabis in bulk and finished forms and to sell and distribute such cannabis in Canada. They also allow us to export medical cannabis in bulk and finished form to and from specified jurisdictions around the world, subject to obtaining, for each specific shipment, an export approval from Health Canada and an import approval (or no objection notice) from the applicable regulatory authority in the country to or from which the export or import is being made. These CR licenses and other approvals are valid for fixed periods and we must obtain renewals on a periodic basis. There can be no assurance that existing licenses will be renewed or new licenses obtained on the same or similar terms as our existing licenses, nor can there be any assurance that Health Canada will continue to issue import or export permits on the same terms or on the same timeline, or that other countries will allow, or continue to allow, imports or exports.

We are also required to obtain and maintain certain permits, licenses or other approvals from regulatory agencies in countries and markets outside of Canada in which we operate or to which we export our product, including, in the case of certain countries, the ability to demonstrate compliance with EU-GMP standards. We have received certification of compliance with EU-GMP standards for cultivation and production at Tilray Portugal and Aphria RX in Germany, as well as Part II EU-GMP certification for Aphria One and Part I EU-GMP certification for ARA-Avanti Rx Analytics Inc.'s ("Avanti") approved facility. These GMP certified facilities are subject to extensive ongoing compliance reviews to ensure that we continue to maintain compliance with current GMP standards. There can be no assurance that we will be able to continue to comply with these standards. Moreover, future governmental actions in countries where we operate, or export products, may limit or altogether restrict the import and/or export of cannabis products.

Any future cannabis production facilities that we operate in Canada or elsewhere will also be subject to separate licensing requirements under the CR or applicable local requirements. Although we believe that we will meet the requirements for future renewals of our existing licenses and obtain requisite licenses for future facilities, there can be no assurance that existing licenses will be renewed or new licenses obtained on the same or similar terms as our

existing licenses, nor can there be any assurance that Health Canada will continue to issue import or export permits on the same terms or on the same timeline, or that other countries will allow, or continue to allow, imports or exports. An agency's denial of or delay in issuing or renewing a permit, license or other approval, or revocation or substantial modification of an existing permit, license or approval, could restrict or prevent us from continuing the affected operations, or limit the export and/or import of our cannabis products. In addition, the export and import of cannabis is subject to United Nations treaties establishing country-by-country national estimates and our export and import permits are subject to these estimates which could limit the amount of cannabis we can export to any particular country.

Further, our facilities are subject to ongoing inspections by the governing regulatory authority to monitor our compliance with their licensing requirements. Our existing licenses and any new licenses that we may obtain in the future in Canada or other jurisdictions may be revoked or restricted in the event that we are found not to be in compliance. Should we fail to comply with the applicable regulatory requirements or with conditions set out under our licenses, should our licenses not be renewed when required, be renewed on different terms, or be revoked, we may not be able to continue producing or distributing cannabis in Canada or other jurisdictions or to import or export cannabis products. In addition, we may be subject to enforcement proceedings resulting from a failure to comply with applicable regulatory requirements in Canada or other jurisdictions, which could result in damage awards, the suspension, withdrawal or non-renewal of our existing approvals or denial of future approvals, recall of products, the imposition of future operating restrictions on our business or operations or the imposition of fines or other penalties.

Government regulation is evolving, and unfavorable changes or lack of commercial legalization could impact our ability to carry on our business as currently conducted and the potential expansion of our business.

We operate in a highly regulated and rapidly evolving industry. The successful execution of our business objectives is contingent upon compliance with all applicable laws and regulatory requirements in Canada (including the Cannabis Act and CR), Europe and other jurisdictions, and obtaining all required regulatory approvals for the production, sale, import and export of our cannabis products. The laws, regulations and guidelines generally applicable to the cannabis industry domestically and internationally may change in ways currently unforeseen. Any amendment to or replacement of existing laws, regulations, guidelines or policies may cause adverse effects to our operations, financial condition, results of operations and prospects.

The federal legislative framework pertaining to the Canadian cannabis market is still very new. In addition, the governments of every Canadian province and territory have implemented different regulatory regimes for the distribution and sale of cannabis for adult-use purposes within those jurisdictions. There is no guarantee that the Canadian legislative framework regulating the cultivation, processing, distribution and sale of cannabis will not be amended or replaced or the current legislation will create the growth opportunities we currently anticipate.

In the United States, despite cannabis having been legalized at the state level for medical use in many states and for adult-use in a number of states, cannabis meeting the statutory definition of "marijuana" continues to be categorized as a Schedule I controlled substance under the federal Controlled Substances Act, or the CSA, and subject to the Controlled Substances Import and Export Act, or the CSIEA. Hemp and marijuana both originate from the Cannabis sativa plant and CBD is a constituent of both. "Marihuana" or "marijuana" is defined in the CSA as a Schedule I controlled substance whereas "hemp" is essentially any parts of the Cannabis sativa plant that has not been determined to be marijuana. Pursuant to the 2018 Farm Bill, "hemp," or cannabis and cannabis derivatives containing no more than 0.3% of tetrahydrocannabinol, or THC, is now excluded from the statutory definition of "marijuana" and, as such, is no longer a Schedule I controlled substance under the CSA. As a result, our activity in the United States is limited to (a) certain corporate and administrative services, including accounting, legal and creative services, (b) supply of study drug for clinical trials under DEA and FDA authorization, and (c) participation in the market for hemp and hemp-derived products containing CBD in compliance with the 2018 Farm Bill.

There can be no assurance that the United States will implement federal legalization of cannabis. With respect to CBD and hemp, while the 2018 Farm Bill exempts hemp and hemp derived products from the CSA, the commercialization of hemp products in the United States is subject to various laws, including the 2018 Farm Bill, the FD&C Act, the Dietary Supplement Health and Education Act, or (the "DSHEA"), applicable state and/or local laws, and FDA regulations. See also Risk Factor "*United States regulations relating to hemp-derived CBD products are new and rapidly evolving, and changes may not develop in the timeframe or manner most favorable to our business objectives*".

Our ability to expand internationally is also contingent, in part, upon compliance with applicable regulatory requirements enacted by governmental authorities and obtaining all requisite regulatory approvals. We cannot predict the impact of the compliance regime that governmental authorities may implement to regulate the adult-use or medical cannabis industry. Similarly, we cannot predict how long it will take to secure all appropriate regulatory approvals for our products, or the extent of testing and documentation that may be required by governmental authorities. The impact of the various compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on our business, financial condition, results of operations and prospects. As the commercial cannabis industry develops in Canada and other jurisdictions, we anticipate that regulations governing cannabis in Canada and globally will continue to evolve. Further, Health Canada or the regulatory authorities in other countries in which we operate or to which we export our cannabis products may change their administration or application of the applicable regulations or their compliance or enforcement procedures at any time. There is no assurance that we will be able to comply or continue to comply with applicable regulations, which could impact our ability to continue to carry on business as currently conducted and the potential expansion of our business.

We currently incur and will continue to incur ongoing costs and obligations related to regulatory compliance. A failure on our part to comply with regulations may result in additional costs for corrective measures, penalties or restrictions on our business or operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to our operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our production and processing facilities are integral to our business and adverse changes or developments affecting our facilities may have an adverse impact on our business.

Our cultivation and processing facilities are integral to our business and the licenses issued by applicable regulatory authorities is specific to each of these facilities. Adverse changes or developments affecting these facilities, including, but not limited to, disease or infestation of our crops, a fire, an explosion, a power failure, a natural disaster, an epidemic, pandemic or other public health crisis, or a material failure of our security infrastructure, could reduce or require us to entirely suspend operations at the affected facilities. See also Risk Factor “*Risks related to COVID-19*”.

A significant failure of our site security measures and other facility requirements, including failure to comply with applicable regulatory requirements, could have an impact on our ability to continue operating under our facility licenses and our prospects of renewing our licenses, and could also result in a suspension or revocation of these licenses.

We face intense competition, and anticipate competition will increase, which could hurt our business.

We face, and we expect to continue to face, intense competition from other Licensed Producers and other potential competitors, some of which have longer operating histories and more financial resources than we have. In addition, we anticipate that the cannabis industry will continue to undergo consolidation, creating larger companies with financial resources, manufacturing and marketing capabilities and product offerings that may be greater than ours. As a result of this competition, we may be unable to maintain our operations or develop them as currently proposed, on terms we consider acceptable, or at all.

Health Canada has issued hundreds of licenses for Licensed Producers. The number of licenses granted and the number of Licensed Producers ultimately authorized by Health Canada could have an adverse impact on our ability to compete for market share in Canada. We expect to face additional competition from new market entrants and may experience downward price pressure on our cannabis products as new entrants increase production. If the number of users of cannabis in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products and pricing strategies.

Our commercial opportunity in the medical and adult-use markets could also be impacted if our competitors produce and commercialize products that, among other things, are safer, more effective, more convenient or less

expensive than the products that we may produce, have greater sales, marketing and distribution support than our products, enjoy enhanced timing of market introduction and perceived effectiveness advantages over our products and receive more favorable publicity than our products. To remain competitive, we intend to continue to invest in research and development, marketing and sales and client support. We may not have sufficient resources to maintain research and development, marketing and sales and client support efforts on a competitive basis.

In addition to the foregoing, the legal landscape for medical and adult-use cannabis is changing internationally. We maintain operations outside of Canada, which may be affected as other countries develop, adopt and change their laws related to medical and adult-use cannabis. Increased international competition, including competition from suppliers in other countries who may be able to produce at lower cost, and limitations placed on us by Canadian or other regulations, might lower the demand for our cannabis products on a global scale.

Competition from the illicit cannabis market could impact our ability to succeed.

We face competition from illegal market operators that are unlicensed and unregulated including illegal dispensaries and illicit market suppliers selling cannabis and cannabis-based products. As these illegal market participants do not comply with the regulations governing the cannabis industry, their operations may have significantly lower costs. The perpetuation of the illegal market for cannabis may have a material adverse effect on our business, results of operations, as well as the perception of cannabis use. Furthermore, given the restrictions on regulated cannabis retail, including those related to the COVID-19 pandemic, it is possible that legal cannabis consumers revert to the illicit market as a matter of convenience.

The cannabis industry and market are relatively new and evolving, which could impact our ability to succeed in this industry and market.

We are operating our business in a relatively new industry and market that is expanding globally, and our success depends on our ability to attract and retain consumers and patients. There are many factors which could impact our ability to attract and retain consumers and patients, including but not limited to brand awareness, our ability to continually produce desirable and effective cannabis products and the ability to bring new consumers and patients into the category. The failure to acquire and retain consumers and patients could have a material adverse effect on our business, financial condition, results of operations and prospects.

To remain competitive, we will continue to innovate new products, build brand awareness and make significant investments in our business strategy and production capacity. These investments include introducing new products into the markets in which we operate, adopting quality assurance protocols and procedures, building our international presence and undertaking research and development. These activities may not promote our products as effectively as intended, or at all, and we expect that our competitors will undertake similar investments to compete with us for market share. Competitive conditions, consumer preferences, regulatory conditions, patient requirements, prescribing practices, and spending patterns in this industry and market are relatively unknown and may have unique characteristics that differ from other existing industries and markets and that cause our efforts to further our business to be unsuccessful or to have undesired consequences. As a result, we may not be successful in our efforts to attract and retain customers or to develop new cannabis products and produce and distribute these products in time to be effectively commercialized, or these activities may require significantly more resources than we currently anticipate in order to be successful.

Regulations constrain our ability to market and distribute our products in Canada.

In Canada, there are significant regulatory restrictions on the marketing, branding, product formats, product composition, packaging, and distribution of adult-use cannabis products. For instance, the CR includes a requirement for health warnings on product packaging, the limited ability to use logos and branding (only one brand name and one brand element per package), restrictions on packaging itself, and restrictions on types and avenues of marketing. Cannabis 2.0 regulations, which govern the production and sale of new classes or forms of cannabis products (including vapes and edibles), impose considerable restrictions on product composition, labeling, and packaging in addition to being subject to similar marketing restrictions as existing form factors.

Further, each province and territory of Canada has the ability to separately regulate the distribution of cannabis within such province or territory (including the legal age), and the rules and regulations adopted vary significantly. Additional marketing and product composition restrictions have been imposed by some provinces and territories. Such federal and provincial restrictions may impair our ability to differentiate our products and develop our adult-use brands. Some provinces and territories also impose significant restrictions on our ability to merchandise products; for example, some provinces impose restrictions on investment in retailers or distributors as well as in our ability to negotiate for preferential retail space or in-store marketing. If we are unable to effectively market our products and compete for market share, our sales and results of operations may be adversely affected.

Research regarding the health effects of cannabis is in relatively early stages and subject to further study which could impact demand for cannabis products.

Research and clinical trials on the potential benefits and the short-term and long-term effects of cannabis use on human health remains in relatively early stages and there is limited standardization. As such, there are inherent risks associated with using cannabis and cannabis derivative products. Moreover, future research and clinical trials may draw opposing conclusions to statements contained in articles, reports and studies we relied on or could reach different or negative conclusions regarding the benefits, viability, safety, efficacy, dosing or other facts and perceptions related to cannabis, which could adversely affect social acceptance of cannabis and the demand for our products.

United States regulations relating to hemp-derived CBD products are new and rapidly evolving, and changes may not develop in the timeframe or manner most favorable to our business objectives.

Our participation in the market for hemp-derived CBD products in the United States and elsewhere may require us to employ novel approaches to existing regulatory pathways. Although the passage of the 2018 Farm Bill legalized the cultivation of hemp in the United States to produce products containing CBD and other non-THC cannabinoids, it remains unclear whether and when the FDA will propose or implement new or additional regulations. While, to date, there are no laws or regulations enforced by the FDA which specifically address the manufacturing, packaging, labeling, distribution, or sale of hemp or hemp-derived CBD products and the FDA has issued no formal regulations addressing such matters, the FDA has issued various guidance documents and other statements reflecting its non-binding opinion on the regulation of such products.

The hemp plant and the cannabis/marijuana plant are both part of the same cannabis sativa genus/species of plant, except that hemp, by definition, has less than 0.3% THC content, but the same plant with a higher THC content is cannabis/marijuana, which is legal under certain state laws, but which is not legal under United States federal law. The similarities between these two can cause confusion, and our activities with legal hemp in the United States may be incorrectly perceived as us being involved in federally illegal cannabis. The FDA has stated in guidance and other public statements that it is prohibited to sell a food, beverage or dietary supplement to which THC or CBD has been added. While the FDA does not have a formal policy of enforcement discretion with respect to any products with added CBD, the agency has stated that its primary focus for enforcement centers on products that put the health and safety of consumers at risk, such as those claiming to prevent, diagnose, mitigate, treat, or cure diseases in the absence of requisite approvals. While the agency's enforcement to date has therefore focused on products containing CBD and that make drug-like claims, there is the risk that the FDA could expand its enforcement activities and require us to alter our marketing for our hemp-derived CBD products or cease distributing them altogether. The FDA could also issue new regulations that prohibit or limit the sale of hemp-derived CBD products. Such regulatory actions and associated compliance costs may hinder our ability to successfully compete in the market for such products.

In addition, such products may be subject to regulation at the state or local levels. State and local authorities have issued their own restrictions on the cultivation or sale of hemp or hemp-derived CBD. This includes laws that ban the cultivation or possession of hemp or any other plant of the cannabis genus and derivatives thereof, such as CBD. State regulators may take enforcement action against food and dietary supplement products that contain CBD, or enact new laws or regulations that prohibit or limit the sale of such products.

The regulation of hemp and CBD in the United States has been constantly evolving, with changes in federal and state laws and regulation occurring on a frequent basis. Violations of applicable FDA and other laws could result in warning letters, significant fines, penalties, administrative sanctions, injunctions, convictions or settlements arising

from civil proceedings. Unforeseen regulatory obstacles or compliance costs may hinder our ability to successfully compete in the market for such products.

Risks related to the Beverage Alcohol Business

Changes in consumer preferences or public attitudes about alcohol could decrease demand for our beverage alcohol products.

If general consumer trends lead to a decrease in the demand for SweetWater's beers and other alcohol products or Breckenridge's whiskey products, including craft beer, our sales and results of operations in the beverage alcohol segment may be adversely affected. There is no assurance that the craft brewing segment will experience growth in future periods. If the markets for wine, spirits or flavored alcohol beverages continue to grow, this could draw consumers away from the industry in general and our beverage alcohol products specifically.

Further, the alcoholic beverage industry is subject to public concern and political attention over alcohol-related social problems, including drunk driving, underage drinking and health consequences from the misuse of alcohol. In reaction to these concerns, steps may be taken to restrict advertising, to impose additional cautionary labeling or packaging requirements, or to increase excise or other taxes on beverage alcohol products. Any such developments may have an adverse impact on the financial condition, operating results and cash flows for SweetWater and Breckenridge.

Developments affecting production at our brewery in Atlanta or our distillery in Breckenridge could negatively impact financial results for our beverage alcohol business segment.

Adverse changes or developments affecting our brewery in Atlanta or our distillery in Breckenridge, including, fire, power failure, natural disaster, public health crisis, or a material failure of our security infrastructure, could reduce or require us to entirely suspend operations. Additionally, due to many factors, including seasonality and production schedules of our various products and packaging, actual production capacity may fluctuate throughout the year and may not reach full working capacity. If we experience contraction in our sales and production volumes, the excess capacity and unabsorbed overhead may have an adverse effect on gross margins, operating cash flows and overall financial performance of SweetWater or Breckenridge.

SweetWater and Breckenridge each face substantial competition in the beer industry and the broader market for alcoholic beverage products which could impact our business and financial results.

The market for alcoholic beverage products within the United States is highly competitive due to the increasing number of domestic and international beverage companies with similar pricing and target drinkers, the introduction and expansion of hard seltzers and ready-to-drink beverages, gains in market share achieved by domestic specialty beers and imported beers, and the acquisition of craft brewers and smaller producers by larger companies. We anticipate competition among domestic craft brewers and distillers will also remain strong as existing facilities build more capacity, expand geographically and add more products, flavors and styles. The continued growth in the sales of hard seltzers, craft-brewed domestic beers and imported beers is expected to increase competition in the market for alcoholic beverages within the United States and, as a result, prices and market share of SweetWater's and Breckenridge's products may fluctuate and possibly decline.

The alcohol industry has seen continued consolidation among producers in order to take advantage of cost savings opportunities for supplies, distribution and operations. Due to the increased leverage that these combined operations have in distribution and sales and marketing expenses, the costs to SweetWater and Breckenridge of competing could increase. The potential also exists for these large competitors to increase their influence with their distributors, making it difficult for smaller producers to maintain their market presence or enter new markets. The increase in the number and availability of competing products and brands, the costs to compete and potential decrease in distribution support and opportunities may adversely affect our business and financial results.

SweetWater and Breckenridge are both dependent on distributors to deliver sustained growth and distribute products.

In the United States, each of SweetWater and Breckenridge sells its alcohol beverages to independent distributors for distribution to retailers and, ultimately, to consumers. No assurance can be given that SweetWater and Breckenridge will be able to maintain their current distribution networks or secure additional distributors on favorable terms. If existing distribution agreements are terminated, it may not be possible to enter into new distribution agreements on substantially similar terms or to timely put in place replacement distribution agreements, which may result in an impairment to distribution and an increase in the costs of distribution.

Risks Related to COVID-19

Risks related to the COVID-19 pandemic have and may continue to impact our operations and adversely affect our business, results of operations and financial condition.

On March 11, 2020, the World Health Organization declared the outbreak of the coronavirus, or COVID-19, a pandemic. The COVID-19 pandemic continues to result in extended government-ordered measures affecting significant portions of the global economy, including in the United States, Canada, Portugal, Australia and Germany, where we conduct significant business. The public health crisis caused by COVID-19 and the actions taken and continuing to be taken by governments, businesses and the public have adversely affected, and we expect will continue to adversely affect, our business, financial condition and results of operations.

In connection with the COVID-19 pandemic and to comply with mandates and guidance from governmental authorities, we continue to review and update our operational procedures and safety protocols at our facilities. If such measures are not effective or governmental authorities implement further restrictions, we may be required to take more extreme action, which could include a short or long-term closure of our facilities or reduction in workforce. These measures may impair our production levels or cause us to close or severely limit production at one or more facilities. Further, our operations could be adversely impacted if suppliers, contractors, customers and/or transportation carriers are restricted or prevented from conducting business activities. For example, cannabis retail stores in certain Canadian markets may close voluntarily or be forced by local governments to close or modify their operations, reducing our ability to distribute adult-use cannabis.

While the United States and other jurisdictions have relaxed restrictions implemented in response to the COVID-19 pandemic, the potential for new and more-transmissible variants, the situation remains dynamic and subject to rapid and possibly material changes.

General Business Risks and Risks Related to Our Financial Condition and Operations

We have a limited operating history and a history of net losses, and we may not achieve or maintain profitability in the future.

We began operating in 2014 and have yet to generate a profit. We intend to continue to expend significant funds to explore potential opportunities and complete strategic mergers and acquisitions, invest in research and development, expand our marketing and sales operations and meet the compliance requirements as a public company.

Our efforts to grow our business may be more costly than we expect and we may not be able to increase our revenue enough to offset higher operating expenses. We may incur significant losses in the future for a number of reasons, including as a result of unforeseen expenses, difficulties, complications and delays, the other risks described herein and other unknown events. The amount of future net losses will depend, in part, on the growth of our future expenses and our ability to generate revenue. If we continue to incur losses in the future, the net losses and negative cash flows incurred to date, together with any such future losses, will have an adverse effect on our stockholders' equity and working capital. Because of the numerous risks and uncertainties associated with producing and selling cannabis and beverage alcohol products, as outlined herein, we are unable to accurately predict when, or if, we will be able to achieve profitability. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. If we are unable to achieve and sustain profitability, the market price of our common stock may significantly decrease and our ability to raise capital, expand our business or continue our operations may be impaired.

We are subject to litigation, arbitration and demands, which could result in significant liability and costs, and impact our resources and reputation.

Tilray has previously been named as a defendant in a class action relating to the prior merger of Privateer Holdings, Inc. with and into a wholly owned subsidiary (referred to as the Downstream Merger), and a class action related to the drop in our stock price. In addition, legal proceedings covering a wide range of matters are pending or threatened in various U.S. and foreign jurisdictions against the Company. The type of claims that may be raised in these proceedings include product liability, unfair trade practices, antitrust, tax, contraband shipments, patent infringement, employment matters, claims for contribution and claims of competitors, shareholders or distributors. Litigation is subject to uncertainty and it is possible that there could be adverse developments in pending or future cases.

We are also subject to other litigation and demands relating to business decisions, regulatory and industry changes, supply relationships, and our business acquisition matters and related activities. Litigation may include claims for substantial compensatory or punitive damages or claims for indeterminate amounts of damages. Tilray and its various subsidiaries are also involved from time to time in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding our business. These matters could result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

We have incurred and may continue to incur substantial costs and expenses relating directly to these actions. Responding to such actions could divert management's attention away from our business operations and result in substantial costs. For more information on our pending legal proceedings, see "Part I, Item 3. Legal Proceedings".

We are exposed to risks relating to the laws of various countries as a result of our international operations.

We currently conduct operations in multiple countries and plan to expand these international operations. As a result of our operations, we are exposed to various levels of political, economic, legal and other risks and uncertainties associated with operating in or exporting to these jurisdictions. These risks and uncertainties include, but are not limited to, changes in the laws, regulations and policies governing the production, sale and use of our products, political instability, instability at the United Nations level, currency controls, fluctuations in currency exchange rates and rates of inflation, labor unrest, changes in taxation laws, regulations and policies, restrictions on foreign exchange and repatriation and changing political conditions and governmental regulations relating to foreign investment and the cannabis business more generally.

Changes, if any, in the laws, regulations and policies relating to the advertising, production, sale and use of our products or in the general economic policies in these jurisdictions, or shifts in political attitude related thereto, may adversely affect the operations, or profitability of our operations, in these countries. As we explore novel business models, such as global co-branded products, cannabinoid clinics and cannabis retail, international regulations will become increasingly challenging to manage. Specifically, our operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on advertising, production, price controls, export controls, controls on currency remittance, increased income taxes, restrictions on foreign investment, land and water use restrictions and government policies rewarding contracts to local competitors or requiring domestic producers or vendors to purchase supplies from a particular jurisdiction. Failure to comply strictly with applicable laws, regulations and local practices could result in additional taxes, costs, civil or criminal fines or penalties or other expenses being levied on our international operations, as well as other potential adverse consequences such as the loss of necessary permits or governmental approvals.

Furthermore, there is no assurance that we will be able to secure the requisite import and export permits for the international distribution of our products. Countries may also impose restrictions or limitations on imports that require the use of, or confer significant advantages upon, producers within that particular country. As a result, we may be required to establish facilities in one or more countries in the EU (or elsewhere) where we wish to distribute our products in order to take advantage of the favorable legislation offered to producers in these countries.

We are required to comply concurrently with all applicable laws in each jurisdiction where we operate or to which we export our products, and any changes to such laws could adversely impact our business.

Various federal, state, provincial and local laws and regulations govern our business in the jurisdictions in which we operate or propose to operate, and in which we export or propose to export our products. Such laws and regulations include those relating to health and safety, conduct of operations and the production, management, transportation, storage and disposal of our products and of certain material used in our operations. In many cases, we must concurrently comply with complex federal, provincial, state and/or local laws in multiple jurisdictions. These laws change frequently and may be difficult to interpret and apply. Compliance with these laws and regulations requires the investment of significant financial and managerial resources, and a determination that we are not in compliance with any of these laws and regulations could harm our brand image and business. Moreover, it is impossible for us to predict the cost or effect of such laws, regulations or guidelines upon our future operations. Changes to these laws or regulations could negatively affect our competitive position within our industry and the markets in which we operate, and there is no assurance that various levels of government in the jurisdictions in which we operate will not pass legislation or regulation that adversely impacts our business.

Our strategic alliances and other third-party business relationships may not achieve the intended beneficial impact and expose us to risks.

We currently have, and may adjust the scope of, and may in the future enter into, strategic alliances with HEXO and other third parties that we believe will complement or augment our existing business. Our ability to complete further strategic alliances is dependent upon, and may be limited by, among other things, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance our business or profitability and may involve risks that could adversely affect us, including the investment of significant amounts of management time that may be diverted from operations in order to pursue and complete such transactions or maintain such strategic alliances. We may become dependent on our strategic partners and actions by such partners could harm our business. Future strategic alliances could result in the incurrence of debt, impairment charges, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve, or that our existing strategic alliances will continue to achieve, the expected benefits to our business or that we will be able to consummate future strategic alliances on satisfactory terms, or at all.

We may not be able to successfully identify and execute future acquisitions, dispositions or other equity transactions or to successfully manage the impacts of such transactions on our operations.

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) the potential disruption of our ongoing business; (ii) the distraction of management away from the ongoing oversight of our existing business activities; (iii) incurring additional indebtedness; (iv) the anticipated benefits and cost savings of those transactions not being realized fully, or at all, or taking longer to realize than anticipated; (v) an increase in the scope and complexity of our operations; (vi) the loss or reduction of control over certain of our assets; and (vii) capital stock or cash to pay for the acquisition. Material acquisitions and strategic transactions have been and continue to be material to our business strategy. There can be no assurance that we will find suitable opportunities for strategic transactions at acceptable prices, have sufficient capital resources to pursue such transactions, be successful in negotiating required agreements, or successfully close transactions after signing such agreements. There is no guarantee that any acquisitions will be accretive, or that past or future acquisitions will not result in additional impairments or write downs.

The existence of one or more material liabilities of an acquired company that are unknown to us at the time of acquisition could result in our incurring those liabilities. A strategic transaction may result in a significant change in the nature of our business, operations and strategy, and we may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into our operations.

We are subject to risks inherent in an agricultural business, including the risk of crop failure.

We grow cannabis, which is an agricultural process. As such, our business is subject to the risks inherent in the agricultural business, including risks of crop failure presented by weather, insects, plant diseases and similar agricultural risks. Although we primarily grow our products indoors under climate-controlled conditions, we also have

certain outdoor cultivation capacity and there can be no assurance that natural elements, such as insects and plant diseases, will not interrupt our production activities or have an adverse effect on our business.

We depend on significant customers for a substantial portion of our revenue. If we fail to retain or expand our customer relationships or significant customers reduce their purchases, our revenue could decline significantly.

We derive a significant portion of revenue from the supply contracts we have with 12 Canadian provinces and territories for adult-use cannabis products. There are many factors which could impact our contractual agreements with the provinces and territories, including but not limited to availability of supply, product selection and the popularity of our products with retail customers. If our supply agreements with certain Canadian provinces and territories are amended, terminated or otherwise altered, our sales and results of operations could be adversely affected, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, not all of our supply contracts with the Canadian provinces and territories contain purchase commitments or otherwise obligate the provincial or territorial wholesaler to buy a minimum or fixed volume of cannabis products from us. The amount of cannabis that the provincial or territorial wholesalers may purchase under the supply contracts may therefore vary from what we expect or planned for. As a result, our revenues could fluctuate materially in the future and could be materially and disproportionately impacted by the purchasing decisions of the provincial or territorial wholesalers. In the future, these customers may decide to purchase less product from us than they have in the past, may alter purchasing patterns or return inventory, or may decide not to continue to purchase our products, any of which could cause our revenue to decline materially and materially harm our financial condition and results of operations. If we are unable to diversify our customer base, we will continue to be susceptible to risks associated with customer concentration.

We may be unable to attract or retain key personnel, and we may be unable to attract, develop and retain additional employees required for our development and future success.

Our success is largely dependent on the performance of our management team and certain employees and our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. The loss of the services of any key personnel, or an inability to attract other suitably qualified persons when needed, could prevent us from executing on our business plan and strategy, and we may be unable to find adequate replacements on a timely basis, or at all.

Further, officers, directors, and certain key personnel at each of our facilities that are licensed by Health Canada are subject to the requirement to obtain and maintain a security clearance from Health Canada under the CR. Moreover, under the CR, an individual with security clearance must be physically present on site when other individuals are conducting activities with cannabis. Under the CR, a security clearance is valid for a limited time and must be renewed before the expiry of a current security clearance. There is no assurance that any of our existing personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearances or that new personnel who require a security clearance will be able to obtain one. A failure by an individual in a key operational position to maintain or renew his or her security clearance could result in a reduction or complete suspension of our operations. In addition, if an individual in a key operational position leaves us, and we are unable to find a suitable replacement who is able to obtain a security clearance required by the CR in a timely manner, or at all, we may not be able to conduct our operations at planned production volume levels or at all.

The CR also requires us to designate a qualified individual in charge who is responsible for supervising activities relating to the production of study drugs for clinical trials, which individual must meet certain educational and security clearance requirements. If our current designated qualified person in charge fails to maintain their security clearance, or leaves us and we are unable to find a suitable replacement who meets these requirements, we may no longer be able to continue our clinical trial activities.

Increased labor costs, potential organization of our workforce, employee strikes, and other labor-related disruption may adversely affect our operations.

Outside Portugal, none of our employees are represented by a labor union or subject to a collective bargaining agreement. In Portugal, none of our employees are represented by a labor union or subject to any workforce-initiated labor agreement. As with other companies carrying on business in Portugal, we are subject to a government-mandated collective bargaining agreement, which grants employees nominal additional benefits beyond those required by the local labor code. We cannot assure that our labor costs going forward will remain competitive based on various factors, such as: (i) our workforce may organize in the future and labor agreements may be put in place that have significantly higher labor rates and company obligations; (ii) our competitors may maintain significantly lower labor costs, thereby reducing or eliminating our comparative advantages vis-à-vis one or more of our competitors or the larger industry; and (iii) our labor costs may increase in connection with our growth.

Significant interruptions in our access to certain supply chains for key inputs such as raw materials, supplies, electricity, water and other utilities may impair our operations.

Our business is dependent on a number of key inputs and their related costs (certain of which are sourced in other countries and on different continents), including raw materials, supplies and equipment related to our operations, as well as electricity, water and other utilities. We operate global manufacturing facilities, and have dispersed suppliers and customers. Governments may regulate or restrict the flow of labor or products, and the Company's operations, suppliers, customers and distribution channels could be severely impacted. While we have not experienced any material supply chain disruptions, any significant future governmental-mandated or market-related interruption, price increase or negative change in the availability or economics of the supply chain for key inputs and, in particular, rising or volatile energy costs could curtail or preclude our ability to continue production. In addition, our operations would be significantly affected by a prolonged power outage.

Our ability to compete is dependent on us having access, at a reasonable cost and in a timely manner, to skilled labor, equipment, parts and components. No assurances can be given that we will be successful in maintaining our required supply of labor, equipment, parts and components. In addition, the invasion of Ukraine by Russia and the resulting measures that have been taken, and could be taken in the future, have and may continue to have a negative impact on our costs, including for input materials, energy and transportation.

Fluctuations in cannabinoid prices relative to contracted prices with third party suppliers could negatively impact our earnings.

A portion of our results of operations and financial condition, as well as the selling prices for our products, are dependent upon cannabinoid supply contracts. Production and pricing of cannabinoids are determined by constantly changing market forces of supply and demand over which we have limited or no control. The market for cannabis biomass is particularly volatile compared to other commoditized markets due to the relatively nascent maturity of the industry in which we operate. The lack of centralized data and large variations in product quality make it difficult to establish a "spot price" for cannabinoids and develop an effective price hedging strategy. Accordingly, supply contracts with any term may prove to be costly in the future to the extent cannabinoid prices decrease dramatically or at a faster rate than anticipated.

Our failure to successfully negotiate supply contracts that address such market vagaries could result in us being contractually obligated to purchase products, some of which may be priced above then-current market prices, or interruption of the supply of inputs for the manufacturing of our products, all of which could have a material adverse effect on our business, results of operations, financial condition, liquidity and prospects.

We may be negatively impacted by volatility in the political and economic environment, and a period of sustained inflation across the markets in which we operate could result in higher operating costs.

Trade, monetary and fiscal policies, and political and economic conditions may substantially change, and credit markets may experience periods of constriction and variability. These conditions may impact our business. Further rising inflation may negatively impact our business, raise cost and reduce profitability. While we would take actions, wherever possible, to reduce the impact of the effects of inflation, in the case of sustained inflation across several of

the markets in which we operate, it could become increasingly difficult to effectively mitigate the increases to our costs. In addition, the effects of inflation on consumers' budgets could result in the reduction of our customers' spending habits. If we are unable to take actions to effectively mitigate the effect of the resulting higher costs, our profitability and financial position could be negatively impacted.

We face risks associated with the transportation of our products to consumers in a safe and efficient manner.

We depend on fast, cost-effective, and efficient courier services to distribute our products to both wholesale and retail customers. Any prolonged disruption of third-party transportation services could have a material adverse effect on our sales volumes or satisfaction with our services. Rising costs associated with third-party transportation services used by us to ship our products may also adversely impact our profitability, and more generally our business, financial condition and results of operations.

The security of our products during transportation to and from our facilities is of the utmost concern. A breach of security during transport or delivery could result in the loss of high-value product and forfeiture of import and export approvals, since such approvals are shipment specific. Any failure to take steps necessary to ensure the safekeeping of our cannabis products could also have an impact on our ability to continue supplying provinces and territories, to continue operating under our existing licenses, to renew or receive amendments to our existing licenses or to obtain new licenses.

Our products may be subject to recalls for a variety of reasons, which could require us to expend significant management and capital resources.

Manufacturers and distributors of cannabis, hemp and beverage alcohol products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, adulteration, unintended harmful side effects or interactions with other substances, packaging safety, and inadequate or inaccurate labeling disclosure. Although we have detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits, whether frivolous or otherwise. If any of the products produced by us are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. As a result of any such recall, we may lose a significant amount of sales and may not be able to replace those sales at an acceptable gross profit or at all. In addition, a product recall may require significant management attention or damage our reputation and goodwill or that of our products or brands.

Additionally, product recalls may lead to increased scrutiny of our operations by Health Canada or other regulatory agencies, requiring further management attention, increased compliance costs and potential legal fees, fines, penalties and other expenses. Any product recall affecting the cannabis industry more broadly, whether or not involving us, could also lead consumers to lose confidence in the safety and security of cannabis products generally, including products sold by us.

We may be subject to product liability claims or regulatory action. This risk is exacerbated by the fact that cannabis use may increase the risk of serious adverse side effects.

As a manufacturer and distributor of products which are ingested by humans, we face the risk of exposure to product liability claims, regulatory action and litigation if our products are alleged to have caused loss or injury. We may be subject to these types of claims due to allegations that our products caused or contributed to injury or illness, failed to include adequate instructions for use or failed to include adequate warnings concerning possible side effects or interactions with other substances. This risk is exacerbated by the fact that cannabis use may increase the risk of developing schizophrenia and other psychoses, symptoms for individuals with bipolar disorder, and other side effects. Furthermore, we are now offering an expanded assortment of form factors, some of which may have additional adverse side effects, such as vaping products. See also Risk Factor "Our vape business is subject to uncertainty in the evolving vape market due to negative public sentiment and regulatory scrutiny." Previously unknown adverse reactions resulting from human consumption of cannabis or beverage alcohol products alone or in combination with other medications or substances could also occur.

In addition, the manufacture and sale of our products, like the manufacture and sale of any ingested product, involves a risk of injury to consumers due to tampering by unauthorized third parties or product contamination. We have in the past recalled, and may again in the future have to recall, certain products as a result of potential contamination and quality assurance concerns. A product liability claim or regulatory action against us could result in increased costs and could adversely affect our reputation and goodwill with our customers and consumers generally. There can be no assurance that we will be able to maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could result in us becoming subject to significant liabilities that are uninsured and adversely affect our commercial arrangements with third parties.

We, or the cannabis industry more generally, may receive unfavorable publicity or become subject to negative consumer or investor perception.

We believe that the cannabis industry is highly dependent upon positive consumer and investor perception regarding the benefits, safety, efficacy and quality of the cannabis distributed to consumers. The perception of the cannabis industry and cannabis products, currently and in the future, may be significantly influenced by scientific research or findings, regulatory investigations, litigation, political statements, media attention and other publicity (whether or not accurate or with merit) both in Canada and in other countries relating to the consumption of cannabis products, including unexpected safety or efficacy concerns arising with respect to cannabis products or the activities of industry participants. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the cannabis market or any particular cannabis product or will be consistent with earlier publicity. Adverse scientific research reports, findings and regulatory proceedings that are, or litigation, media attention or other publicity that is, perceived as less favorable than, or that questions, earlier research reports, findings or publicity (whether or not accurate or with merit) could result in a significant reduction in the demand for our products. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis, or our products specifically, or associating the consumption of cannabis with illness or other negative effects or events, could adversely affect us. This adverse publicity could arise even if the adverse effects associated with cannabis products resulted from consumers' failure to use such products legally, appropriately or as directed.

Failure to comply with safety, health and environmental regulations applicable to our operations and industry may expose us to liability and impact operations.

Safety, health and environmental laws and regulations affect nearly all aspects of our operations, including product development, working conditions, waste disposal, emission controls, the maintenance of air and water quality standards and land reclamation, and, with respect to environmental laws and regulations, impose limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Compliance with GMP requires satisfying additional standards for the conduct of our operations and subjects us to ongoing compliance inspections in respect of these standards in connection with our GMP certified facilities. Compliance with safety, health and environmental laws and regulations can require significant expenditures, and failure to comply with such safety, health and environmental laws and regulations may result in the imposition of fines and penalties, the temporary or permanent suspension of operations, the imposition of clean-up costs resulting from contaminated properties, the imposition of damages and the loss of or refusal of governmental authorities to issue permits or licenses to us or to certify our compliance with GMP standards. Exposure to these liabilities may arise in connection with our existing operations, our historical operations and operations that we may undertake in the future. We could also be held liable for worker exposure to hazardous substances and for accidents causing injury or death. There can be no assurance that we will at all times be in compliance with all safety, health and environmental laws and regulations notwithstanding our attempts to comply with such laws and regulations.

In addition, government environmental approvals and permits are currently, and may in the future be required in connection with our operations. To the extent such approvals are required and not obtained, we may be curtailed or prohibited from its proposed business activities or from proceeding with the development of our operations as currently proposed. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of

additional equipment, or remedial actions. We may be required to compensate those suffering loss or damage due to our operations and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations.

Changes in applicable safety, health and environmental standards may impose stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. We are not able to determine the specific impact that future changes in safety, health and environmental laws and regulations may have on our industry, operations and/or activities and our resulting financial position; however, we anticipate that capital expenditures and operating expenses will increase in the future as a result of the implementation of new and increasingly stringent safety, health and environmental laws and regulations. Further changes in safety, health and environmental laws and regulations, new information on existing safety, health and environmental conditions or other events, including legal proceedings based upon such conditions or an inability to obtain necessary permits in relation thereto, may require increased compliance expenditures by us.

We may experience breaches of security at our facilities, which could result in product loss and liability.

Because of the nature of our products and the limited legal channels for distribution, as well as the concentration of inventory in our facilities, we are subject to the risk of theft of our products and other security breaches. A security breach at any one of our facilities could result in a significant loss of available products, expose us to additional liability under applicable regulations and to potentially costly litigation or increase expenses relating to the resolution and future prevention of similar thefts, any of which could have an adverse effect on our business, financial condition and results of operations.

We may be subject to risks related to our information technology systems, including service interruption, cyber-attacks and misappropriation of data, which could disrupt operations and may result in financial losses and reputational damage.

We have entered into agreements with third parties for hardware, software, telecommunications and other information technology, or IT, services in connection with our operations. Our operations depend, in part, on how well we and our vendors protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism, theft, malware, ransomware and phishing attacks. We are increasingly reliant on Cloud-based systems for economies of scale and our mobile workforce, which could result in increased attack vectors or other significant disruptions to our work processes. Any of these and other events could result in IT system failures, delays or increases in capital expenses. Our operations also depend on the timely maintenance, upgrade and replacement of networks, equipment and IT systems and software, as well as preemptive expenses to mitigate the risks of failures. The failure of IT systems or a component of IT systems could, depending on the nature of any such failure, adversely impact our reputation and results of operations.

There are a number of laws protecting the confidentiality of personal information and patient health information, and restricting the use and disclosure of that protected information. In particular, the privacy rules under the Personal Information Protection and Electronics Documents Act (Canada), or PIPEDA, the European Unions' General Data Protection Regulation, or the GDPR, and similar laws in other jurisdictions, protect personal information, including medical records of individuals. We collect and store personal information about our employees and customers and are responsible for protecting that information from privacy breaches. A privacy breach may occur through a procedural or process failure, an IT malfunction or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly patient lists and preferences, is an ongoing risk whether perpetrated through employee collusion or negligence or through deliberate cyber-attack. Moreover, if we are found to be in violation of the privacy or security rules under PIPEDA or other laws protecting the confidentiality of patient health information, including as a result of data theft and privacy breaches, we could be subject to sanction, litigation and civil or criminal penalties, which could increase our liabilities and harm our reputation.

As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. While we have implemented security resources to protect our data security and information technology systems, such

measures may not prevent such events. Significant disruption to our information technology system or breaches of data security could have a material adverse effect on our business, financial condition and results of operations.

The cannabis industry continues to face significant funding challenges, and we may not be able to secure adequate or reliable sources of funding, which may impact our operations and potential expansion.

The continued development of our business will require significant additional financing, and there is no assurance that we will be able to obtain the financing necessary to achieve our business objectives. Our ability to obtain additional financing will depend on investor demand, our performance and reputation, market conditions, and other factors. Our inability to raise such capital could result in the delay or indefinite postponement of our current business objectives or our inability to continue to operate our business. There can be no assurance that additional capital or other types of equity or debt financing will be available if needed or that, if available, the terms of such financing will be favorable to us.

In addition, from time to time, we may enter into transactions to acquire assets or the capital stock or other equity interests of other entities. Our continued growth may be financed, wholly or partially, with debt, which may increase our debt levels above industry standards.

Our existing and future debt agreements may contain covenant restrictions that limit our ability to operate our business and pursue beneficial transactions.

Our existing debt agreements and future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including restrictions on our ability to invest in our existing facilities, incur additional debt or issue guarantees, create additional liens, repurchase stock or make other restricted payments. As a result of these covenants, our ability to respond to changes in business and economic conditions and engage in beneficial transactions, including to obtain additional financing and pursue business opportunities, may be restricted. Furthermore, our failure to comply with our debt covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt and to enforce security over our assets. If any of our debt is accelerated, we may not have sufficient funds available to repay it or be able to obtain new financing to refinance the debt.

Servicing our debt will require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

Our substantial consolidated indebtedness (refer to the consolidated financial statements included elsewhere in this Form 10-K) may increase our vulnerability to any generally adverse economic and industry conditions. We and our subsidiaries may, subject to the limitations in the terms of our existing and future indebtedness, incur additional debt, secure existing or future debt or recapitalize our debt. Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our current and future indebtedness, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business has not generated positive cash flow from operations. If this continues in the future, we may not have sufficient cash flows to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our current and future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

Management may not be able to successfully establish and maintain effective internal controls over financial reporting.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Rules 13a-15(f) and 15d(f) under the Exchange Act, internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with United States Generally Accepted Accounting Principles ("GAAP"). Due to the work around integration and modification to internal control over financial reporting and other policies and procedures, internal control over financial reporting may not prevent or detect misstatements. Also,

projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

It is not expected that our disclosure controls and procedures and internal controls over financial reporting will prevent all error or fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to inherent limitations, our internal control over financial reporting may not prevent or detect all misstatements. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of certain persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. We cannot guarantee that we will not have a material weakness in our internal controls in the future. If we experience any material weakness in our internal controls in the future, our financial statements may contain misstatements and we could be required to restate our financial statements.

Because a significant portion of our sales are generated in Canada and other countries outside the United States, fluctuations in foreign currency exchange rates could harm our results of operations.

The reporting currency for our financial statements is the United States dollar. We derive a significant portion of our revenue and incur a significant portion of our operating costs in Canada and Europe, as well as other countries outside the United States, including Australia. As a result, changes in the exchange rate in these jurisdictions relative to the United States dollar, may have a significant, and potentially adverse, effect on our results of operations. Our primary risk of loss regarding foreign currency exchange rate risk is caused by fluctuations in the exchange rates between the United States dollar against the Canadian dollar and the Euro, although as we expand internationally, we will be subject to additional foreign currency exchange risks. Because we recognize revenue in Canada in Canadian dollars and revenue in Europe in Euros, if either or both of these currencies weaken against the United States dollar it would have a negative impact on our Canadian and/or European operating results upon the translation of those results into United States dollars for the purposes of consolidation. In addition, a weakening of these foreign currencies against the United States dollar would make it more difficult for us to meet our obligations under the convertible securities we have issued. We have not historically engaged in hedging transactions and do not currently contemplate engaging in hedging transactions to mitigate foreign exchange risks. As we continue to recognize gains and losses in foreign currency transactions, depending upon changes in future currency rates, such gains or losses could have a significant, and potentially adverse, effect on our results of operations.

We may have exposure to greater than anticipated tax liabilities, which could harm our business.

Our income tax obligations are based on our corporate operating structure and third-party and intercompany arrangements, including the manner in which we develop, value and use our intellectual property and the valuations of our intercompany transactions. The tax laws applicable to our international business activities, including the laws of the United States, Canada and other jurisdictions, are subject to change and uncertain interpretation. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology, intercompany arrangements, or transfer pricing, all of which could increase our worldwide effective tax rate and the amount of taxes that we pay and harm our business. Taxing authorities may also determine that the manner in which we operate our business is not consistent with how we report our income, which could increase our effective tax rate and the amount of taxes that we pay and could seriously harm our business. In addition, our future income taxes could fluctuate because of earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities or by changes in tax laws, regulations or accounting principles.

We are subject to regular review and audit by federal, state, provincial and local tax authorities. Any adverse outcome from a review or audit could seriously harm our business. In addition, determining our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. Although we believe that the amounts recorded in our financial statements are reasonable, the ultimate tax outcome relating to such amounts may differ for such period or periods and may seriously harm our business. Furthermore, due to shifting economic and political conditions, tax

policies, laws, or rates in various jurisdictions, we may be subject to significant changes in ways that impair our financial results. Our results of operations and cash flows could be adversely affected by additional taxes imposed on us prospectively or retroactively or additional taxes or penalties resulting from the failure to comply with any collection obligations or failure to provide information for tax reporting purposes to various government agencies.

We may not be able to utilize our net operating loss carryforwards which could result in greater than anticipated tax liabilities.

We have accumulated net operating loss carryforwards in the United States, Canada and other jurisdictions. Our ability to use our net operating loss carryforwards is dependent upon our ability to generate taxable income in future periods. In addition, these net operating loss carryforwards could expire unused or be subject to limitations which impact our ability to offset future income tax liabilities. U.S. federal net operating losses incurred in 2018 and in future years may be carried forward indefinitely. However, our Canadian net operating loss carry-forwards begin to expire in 2028, and limited carryforward periods also exist in other jurisdictions. As a result, we may not be able to realize the full benefit of our net operating loss carryforwards in Canada and other jurisdictions, which could result in increased future tax liability to us. Further, our ability to utilize net operating loss carryforwards in the United States and other jurisdictions could be limited from ownership changes in the current and/or prior periods.

Risks Related to our Intellectual Property

We may not be able to adequately protect our intellectual property.

As long as cannabis remains illegal under U.S. federal law as a Schedule I controlled substance under the CSA, the benefit of certain federal laws and protections that may be available to most businesses, such as federal trademark and patent protection, may not be available to us. As a result, our intellectual property may not be adequately or sufficiently protected against the use or misappropriation by third parties under such U.S. laws. In addition, since the regulatory framework of the cannabis industry is in a state of flux, we can provide no assurance that we will obtain protection for our intellectual property, whether on a federal, state or local level.

We may not realize the full benefit of the clinical trials or studies that we participate in if we are unable to secure ownership or the exclusive right to use the resulting intellectual property on commercially reasonable terms.

Although we have participated in several clinical trials, we are not the sponsor of many of these trials and, as such, do not have full control over the design, conduct and terms of the trials. In some cases, for instance, we are only the provider of a cannabis study drug for a trial that is designed and initiated by an independent investigator within an academic institution. In such cases, we are often not able to acquire rights to all the intellectual property generated by the trials. Although the terms of all clinical trial agreements entered into by us provide us with, at a minimum, ownership of intellectual property relating directly to the study drug being trialed (e.g. intellectual property relating to use of the study drug), ownership of intellectual property that does not relate directly to the study drug is often retained by the institution. As such, we are vulnerable to any dispute among the investigator, the institution and us with respect to classification and therefore ownership of any particular piece of intellectual property generated during the trial. Such a dispute may affect our ability to make full use of intellectual property generated by a clinical trial.

Where intellectual property generated by a trial is owned by the institution, we are often granted a right of first negotiation to obtain an exclusive license to such intellectual property. If we exercise such a right, there is a risk that the parties will fail to come to an agreement on the license, in which case such intellectual property may be licensed to other parties or commercialized by the institution.

Risks Related to Ownership of Our Securities

The price of our common stock in public markets has experienced and may continue to experience severe volatility and fluctuations.

The market price for our common stock, and the market price of stock of other companies operating in the cannabis industry, has been extremely volatile. For example, during the 2022 fiscal year, the trading price of our common stock ranged between a low sales price of \$3.89 and a high sales price of \$23.04. The market price of our

common stock may continue to be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control, including the following: (i) actual or anticipated fluctuations in our quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to us; (iv) the addition or departure of our executive officers or other key personnel; (v) the release or expiration of lock-up or other transfer restrictions on our common stock; (vi) sales or perceived sales, or the expectation of future sales, of our common stock; (vii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors; (viii) news reports or social media relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the cannabis industry or our target markets; and (ix) the increase in the number of retail investors and their participation in social media platforms targeted at speculative investing.

The volatility of our stock and the stockholder base may hinder or prevent us from engaging in beneficial corporate initiatives.

Our stockholder base is comprised of a large number of retail (or non-institutional) investors, which creates more volatility since stock changes hands frequently. In accordance with our governing documents and applicable laws, there are a number of initiatives that require the approval of stockholders at the annual or a special meeting. To hold a valid meeting, a quorum comprised of stockholders representing one-third of the voting power of our outstanding shares of common stock is necessary. A record date is established to determine which stockholders are eligible to vote at the meeting, which record date must be 30 – 60 days prior to the meeting. Since our stocks change hands frequently, there can be a significant turnover of stockholders between the record date and the meeting date which makes it harder to get stockholders to vote. While we make every effort to engage retail investors, such efforts can be expensive and the frequent turnover creates logistical issues. Further retail investors tend to be less likely to vote in comparison to institutional investors. Failure to secure sufficient votes or to achieve the minimum quorum needed for a meeting to happen may impede our ability to move forward with initiatives that are intended to grow the business and create stockholder value or prevent us from engaging in such initiatives at all. If we find it necessary to delay or adjourn meetings or to seek approval again, it will be time consuming and we will incur additional costs.

The terms of our outstanding warrants may limit our ability to raise additional equity capital or pursue acquisitions, which may impact funding of our ongoing operations and cause significant dilution to existing stockholders.

On March 13, 2020, we entered into an underwriting agreement with Canaccord Genuity LLC relating to the issuance and sale of shares of our common stock at a price to the public of \$4.76 per share and included warrants to purchase additional common stock at a price of \$4.7599 per warrant. As of May 31, 2022, 6,209,000 warrants remain outstanding and do not expire until March 13, 2025. The warrants contain a price protection, or anti-dilution feature, pursuant to which, the exercise price of such warrants will be reduced to the consideration paid for, or the exercise price or conversion price of, as the case may be, any newly issued securities issued at a discount to the original warrant exercise price of \$5.95 per share. Therefore, the exercise price of the warrants may end up being lower than \$5.95 per share, which could result in incremental dilution to existing stockholders.

Additionally, so long as the warrants remain outstanding, we may only issue up to \$20 million in aggregate gross proceeds under our at-the-market offering program at prices less than the exercise price of the warrants, and in no event more than \$6 million per quarter at prices below the exercise price of the warrants, without triggering the warrant's anti-dilution feature described in the paragraph immediately above. If our stock price were to remain below the warrant exercise price of \$5.95 per share for an extended time, we may be forced to lower the warrant exercise price at unfavorable terms in order to fund our ongoing operations. As of May 31, 2022, the warrant exercise price was \$4.30. Refer to Part II, Item 8, Note 20, *Warrants*, of this form 10-K for additional information.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, our stock price and trading volume could decline.

The trading market for our common stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the securities or industry analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, our stock price would likely decline. In addition, if our operating results fail to meet the forecast of

analysts, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

We may not have the ability to raise the funds necessary to settle conversions of the Convertible Securities in cash or to repurchase the Convertible Securities upon a fundamental change.

We issued various securities convertible into shares of our common stock, or Convertible Securities. Holders of certain Convertible Securities have the right to require us to repurchase their Convertible Securities upon the occurrence of a fundamental change. In addition, upon conversion, unless we deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Convertible Securities being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Convertible Securities surrendered. In addition, our ability to repurchase the Convertible Securities or to pay cash upon conversions of the Convertible Securities may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase Convertible Securities at a time when the repurchase is required by the indenture or to pay any cash payable on future conversions of the Convertible Securities as required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our existing or future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the Convertible Securities or make cash payments upon conversions thereof.

The conditional conversion feature of the Convertible Securities, if triggered, may adversely affect our financial condition and operating results.

In the event a conditional conversion feature of the Convertible Securities is triggered, holders of Convertible Securities will be entitled to convert the Convertible Securities at any time during specified periods at their option. If one or more holders elect to convert their Convertible Securities, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders of Convertible Securities do not elect to convert their Convertible Securities, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Convertible Securities as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Conversion of the Convertible Securities may dilute the ownership interest of our stockholders or may otherwise depress the price of our common stock.

The conversion of some or all of the Convertible Securities may dilute the ownership interests of our stockholders. Upon conversion of the Convertible Securities, we have the option to pay or deliver, as the case may be, cash, shares of our common stock, or a combination of cash and shares of our common stock. If we elect to settle our conversion obligation in shares of our common stock or a combination of cash and shares of our common stock, any sales in the public market of our common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the Convertible Securities may encourage short selling by market participants because the conversion of the Convertible Securities could be used to satisfy short positions, or anticipated conversion of the Convertible Securities into shares of our common stock could depress the price of our common stock.

Certain provisions in the indentures governing the Convertible Securities may delay or prevent an otherwise beneficial takeover attempt of us.

Certain provisions in the indentures governing the Convertible Securities may make it more difficult or expensive for a third party to acquire us. For example, we may be required to repurchase certain Convertible Securities for cash upon the occurrence of a fundamental change and, in certain circumstances, to increase the relevant conversion rate for a holder that converts its Convertible Securities in connection with a make-whole fundamental change. A takeover of us may trigger the requirement that we repurchase the Convertible Securities and/or increase

the conversion rate, which could make it more costly for a potential acquirer to engage in such takeover. Such additional costs may have the effect of delaying or preventing a takeover of us that would otherwise be beneficial to investors.

Our stockholders may be subject to dilution resulting from future offerings of common stock by us.

We may raise additional funds in the future by issuing common stock or equity-linked securities. Holders of our securities have no preemptive rights in connection with such further issuances. Our board of directors has the discretion to determine if an issuance of our capital stock is warranted, the price at which such issuance is to be effected and the other terms of any future issuance of capital stock. In addition, additional common stock will be issued by us in connection with the exercise of options or grant of other equity awards granted by us. Such additional equity issuances could, depending on the price at which such securities are issued, substantially dilute the interests of the holders of our existing securities.

Provisions in our corporate charter documents could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current board of directors.

Provisions in our corporate charter and our bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include the following:

- Our board of directors is divided into three classes with staggered three-year terms which may delay or prevent a change of our management or a change in control;
- Our board of directors has the right to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- Except in limited circumstances, our stockholders may not act by written consent or call special stockholders' meetings; as a result, a holder, or holders, controlling a majority of our capital stock would not be able to take certain actions other than at annual stockholders' meetings or special stockholders' meetings called by the board of directors, the chairman of the board or our chief executive officer;
- Our certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- Stockholders must provide advance notice and additional disclosures in order to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company; and
- Our board of directors may issue, without stockholder approval, shares of undesignated preferred stock; the ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

General Risk Factors

We may not be able to maintain adequate insurance coverage, the premiums may not continue to be commercially justifiable, and coverage limitations or exclusions may leave us exposed to uninsured liabilities.

We currently maintain insurance coverage, including product liability insurance, protecting many, but not all, of our assets and operations. Our insurance coverage is subject to coverage limits and exclusions and may not be available for all of the risks and hazards to which we are exposed, or the coverage limits may not be sufficient to

protect against the full amount of loss. In addition, no assurance can be given that such insurance will be adequate to cover our liabilities, including potential product liability claims, or will be generally available in the future or, if available, that premiums will be commercially justifiable. If we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, we may be exposed to material uninsured liabilities that could diminish our liquidity, profitability or solvency.

The financial reporting obligations of being a public company and maintaining a dual listing on the TSX and on NASDAQ requires significant company resources and management attention.

We are subject to the public company reporting obligations under the *Exchange Act* and the rules and regulations regarding corporate governance practices, including those under the Sarbanes-Oxley Act, the Dodd-Frank Act, and the listing requirements of Nasdaq Global Select Market (“NASDAQ”) and the Toronto Stock Exchange (“TSX”). We incur significant legal, accounting, reporting and other expenses in order to maintain a dual listing on both the TSX and NASDAQ. Moreover, our listing on both the TSX and NASDAQ may increase price volatility due to various factors, including the ability to buy or sell common shares, different market conditions in different capital markets and different trading volumes. In addition, low trading volume may increase the price volatility of the common shares.

As a cannabis company, we may be subject to heightened scrutiny in Canada and the United States that could materially adversely impact the liquidity of our shares of common stock.

Our existing operations in the United States, and any future operations, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in the United States and Canada.

Given the heightened risk profile associated with cannabis in the United States, the Canadian Depository for Securities Ltd., or CDS, may implement procedures or protocols that would prohibit or significantly impair the ability of CDS to settle trades for companies that have cannabis businesses or assets in the United States.

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group, the parent company of CDS, announced the signing of a Memorandum of Understanding (the “TMX MOU”) with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The TMX MOU outlines the parties’ understanding of Canada’s regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The TMX MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no assurances given that this approach to regulation will continue in the future. If such a ban were to be implemented, it could have a material adverse effect on the ability of holders of the common stock to settle trades. In particular, the shares of common stock would become highly illiquid until an alternative was implemented, and investors would have no ability to effect a trade of the common stock through the facilities of a stock exchange.

Tax and accounting requirements may change in ways that are unforeseen to us and we may face difficulty or be unable to implement or comply with any such changes.

We are subject to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on our financial results, the manner in which we conduct our business or the marketability of any of our products. We currently maintain international operations and plan to expand such operations in the future. These operations, and any expansion thereto, will require us to comply with the tax laws and regulations of multiple jurisdictions, which may vary substantially. Complying with the tax laws of these jurisdictions can be time consuming and expensive and could potentially subject us to penalties and fees in the future if we fail to comply.

We may be materially adversely affected by negative impacts on the global economy, capital markets or other geopolitical conditions resulting from the recent invasion of Ukraine by Russia and subsequent sanctions against Russia, Belarus and related individuals and entities.

United States and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the recent invasion of Ukraine by Russia in February 2022. In response to such invasion, the North Atlantic Treaty Organization (“NATO”) deployed additional military forces to eastern Europe, and the United States, the United Kingdom, the European Union and other countries have announced various sanctions and restrictive actions against Russia, Belarus and related individuals and entities, including the removal of certain financial institutions from the Society for Worldwide Interbank Financial Telecommunication (SWIFT) payment system. Certain countries, including the United States, have also provided and may continue to provide military aid or other assistance to Ukraine during the ongoing military conflict, increasing geopolitical tensions with Russia. The invasion of Ukraine by Russia and the resulting measures that have been taken, and could be taken in the future, by NATO, the United States, the United Kingdom, the European Union and other countries have created global security concerns that could have a lasting impact on regional and global economies. Although the length and impact of the ongoing military conflict in Ukraine is highly unpredictable, the conflict could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. Additionally, Russian military actions and the resulting sanctions could adversely affect the global economy and financial markets and lead to instability and lack of liquidity in capital markets.

Any of the abovementioned factors, or any other negative impact on the global economy, capital markets or other geopolitical conditions resulting from the Russian invasion of Ukraine and subsequent sanctions, could adversely affect our business. The extent and duration of the Russian invasion of Ukraine, resulting sanctions and any related market disruptions are impossible to predict, but could be substantial, particularly if current or new sanctions continue for an extended period of time or if geopolitical tensions result in expanded military operations on a global scale. Any such disruptions may also have the effect of heightening many of the other risks described in this “Risk Factors” section, such as those related to the market for our securities, cross-border transactions or our ability to raise equity or debt financing. If these disputes or other matters of global concern continue for an extensive period of time, our operations may be adversely affected.

In addition, the recent invasion of Ukraine by Russia, and the impact of sanctions against Russia, and the potential for retaliatory acts from Russia, could result in increased cyber-attacks against U.S. companies.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

The following outlines our principal cultivation, manufacturing and storage facilities by reporting segment as of May 31, 2022:

Facility and Primary Use	Location	Reporting Segment	Owned/ Leased	Square Footage
Canada:				
Aphria One (Cannabis Cultivation and Processing)	Leamington, ON	Cannabis	Owned	1,400,000
1974568 Ontario Ltd. (operating as “Aphria Diamond”) (Cannabis Cultivation)	Leamington, ON	Cannabis	Owned ¹	1,500,000
Broken Coast (Cannabis Cultivation and Processing)	Vancouver Island, BC	Cannabis	Owned	47,000
Avanti (EU-GMP Cannabis Processing and Lab)	Brampton, ON	Cannabis	Owned	18,000
Tilray North America Campus (EU-GMP Cannabis Cultivation and Processing)	Nanaimo, BC	Cannabis	Owned ²	60,000
High Park Farms (Cannabis Cultivation and Processing)	Enniskillen, ON	Cannabis	Leased ²	626,000
High Park Holdings (Cannabis 2.0 Processing)	London, ON	Cannabis	Leased	134,000
Manitoba Harvest (Hemp Processing)	Winnipeg, MB	Wellness	Leased	15,000
Manitoba Harvest (Hemp Processing)	St. Agathe, MB	Wellness	Owned	35,000
United States:				
SweetWater Brewery (Craft Brewery)	Atlanta, GA	Beverage Alcohol	Owned ³	158,000
SweetWater Colorado (Craft Brewery)	Fort Collins, CO	Beverage Alcohol	Owned	33,000
Breckenridge Distillery	Breckenridge, CO	Beverage Alcohol	Owned	23,000
International:				
Tilray EU Campus and Cultivation Site (Cannabis Cultivation and Processing)	Cantanhede, Portugal	Cannabis	Owned ⁴	3,300,000
CC Pharma (Distribution Operations)	Densborn, Germany	Distribution	Owned	70,000
Aphria RX (Cannabis Cultivation)	Neumünster, Germany	Cannabis	Owned	65,000
ASG Pharma Ltd. (EU-GMP Cannabis Processing and Lab)	Malta	Cannabis	Leased	8,700
FL Group Srl (Distribution Operations)	Vado Ligure, Italy	Cannabis	Leased	4,700

ABP (Distribution Operations)	Buenos Aires, Argentina	Distribution	Leased	10,000
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¹ *Aphria Diamond is a 51% majority-owned subsidiary of Aphria, Inc. Aphria Diamond is a strategic venture with Double Diamond Farms.*

² *We announced our decision to close these facilities in Enniskillen, ON and Nanaimo, BC. These facilities have ceased operations.*

³ *We purchased the building during the year.*

⁴ *In Cantanhede, Portugal, we own one cultivation and manufacturing location used for medical cannabis and land adjacent to this facility for future expansion.*

We also lease space for other smaller offices in the United States, Canada, Europe and other parts of the world.

We believe our facilities and committed leased space are currently adequate to meet our needs. As we continue to expand our operations, we may need to acquire or lease additional facilities or dispose of existing facilities.

Item 3. Legal Proceedings.

In the ordinary course of business, we are at times subject to various legal proceedings and disputes, including the proceedings specifically discussed below. We assess our liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that we will incur a loss and the amount of the loss can be reasonably estimated, we record a liability in our consolidated financial statements. These legal reserves may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of loss is not estimable, we do not accrue legal reserves. While the outcome of legal proceedings is inherently uncertain, based on information currently available and available insurance coverage, our management believes that it has established appropriate legal reserves. Any incremental liabilities arising from pending legal proceedings are not expected to have a material adverse effect on our consolidated financial position, consolidated results of operations, or consolidated cash flows. However, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to our consolidated financial position, consolidated results of operations, or consolidated cash flows.

Class Action Suits and Shareholder Derivative Suits – U.S. and Canada

Authentic Brands Group Related Class Action (New York, United States)

On May 4, 2020, Ganesh Kasilingam filed a lawsuit in the United States District Court for the Southern District of New York (“SDNY”), against Tilray Brands, Inc., Brendan Kennedy and Mark Castaneda, on behalf of himself and a putative class, seeking to recover damages for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Kasilingam litigation”). The complaint alleges that Tilray and the individual defendants overstated the anticipated advantages of the Company’s revenue sharing agreement with Authentic Brands Group (“ABG”), announced on January 15, 2019, and that the plaintiff suffered losses when Tilray’s stock price dropped after Tilray recognized an impairment with respect to the ABG deal on March 2, 2020. On August 6, 2020, SDNY entered an order appointing Saul Kassin as Lead Plaintiff and The Rosen Law Firm, P.A. as Lead Counsel. Lead Plaintiff filed an amended complaint on October 5, 2020, which asserts the same Sections 10(b) and 20(a) claims against the same defendants on largely the same theory, and includes new allegations that Tilray’s reported inventory, cost of sales, and gross margins in its financial reports during the class period were false and misleading because Tilray improperly recorded unsellable “trim” as inventory and understated the cost of sales for its products. On December 4, 2020, the defendants moved to dismiss the amended complaint, and the parties briefed that motion January and February 2021. On September 27, 2021, the U.S. District Court entered an Opinion & Order granting the Defendants’ motion to dismiss the amended complaint without prejudice.

On December 3, 2021, Lead Plaintiff filed a second amended complaint (“SAC”) alleging the same claims against Tilray and Brendan Kennedy (Mark Castaneda was not named in the SAC), along with a new Section 20A insider trading claim against Mr. Kennedy. The SAC includes certain new scienter allegations related to stock sales

and Tilray's merger with Aphria, but the overall case theory remains largely the same. The defendants believe the claims under the SAC are also without merit and intend to defend vigorously against them, but there can be no assurances as to the outcome.

Shareholder Derivative Lawsuits (New York and Delaware)

On April 10, 2020, a shareholder derivative lawsuit was filed in the United States District Court for the Eastern District of New York ("EDNY") by Chad Gellner, Matthew Rufo, and Melvyn Klein, allegedly on behalf of Tilray Brands, Inc., that piggy-backs on the Kasilingam litigation referenced above. It named the Tilray Board of Directors and Mark Castaneda as defendants. The lawsuit asserts that the Tilray Board of Directors failed to prevent the alleged securities law violations asserted in the Kasilingam litigation. On May 29, 2020, a second shareholder derivative lawsuit was filed in SDNY by Bo Hu asserting essentially the same claims, allegedly on behalf of Tilray, as the prior shareholder derivative action. And on June 16, 2020, the plaintiffs in the Gellner derivative action voluntarily dismissed that lawsuit in the EDNY and re-filed it in the SDNY. The plaintiffs in the two derivative actions in the SDNY have agreed with nominal defendant Tilray and the individual defendants to consolidate the actions, and have submitted the stipulation to the court for approval.

On June 5, 2020, a third shareholder derivative lawsuit was filed in the United States District Court for the District of Delaware ("DDE") by Lee Morgan, again alleging essentially the same claims, allegedly on behalf of Tilray, as the prior shareholder derivative actions. On November 3, 2020, DDE entered a stipulated stay pending developments in the securities class action pending in the SDNY. On December 21, 2020, a fourth shareholder derivative lawsuit was filed in the DDE by Donald Kisselbach, again alleging essentially the same claims, allegedly on behalf of Tilray, as the prior shareholder derivative actions. On March 1, 2021, the court ordered the parties' stipulation, consolidating the DDE derivative actions under the caption *In re Tilray Brands, Inc. Consolidated Stockholder Litigation*, and staying the consolidated action until the motion to dismiss the Kasilingam litigation is decided. The Company and the individual defendants believe the derivative claims are without merit, and intend to defend vigorously against them, but there can be no assurances as to the outcome.

Tilray Inc. Reorganization Litigation (Delaware, New York)

On February 27, 2020, Tilray stockholders Deborah Braun and Nader Noorian filed a class action and derivative complaint in the Delaware Court of Chancery styled *Braun v. Kennedy*, C.A. No. 2020-0137-KSJM. On March 2, 2020, Tilray stockholders Catherine Bouvier, James Hawkins, and Stephanie Hawkins filed a class action and derivative complaint in the Delaware Court of Chancery styled *Bouvier v. Kennedy*, C.A. No. 2020-0154-KSJM.

On March 4, 2020, the Delaware Court of Chancery entered an order consolidating the two cases and designating the complaint in the Braun/Noorian action as the operative complaint. The operative complaint asserts claims for breach of fiduciary duty against Brendan Kennedy, Christian Groh, Michael Blue, and Privateer Evolution, LLC (the "Privateer Defendants") for alleged breaches of fiduciary duty in their alleged capacities as Tilray's controlling stockholders and against Kennedy, Maryscott Greenwood, and Michael Auerbach for alleged breaches of fiduciary duties in their capacities as directors and/or officers of Tilray in connection with the prior merger of Privateer Holdings, Inc. with and into a wholly owned subsidiary (the "Downstream Merger"). The complaint alleges that the Privateer Defendants breached their fiduciary duties by causing Tilray to enter into the Downstream Merger and Tilray's Board to approve that Downstream Merger, and that Defendants Kennedy, Greenwood, and Auerbach breached their fiduciary duties as directors by approving the Downstream Merger. Plaintiffs allege that the Downstream Merger gave the Privateer Defendants hundreds of millions of dollars of tax savings without providing a corresponding benefit to Tilray and its minority stockholders and that the Downstream Merger unfairly transferred and extended Kennedy, Blue, and Groh's control over Tilray. On July 17, 2020, the plaintiffs filed an amended complaint asserting substantially similar claims. On August 14, 2020, Tilray and the Privateer Defendants moved to dismiss the amended complaint. At the February 5, 2021 hearing on Defendants' Motions to Dismiss, the Plaintiffs agreed that their perpetuation of control claims are moot and stated that they intend to move for a fee award in connection with those claims. On June 1, 2021, the Court denied Defendants' Motions to Dismiss the Amended Complaint.

In August 2021 the Tilray Board of Directors established a Special Litigation Committee ("SLC") of independent directors to re-assert director control over the litigation and investigate the derivative claims in the *Tilray, Inc.; In re Reorganization Litigation (Delaware)*. The SLC has appointed the law firm Wilson Sonsini and Katherine Henderson as the lead attorney, to assist the SLC with investigation of the claims, determination whether continued

prosecution of the claims is in the best interests of the corporation and, when the SLC determines it is appropriate, moving to dismiss the litigation or negotiate a settlement with the defendants.

On May 27, 2022, the SLC informed the Court that it had completed its investigation; determined not to seek dismissal of the Action; and confirmed its determination that the Company had suffered significant damages and that the SLC would pursue claims to recover appropriate amounts for the Company's benefit. Thereafter, the SLC, all of the Defendants, and certain non-parties participated in two mediation sessions before former Chancellor of the Delaware Court of Chancery Andre G. Bouchard on June 27 and July 14, 2022.

On July 15, 2022, the SLC reached an agreement in principle with the Defendants and certain of the non-parties, and their respective insurers, to resolve the claims asserted in the Action in exchange for an aggregate amount of \$26.9 million to be paid to Tilray plus mutual releases. The parties' binding term sheet remains subject to execution of long-form settlement agreements with the respective parties and approval by the Court of Chancery.

In re Aphria Inc. Securities Litigation (New York, United States)

On December 5, 2018, a putative securities class action was commenced in SDNY against a number of defendants including Aphria and certain current and former officers and directors. The action claims that the defendants misrepresented the value of three cannabis-producing properties Aphria acquired in Jamaica, Colombia, and Argentina (the "LATAM Assets"). On December 3, 2018, two notorious short-sellers issued a report about the acquisitions, claiming the LATAM Assets were non-functional or non-existent, which allegedly caused Aphria's stock price to fall. On April 15, 2019, Aphria took impairment charges on the LATAM Assets, which also allegedly caused Aphria's stock price to decline. The putative class action claims that Aphria artificially inflated the price of its publicly-traded stock by making false statements about the LATAM Assets, and when the purported truth was revealed by a short-seller report and write-down, the stock price declined, harming investors.

On September 30, 2020, the Court denied the motion to dismiss the complaint as to Aphria, Vic Neufeld, and Carl Merton, and granted the motion as to Cole Cacciavillani, John Cervini, Andrew DeFrancesco, and SOL Global Investments. On October 1, 2020, Plaintiffs moved for reconsideration of the order dismissing DeFrancesco and SOL or, in the alternative, to amend their complaint. On October 14, 2020, Aphria, Neufeld, and Merton moved for reconsideration of the order denying their motion to dismiss. Both motions for reconsideration are still pending.

On September 29, 2021, the U.S. District Court issued an Order that (i) permitted the plaintiffs to amend their lawsuit to revive the claims against Andy DeFranceco; and (ii) declined to revisit his decision that claims could proceed against Aphria/Tilray, Vic Neufeld, and Carl Merton. Plaintiffs declined to amend their complaint, however, and so the action is proceeding solely against Aphria/Tilray, Neufeld, and Merton.

It is too early to determine any potential damages. The Company and the individual defendants believe the claims are without merit, and intend to vigorously defend against the claims, but there can be no assurances as to the outcome.

LATAM and Nuuvera Class Actions and Individual Actions (Canada)

On January 29, 2018, Aphria announced the acquisition of Nuuvera Inc. On July 17, 2018, Aphria announced a planned expansion into Latin America and the Caribbean with the acquisition of LATAM Holdings Inc. The following class actions and four individual proceedings have been commenced in Canada against Aphria and several current or former officers relating to the Nuuvera and LATAM transactions:

- (i) a proposed class action (the "Vecchio Action") commenced in the Ontario Superior Court in February 2019, and amended thereafter, alleging statutory and common law misrepresentations and oppression relating to the Nuuvera and LATAM transactions. The Vecchio Action names Aphria, Merton, Neufeld, Cacciavillani, and 5 underwriters as defendants;
- (ii) four individual actions (the "Individual Actions") commenced by Wan, Bergerson, Landry, and Profinsys in the Ontario Superior Court alleging statutory and common law misrepresentations relating to the LATAM and Nuuvera transactions. The Individual Actions name Aphria, Merton, Neufeld, and Cacciavillani as defendants.

In the Vecchio Action a motion for certification and leave was heard. For Reasons for Decision released August 6, 2021, and with the consent of Aphria and the individually named Defendants, the Court granted leave to proceed with the secondary market statutory cause of action, and certified the Action on behalf of a defined class of

purchasers. Also, on consent, the Court dismissed the claims of oppression and common law misrepresentation against Aphria and the individual defendants, as well as all claims against Carl Merton. The Court granted certification of the primary market statutory cause of action against all remaining Defendants but made it conditional on a successful motion by the Plaintiff to have the Court appoint a second Plaintiff for that aspect of the Claim. The defendant underwriters are appealing one term of that final aspect of the Court's decision. We plan to vigorously defend against this action.

In the Individual Actions, no substantive steps have been taken by the Plaintiffs in those lawsuits.

Langevin Canada Class Action Regarding Alleged Mislabeled Products (Alberta, Canada)

On June 16, 2020, Lisa Langevin commenced a purported class action against Tilray, Aphria, and Broken Coast Cannabis Ltd. (a subsidiary of Aphria) in the Alberta Court of Queen's Bench, on her behalf and on behalf of a proposed class of all medicinal and recreational users in Canada of the defendants' cannabis products who consumed the products before their expiry date. The plaintiff alleges that the defendants marketed medicinal and recreational cannabis products in circumstances where the defendants misrepresented the amount of Tetrahydrocannabinol or Cannabidiol in certain of their respective products. The plaintiff claims that as a result of the alleged mislabeling, the plaintiff and proposed class members did not receive and consume the product that they believed they had purchased causing them loss, risk of injury and actual injury. The plaintiff seeks \$500,000,000 in damages and restitution and \$5,000,000 in punitive damages plus interest and costs collectively from the defendants. On July 20, 2020, plaintiff filed an Amended Statement of Claim, and on December 4, 2020 filed a Third Amended Statement of Claim. The application by the defendants to be relieved from the obligation to file a Statement of Defense was argued before the case management justice on June 1, 2021, and a decision is under reserve. The Company believes the claims are without merit, and intends to vigorously defend against them, but there can be no assurances as to the outcome.

Legal Proceedings Related to Contractual Obligations

420 Investments Ltd. Litigation

On February 21, 2020, 420 Investments Ltd., as Plaintiff ("420 Investments"), filed a lawsuit against Tilray Brands, Inc. and High Park Shops Inc. ("High Park"), as Defendants, in Calgary, Alberta in the Court of Queen's Bench of Alberta. In August 2019, Tilray and High Park entered into an Arrangement Agreement with 420 Investments and others (the "Agreement"). Pursuant to the Agreement, High Park was to acquire the securities of 420 Investments. In February 2020, Tilray and High Park gave notice of termination of the Agreement. 420 Investments alleges that the termination was unlawful and without merit and further alleges that the Defendants had no legal basis to terminate. 420 Investments alleges that the Defendants did not meet their contractual and good faith obligations under the Agreement. 420 Investment seeks damages in the stated amount of C\$110 million, plus C\$20 million in aggravated damages. The Tilray and High Park Statement of Defense and counterclaim were both filed on March 20, 2020. 420 Investment's Statement of Defense to our counterclaim was filed on April 20, 2020. Respectively, 420 Investments and Tilray / High Park served each other with their Affidavits of Records ("AOR") on August 25, 2020 and November 30, 2020. Tilray and High Park cross-examined the litigation representative of 420 Investments about its AOR with 420 Investments producing supplemental documents in August 2021. Charlie Cain, Brendan Kennedy, and Andrew Pucher were questioned by 420 Investments' counsel in November 2021, December 2021 and February 2022. 420 Investments has advised that it seeks to conduct further questioning of Charlie Cain and Tilray's corporate officer (Carl Merton) during the summer or early fall of 2022. Tilray and High Park are expected to conduct questioning of 420 witnesses after the completion of questioning by 420 Investments. No trial date has been set. The Company denies the Plaintiff's allegations and intends to vigorously defend this litigation matter, although there can be no assurance as to its outcome.

Docklight Litigation

On November 5, 2021 Docklight Brands, Inc. ("Docklight") filed a complaint against Tilray and its wholly-owned subsidiary, High Park Holdings, Ltd. ("High Park") (collectively, the "Defendants") in Superior Court of the State of Washington, King County. Docklight claimed breach of contract against High Park arising from a 2018 license agreement pursuant to which Docklight licensed certain Bob Marley-related brands to High Park (as amended in 2020 and 2021, the "High Park License"). In addition, Docklight brought a negligent misrepresentation claim against Tilray, alleging that Tilray personnel had made false statements to Docklight in order to induce Docklight to waive Docklight's alleged right to terminate the High Park License for change-of-control on the basis of the 2021

Tilray-Aphria merger. Docklight seeks injunctive relief as well as unspecified damages. On December 17, 2021, Defendants removed the case to the United States District Court, Federal District of Washington. Defendants' answer to the complaint was timely filed by January 21, 2022, and Defendant filed responses and objections to Docklight's interrogatories on March 21, 2022. Plaintiff shared additional interrogatories and requests with Tilray on June 10, 2022, which Tilray timely responded to on July 11, 2022. Tilray intends to continue to vigorously defend the Docklight suit, although there can be no assurance as to its outcome.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock is traded on the Nasdaq Global Select Market under the symbol "TLRY."

Holders

As of July 22, 2022, there were approximately 506 holders of record of our common stock.

Dividends

We have not paid any cash dividends on our common stock to date. It is our current intention to not declare or pay any dividends for the foreseeable future as we intend to utilize all available funds and any future earnings to support operations and to finance the growth and development of our business. Any future determination to pay dividends will be made at the discretion of our board of directors subject to applicable laws and will depend upon, among other factors, our results of operations, financial condition, contractual restrictions and capital requirements. Our future ability to pay cash dividends on common stock is limited by the terms of the Aphria Diamond credit facility, as well as any future debt or preferred securities.

Recent sales of unregistered securities; use of proceeds from registered securities.

Each issuance of common stock described below, unless otherwise noted, were exempt from registration under Section 4(2) of the Securities Act 1933 in transactions by an issuer not involving a public offering and no underwriter participated in the offer and sale of the shares issued pursuant to the foregoing issuances, and no commission or other remuneration was paid or given directly or indirectly in connection therewith.

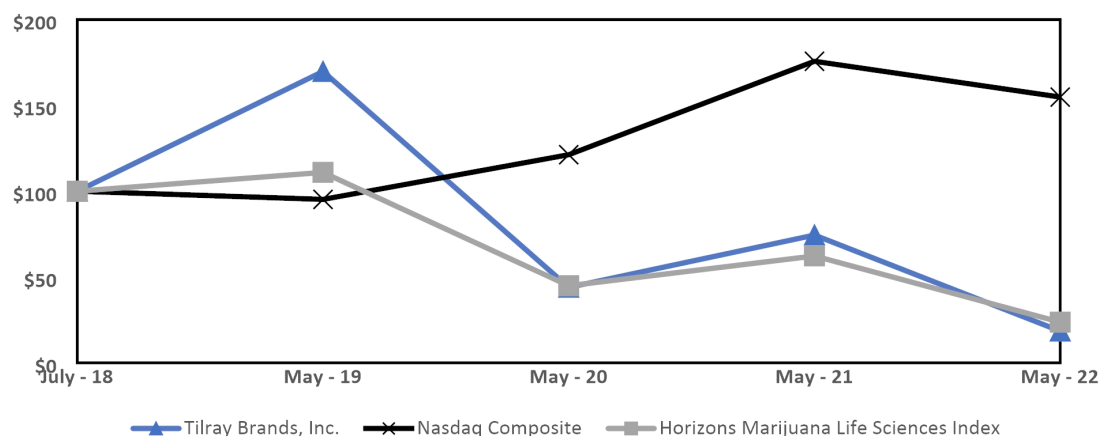
On March 3, 2022, Tilray entered into a sales agreement (the "Sales Agreement") with Jefferies LLC and Canaccord Genuity LLC (collectively, the "Sales Agents") relating to shares of our Class 2 common stock, pursuant to which, among other things, Tilray may offer and sell such shares having an aggregate offering price of up to \$400 million from time to time through or to the Sales Agents. The Sales Agents will be deemed to be underwriters in connection with any such sales.

On June 30, 2022, Tilray entered into an assignment and assumption agreement with Double Diamond Holdings Ltd. ("DDH"), an Ontario corporation, pursuant to which, among other things, Tilray acquired from DDH a promissory note in the amount of \$5,063,709 (the "Note") payable by 1974568 Ontario Limited ("Aphria Diamond"). DDH is a joint venturer with Aphria Inc. (Tilray's wholly-owned subsidiary) in Aphria Diamond. As consideration for the Note, Tilray issued 1,529,821 shares of its Class 2 common stock to DDH.

On July 12, 2022, Tilray acquired from HT Investments MA LLC ("HTI") all of the outstanding principal and interest under a secured convertible note (the "HEXO Note") issued by HEXO Corp. ("HEXO") with certain amendments, pursuant to the amended and restated assignment and assumption agreement, dated as of June 14, 2022. As consideration for the acquisition of the HEXO Note, Tilray paid a purchase price in an aggregate amount equal to \$155 million, which purchase price was satisfied through the issuance to HTI of 33,314,412 shares of Tilray's Class 2 common stock and the issuance of a newly issued \$50 million convertible promissory note.

Stock Performance Graph

The following graph compares the performance of our common stock to the Nasdaq Composite and the Horizons Marijuana Life Sciences Index for the period from July 18, 2018, date of initial public offering, through May 31, 2022 in comparison to the indicated indexes. The results assume that \$100, which was invested on July 18, 2018 in our common stock and each of the indicated indexes.



	July 18, 2018	2019	2020	May 31, 2021	2022
Tilray Brands, Inc.	\$ 100.00	\$ 169.76	\$ 43.99	\$ 74.45	\$ 18.50
Nasdaq Composite	\$ 100.00	\$ 95.24	\$ 121.27	\$ 175.70	\$ 154.86
Horizons Marijuana Life Sciences Index	\$ 100.00	\$ 110.97	\$ 44.93	\$ 62.28	\$ 23.71

This information under “Stock Performance Graph” is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference in any filing of Tilray under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K and irrespective of any general incorporation language in those filings.

Repurchases

None.

Item 6. [Reserved]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations is intended to help the reader understand our operations and our present business environment from the perspective of management. You should read the following discussion and analysis of our financial condition and results of operations together with the “Cautionary Note Regarding Forward-Looking Statements”; the sections in Part I entitled “Item 1A. Risk Factors” and the financial information and the notes thereto included in Part II, Item 8 of this Form 10-K in this Annual Report for the fiscal year ended May 31, 2022 (“Annual Report”). We use certain non-GAAP measures that are more fully described below under the caption “—Use of Non-GAAP Measures,” which we believe are appropriate supplemental non-GAAP measures to evaluate our business and operations, measure our performance, identify trends affecting our business, project our future performance, and make strategic decisions.

Amounts are presented in thousands of United States dollars, except for shares, warrants, per share data and per warrant data or as otherwise noted.

Company Overview

We are a leading global cannabis-lifestyle and consumer packaged goods company headquartered in Leamington and New York, with operations in Canada, the United States, Europe, Australia, and Latin America that is changing people’s lives for the better – one person at a time – by inspiring and empowering a worldwide community to live their very best life, enhanced by moments of connection and wellbeing. Tilray’s mission is to be the most responsible, trusted and market leading cannabis consumer products company in the world with a portfolio of innovative, high-quality and beloved brands that address the needs of the consumers, customers and patients we serve.

Our overall strategy is to leverage our scale, expertise and capabilities to drive market share in Canada and internationally, achieve industry-leading, profitable growth and build sustainable, long-term shareholder value. In order to ensure the long-term sustainable growth of our Company, we continue to focus on developing strong capabilities in consumer insights, drive category management leadership and assess growth opportunities with the introduction of innovative new products. In addition, we are relentlessly focused on managing our cost of goods and expenses in order to maintain our strong financial position.

Trends and Other Factors Affecting Our Business

The cannabis industry in Europe is also in its early stages of development whereby countries within Europe are at different stages of legalization of medical and adult-use cannabis as some countries have expressed a clear political ambition to legalize adult-use cannabis (Germany, Portugal, Luxembourg and Malta), some are engaging in an experiment for adult-use (Netherlands, Switzerland) and some are debating regulations for cannabinoid-based medicine (France, Spain, Italy, and the United Kingdom). In Europe, we believe that, despite continuing COVID-19 pressure and the Russian conflict with Ukraine, cannabis legalization (both medicinal and adult-use) will continue to gain traction. We also continue to believe that Tilray remains uniquely positioned to win in these markets with its infrastructure with EU-GMP cultivation facilities in two countries within Europe, our distribution network and our demonstrated commitment to the availability, quality and safety of our products. Today, Germany remains the largest medical cannabis market in Europe.

The following is a summary of the state of cannabis legalization within Europe:

Germany. The new coalition government led by chancellor Olaf Schulz declared its intention to legalize adult-use cannabis, which aims to regulate the controlled dispensing of cannabis for adult-use consumption. In June, a consultation process initiated by the federal Government entitled "Cannabis - but safe!" marked a first milestone on the way to the first draft of the new law, the publication of which Health Minister Karl Lauterbach has announced for the Fall of 2022. Tilray is well-positioned in Germany to provide consistent and sustainable cannabis products for the adult-use market whereby we can satisfy any demand in our Aphria RX facility located in Neumunster and our EU-GMP-certified production facility in Portugal.

Malta. In December 2021, Malta now allows its citizens to grow up to six plants at home, possess up to seven grams for personal use, establish a dedicated government authority, and allows the creation of social cannabis clubs.

Although commercial sales are still forbidden, such achievement marks an important cornerstone for the cannabis industry in Europe.

Luxembourg. The government stated intentions to legalize adult-use cannabis in October 2021, thereby allowing cultivation, possession, and sale of seeds. However, legislation delays are due to the COVID-19 pandemic. The Luxemburg government has refined its draft bill, which we believe will be enacted in calendar year 2022.

Italy. Cannabis activists successfully set up a referendum to decriminalize domestic cannabis cultivation and remove penalties for cannabis possession. Although blocked by the constitutional court on other grounds, we are witnessing strong evolutions in the ways the Italian Government and administration are planning to facilitate patient access to medical cannabis. In June 2022, the Lower House justice panel approved a bill legalizing the cultivation of up to four cannabis plants for personal use. The general discussion on the draft law on the self-cultivation of cannabis for personal use and the reduction of penalties for minor offenses in the House of Representatives has been ongoing since June. We project the market opening towards more exhaustive supply sources for flowers and extracts.

Switzerland. In October 2021, Switzerland announced its intention to legalize cannabis by allowing production, cultivation, trade, and consumption. In the meantime, a three-year pilot project will commence in the Fall 2022 to conduct scientific studies on the cannabis market and its impact on Swiss society. In June 2022, the Swiss Government decided to lift the ban on cannabis for medical use from August 1, 2022, facilitating access to cannabis for medical use for patients who will no longer need to seek exceptional permission from the health ministry.

Spain. The Spanish Congress' Health Committee has recently approved a Medical Cannabis Report that paves the way for a government-sponsored bill on medical cannabis. The Report explicitly opens the door to standardized preparations other than the drugs already approved, highlighting their advantages in relation to safety, security, and stability; as well as the possibility to prescribe medical cannabis in community pharmacies and not only in hospitals, favoring the access to the patients that may need it.

France. France launched a two-year pilot experiment to supply approximately 3,000 patients with medical cannabis. To date, approximately 1,500 patients are enrolled in the experiment. An official statute for medical cannabis is expected to be issued in the Fall 2022, which will facilitate better access, coverage, and greater inclusion for French patients. Tilray supplies the products for this experiment from its EU-GMP facility in Portugal.

Acquisitions and synergies.

We have grown, and strive to continue to expand our business, through a combination of organic growth and acquisition. While we continue to execute against our strategic initiatives that we believe will result in the long-term, sustainable growth and value to our stockholders, we continue to evaluate potential acquisitions and other strategic transactions of businesses that we believe complement our existing portfolio, infrastructure and capabilities or provide us with the opportunity to enter attractive new geographic markets and product categories as well as expand our existing capabilities. As a result, we incur transaction costs in connection with identifying and completing acquisitions and strategic transactions, as well as ongoing integration costs as we combine acquired companies and continue to achieve synergies. For the year ended May 31, 2022, we incurred \$31.7 million of transaction costs.

- In connection with the Tilray-Aphria merger, we committed to achieving at least \$80 million of synergies in connection with the integration of Tilray and Aphria and developed a robust plan and timeline to achieve such synergies. In executing our integration plan, we evaluated and optimized the organizational structure, evaluated and retained the talent and capabilities we identified as necessary to achieve our longer-term growth plan and vision, reviewed contracts and arrangements, and analyzed our supply chain and our strategic partnerships. Due to the Company's decisive and impactful actions in connection with the integration of Tilray and Aphria, we overachieved the identified \$80 million of cost synergies before our fiscal year-end. As of the date of this filing, we achieved \$85 million in cost-savings on a run-rate basis and \$60 million in actual cash-savings. Additionally, we have identified an additional \$15 million of synergies, bringing the total identified synergies to \$100 million, which we expect to achieve by the end of our fiscal year ending May 31, 2023 to drive further stockholder value.

- We continued efforts to close down the legacy-Tilray Canadian facilities in Nanaimo and Enniskillen and integrate their forecasted demand into our Leamington facilities, thereby aligning our cost structure across our brands and products in Canada. On December 24, 2021, the Company agreed to extend the lease term of the Enniskillen facility to September 30, 2022, pursuant to a lease amendment that is intended to provide the Company with additional time to facilitate a disposition of the facility.
- We rightsized our real-estate portfolio to match our changing business needs through our site rationalizations and through the reduction of our commercial office space. Specifically, we reduced our redundant commercial office space by repudiating a Toronto office lease, terminating our Minneapolis lease and sub-leasing a portion of our Seattle office lease. Additionally, we sold a vacant land property adjacent to our Nanaimo, Canada, facility with the first closing completed in this fiscal quarter for a purchase price of \$3.7 million.

During the year ended May 31, 2022, we also executed on other strategic transactions, as follows:

- The acquisition, through a newly formed limited partnership, Superhero Acquisition Corp. (“Superhero”) of an aggregate principal amount of approximately U.S. \$165.8 million of outstanding senior secured convertible notes and the associated warrants, all of which were originally issued by MedMen Enterprises Inc. Tilray’s interest in Superhero represents rights to senior secured convertible notes and the associated warrants held by the Superhero.
- The acquisition of Breckenridge Distillery, a leading distilled spirits brand located in Breckenridge, Colorado, widely known for its award-winning bourbon whiskey collection and innovative craft spirits portfolio. Breckenridge Distillery joins SweetWater Brewing Company as the cornerstones of Tilray’s beverage alcohol segment and further diversifies the company’s net revenue mix. In addition to acquiring a strong brand and accretive business, this strategic acquisition delivers additional scale in the beverage alcohol category and further positions Tilray with additional infrastructure and a larger footprint in the U.S. market upon federal cannabis legalization. When federally permissible, Tilray believes the acquisition of Breckenridge Distillery will enable us to commercialize new and innovative products through the development of non-alcoholic distilled spirits, including bourbon whisky, that is infused with cannabis.
- The purchase of the previously leased SweetWater Brewing facility and taproom located in Atlanta, Georgia, which provides SweetWater with ownership of its state-of-the-art brewing facility and integrated restaurant and live music venue.
- Building upon SweetWaters’s strategic plan to expand into all 50 states within the U.S., we acquired the Alpine and Green Flash brands, two iconic West Coast craft beer brands that boast award-winning brews. This strategic acquisition was completed shortly after SweetWater announced plans to move into a 32,450-square-foot production facility in Fort Collins, Co that it recently acquired, which also includes a 10,000-square-foot taproom. We believe that these initiatives, coupled with SweetWater’s new taproom inside Denver International Airport, will provide a launch pad for SweetWater to further distribute to the West Coast.
- Lastly, on July 12, 2022, Tilray closed the transaction for a strategic alliance with HEXO Corp. (“HEXO”). Through this alliance, both companies are expected to achieve substantial cost saving initiatives and production efficiencies, with a target combined saving of \$80 million within two years to be shared equally between the two companies. Additionally, the company acquired 100% of the remaining outstanding principal balance of \$173.7 million of the secured convertible note issued by HEXO to HT Investments MA LLC (“HTI”). The purchase price paid by Tilray Brands to HTI for the Amended Note was US\$155 million, reflecting a 10.8% discount on the outstanding principal amount. The conversion price of the HEXO Note of CAD\$0.40 per share, implies that, as of filing, Tilray Brands would have the right to convert into approximately 48% of the outstanding common stock of HEXO, on a non-diluted basis. The purchase price was satisfied, in part, by Tilray Brands’ issuance to HTI of a \$50 million convertible unsecured note (the “Tilray Convertible Note”) and approximately 33.3 million shares in Class 2 common stock of Tilray Brands.

The Tilray Convertible Note bears interest at a rate of 4.00% per annum, calculated and paid on a quarterly basis and matures on September 1, 2023.

The Coronavirus ("COVID-19") Pandemic, Its Impact on Us

Tilray continues to closely monitor and respond, where possible, to the ongoing COVID-19 pandemic. As the global situation continues to change rapidly, ensuring the well-being of our employees remains one of our top priorities. The Company also remains committed to providing best in class care and service to our valued patients and consumers – facilities continue to remain open and operational with heightened measures in place to protect the health and safety of employees, vendors, partners and their families. The Company is committed to enhancing these measures and implementing other necessary practices as the situation warrants.

COVID-19 impact on our distribution businesses

Our medical distribution businesses located in Densborn, Germany and Buenos Aires, Argentina continue to remain open during the COVID-19 pandemic as they are considered essential services by their local governments. The sales and associated EBITDA for these businesses were negatively impacted by government-imposed restrictions, which included, among others, orders for people to stay at home. This resulted in a general decrease in elective medical procedures and surgeries and in-person medical visits, which in turn resulted in, the Company experiencing and potentially continuing to experience decreases in revenue in its global distribution businesses. Limitations on elective medical procedures and lower frequency patient visits to physicians and pharmacies continue to impact our global distribution businesses as doctors have less opportunity to write new prescriptions. Further, due to government-imposed restrictions, during the course of the fiscal year, there were periods when CC Pharma was not able to source inventory from surrounding countries in sufficient quantities to support its sales demand, which also impacted its revenue.

COVID-19 impact on our cannabis businesses

Our Canadian adult-use cannabis business continued to experience the effect of the changes in consumer demand that were established during the onset of COVID-19 pandemic and periods of lockdown. As we previously reported, consumers shifted their demand behavior to purchasing elections based primarily on pricing. This consumer model of purchasing eroded the sales of our higher quality, higher priced brands resulting in our market share reduction during the year. Our Canadian medical cannabis business experienced a slight uptick in patient demand. In our international cannabis business, we continue to see access to physician practices remains limited due to protective measures in place throughout Germany, slowing down the adoption of medical cannabis as an innovative treatment option.

Business Acquisitions

Acquisition of Sweetwater

On November 25, 2020, the Company, through its wholly-owned subsidiary Four Twenty Corporation, completed the purchase of all the shares of SW Brewing Company, LLC which is the holding company of 100% of the common shares of SweetWater, one of the largest independent craft brewers in the U.S. The purchase price consisted of cash consideration of \$255,543, share consideration of 8,232,810 shares, and additional cash consideration of up to \$66,000 contingent on SweetWater achieving specified EBITDA targets. The acquisition of SweetWater gave the Company an opportunity to build brand awareness in the U.S. ahead of federal legalization, amongst other objectives.

Acquisition of Breckenridge

On December 7, 2021 the Company acquired all the membership interests in Double Diamond Distillery LLC (d/b/a Breckenridge Distillery), a Colorado limited liability company and a leading distilled spirits brand located in

Breckenridge, Colorado, known for its award-winning bourbon whiskey collection and innovative craft spirits portfolio (the “Breckenridge Acquisition”). As consideration for the Breckenridge Acquisition, the Company paid a purchase price in an aggregate amount equal to \$114,068, which purchase price was satisfied through the issuance of 12,540,479 shares of Tilray’s Class 2 common shares.

Results of Operations

Our consolidated results, in millions except for per share data, are as follows:

	For the year ended May 31,			% Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Net revenue	\$ 628,372	\$ 513,085	\$ 405,326	22%	27%
Cost of goods sold	511,555	389,903	309,273	31%	26%
Gross profit	116,817	123,182	96,053	(5%)	28%
Operating expenses:					
General and administrative	162,801	111,575	93,789	46%	19%
Selling	34,926	26,576	18,975	31%	40%
Amortization	115,191	35,221	15,138	227%	133%
Marketing and promotion	30,934	17,539	15,266	76%	15%
Research and development	1,518	830	1,916	83%	(57%)
Change in fair value of contingent consideration	(44,650)	—	—	NM	NM
Impairment	378,241	—	50,679	NM	(100%)
Litigation costs	16,518	3,251	1,834	408%	77%
Transaction costs	31,739	60,361	2,465	(47%)	2,349%
Total operating expenses	727,218	255,353	200,062	185%	28%
Operating loss	(610,401)	(132,171)	(104,009)	362%	27%
Interest expense, net	(27,944)	(27,977)	(19,371)	(0%)	44%
Non-operating income (expense), net	197,671	(184,838)	14,195	(207%)	(1,402%)
Loss before income taxes	(440,674)	(344,986)	(109,185)	28%	216%
Income taxes (recovery)	(6,542)	(8,972)	(8,352)	(27%)	7%
Net loss	\$ (434,132)	\$ (336,014)	\$ (100,833)	29%	233%

Use of Non-GAAP Measures

Throughout this Management’s Discussion and Analysis of Financial Condition and Results of Operations in this Annual Report on Form 10-K, we discuss non-GAAP financial measures, including reference to:

- gross profit (excluding inventory valuation adjustments and purchase price allocation (“PPA”) step up) and adjusted gross profit,
- cannabis gross margin (excluding inventory valuation adjustments and PPA step-up) and adjusted cannabis gross profit and margin,
- beverage alcohol gross margin (excluding inventory valuation adjustments and PPA step-up) and adjusted beverage alcohol gross profit and margin,
- distribution gross margin (excluding inventory valuation adjustments and PPA step-up) and adjusted distribution gross profit and margin,
- wellness gross margin (excluding inventory valuation adjustments and PPA step-up) and adjusted wellness gross profit and margin,
- adjusted net income (loss),
- adjusted earnings per share, and
- adjusted EBITDA.

All these non-GAAP financial measures should be considered in addition to, and not in lieu of, the financial measures calculated and presented in accordance with accounting principles generally accepted in the United States of America, (“GAAP”). These measures, which may be different than similarly titled measures used by other companies, are presented to help investors’ overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. Please see “Reconciliation of Non-GAAP Financial Measures to GAAP Measures” below for a reconciliation of such non-GAAP Measures to the most directly comparable GAAP financial measures.

Operating Metrics and Non-GAAP Measures

We use the following operating metrics and non-GAAP measures to evaluate our business and operations, measure our performance, identify trends affecting our business, project our future performance, and make strategic decisions. Other companies, including companies in our industry, may calculate non-GAAP measures and operating metrics with similar names differently which may reduce their usefulness as comparative measures.

	For the years ended May 31,		
	2022	2021	2020
Net cannabis revenue	\$ 237,522	\$ 201,392	\$ 129,896
Net beverage alcohol revenue	71,492	28,599	—
Distribution revenue	259,747	277,300	275,430
Wellness revenue	59,611	5,794	—
Cannabis cost of sales	194,834	130,511	68,551
Beverage alcohol cost of sales	32,033	12,687	—
Distribution cost of sales	243,231	242,472	240,722
Wellness cost of sales	41,457	4,233	—
Gross profit (excluding inventory valuation adjustments and step-up)	186,031	143,936	96,053
Cannabis gross margin (excluding inventory valuation adjustments and step-up)	43.0%	45.1%	47.2%
Beverage gross margin (excluding inventory valuation adjustments and step-up)	58.3%	58.6%	—
Distribution gross margin (excluding inventory valuation adjustments and step-up)	9.2%	12.6%	12.6%
Wellness gross margin (excluding inventory valuation adjustments and step-up)	30.5%	26.9%	—
Adjusted EBITDA	48,047	40,771	5,845
Cash and cash equivalents	415,909	488,466	360,646
Working capital	523,161	482,368	461,732

Segment Reporting

Our reportable segments revenue is primarily comprised of revenues from our cannabis, distribution, wellness and beverage alcohol operations, as follows:

	For the year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
Cannabis business	\$ 237,522	\$ 201,392	\$ 129,896	\$ 36,130	18%	\$ 71,496	55%
Distribution business	259,747	277,300	275,430	(17,553)	(6)%	1,870	1%
Beverage alcohol business	71,492	28,599	—	42,893	150%	28,599	0%
Wellness business	59,611	5,794	—	53,817	929%	5,794	0%
	<u>\$ 628,372</u>	<u>\$ 513,085</u>	<u>\$ 405,326</u>	<u>\$ 115,287</u>	22%	<u>\$ 107,759</u>	27%

Our geographic revenue is, as follows:

	For the year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
North America	\$ 314,132	\$ 229,120	\$ 129,663	\$ 85,012	37%	\$ 99,457	77%
EMEA	296,911	279,062	271,291	17,849	6%	7,771	3%
Rest of World	17,329	4,903	4,372	12,426	253%	531	12%
Total	<u>\$ 628,372</u>	<u>\$ 513,085</u>	<u>\$ 405,326</u>	<u>\$ 115,287</u>	22%	<u>\$ 107,759</u>	27%

Our geographic capital assets are, as follows:

	For the year ended May 31,			Change	
	2022	2021		2022 vs. 2021	
North America	\$ 464,370	\$ 504,575	\$	(40,205)	(8)%
EMEA	\$ 119,409	\$ 140,838	\$	(21,429)	(15)%
Rest of World	\$ 3,720	\$ 5,285	\$	(1,565)	(30)%
Total	\$ 587,499	\$ 650,698	\$	(63,199)	(10)%

Cannabis revenue

Cannabis revenue based on market channel is, as follows:

Cannabis revenue by market	Year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
Revenue from medical cannabis products	\$ 30,599	\$ 25,539	\$ 28,685	\$ 5,060	20%	\$ (3,146)	(11)%
Revenue from adult-use cannabis products	209,501	222,930	112,207	(13,429)	(6)%	110,723	99%
Revenue from wholesale cannabis products	6,904	6,615	12,585	289	4%	(5,970)	(47)%
Revenue from international cannabis products	53,887	9,250	—	44,637	483%	9,250	—%
Total cannabis revenue by market	300,891	264,334	153,477	36,557	14%	110,857	72%
Excise taxes	(63,369)	(62,942)	(23,581)	(427)	1%	(39,361)	167%
Total cannabis net revenue by market	\$ 237,522	\$ 201,392	\$ 129,896	\$ 36,130	18%	\$ 71,496	55%

Revenue from medical cannabis products: Revenue from Canadian medical cannabis products increased 20% to \$30.6 million for the year ended May 31, 2022, compared to revenue of \$25.5 million for the year ended May 31, 2021. This increase in revenue from medical cannabis products is primarily driven by the contributions of legacy Tilray's medical cannabis business resulting from the business combination on April 30, 2021. The increase is also due to new innovative product launches, including our new brand Symbios launched earlier in the year, to address unmet medical needs and to provide patients with more choices in managing their health conditions with medical products. This increase was partially offset by the limitations caused by the COVID-19 pandemic from patients unable or unwilling to see a doctor as well as increased competition from the adult-rec and the price compression therein. On a constant currency basis, medical cannabis revenue would have increased by 22%, or \$5.5 million from the prior year.

Revenue from adult-use cannabis products: During the year ended, May 31, 2022, our gross revenue from Canadian adult-use cannabis product decreased 6% to \$209.5 million compared to revenue of \$222.9 million for the prior year. The decrease in gross revenue from Canadian adult-use cannabis is primarily driven by the following series of factors:

- We continued to experience disruptions to consumer's purchasing patterns as a result of the COVID-19 pandemic. The decline was partially driven by the government lockdowns reinstated in Ontario to combat the Omicron variant, as well as vaccine passport requirements to shop in retail stores in Quebec, reducing consumer's accessibility to our products;
- We also experienced additional declines in average gross selling price due to increased price-based competition due to the high volume of new entrants in the market. Due to this increased competition in the market, we maintained our market leadership for the year, but experienced a decline in market share to 11.7%, as reported by Hifyre data; and
- The decrease is also attributable to the decline in the Canadian dollar from the prior year ended May 31, 2021. On a constant currency basis, adult-use cannabis revenue would have decreased by 5%, or \$10.4 million from the prior year.

These factors were partially offset by the impact of the Arrangement, by including legacy Tilray revenue.

We continue to focus on expanding our product offerings to accommodate the changes in our adult-use customers, during the first quarter of fiscal 2022, we completed our first shipments to Nunavut, Canada. In the second quarter of 2022, we expanded the terms of our distribution partnership with Rose LifeScience, which now represents

the entire Tilray portfolio in Quebec. In addition, we expanded our partnership with Great North Distributors, Inc. to represent the entire Tilray portfolio and cover all of Canada, except for Quebec, using its established network.

We also completed the strategic alliance with HEXO on July 12, 2022. We plan to leverage this relationship to allow us to identify production efficiencies and generate cost savings. The alliance will also allow Tilray to enter into new product categories by utilizing the manufacturing capabilities of both parties.

It is our expectation that as the Canadian adult-use cannabis market continues to mature, there will be consolidation and or reduction in our competitors enabling us to reclaim our market share. We believe that as a market leader, our capabilities will enable us to outlast the competition and successfully evolve with the industry.

Wholesale cannabis revenue: Revenue from wholesale cannabis products for the year ended May 31, 2022, was \$6.9 million as compared to \$6.6 million in the year ended May 31, 2021. The Company continues to believe that wholesale cannabis revenue will remain subject to quarter-to-quarter variability and is based on opportunistic sales. On a constant currency basis, medical cannabis revenue would have increased by 6%, or \$0.4 million from the prior year.

International cannabis revenue: Revenue from international cannabis products for the year ended May 31, 2022, was \$53.9 million compared to \$9.3 million in the year ended May 31, 2021, an increase of 483%. On a constant currency basis, international cannabis revenue would have increased by 505%, or \$47.0 million from the prior year. The increase is, in part, due to the fact that the prior year only included one month of legacy Tilray's larger international cannabis business, while the current year reflects a full 12 months of operations.

Overall, in Europe, we believe that, despite continuing COVID-19 pressure, cannabis legalization (both medicinal and adult-use) will continue to gain traction. We also continue to believe that Tilray remains uniquely positioned to win in these markets with its infrastructure being the only company with EU-GMP cultivation facilities in two countries within Europe, our distribution network with CC Pharma and our demonstrated commitment to the consistency, quality and safety of our products.

Germany. For the year ended May 31, 2022, we continued to experience deceleration in the growth of innovative therapy options like medical cannabis caused by the COVID-19 pandemic, which resulted in some patients being unable or unwilling to see a doctor.

Portugal. We are the only approved medical cannabis product in the market, which is distributed through our distribution partners to medical stakeholders throughout Portugal.

Luxembourg. We were selected by the Luxembourg Ministry of Health as the exclusive supplier for the country's medical cannabis program for dried flower and oils.

Switzerland. We distribute our cannabinoid-based medical extract products to Suisse patients through our partner "Lehenmatt Apotheke".

France. We were selected as one of the four suppliers in a two-year pilot experiment to supply medical cannabis for a limited trial group.

Italy. We are one of five distributors licensed to import medical cannabis into the Italian medical cannabis market.

United Kingdom. In our second quarter of our fiscal year, we completed a shipment of a wide range of dried flower products with high, medium and balanced potencies into the UK medical cannabis market.

Ireland. We are one out of only two suppliers within the Irish market whose cannabinoid-based medical products are eligible for reimbursement.

Australia. We continue to strengthen the reputation of our Tilray medical brand whereby, through a contract with the Department of Health in Victoria, 90 children are now participating in a government funded seizure program utilizing our cannabinoid-based medical products, which will continue to the end of calendar year 2024.

Malta. We completed our first sale of medical cannabis dried flower in Malta during the year ended May 31, 2022, and in March, we expanded the offering and launched the first EU GMP medical cannabis oil products in Malta. Our EU-GMP medical cannabis products are now available in pharmacies across Malta, providing patients with safe and reliable access to high-quality medical cannabis.

Distribution revenue

Revenue from Distribution operations for the year ended May 31, 2022 was \$259.7 million as compared to \$277.3 million in the prior year, representing a decrease of 6% on a year over year basis. The decrease in distribution revenue for the year ended as compared to prior year was primarily the result of the decrease in the value of the Euro compared to the US dollar totaling a \$28.3 million reduction for the year ended May 31, 2022 compared to May 31, 2021 in our CC Pharma business. On a constant currency basis, distribution revenue would have increased by 4% or \$10.7 million from the prior year.

Revenue for the year ending May 31, 2022, was also impacted by heavy flooding impacted CC Pharma which forced a business closure for approximately five days leading to a decrease in net revenue in the period of almost \$5.0 million.

Beverage alcohol revenue

Revenue from our Beverage Alcohol operations increased to \$71.5 million for the year ended May 31, 2022, compared to revenue of \$28.6 million in the year ended May 31, 2021. The increase is largely driven by the fact that we entered the beverage alcohol space on November 25, 2020, through the acquisition of SweetWater, and thus the prior year comparative only includes 6 months of operations. Further enhancing this increase, the company also acquired Breckenridge distillery on December 7, 2021, which partially contributed to the year over year increase.

Sweetwater revenue increased in the year ended May 31, 2022, as we began operating our new brewing facility in Colorado and opened a new taproom at the Denver International Airport in connection with our strategic expansion initiative. In addition, we released an extensive new line of innovative products, including seltzers, as well as a new beer offering developed in collaboration with our Canadian cannabis Broken Coast brand and a new vodka soda offering developed in collaboration with our Canadian cannabis Riff brand as Tilray continues to strengthen its strategic position in the U.S. by expanding its presence through acquisitions and collaboration with other Tilray cannabis brands. This strategy of leveraging our growing portfolio of brands we believe will enable the Company to launch THC-based product adjacencies upon federal legalization in the U.S.

Wellness revenue

Our wellness revenue consists of \$59.6 million from Manitoba Harvest, for the year ended May 31, 2022, which is compared to \$5.8 million for the prior year ended of May 31, 2021. Manitoba Harvest was part of the assets acquired in the Arrangement on April 30, 2021. As a result, the prior period only included one month of operations and thus the large increase in revenue year over year is a result the realization of a full year of operations in the current year.

Gross profit and gross margin

Our gross profit and gross margin for the years ended May 31, 2022, 2021 and 2020, is as follows, for our each of our operating segments:

	For the year ended May 31,			Change 2022 vs. 2021	Change 2021 vs. 2020
	2022	2021	2020		
Cannabis					
Revenue	\$ 300,891	\$ 264,334	\$ 153,477	\$ 36,557	\$ 110,857
Excise taxes	(63,369)	(62,942)	(23,581)	(427)	(39,361)
Net revenue	237,522	201,392	129,896	36,130	71,496
Cost of goods sold	194,834	130,511	68,551	64,323	61,960
Gross profit	42,688	70,881	61,345	(28,193)	9,536
Gross margin	18%	35%	47%	(17%)	(12%)
Adjustments:					
Inventory valuation adjustments	59,500	19,919	—	39,581	19,919
Purchase price accounting step-up	—	—	—	—	—
Adjusted gross profit (1)	102,188	90,800	61,345	11,388	29,455
Adjusted gross margin (1)	43%	45%	47%	(2%)	(2%)
Distribution					
Revenue	\$ 259,747	\$ 277,300	\$ 275,430	\$ (17,553)	\$ 1,870
Excise taxes	—	—	—	—	—
Net revenue	259,747	277,300	275,430	(17,553)	1,870
Cost of goods sold	243,231	242,472	240,722	759	1,750
Gross profit	16,516	34,828	34,708	(18,312)	120
Gross margin	6%	13%	13%	(7%)	0%
Adjustments:					
Inventory valuation adjustments	7,500	—	—	7,500	—
Purchase price accounting step-up	—	—	—	—	—
Adjusted gross profit (1)	24,016	34,828	34,708	(10,812)	120
Adjusted gross margin (1)	9%	13%	13%	(4%)	0%
Beverage alcohol					
Revenue	\$ 74,959	\$ 29,661	\$ —	\$ 45,298	\$ 29,661
Excise taxes	(3,467)	(1,062)	—	(2,405)	(1,062)
Net revenue	71,492	28,599	—	42,893	28,599
Cost of goods sold	32,033	12,687	—	19,346	12,687
Gross profit	39,459	15,912	—	23,547	15,912
Gross margin	55%	56%	0%	(1%)	56%
Adjustments:					
Inventory valuation adjustments	—	—	—	—	—
Purchase price accounting step-up	2,214	835	—	1,379	835
Adjusted gross profit (1)	41,673	16,747	—	24,926	16,747
Adjusted gross margin (1)	58%	59%	0%	(1%)	59%
Wellness					
Revenue	\$ 59,611	\$ 5,794	\$ —	\$ 53,817	\$ 5,794
Excise taxes	—	—	—	—	—
Net revenue	59,611	5,794	—	53,817	5,794
Cost of goods sold	41,457	4,233	—	37,224	4,233
Gross profit	18,154	1,561	—	16,593	1,561
Gross margin	31%	27%	0%	4%	27%
Adjustments:					
Inventory valuation adjustments	—	—	—	—	—
Purchase price accounting step-up	—	—	—	—	—
Adjusted gross profit (1)	18,154	1,561	—	16,593	1,561
Adjusted gross margin (1)	31%	27%	0%	4%	27%

(1) Adjusted gross profit (excluding inventory valuation adjustments) and adjusted gross margin percentage (excluding inventory valuation adjustments) are non-GAAP financial measures. For information on how we define and calculate these non-GAAP financial measures, refer to “Non-GAAP Financial Measures”

Cannabis gross margin: Gross margin of 18% in the year ended May 31, 2022, decreased from Gross margin of 35% in the year ended May 31, 2021. This was primarily due to an inventory write off of \$19.9 million from excess

inventory quantities of the combined cannabis operations in the prior year compared to \$59.5 million in the current year. Adjusted gross margin of 43% decreased in the year ended May 31, 2022, from 45% in the prior year ended May 31, 2021. This was primarily related to a single wholesale cannabis sale in Q3 of fiscal 2022, resulting in revenue of \$3.0 and negative gross profit of \$2.6 million, lowering the cannabis gross margin by 1.6% solely related to the single transaction.

Distribution gross margin: Gross margin of 6% for the year ended May 31, 2022, decreased from 13% the year ended May 31, 2021. The decrease in gross margin was primarily due to a write-off of \$7.5 million from excess inventory related to medicines purchased during the peak of the pandemic. These declines were further driven by increased costs as the Company's primary source of products were unable to ship during border closures and during periods of peak demand. The Company also experienced higher than normal discounts and returns during the year.

Beverage alcohol gross margin: Gross margin of 55% for the year ended May 31, 2022, decreased from 56% the prior year ended May 31, 2021. Adjusted gross margin of 58% decreased in the year ended May 31, 2022, from 59% in the year ended May 31, 2021. Overall, the gross margin and adjusted gross margin was consistent year over year as COVID-19 impacts have become less prevalent throughout the year allowing for a more consistent sales mix.

Wellness gross margin: Gross margin of 31% for the year ended May 31, 2022, increased from a gross margin of 27% for the year ended May 31, 2021. We acquired the wellness business in the Arrangement on April 30, 2021, and thus the prior period comparison only included one month of operations and was less representative than the full year of operations.

Operating expenses

	For the year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
General and administrative	\$ 162,801	\$ 111,575	\$ 93,789	\$ 51,226	46%	\$ 17,786	19%
Selling	34,926	26,576	18,975	8,350	31%	7,601	40%
Amortization	115,191	35,221	15,138	79,970	227%	20,083	133%
Marketing and promotion	30,934	17,539	15,266	13,395	76%	2,273	15%
Research and development	1,518	830	1,916	688	83%	(1,086)	(57%)
Change in fair value of contingent consideration	(44,650)	—	—	(44,650)	NM	—	NM
Impairment	378,241	—	50,679	378,241	NM	(50,679)	(100%)
Litigation costs	16,518	3,251	1,834	13,267	408%	1,417	77%
Transaction costs	31,739	60,361	2,465	(28,622)	(47%)	57,896	2,349%
	<u>\$ 727,218</u>	<u>\$ 255,353</u>	<u>\$ 200,062</u>	<u>\$ 471,865</u>	<u>185%</u>	<u>\$ 55,291</u>	<u>28%</u>

Total operating expenses for the year ended May 31, 2022, increased by \$471.9 million to \$727.2 million from \$255.4 million as compared to prior year. This increase was primarily due to a non-cash impairment of goodwill and intangible assets for \$378.2 million. The impact was related to changes in market opportunities, causing a shift in our strategic priorities, and market conditions inclusive of higher rates of borrowing and lower foreign exchange rates. The remaining increase was due to reporting full quarters of operating expenses for the acquired SweetWater and legacy-Tilray business in fiscal 2022 and Breckenridge beginning on December 7, 2021, including non-cash amortization charges associated with definite life intangible assets acquired and general and administrative expenses compared to the year ended May 31, 2021. These increases were partially offset by a change in fair value of contingent consideration of \$44.7 million as a result of a change in the likelihood of achieving specified earn-out EBITDA targets.

General and administrative costs

	For the year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
Executive compensation	\$ 14,128	\$ 8,645	\$ 6,777	\$ 5,483	63%	\$ 1,868	28%
Office and general	27,153	19,503	12,351	7,650	39%	7,152	58%
Professional fees	13,047	11,779	14,190	1,268	11%	(2,411)	(17%)
Salaries and wages	51,693	37,126	28,252	14,567	39%	8,874	31%
Stock-based compensation	35,994	17,351	18,079	18,643	107%	(728)	(4%)
Insurance	17,536	12,257	9,370	5,279	43%	2,887	31%
Travel and accommodation	4,203	2,711	2,798	1,492	55%	(87)	(3%)
Gain on sale of capital assets	(682)	—	—	(682)	NM	—	NM
Insurance proceeds	(4,032)	—	—	(4,032)	NM	—	NM
Rent	3,761	2,203	1,972	1,558	71%	231	12%
	<u>\$ 162,801</u>	<u>\$ 111,575</u>	<u>\$ 93,789</u>	<u>\$ 51,226</u>	<u>46%</u>	<u>\$ 17,786</u>	<u>19%</u>

Executive compensation increased by 63% in the year ended May 31, 2022 compared to the prior year, primarily due to an increase in the number of directors and executive level personnel on our board of directors and executive management team following the Tilray and Aphria combination, and an increase in base salaries commensurate with the increased complexity of our Company.

Office and general increased by 39% in the year ended May 31, 2022 compared to the prior year, primarily due to the inclusion of the acquired SweetWater and legacy-Tilray entities, and the additional one-time costs associated with the upcoming closure of our Nanaimo, Canada, facility in the amount of \$5.0 million.

Salaries and wages increased 39% in the year ended May 31, 2022 compared to the prior year. The increase is primarily due to additions associated with the aforementioned acquisitions from the prior year. The Company's headcount increased to approximately 1,700 employees as a result of the Arrangement which were included in the Company only for one month in the prior year.

The Company recognized stock-based compensation expense of \$36.0 million in the year ended May 31, 2022 compared to \$17.4 million to the prior year. The increase is primarily driven by the increased number of employees and the accelerated vesting of certain elements of our stock-based compensation awards related to the Arrangement.

Insurance expenses increased by 43% in the year ended May 31, 2022 compared to the prior year, due primarily to our revised directors and officers' insurance policy. This increase reflects an increase in premium rates, as the Company continued with legacy-Tilray's rating history.

The Company recognized \$4.0 million in the year ended May 31, 2022 related to insurance recoveries under the business interruption and extra expense portions of CC Pharma's property insurance.

Selling costs

For the year ended May 31, 2022, the Company incurred selling costs of \$34.9 million as compared to \$26.6 in the prior year. These costs relate to third-party distributor commissions, shipping costs, Health Canada cannabis fees, and patient acquisition and maintenance costs. Patient acquisition and ongoing patient maintenance costs include funding to individual clinics to assist with additional costs incurred by clinics resulting from the education of patients using the Company's products. The increase in selling costs as a percent of revenue in the year resulted from incurred costs associated with having both Great North Distributors and Rose Lifesciences as distributors in Canada, a strategic decision intended to increase Canadian cannabis revenue. The increase is mainly driven by the combination of legacy-Tilray.

Amortization

The Company incurred non-production related amortization charges of \$115.2 million for the year ended May 31, 2022 compared to \$35.2 million in 2021. The increase is largely associated with the amortization on the acquired definite life intangible assets from the SweetWater, legacy-Tilray and Breckenridge acquisitions.

Marketing and promotion cost

For the year ended May 31, 2022, the Company incurred marketing and promotion costs of \$30.9 million, as compared to \$17.5 in the prior year. The increase is mainly driven by the Arrangement.

Research and development

Research and development costs were \$1.5 million in the year ended May 31, 2022, compared to \$0.8 million in the prior year. Research and development costs relate to external costs associated with the development of new products.

Impairment

We incurred impairment expense of \$378.2 million on our goodwill and intangible assets during the year ended May 31, 2022. The impact was related to changes in market opportunities, causing a shift in our strategic priorities, and market conditions inclusive of higher rates of borrowing and lower foreign exchange rates. The company used a discount rate of 11.21%, terminal growth rate of 5%, and an average revenue growth rate of 46% over 5 years as a result of anticipated federal legalization in various countries. A 1% increase in the discount rate would result in an additional \$587 million in impairment, a 1% decrease in the terminal growth rate would result in an additional \$457 million in impairment and a 5% decrease in the average revenue growth rate would result in an additional \$553 million in impairment. Refer to Part II, Item 8 note 10 “Goodwill” for further details.

Litigation costs

Litigation costs of \$16.5 million were expensed during the year ended May 31, 2022 compared to \$3.3 million in the prior year. Litigation costs include fees and expenses incurred in connection with defending and settling ongoing litigation matters, net of any judgments or settlement recoveries received from third parties. See *Part I, Item 3 – Legal Proceedings* for additional information on significant litigation matters.

Transaction costs

Transaction costs of \$31.7 million were expensed during the year ended May 31, 2022 compared to \$60.4 million in the prior year. Transaction costs largely relate to costs associated with solicitation of stockholder votes supporting an increase in the number of authorized common stock shares, transaction closing costs related to the Arrangement, the investment in MedMen Enterprises Inc., the Breckenridge acquisition, the HEXO transaction and the evaluation of other potential acquisitions and integration costs largely associated with these acquisitions.

Non-operating income (expense), net

Non-operating items	Year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
Change in fair value of convertible debenture	\$ 163,670	\$ (170,453)	\$ 53,611	\$ 334,123	(196%)	\$ (224,064)	(418%)
Change in fair value of warrant liability	63,913	1,234	—	62,679	5,079%	1,234	NM
Foreign exchange (loss) gain	(28,383)	(22,347)	6,145	(6,036)	27%	(28,492)	(464%)
Loss on long-term investments	(6,737)	(2,352)	(24,295)	(4,385)	186%	21,943	(90%)
Other non-operating (losses) gains, net	5,208	9,080	(21,266)	(3,872)	(43%)	30,346	(143%)
	<u>\$ 197,671</u>	<u>\$ (184,838)</u>	<u>\$ 14,195</u>	<u>\$ 382,509</u>	<u>(207%)</u>	<u>\$ (199,033)</u>	<u>(1,402%)</u>

For the year ended May 31, 2022, the Company recognized a gain on the change in fair value of its APHA 24 convertible debentures of \$163.7 million, compared to a loss on the change in fair value of \$170.5 million for the prior year. The change is driven primarily by the changes in the Company's share price and the change in the trading price of the convertible debentures. For the year ended May 31, 2022, the Company recognized a change in fair value of its warrants of \$63.9 million compared to a change in fair value of \$1.2 million for the prior year. The large increase is a result of the warrant liability being assumed as part of the Arrangement, which is driven also as a result of the change in our share price. Furthermore, for the year ended May 31, 2022, the Company recognized a loss of \$28.4 million, resulting from the changes in foreign exchange rates during the period, compared to a loss of \$22.3 million for the prior year, largely associated with the strengthening of the US dollar against the Canadian dollar. The remaining other losses relate to changes in fair value in the Company's convertible notes receivable and long-term investments.

Reconciliation of Non-GAAP Financial Measures to GAAP Measures

Adjusted net income (loss)

Adjusted net loss represents a non-GAAP financial measure that does not have any standardized meaning prescribed under GAAP and may not be comparable to similar measures presented by other companies. It represents a measure management uses in evaluating operating results to reduce the impact of the volatility caused by fair value accounting of instruments associated with our capital structure, that have no impact on operations. The increase in adjusted net loss is primarily driven by higher amortization costs associated with the definite lived assets acquired during the year, the additional general and administrative costs associated with Tilray for the full year and the acquisition of Breckenridge, increase in marketing and promotion associated with Tilray for the full year all offset by higher gross profit.

Adjusted net income reconciliation:	Year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
Net loss	\$ (434,132)	\$ (336,014)	\$ (100,833)	\$ (98,118)	29%	\$ (235,181)	233%
Unrealized loss (gain) on convertible debentures	(163,670)	170,453	—	(334,123)	(196%)	170,453	NM
Change in fair value of warrant liability	(63,913)	(1,234)	—	(62,679)	5,079%	(1,234)	NM
Change in fair value of contingent consideration	(44,650)	—	—	(44,650)	NM	—	NM
Foreign exchange loss (gain)	28,383	22,347	(6,145)	6,036	27%	28,492	(464%)
Inventory valuation adjustment	67,000	19,919	—	47,081	236%	19,919	NM
Impairment	378,241	—	50,679	378,241	NM	(50,679)	(100%)
Stock-based compensation	35,994	17,351	18,079	18,643	107%	(728)	(4%)
Litigation costs	16,518	3,251	1,834	13,267	408%	1,417	77%
Transaction costs	31,739	60,361	2,465	(28,622)	(47%)	57,896	2,349%
Adjusted net loss (1)	\$ (148,490)	\$ (43,566)	\$ (33,921)	\$ (104,924)	241%	\$ (9,645)	28%
Adjusted net loss per share - basic (1)	\$ (0.31)	\$ (0.16)	\$ (0.16)	\$ (0.15)	91%	\$ (0.00)	3%

(1) Adjusted net loss and adjusted net loss per share – basic represent non-GAAP financial measures that do not have any standardized meaning prescribed under GAAP and may not be comparable to similar measures presented by other companies. It represents a measure management uses in evaluating operating results. Adjusted net loss per share – basic is calculated by dividing the adjusted net loss by the weighted average number of common shares – basic.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure that does not have any standardized meaning prescribed by GAAP and may not be comparable to similar measures presented by other companies. The Company calculates adjusted EBITDA as net (loss) income before income taxes, interest expense, net, non-operating expense (income), net, amortization, stock-based compensation, change in fair value of contingent consideration, impairment, inventory valuation adjustments, purchase price accounting step up, facility start-up and closure costs, lease expense, litigation costs and transaction costs.

The Company's management believes that this presentation provides useful information to management, analysts and investors regarding certain additional financial and business trends relating to its consolidated results of

operations and financial condition before non-controlling interests. In addition, management uses this measure for reviewing the financial results of the Company and as a component of performance-based executive compensation.

We do not consider adjusted EBITDA in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of adjusted EBITDA is that it excludes certain expenses and income that are required by GAAP to be recorded in our consolidated financial statements. In addition, adjusted EBITDA is subject to inherent limitations as this metric reflects the exercise of judgment by management about which expenses and income are excluded or included in determining adjusted EBITDA. In order to compensate for these limitations, management presents adjusted EBITDA in connection with GAAP results.

For the year ended May 31, 2022, adjusted EBITDA increased primarily from favorable effects of new lines of business, offset by the inclusion of legacy Tilray's cannabis business, while we work to achieve our synergies plan, as follows:

Adjusted EBITDA reconciliation:	Year ended May 31,			Change		Change	
	2022	2021	2020	2022 vs. 2021		2021 vs. 2020	
Net loss	\$ (434,132)	\$ (336,014)	\$ (100,833)	\$ (98,118)	29%	\$ (235,181)	233%
Income taxes	(6,542)	(8,972)	(8,352)	2,430	(27%)	(620)	7%
Interest expense, net	27,944	27,977	19,371	(33)	(0%)	8,606	44%
Non-operating expense (income), net	(197,671)	184,838	(14,195)	(382,509)	(207%)	199,033	(1402)%
Amortization	154,592	67,832	35,669	86,760	128%	32,163	90%
Stock-based compensation	35,994	17,351	18,079	18,643	107%	(728)	(4)%
Change in fair value of contingent consideration	(44,650)	—	—	(44,650)	NM	—	NM
Impairment	378,241	—	50,679	378,241	NM	(50,679)	(100)%
Inventory valuation adjustments	67,000	19,919	—	47,081	236%	19,919	NM
Purchase price accounting step up	2,214	835	—	1,379	165%	835	NM
Facility start-up and closure costs	13,700	2,056	—	11,644	566%	2,056	NM
Lease expense	3,100	1,337	1,128	1,763	132%	209	19%
Litigation costs	16,518	3,251	1,834	13,267	408%	1,417	77%
Transaction costs	31,739	60,361	2,465	(28,622)	(47%)	57,896	2349%
Adjusted EBITDA	<u>\$ 48,047</u>	<u>\$ 40,771</u>	<u>\$ 5,845</u>	<u>\$ 7,276</u>	<u>18%</u>	<u>\$ 34,926</u>	<u>598%</u>

The Company's adjusted EBITDA increased by \$7.3 million from \$40.8 in the prior year, to \$48.0 million in the current year.

Adjusted EBITDA should not be considered in isolation from, or as a substitute for, net loss. There are a number of limitations related to the use of adjusted EBITDA as compared to net loss, the closest comparable GAAP measure. Adjusted EBITDA excludes:

- Non-cash inventory valuation adjustments;
- Non-cash amortization and amortization expenses and, although these are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future;
- Stock-based compensation expenses, which has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of our compensation strategy;
- Non-cash impairment charges, as the charges are not expected to be a recurring business activity;
- Non-cash foreign exchange gains or losses, which accounts for the effect of both realized and unrealized foreign exchange transactions. Unrealized gains or losses represent foreign exchange revaluation of foreign denominated monetary assets and liabilities;
- Non-cash change in fair value of warrant liability;
- Interest expense, net;
- Costs incurred to start up new facilities;
- Lease expense, to conform with competitors who report under IFRS;
- Transaction costs includes acquisition related expenses, which vary significantly by transactions and are excluded to evaluate ongoing operating results;
- Litigation costs includes costs related to ongoing litigations, legal settlements and recoveries which are excluded to evaluate ongoing operating results;
- Amortization of purchase accounting step-up in inventory value included in costs of sales - product costs; and
- Current and deferred income tax expenses and recoveries, which could be a significant recurring expense or recovery in our business in the future and reduce or increase cash available to us.

Critical Accounting Policies and Significant Judgments and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). A detailed discussion of our significant accounting policies can be found in Part II, Item 8, Note 3, “*Summary of Significant Accounting Policies*”, and the impact and risks associated with our accounting policies are discussed throughout this Form 10-K and in the Notes to the Consolidated Financial Statements. We have identified certain policies and estimates as critical to our business operations and the understanding of our past or present results of operations related to (i) long-term investments and convertible notes receivable, (ii) estimated useful lives, impairment consideration and amortization of capital and intangible assets, (iii) stock-based compensation, (iv) business combinations, (v) convertible debentures and (vi) warrant liability. These policies and estimates are considered critical because they had a material impact, or they have the potential to have a material impact, on our consolidated financial statements and because they require us to make significant judgments, assumptions or estimates. We believe that the estimates, judgments and assumptions made when accounting for the items described below were reasonable, based on information available at the time they were made. Actual results could differ materially from these estimates.

(i) Revenue recognition

Revenue is recognized when the control of the promised goods, through performance obligation, is transferred to the customer in an amount that reflects the consideration we expect to be entitled to in exchange for the performance obligations.

Excise taxes remitted to tax authorities are government-imposed excise taxes on cannabis and beer. Excise taxes are recorded as a reduction of sales in net revenue in the consolidated statements of operations and recognized as a

current liability within accounts payable and other current liabilities on the consolidated balance sheets, with the liability subsequently reduced when the taxes are remitted to the tax authority.

In addition, amounts disclosed as net revenue are net of excise taxes, sales tax, duty tax, allowances, discounts and rebates.

In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration and the existence of significant financing components, if any.

Some contracts for the sale of goods may provide customers with a right of return, volume discount, bonuses for volume/quality achievement, or sales allowance. In addition, the Company may provide in certain circumstances, a retrospective price reduction to a customer based primarily on inventory movement. These items give rise to variable consideration. The Company uses the expected value method to estimate the variable consideration because this method best predicts the amount of variable consideration to which the Company will be entitled. The Company uses historical evidence, current information and forecasts to estimate the variable consideration. The Company reduces revenue and recognizes a contract liability equal to the amount expected to be refunded to the customer in the form of a future rebate or credit for a retrospective price reduction, representing its obligation to return the customer's consideration. The estimate is updated at each reporting period date.

(ii) Valuation of inventory

Refer to Part II, Item 8, Note 3, "*Summary of Significant Accounting Policies*" for further details on our inventory cost policy. At the end of each reporting period, the Company performs an assessment of inventory and records write-downs for excess and obsolete inventories based on the Company's estimated forecast of product demand, production requirements, market conditions, regulatory environment, and spoilage. Actual inventory losses may differ from management's estimates and such differences could be material to the Company's statements of financial position, statements of loss and comprehensive loss and statements of cash flows. Changes in the regulatory structure, lack of retail distribution locations or lack of consumer demand could result in future inventory reserves.

(iii) Impairment of goodwill and indefinite-lived intangible assets

Goodwill and indefinite-lived intangible assets are tested for impairment annually, or more frequently when events or circumstances indicate that impairment may have occurred. As part of the impairment evaluation, we may elect to perform an assessment of qualitative factors. If this qualitative assessment indicates that it is more likely than not that the fair value of the indefinite-lived intangible asset or the reporting unit (for goodwill) is less than its carrying value, a quantitative impairment test to compare the fair value to the carrying value is performed. An impairment charge is recorded if the carrying value exceeds the fair value. The assessment of whether an indication of impairment exists is performed at the end of each reporting period and requires the application of judgment, historical experience, and external and internal sources of information. We make estimates in determining the future cash flows and discount rates in the quantitative impairment test to compare the fair value to the carrying value.

(iv) Stock-based compensation

We measure and recognize compensation expenses for stock options and restricted stock units ("RSUs") to employees, directors and consultants on a straight-line basis over the vesting period based on their grant date fair values. We estimate the fair value of stock options on the date of grant using the Black-Scholes option pricing model. The fair value of RSUs is based on the share price as at the date of grant. We estimate forfeitures at the time of grant and revise these estimates in subsequent periods if actual forfeitures differ from those estimates.

Determining the estimated fair value at the grant date requires judgment in determining the appropriate valuation model and assumptions, including the fair value of common shares on the grant date, risk-free rate, volatility rate, annual dividend yield and the expected term. Volatility is estimated by using the historical volatility of the accounting acquirer and, other companies that we consider comparable and have trading and volatility history.

(v) Business combinations and goodwill

We use judgement in applying the acquisition method of accounting for business combinations and estimates to value contingent consideration, identifiable assets and liabilities assumed at the acquisition date. Estimates are used to determine cash flow projections, including the period of future benefit, and future growth and discount rates, among other factors. The values allocated to the acquired assets and liabilities assumed affect the amount of goodwill recorded on acquisition. Fair value of assets acquired and liabilities assumed is typically estimated using an income approach, which is based on the present value of future discounted cash flows. Significant estimates in the discounted cash flow model include the discount rate, rate of future revenue growth and profitability of the acquired business and working capital effects. The discount rate considers the relevant risk associated with the business-specific characteristics and the uncertainty related to the ability to achieve projected cash flows. These estimates and the resulting valuations require significant judgment. Management engages third party experts to assist in the valuation of material acquisitions.

(vi) Convertible notes receivable

Convertible notes receivables include various investments in which the Company has the right, or potential right to convert the indenture into common stock shares of the investee and are classified as available-for-sale and are recorded at fair value. Unrealized gains and losses during the year, net of the related tax effect, are excluded from income and reflected in other comprehensive income (loss), and the cumulative effect is reported as a separate component of shareholders' equity until realized. We use judgement to assess convertible notes receivables for impairment at each measurement date. Convertible notes receivables are impaired when a decline in fair value is determined to be other-than-temporary. If the cost of an investment exceeds its fair value, we evaluate, among other factors, general market conditions, credit quality of debt instrument issuers, and the duration and extent to which the fair value is less than cost. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded in the statements of loss and comprehensive loss and a new cost basis for the investment is established. We also evaluate whether there is a plan to sell the security, or it is more likely than not that we will be required to sell the security before recovery. If neither of the conditions exist, then only the portion of the impairment loss attributable to credit loss is recorded in the statements of net loss and the remaining amount is recorded in other comprehensive income (loss).

(vii) Warrants

Warrants are accounted for in accordance with applicable accounting guidance provided in ASC Topic 815, Derivatives and Hedging – Contracts in Entity's Own Equity ("ASC 815"), as either liabilities or as equity instruments depending on the specific terms of the warrant agreement. Our warrants are classified as liabilities and are recorded at fair value. The warrants are subject to remeasurement at each settlement date and at each balance sheet date and any change in fair value is recognized as a component of change in fair value of warrant liability in the statements of net loss and comprehensive loss. Transaction costs allocated to warrants that are presented as a liability are expensed immediately within transaction costs in the statements of net loss and comprehensive loss.

We estimate the fair value of the warrant liability using a Black-Scholes pricing model. We are required to make assumptions and estimates in determining an appropriate risk-free interest rate, volatility, term, dividend yield, discount due to exercise restrictions, and the fair value of common stock. Any significant adjustments to the unobservable inputs would have a direct impact on the fair value of the warrant liability.

New Standards and Interpretations Applicable Effective June 1, 2021

Refer to Part II, Item 8, Note 3, *Significant Accounting Policies*, of this Form 10-K for additional information on changes in accounting policies. There have been no new standards or interpretations applicable to the Company during the period.

Liquidity and Capital Resources

We actively manage our cash and investments in order to internally fund operating needs, make scheduled interest and principal payments on our borrowings, and make acquisitions. On March 3, 2021, we entered into an at the market offering arrangement (the ATM Program) pursuant to which we may offer and sell common stock having an aggregate offering price of up to \$400 million. The ATM Program is intended to strengthen our balance sheet and improve our liquidity position. In addition, the Company may from time to time use available cash to repurchase its outstanding convertible debentures in open market transactions. We believe that existing cash, cash equivalents, short-term investments and cash generated by operations, together with expected proceeds from the ATM Program and access to external sources of funds, will be sufficient to meet our domestic and foreign capital needs in the foreseeable future.

The following table sets forth the major components of our statements of cash flows for the periods presented:

	For the year ended May 31,		
	2022	2021	2020
Net cash used in operating activities	\$ (177,262)	\$ (44,717)	\$ (100,627)
Net cash provided by (used in) investing activities	(21,533)	46,105	(69,946)
Net cash provided by financing activities	128,196	124,308	130,606
Effect on cash of foreign currency translation	(1,958)	2,124	(6,572)
Increase (decrease) in cash and cash equivalents	(72,557)	127,820	(46,539)
Cash and cash equivalents, beginning of year	488,466	360,646	407,185
Cash and cash equivalents, end of year	\$ 415,909	\$ 488,466	\$ 360,646

Cash flows from operating activities

The change in net cash used in operating activities during the year ended May 31, 2022, compared to the prior year same period is primarily related to payments associated with the Tilray Aphria merger, litigation costs, income taxes at Aphria Diamond, investments in inventory and settlement of accounts payable and accrued liabilities in the period.

Cash flows from investing activities

Cash (used in) provided by investing activities in 2022 compared to 2021 changed primarily due to the cash acquired in connection with the reverse acquisition of Tilray and the acquisition of SweetWater in the year ended May 31, 2021.

Cash flows from financing activities

The change in cash provided by financing activities in 2022 compared to 2021 is primarily due to the ATM financing completed in fiscal year 2022, offset by the early payment on the Company's convertible debentures in fiscal year 2022, and the debt financings completed in fiscal year 2021 that did not recur in fiscal year 2022.

Cash resources and working capital requirements

The Company constantly monitors and manages its cash flows to assess the liquidity necessary to fund operations. As of May 31, 2022, the Company maintained \$415.9 million of cash and cash equivalents on hand, compared to \$488.5 million in cash and cash equivalents at May 31, 2021.

Working capital provides funds for the Company to meet its operational and capital requirements. As of May 31, 2022, the Company maintained working capital of \$523.2 million. During the year, the Company amended its bank agreement to remove certain financial covenants in return for maintaining a minimum balance of C\$7.1 million (\$5.6 million) and C\$1.4 million (\$1.1 million) in certain Canadian cash operating accounts. We historically financed our operations through the issuance of common stock, sale of convertible notes and revenue generating activities. While we believe we have sufficient cash to meet existing working capital requirements in the short term, we may

need additional sources of capital and/or financing, to meet our U.S. growth ambitions or expansion of our international operations.

Contractual obligations

We lease various facilities, under non-cancelable finance and operating leases, which expire at various dates through September 2040:

	<u>Year ending May 31,</u> <u>Operating</u> <u>leases</u>
2023	4,115
2024	3,377
2025	2,782
2026	3,047
Thereafter	6,891
Total minimum lease payments	\$ 20,212
Less: amounts of leases related to interest payments	(2,180)
Present value of minimum lease payments	18,032
Less: current accrued lease obligation	(6,703)
Obligation recognized	\$ 11,329

Purchase and other commitments

The Company has payments for long-term debt, convertible debentures, material purchase commitments and constructions commitments, as follows:

	<u>Total</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>Thereafter</u>
Long-term debt repayment	\$ 187,152	67,823	82,400	4,494	4,092	4,380	23,963
Convertible notes, principal and interest	489,029	23,102	206,613	259,314	—	—	—
Material purchase obligations	32,356	26,948	4,527	881	—	—	—
Construction commitments	1,108	1,108	—	—	—	—	—
Total	\$ 709,645	\$ 118,981	\$ 293,540	\$ 264,689	\$ 4,092	\$ 4,380	\$ 23,963

Except as disclosed elsewhere in this Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, there have been no material changes with respect to the contractual obligations of the Company during the year-to-date period except for those related to the Company's acquisitions.

Off Balance Sheet Arrangements

As of May 31, 2022, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K that have had, or are likely to have, a material current or future effect on our consolidated financial statements.

Contingencies

In the normal course of business, we may receive inquiries or become involved in legal disputes regarding various litigation matters. In the opinion of management, any potential liabilities resulting from such claims would not have a material adverse effect on our consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company has exposure to the following risks from its use of financial instruments: credit; liquidity; currency rate; and, interest rate price.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The maximum credit exposure at May 31, 2022, is the carrying amount of cash and cash equivalents, accounts receivable, prepaids and other current assets and convertible notes receivable. All cash and cash equivalents are placed with major financial institutions in Canada, Australia, Portugal, Germany, Colombia, Argentina and the United States. To date, the Company has not experienced any losses on its cash deposits. Accounts receivable are unsecured, and the Company does not require collateral from its customers.

(b) Liquidity risk

As at May 31, 2022, the Company's financial liabilities consist of bank indebtedness and accounts payable and accrued liabilities, which have contractual maturity dates within one-year, long-term debt, and convertible debentures which have contractual maturities over the next five years.

The Company maintains debt service charge and leverage covenants on certain loans secured by its Aphria Diamond facilities and 420 that are measured quarterly. The Company believes that it has sufficient operating room with respect to its financial covenants for the next fiscal year and does not anticipate being in breach of any of its financial covenants.

The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. Based on the Company's working capital position at May 31, 2022, management regards liquidity risk to be low.

(c) Currency rate risk

As at May 31, 2022, a portion of the Company's financial assets and liabilities held in Canadian dollars and Euros consist of cash and cash equivalents, convertible notes receivable, and long-term investments. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in the functional currency. The Company is exposed to currency rate risk in other comprehensive income, relating to foreign subsidiaries which operate in a foreign currency. The Company does not currently use foreign exchange contracts to hedge its exposure of its foreign currency cash flows as management has determined that this risk is not significant at this point in time.

(d) Interest rate price risk

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding debt. The Company manages interest rate risk by restricting the type of investments and varying the terms of maturity and issuers of marketable securities. Varying the terms to maturity reduces the sensitivity of the portfolio to the impact of interest rate fluctuations.

Item 8. Financial Statements and Supplementary Data.

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All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and accompanying notes.

Tilray Brands, Inc.
Consolidated Statements of Financial Position
(In thousands of U.S. dollars)

	May 31, 2022	May 31, 2021
Assets		
Current assets		
Cash and cash equivalents	\$ 415,909	\$ 488,466
Accounts receivable, net	95,279	87,309
Inventory	245,529	256,429
Prepays and other current assets	46,786	48,920
Current portion of convertible notes receivable	—	2,485
Total current assets	803,503	883,609
Capital assets	587,499	650,698
Right-of-use assets	12,996	18,267
Intangible assets	1,277,875	1,605,918
Goodwill	2,641,305	2,832,794
Interest in equity investees	4,952	8,106
Long-term investments	10,050	17,685
Convertible notes receivable	111,200	—
Other assets	314	8,285
Total assets	\$ 5,449,694	\$ 6,025,362
Liabilities		
Current liabilities		
Bank indebtedness	\$ 18,123	\$ 8,717
Accounts payable and accrued liabilities	157,431	212,813
Contingent consideration	16,007	60,657
Warrant liability	14,255	78,168
Current portion of lease liabilities	6,703	4,264
Current portion of long-term debt	67,823	36,622
Total current liabilities	280,342	401,241
Lease liabilities	11,329	53,946
Long-term debt	117,879	167,486
Convertible debentures	401,949	667,624
Deferred tax liabilities, net	196,638	265,845
Other liabilities	191	3,907
Total liabilities	1,008,328	1,560,049
Commitments and contingencies (refer to Note 17)		
Stockholders' equity		
Common stock (\$0.0001 par value; 990,000,000 shares authorized; 532,674,887 and 446,440,641 shares issued and outstanding, respectively)	53	46
Additional paid-in capital	5,382,367	4,792,406
Accumulated other comprehensive (deficit) income (loss)	(20,764)	152,668
Accumulated deficit	(962,851)	(486,050)
Total Tilray Brands, Inc. stockholders' equity	4,398,805	4,459,070
Non-controlling interests	42,561	6,243
Total stockholders' equity	4,441,366	4,465,313
Total liabilities and stockholders' equity	\$ 5,449,694	\$ 6,025,362

The accompanying notes are an integral part of these consolidated financial statements

Tilray Brands, Inc.

Consolidated Statements of Loss and Comprehensive Loss

(In thousands of U.S. dollars, except share and per share amounts)

	For the year ended May 31,		
	2022	2021	2020
Net revenue	\$ 628,372	\$ 513,085	\$ 405,326
Cost of goods sold	511,555	389,903	309,273
Gross profit	116,817	123,182	96,053
Operating expenses:			
General and administrative	162,801	111,575	93,789
Selling	34,926	26,576	18,975
Amortization	115,191	35,221	15,138
Marketing and promotion	30,934	17,539	15,266
Research and development	1,518	830	1,916
Change in fair value of contingent consideration	(44,650)	—	—
Impairments	378,241	—	50,679
Litigation costs	16,518	3,251	1,834
Transaction costs	31,739	60,361	2,465
Total operating expenses	727,218	255,353	200,062
Operating loss	(610,401)	(132,171)	(104,009)
Interest expense, net	(27,944)	(27,977)	(19,371)
Non-operating income (expense), net	197,671	(184,838)	14,195
Loss before income taxes	(440,674)	(344,986)	(109,185)
Income taxes (recovery)	(6,542)	(8,972)	(8,352)
Net loss	\$ (434,132)	\$ (336,014)	\$ (100,833)
Total net income (loss) attributable to:			
Stockholders of Tilray Brands, Inc.	(476,801)	(367,421)	(102,540)
Non-controlling interests	42,669	31,407	1,707
Other comprehensive (loss) income, net of tax			
Foreign currency translation (loss) gain	(125,306)	156,649	(858)
Unrealized loss on convertible notes receivable	(71,428)	(3,824)	(5,476)
Total other comprehensive (loss) income, net of tax	(196,734)	152,825	(6,334)
Comprehensive loss	\$ (630,866)	\$ (183,189)	\$ (107,167)
Total comprehensive income (loss) attributable to:			
Stockholders of Tilray Brands, Inc.	(650,233)	(214,596)	(108,874)
Non-controlling interests	19,367	31,407	1,707
Weighted average number of common shares - basic	481,219,130	269,549,852	216,158,217
Weighted average number of common shares - diluted	481,219,130	269,549,852	216,158,217
Net loss per share - basic	\$ (0.90)	\$ (1.25)	\$ (0.47)
Net loss per share - diluted	\$ (0.90)	\$ (1.25)	\$ (0.47)

The accompanying notes are an integral part of these consolidated financial statements

Tilray Brands, Inc.
Consolidated Statements of Changes in Equity
(In thousands of U.S. dollars, except share amounts)

	Number of common shares	Common stock	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings (deficit)	Non- controlling interests	Total
Balance at May 31, 2019	210,353,982	\$ 21	\$ 1,225,224	\$ 900	\$ (23,862)	\$ 31,799	\$ 1,234,082
Share issuance - January 2020 bought deal	11,771,068	1	74,394	—	—	—	74,395
Share issuance - debt settlement	15,806,989	2	58,232	—	—	—	58,234
Share issuance - options exercised	1,084,288	—	3,060	—	—	—	3,060
Share issuance - RSUs exercised	559,456	—	—	—	—	—	—
Share issuance - DSUs exercised	333,606	—	—	—	—	—	—
Share issuance - warrants exercised	642,296	—	858	—	—	—	858
Cancelled shares	(419,050)	—	(459)	—	459	—	—
Expired options	—	—	(11,924)	—	11,924	—	—
Expired warrants	—	—	(728)	—	728	—	—
Stock-based payments	—	—	18,079	—	—	—	18,079
Nuuvera Malta acquisition	—	—	—	—	(61)	61	—
Non-controlling interests	—	—	—	—	—	(6,610)	(6,610)
Comprehensive income (loss) for the year	—	—	—	(6,334)	(102,540)	1,707	(107,167)
Balance at May 31, 2020	<u>240,132,635</u>	<u>\$ 24</u>	<u>\$ 1,366,736</u>	<u>\$ (5,434)</u>	<u>\$ (113,352)</u>	<u>\$ 26,957</u>	<u>\$ 1,274,931</u>
Share issuance - legal settlement	1,893,858	—	10,454	—	—	—	10,454
Share issuance - equity financing	14,610,496	2	103,535	—	—	—	103,537
Share issuance - SweetWater acquisition	8,232,810	1	65,888	—	—	—	65,889
Share issuance - contract settlement	1,165,861	1	21,370	—	—	(40,266)	(18,895)
Share issuance - Arrangement	179,635,973	18	3,204,888	—	—	—	3,204,906
Share issuance - options exercised	318,299	—	144	—	—	—	144
Share issuance - RSUs exercised	450,709	—	—	—	—	—	—
Stock-based payments	—	—	19,391	—	—	—	19,391
Settlement of convertible notes receivable	—	—	—	5,277	(5,277)	—	—
Dividends paid to non-controlling interests	—	—	—	—	—	(11,855)	(11,855)
Comprehensive income (loss) for the year	—	—	—	152,825	(367,421)	31,407	(183,189)
Balance at May 31, 2021	<u>446,440,641</u>	<u>\$ 46</u>	<u>\$ 4,792,406</u>	<u>\$ 152,668</u>	<u>\$ (486,050)</u>	<u>\$ 6,243</u>	<u>\$ 4,465,313</u>
Third party contribution to Superhero Acquisition LP	—	—	—	—	—	52,995	52,995
Share issuance - Superhero Acquisition LP	9,817,061	—	117,804	—	—	—	117,804
Share issuance - Breckenridge Acquisition	12,540,479	2	114,066	—	—	—	114,068
Share issuance - equity financing	51,741,710	5	262,504	—	—	—	262,509
Share issuance - Double Diamond Holdings note	2,677,596	—	28,560	—	—	(36,044)	(7,484)
Share issuance - legal settlement	2,959,386	—	22,170	—	—	—	22,170
Share issuance - purchase of capital and intangible assets	1,289,628	—	12,146	—	—	—	12,146
Share issuance - options exercised	719,031	—	5,403	—	—	—	5,403
Share issuance - RSUs exercised	4,489,355	—	—	—	—	—	—
Shares effectively repurchased for employee withholding tax	—	—	(8,686)	—	—	—	(8,686)
Stock-based compensation	—	—	35,994	—	—	—	35,994
Comprehensive income (loss) for the year	—	—	—	(173,432)	(476,801)	19,367	(630,866)
Balance at May 31, 2022	<u>532,674,887</u>	<u>\$ 53</u>	<u>\$ 5,382,367</u>	<u>\$ (20,764)</u>	<u>\$ (962,851)</u>	<u>\$ 42,561</u>	<u>\$ 4,441,366</u>

The accompanying notes are an integral part of these consolidated financial statements

Tilray Brands, Inc.

Consolidated Statements of Cash Flows

(In thousands of U.S. dollars, except share amounts)

	For the year ended May 31,		
	2022	2021	2020
Cash used in operating activities:			
Net loss	\$ (434,132)	\$ (336,014)	\$ (100,833)
Adjustments for:			
Deferred income tax recovery	(27,538)	(24,873)	(13,305)
Unrealized foreign exchange loss	18,001	49,342	(451)
Amortization	154,592	67,832	35,669
Loss (gain) on sale of capital assets	(682)	(1,523)	8,075
Inventory valuation write down	67,000	19,919	—
Impairment	378,240	—	50,679
Other non-cash items	(9,647)	3,025	9,608
Stock-based compensation	35,994	17,351	18,079
Loss (gain) on long-term investments & equity investments	4,914	1,624	24,295
Loss (gain) on derivative instruments	(227,583)	169,537	(53,611)
Change in fair value of contingent consideration	(44,650)	—	—
Transaction costs associated with business acquisitions	—	59,917	—
Change in non-cash working capital	(91,771)	(70,854)	(78,832)
Net cash used in operating activities	(177,262)	(44,717)	(100,627)
Cash (used in) provided by investing activities:			
Proceeds from disposal of marketable securities	—	—	14,816
Investment in capital and intangible assets	(34,064)	(38,874)	(98,786)
Proceeds from disposal of capital and intangible assets	12,205	6,608	1,411
Promissory notes advances	—	(2,419)	—
Repayment of notes receivable	—	5,752	19,396
Investment in long-term investments and equity investees	—	—	(451)
Proceeds from disposal of long-term investments and equity investees	—	8,430	19,570
Net cash acquired (paid) on business acquisitions	326	66,608	(25,902)
Net cash (used in) provided by investing activities	(21,533)	46,105	(69,946)
Cash (used in) provided by financing activities:			
Share capital issued, net of cash issuance costs	262,509	102,550	74,395
Proceeds (payment) from warrants and options exercised	(3,283)	144	3,918
Repayment of convertible debentures	(88,026)	—	(812)
Proceeds from long-term debt	—	102,798	60,944
Repayment of long-term debt	(40,254)	(64,559)	(8,114)
Repayment of lease liabilities	(4,672)	(1,058)	(126)
Increase in bank indebtedness	9,406	8,328	401
Dividend paid to NCI	(7,484)	(23,895)	—
Net cash provided by financing activities	128,196	124,308	130,606
Effect of foreign exchange on cash and cash equivalents	(1,958)	2,124	(6,572)
Net decrease in cash and cash equivalents	(72,557)	127,820	(46,539)
Cash and cash equivalents, beginning of period	488,466	360,646	407,185
Cash and cash equivalents, end of period	\$ 415,909	\$ 488,466	\$ 360,646

The accompanying notes are an integral part of these consolidated financial statements

Tilray Brands, Inc.

Notes to the Consolidated Financial Statements

(In thousands of U.S. dollars, except share and per share amounts)

1. Description of business

Tilray Brands, Inc., and its wholly owned subsidiaries (collectively “Tilray”, the “Company”, “we”, or “us”) is a leading global cannabis-lifestyle and consumer packaged goods company headquartered in Leamington, Ontario, Canada, with operations in Canada, the United States, Europe, Australia, New Zealand and Latin America that is changing people’s lives for the better – one person at a time – by inspiring and empowering the worldwide community to live their very best life by providing them with products that meet the needs of their mind, body, and soul and invoke a sense of wellbeing. Tilray’s mission is to be the trusted partner for its patients and consumers by providing them with a cultivated experience and health and wellbeing through high-quality, differentiated brands and innovative products. A pioneer in cannabis research, cultivation and distribution, Tilray’s production platform supports over 20 brands in over 20 countries, including comprehensive cannabis offerings, hemp-based foods, and alcoholic beverages.

On April 30, 2021, Tilray acquired all of the issued and outstanding common shares of Aphria Inc. (“Aphria”), an international organization focused on building a global cannabis-lifestyle consumer packaged goods company in addition to its businesses in the marketing and manufacturing beverage alcohol products in the United States, and in the distribution of (non-Cannabis) pharmaceutical products in Germany and Argentina, pursuant to a plan of arrangement (the “Arrangement”) under the Business Corporations Act (Ontario).

On January 10, 2022, Tilray, Inc. changed its corporate name to Tilray Brands, Inc., pursuant to a second certificate of amendment of the amended and restated certificate of incorporation filed with the Delaware Secretary of State (the “Name Change”), and amended and restated its bylaws on that same date to reflect the Name Change.

2. Basis of preparation

The policies applied in these consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”).

Based on the determination that Aphria was the accounting acquirer in the Arrangement, Aphria’s historical financial statements became the historical financial statements of the Company. The acquired assets and liabilities of Tilray are included in the Company’s consolidated balance sheets as of April 30, 2021 and the results of its operations and cash flows are included in the Company’s consolidated statement of loss and comprehensive loss and cash flows for periods beginning after April 30, 2021. In conjunction with the reverse acquisition, the Company elected to adopt Aphria’s fiscal year end of June 1 to May 31. Accordingly, comparisons between the Company’s results for the year ended May 31, 2022 and prior periods may not be meaningful, as the reported results do not include the operations of legacy-Tilray and its subsidiaries on and prior to April 30, 2021.

These consolidated financial statements have been prepared on the going concern basis which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due, under the historical cost convention except for certain financial instruments that are measured at fair value, as detailed in the Company’s accounting policies. For the years ended May 31, 2022, 2021 and 2020, the Company reported a consolidated net loss of \$(434,132), \$(336,014) and \$(100,833), respectively. For the years ended May 31, 2022,

2021 and 2020, the Company had cash flows used in operating activities of \$(177,262), \$(44,717) and (100,627), respectively. As of May 31, 2022 and 2021, the Company had working capital of \$523,161 and \$482,368, respectively. Current management forecasts and related assumptions support the view that the Company can adequately manage the operational needs of the business with the current cash on hand for the next twelve months from the date of issuance of these financial statements.

Foreign currency

These consolidated financial statements are presented in U.S. dollars (“USD”), which is the Company’s reporting currency; however, the functional currency of the entities in these financial statements are their respective local currencies, including Canadian dollar, USD, Euro, Australian dollar, and Great Britain pound.

Foreign currency transactions are remeasured to the respective functional currencies of the Company’s entities at the exchange rates in effect on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are remeasured to the functional currency at the foreign exchange rate applicable at the statement of financial position date. Non-monetary items carried at historical cost denominated in foreign currencies are remeasured to the functional currency at the date of the transactions. Non-monetary items carried at fair value denominated in foreign currencies are remeasured to the functional currency at the date when the fair value was determined. Realized and unrealized exchange gains and losses are recognized through profit and loss.

On consolidation, the assets and liabilities of foreign operations reported in their functional currencies are translated into USD, the Group’s presentation currency, at period-end exchange rates. Income and expenses, and cash flows of foreign operations are translated into USD using average exchange rates. Exchange differences resulting from translating foreign operations are recognized in other comprehensive income (loss) and accumulated in equity.

Basis of consolidation

The consolidated financial statements of the Company, include the accounts of the company, its wholly-owned subsidiaries and majority owned subsidiaries (see Note 21). All significant intercompany transactions are eliminated.

Equity method investments

In accordance with ASC 323, *Investments – Equity Method and Joint Ventures*, investments in entities over which the Company does not have a controlling financial interest but has significant influence are accounted for using the equity method, with the Company’s share of earnings or losses reported in earnings or losses from equity method investments on the statements of net loss and comprehensive loss. Equity method investments are recognized initially at cost, which includes transaction costs. After initial recognition, the consolidated financial statements include the Company’s share of undistributed earnings or losses, and impairment, if any, until the date on which significant influence ceases.

If the Company’s share of losses in an equity investment equals or exceeds its interest in the entity, including any net advances, the group does not recognize further losses, unless it has guaranteed obligations of the investee or is otherwise committed to provide further financial support for the investee.

Unrealized gains on transactions between the Company and its equity-method investees are eliminated only to the extent of the Company’s interest in these entities. Unrealized losses are also eliminated, except to the extent that the underlying asset is impaired.

3. Significant accounting policies

The significant accounting policies used by the Company are as follows:

Cash and cash equivalents

Cash and cash equivalents are comprised of cash and highly liquid investments that are both readily convertible into known amounts of cash with original maturities of three months or less. Cash and cash equivalents include amounts held in United States dollar, Canadian dollar, Euro, Australian dollar, Great Britain pound, Colombian peso, Argentine peso, and corporate bonds, commercial paper, treasury bills and money market funds.

Accounts receivable

The Company maintains an allowance for credit losses at an amount sufficient to absorb losses inherent in its accounts receivable portfolio as of the reporting dates based on the projection of expected credit losses. The Company applies the aging method to estimate the allowance for expected credit losses. The aging method is applied to accounts receivables at the business unit level to reflect shared risk characteristics, such as receivable type, customer type and geographical location. The aging method assigns accounts receivables to a level of delinquency and applies loss rates to each class based on historical loss experience. The Company also considers relevant qualitative and quantitative factors to assess whether historical loss experience should be adjusted to better reflect the risk characteristics of the current classes and the expected future loss. This assessment incorporates all available information relevant to considering the collectability of its current classes, including considering economic and business conditions, default trends, changes in its class composition, among other internal and external factors. The expected credit loss estimates are adjusted for current conditions and reasonable supportable forecasts.

As part of the Company's analysis of expected credit losses, it may analyze contracts on an individual basis in situations where such accounts receivables exhibit unique risk characteristics and are not expected to experience similar losses to the rest of their class.

Inventory

Inventory is valued at the lower of cost and net realizable value, determined using weighted average cost. All direct and indirect costs related to inventory are capitalized as they are incurred, and they are subsequently recorded in cost of goods sold on the statements of loss and comprehensive loss at the time inventory is sold. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. At the end of each reporting period, the Company performs an assessment of inventory and records write-downs for excess and obsolete inventories based on the Company's estimated forecast of product demand, production requirements, market conditions, regulatory environment, and spoilage. Actual inventory losses may differ from management's estimates and such differences could be material to the Company's statements of financial position, statements of loss and comprehensive loss and statements of cash flows.

Capital assets

Capital assets are recorded at cost and amortized on a straight-line basis over the estimated useful lives or lease term, whichever is shorter. The Company's capital assets are reviewed when impairment indicators are present by analyzing underlying cash flow projections. Maintenance and repairs are charged to expenses as incurred. The Company uses the following ranges of asset lives:

Asset type	Depreciation method	Depreciation term (estimated useful life)
Production facility	Straight-line	20 – 30 years
Equipment	Straight-line	3 – 25 years
Leasehold improvements	Straight-line	Lesser of estimated useful life or lease term
Finance lease right-of-use assets	Straight-line	Lesser of the lease term and the useful life of the leased asset

Intangible assets

Intangible assets are recorded at cost and amortized on a straight-line basis over the estimated useful lives. The Company uses the following ranges of asset lives:

Asset type	Amortization term
Customer relationships & distribution channel	14 – 16 years
Licences, permits & applications	90 months – indefinite
Intellectual property, trademarks & brands	15 months – 25 years
Non-compete agreements	Over term of non-compete
Know how	5 years

Impairment of long-lived assets

The Company reviews long-lived assets, including capital assets and definite life intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. In order to determine if assets have been impaired, assets are grouped and tested at the lowest level for which identifiable independent cash flows are available ("asset group"). An impairment loss is recognized when the sum of projected undiscounted cash flows is less than the carrying value of the asset group. The measurement of the impairment loss to be recognized is based on the difference between the fair value and the carrying value of the asset group. Fair value may be determined using a market approach or income approach.

Business combinations and goodwill

The Company accounts for business combinations using the acquisition method in accordance with Accounting Standards Codification, ASC 805, *Business Combinations* which requires recognition of assets acquired and liabilities assumed, including contingent assets and liabilities, at their respective fair values on the date of acquisition.

Contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as a liability is remeasured at subsequent reporting dates, with the corresponding gain or loss recognized in profit or loss.

Non-controlling interests in the acquiree are measured at fair value on acquisition date. Acquisition-related costs are recognized as expenses in the periods in which the costs are incurred and the services are received (except for the costs to issue debt or equity securities which are recognized according to specific requirements).

Purchase price allocations may be preliminary and, during the measurement period not to exceed one year from the date of acquisition, changes in assumptions and estimates that result in adjustments to the fair value of assets acquired and liabilities assumed are recorded in the period the adjustments are determined.

Goodwill represents the excess of the consideration transferred for the acquisition of subsidiaries over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Impairment of goodwill and indefinite-lived intangible assets

Goodwill is allocated to the reporting unit in which the business that created the goodwill resides. A reporting unit is an operating segment, or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by segment management. We operate in four operating segments which are our reporting units, and goodwill is allocated at the operating segment level. The Company reviews goodwill and indefinite-lived intangible assets annually for impairment in the fourth quarter, or more frequently, if events or circumstances indicate that the carrying amount of an asset may not be recoverable.

Leases

Effective July 1, 2019, arrangements containing leases are evaluated as an operating or finance lease at lease inception. For operating leases, the Company recognizes an operating lease right-of-use ("ROU") asset and operating lease liability at lease commencement based on the present value of lease payments over the lease term. With the exception of certain finance leases, an implicit rate of return is not readily determinable for the Company's leases. For these leases, an incremental borrowing rate is used in determining the present value of lease payments and is calculated based on information available at the lease commencement date.

The incremental borrowing rate is determined using a portfolio approach based on the rate of interest the Company would have to pay to borrow funds on a collateralized basis over a similar term. The Company references market yield curves which are risk-adjusted to approximate a collateralized rate in the currency of the lease. These rates are updated on a quarterly basis for measurement of new lease obligations.

The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. Leases with an initial term of 12 months or less are not recognized on the Company's consolidated statements of financial position. Operating lease assets are presented as right-of-use assets, and corresponding operating lease liabilities are presented within lease liabilities, on the Company's consolidated statements of financial position. Finance lease assets are included in capital assets, and corresponding finance lease liabilities are included within current lease liabilities, on the Company's consolidated statements of financial position.

Convertible notes receivable

Convertible notes receivables include various investments in which the Company has the right, or potential right (see Note 11) to convert the indenture into common stock shares of the investee and are classified as available-for-sale and are recorded at fair value. Unrealized gains and losses during the year, net of the related tax effect, are excluded from income and reflected in other comprehensive income (loss), and the cumulative effect is reported as a separate component of shareholders' equity until realized. The Company assesses its convertible notes receivables for impairment at each measurement date. Convertible notes receivables are impaired when a decline in fair value is determined to be other-than-temporary. If the cost of an investment exceeds its fair value, the Company evaluates, among other factors, general market conditions, credit quality of debt instrument issuers, and the duration and extent to which the fair value is less than cost. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded in the statements of loss and comprehensive loss and a new cost basis for the investment is established. The Company also evaluates whether there is a plan to sell the security or it is more likely than not that the Company will be required to sell the security before recovery. If neither of the conditions exist, then only the portion of the impairment loss attributable to credit loss is recorded in the statements of net loss and the remaining amount is recorded in other comprehensive income (loss).

Long-term investments

Long-term investments include investments in equity securities of entities over which the Company does not have a controlling financial interest or significant influence and are accounted for at fair value. Equity investments without readily determinable fair values are measured at cost with adjustments for observable changes in price or impairments (referred to as the "measurement alternative"). In applying the measurement alternative, the Company performs a qualitative assessment on a quarterly basis and recognizes an impairment if there are sufficient indicators that the fair value of the equity investments is less than carrying values. Changes in value are recorded in non-operating income (loss).

Equity method investments

Investments in entities over which the Company does not have a controlling financial interest but has significant influence, are accounted for using the equity method, with the Company's share of losses reported in loss from equity method investments on the statements of loss and comprehensive loss. Equity method investments are recorded at cost, plus the Company's share of undistributed earnings or losses, and impairment, if any, within interest in equity investees on the statements of financial position.

Convertible debentures

The Company accounts for its convertible debentures in accordance with ASC 470-20 *Debt with Conversion and Other Options*, which requires the liability and equity components of convertible debt instruments that may be settled in cash upon conversion, including partial cash settlement, to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. The initial proceeds from the sale of convertible notes are allocated between a liability component and an equity component in a manner that reflects interest expense at the rate of similar nonconvertible debt that could have been issued at such time. The equity component represents the excess initial proceeds received over the fair value of the liability component of the notes as of the date of issuance. The resulting debt discount is amortized over the period during which the convertible notes are expected to be outstanding as additional non-cash interest expenses.

Upon repurchase of convertible debt instruments, ASC 470-20 requires the issuer to allocate total settlement consideration, inclusive of transaction costs, amongst the liability and equity components of the instrument based on the fair value of the liability component immediately prior to repurchase. The difference between the settlement consideration allocated to the liability component and the net carrying value of the liability component, including unamortized debt issuance costs, would be recognized as gain (loss) on extinguishment of debt in the statements of loss and comprehensive loss. The remaining settlement consideration allocated to the equity component would be recognized as a reduction of additional paid-in capital in the statements of financial position.

For convertible debentures with an embedded conversion feature that did not meet the equity scope exception from derivative accounting pursuant to ASC 815-15, the Company elected the fair value option under ASC 825 *Fair Value Measurements*. When the fair value option is elected, the convertible debenture is initially recognized at fair value on the statements of financial position and all subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income (loss). The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). Transaction costs directly attributable to the issuance of the convertible debenture is immediately expensed in the statements of loss and comprehensive loss.

Warrants

Warrants are accounted for in accordance with applicable accounting guidance provided in ASC 815 *Derivatives and Hedging – Contracts in Entity's Own Equity*, as either liabilities or as equity instruments depending on the specific terms of the warrant agreement. Warrants classified as liabilities are recorded at fair value and are remeasured at each reporting date until settlement. Changes in fair value is recognized as a component of change in fair value of warrant liability in the statements of loss and comprehensive loss. Transaction costs allocated to warrants that are presented as a liability are immediately expensed in the statements of loss and comprehensive loss. Warrants classified as equity instruments are initially recognized at fair value and are not subsequently remeasured.

Fair value measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying values of accounts receivable, prepaids and other current assets, bank indebtedness and accounts payable and accrued liabilities approximate their fair values due to their short periods to maturity. The Company calculates the estimated fair value of financial instruments, including convertible notes receivable, long-term investments, warrant liability, contingent consideration, and convertible debentures, using quoted market prices when available. When quoted market prices are not available, fair value is determined based on valuation techniques using the best information available and may include quoted market prices, market comparables, and discounted cash flow projections.

Income taxes

Income taxes are recognized in the consolidated statements of loss and comprehensive loss and are comprised of current and deferred taxes. Current tax is recognized in connection with income for tax purposes, unrealized tax benefits and the recovery of tax paid in a prior period and measured using enacted tax rates and laws applicable to the taxation period during which the income for tax purposes arose. Deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Management makes an assessment of the likelihood that a deferred tax asset will be realized, and a valuation allowance is provided to the extent that it is more likely than not that all or a portion of a deferred tax asset will not be realized.

The Company recognizes uncertain income tax positions at the largest amount that is more likely than not to be sustained upon audit by the relevant tax authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. A change in the recognition or measurement of an unrealized tax benefit is reflected in the period during which the change occurs.

Revenue

Revenue is recognized when the control of the promised goods, through performance obligation, is transferred to the customer in an amount that reflects the consideration we expect to be entitled to in exchange for the performance obligations.

Excise taxes remitted to tax authorities are government-imposed excise taxes on cannabis and beer. Excise taxes are recorded as a reduction of sales in net revenue in the consolidated statements of operations and recognized as a current liability within accounts payable and other current liabilities on the consolidated balance sheets, with the liability subsequently reduced when the taxes are remitted to the tax authority.

In addition, amounts disclosed as net revenue are net of excise taxes, sales tax, duty tax, allowances, discounts and rebates.

In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration and the existence of significant financing components, if any.

Some contracts for the sale of goods may provide customers with a right of return, volume discount, bonuses for volume/quality achievement, or sales allowance. In addition, the Company may provide in certain circumstances, a retrospective price reduction to a customer based primarily on inventory movement. These items give rise to variable consideration. The Company uses the expected value method to estimate the variable consideration because this method best predicts the amount of variable consideration to which the Company will be entitled. The Company uses historical evidence, current information and forecasts to estimate the variable consideration. The Company reduces revenue and recognizes a contract liability equal to the amount expected to be refunded to the customer in the form of a future rebate or credit for a retrospective price reduction, representing its obligation to return the customer's consideration. The estimate is updated at each reporting period date.

Cost of goods sold

Cost of goods sold represents costs directly related to manufacturing and distribution of the Company's products. Primary costs include raw materials, packaging, direct labor, overhead, shipping and handling, the amortization of manufacturing equipment and production facilities and tariffs. Manufacturing overhead and related expenses include salaries, wages, employee benefits, utilities, maintenance and property taxes. Cost of goods sold also includes inventory valuation adjustments.

General and administrative

General and administrative expenses are comprised primarily of (i) personnel related costs such as salaries, benefits, annual employee bonus expense and stock-based compensation costs; (ii) legal, accounting, consulting and other professional fees; and (iii) corporate insurance and other facilities costs associated with our corporate and administrative locations.

Selling

Selling expenses are comprised direct selling costs which primarily consist of (i) commissions paid to our third-party workforce, (ii) patient acquisition and maintenance fees, (iii) Health Canada's cannabis fees and (iv) freight.

Marketing and promotion

Marketing and promotion expenses are comprised primarily of marketing and advertising expenses.

Research and development

Research and development costs are expensed as incurred. Research and development are comprised primarily of costs for personnel, clinical study costs, contracted research, consulting services, materials and supplies, milestones, an allocation of our occupancy costs and other expenses incurred to sustain our overall research and development programs.

Stock-based compensation

The Company has an omnibus plan which includes issuances of stock options, restricted stock units (“RSUs”) and stock appreciation rights (“SARs”). The Company estimates the fair value of stock options on the date of grant using the Black-Scholes option pricing model. The fair value of RSUs is based on the share price as at date of grant and no SARs were issued to date. The share-based compensation expense is based on the fair value of the stock-based awards at the grant date and the expense is recognized over the related service period following a straight-line vesting expense schedule. The Company estimates forfeitures at the time of grant and revises these estimates in subsequent periods if actual forfeitures differ from those estimates. Any revisions are recognized in the consolidated statements of loss and comprehensive loss such that the cumulative expense reflects the revised estimate.

For performance-based stock options and RSUs, the Company records compensation expense over the estimated service period adjusted for a probability factor of achieving the performance-based milestones. At each reporting date, the Company assesses the probability factor and records compensation expense accordingly, net of estimated forfeitures.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing reported net income (loss) by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is computed by dividing reported net income (loss) by the sum of the weighted average number of common shares and the number of dilutive potential common share equivalents outstanding during the period. Potential dilutive common share equivalents consist of the incremental common shares issuable upon the exercise of vested share options, warrants, and RSUs and the incremental shares issuable upon conversion of the convertible debentures and similar instruments.

In computing diluted earnings (loss) per share, common share equivalents are not considered in periods in which a net loss is reported, as the inclusion of the common share equivalents would be anti-dilutive.

Critical accounting estimates and judgments

The preparation of the Company’s financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. These estimates and judgements are subject to change based on experience and new information which could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities affecting future periods. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Financial statement areas that require significant judgement are as follows:

Long-term investments and convertible notes receivable – The determination of fair value of the Company’s long-term investments and convertible notes receivable at other than initial cost is subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

Use of the valuation approach described below may involve uncertainties and determinations based on the Company’s judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a long-term investment or convertible notes receivable should be adjusted upward or downward at the end of each reporting period. In addition

to company-specific information, the Company will consider trends in general market conditions and the share performance of comparable publicly traded companies when valuing long-term investments and convertible notes receivable.

The fair value of long-term investments and convertible notes receivable may need to be adjusted if:

- There has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place;
- There have been significant corporate, political, or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable;
- The investee company is placed into receivership or bankruptcy;
- Based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern;
- Important positive or negative management changes by the investee company that the Company's management believes will have a positive or negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

Adjustment to the fair value of a long-term investment and convertible notes receivable will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed.

Estimated useful lives, impairment considerations and amortization of capital and intangible assets – Amortization of capital and intangible assets is dependent upon estimates of useful lives based on management's judgment.

Goodwill and indefinite-lived intangible asset impairment testing require management to make estimates in the impairment testing model. On at least an annual basis, the Company tests whether goodwill and indefinite-lived intangible assets are impaired. Impairment of definite long-lived assets is influenced by judgment in defining a reporting unit and determining the indicators of impairment, and estimates used to measure impairment losses

The reporting unit's fair value is determined using discounted future cash flow models, which incorporate assumptions regarding future events, specifically future cash flows, growth rates and discount rates.

Stock-based compensation – The fair value of stock-based compensation expenses are estimated using the Black-Scholes option pricing model and rely on a number of assumptions including the fair value of common shares on the grant date, risk-free rate, volatility rate, annual dividend yield, the expected term, and the estimated rate of forfeiture of options granted. Volatility is estimated by using the historical volatility of the Company.

Business combinations – Judgement is used in determining a) whether an acquisition is a business combination or an asset acquisition. We use judgement in applying the acquisition method of accounting for business combinations and estimates to value identifiable assets and liabilities at the acquisition date. Estimates are used to determine cash flow projections, including the period of future benefit, and future growth and discount rates, among other factors. The values allocated to the acquired assets and liabilities assumed affect the amount of goodwill recorded on acquisition. Fair value of assets acquired and liabilities assumed is typically estimated using an income approach, which is based on the present value of future discounted cash flows. Significant estimates in the discounted cash flow model include the discount rate, rate of future revenue growth and profitability of the acquired business and working capital effects. The discount rate considers the relevant risk associated with the business-specific characteristics and the uncertainty related to the ability to achieve projected cash flows. These estimates and the resulting valuations require significant judgment. Management engages third party experts to assist in the valuation of material acquisitions.

Convertible debentures – The fair value of Convertible Debentures where the Company had elected the fair value option are determined using the Black-Scholes option pricing model. Assumptions and estimates are made in determining an appropriate conversion price, volatility, dividend yield, and the fair value of common stock. There is judgement in assessing what portion of the gain or loss, if any, relates to the change in the instrument-specific credit risk.

Warrant liability – The fair value of the warrant liability is measured using a Black Scholes pricing model. Assumptions and estimates are made in determining an appropriate risk-free interest rate, volatility, term, dividend yield, discount due to exercise restrictions, and the fair value of common stock. Any significant adjustments to the unobservable inputs would have a direct impact on the fair value of the warrant liability.

New accounting pronouncements not yet adopted

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity* (“ASU 2020-06”), which amends and simplifies existing guidance in an effort to reduce the complexity of accounting for convertible instruments and to provide financial statement users with more meaningful information. ASU 2020-06 is effective for the Company beginning June 1, 2022. This update may be applied retrospectively or on a modified retrospective basis with the cumulative effect recognized as an adjustment to the opening balance of retained earnings on the date of adoption. The Company is currently evaluating the effect of adopting this ASU.

In May 2021, the FASB issued ASU 2021-04, *Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)* (“ASU 2021-04”), which amends existing guidance for earnings per share (EPS) in accordance with Topic 260. ASU 2021-04 is effective for the Company beginning June 1, 2022. This update should be applied prospectively on or after the effective date of the amendments. The Company is currently evaluating the effect of adopting this ASU.

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Subtopic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* (“ASU 2021-08”), which is intended to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in practice and inconsistency. ASU 2021-08 is effective for the Company beginning June 1, 2023. This update should be applied prospectively on or after the effective date of the amendments. The Company is currently evaluating the effect of adopting this ASU.

In November 2021, the FASB issued ASU 2021-10, *Government Assistance (Topic 832), Disclosures by Business Entities about Government Assistance*, which is intended to increase the transparency of government assistance including the disclosure of (1) the types of assistance, (2) an entity’s accounting for the assistance, and (3) the effect of the assistance on an entity’s financial statements. ASU 2021-10 is effective for the Company beginning June 1, 2022. This update should be applied prospectively on or after the effective date of the amendments. The Company is currently evaluating the effect of adopting this ASU.

New accounting pronouncements recently adopted

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740) – Simplifying the Accounting for Income Taxes (“ASU 2019-12”), which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The standard was effective for annual reporting periods beginning after December 15, 2020 and including interim periods within those fiscal years. The Company adopted the ASU beginning June 1, 2021 and the adoption of ASU 2019-12 did not have any impact on our consolidated financial statements.

In January 2020, the FASB issued ASU 2020-01, *Investments – Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815)* (“ASU 2020-01”), which is intended to clarify the interaction of the accounting for equity securities under Topic 321 and investments accounted for under the equity method of accounting in Topic 323 and the accounting for certain forward contracts and purchased options accounted for under Topic 815. The Company adopted the ASU beginning June 1, 2021 and the adoption of ASU 2020-01 did not have any impact on our consolidated financial statements.

4. Inventory

Inventory is comprised of:

	<u>May 31,</u> <u>2022</u>	<u>May 31,</u> <u>2021</u>
Plants	\$ 14,521	\$ 23,083
Dried cannabis	116,739	118,269
Cannabis trim	592	2,931
Cannabis derivatives	24,685	24,158
Cannabis vapes	542	3,791
Cannabis packaging and other inventory items	21,691	31,462
Wellness inventory	13,275	15,171
Beverage alcohol inventory	27,840	5,402
Distribution inventory	25,644	32,162
Total	<u>\$ 245,529</u>	<u>\$ 256,429</u>

Inventory is written down for any obsolescence, spoilage and excess inventory or when the net realizable value of inventory is less than the carrying value. During the year ended May 31, 2022, the Company recorded charges for inventory and inventory-related write downs as a component of cost of sales. Cannabis products were written down by \$59,500 for the year ended May 31, 2022, by \$19,919 for the year ended May 31, 2021 and there were no write downs for the year ended May 31, 2020. Distribution products were written down by \$7,500 for the year ended May 31, 2022, there were no write downs for the years ended May 31, 2021 and 2020. Included in cost of goods sold for the year ended May 31, 2022 is \$2,214 purchase price accounting step-up for beverage alcohol inventory sold in the year, \$835 for the year ended May 31, 2021 and there was no step-up for the year ended May 31, 2020.

5. Related party transactions

In the normal course of business, the Company enters into related party transactions with certain entities under common control and joint ventures as detailed below.

Docklight LLC (“Docklight”) royalty and management services

The Company previously paid Docklight a royalty fee pursuant to a brand licensing agreement which provided the Company with exclusive rights in Canada for the use of certain adult-use brands up until the Company returned the brand to Docklight. During the year ended May 31, 2022, 2021 and 2020 royalty fees of \$1,430, \$125, and nil, respectively were recorded within selling expenses in the statements of loss and comprehensive loss.

Plain Vanilla Research Limited Partnership (“Fluent”) and Cannfections Group Inc. (“Cannfections”)

The Company has a joint venture arrangement with a 50% ownership and voting interest in Cannfections. During the year ended May 31, 2022, 2021 and 2020, co-manufacturing fees on edible cannabis products were \$2,560, \$1,370, and nil, respectively were recorded within cannabis costs of goods sold in the statements of loss and comprehensive loss.

On August 17, 2021, the Company sold its 50% ownership and voting interest in Fluent in exchange for various capital and intangible assets equaling a total value of \$4,914. Additionally, there was a gain on the sale of the investment of \$1,145 recorded in other non-operating income in the statement of loss and comprehensive loss.

6. Capital assets

Capital asset consisted of the following:

	May 31, 2022	May 31, 2021
Land	\$ 31,882	\$ 28,549
Production facilities	453,412	346,510
Equipment	254,486	215,408
Leasehold improvements	7,455	17,059
ROU-assets under finance lease	—	34,726
Construction in progress	7,505	85,322
	<u>\$ 754,740</u>	<u>\$ 727,574</u>
Less: accumulated amortization	(167,241)	(76,876)
Total	<u>\$ 587,499</u>	<u>\$ 650,698</u>

7. Leases

The Company has operating leases for facilities, office spaces, production equipment and vehicles.

Leases have varying terms with remaining lease terms of up to approximately 20 years. Certain of our lease arrangements provide us with the option to extend or to terminate the lease early.

The table below presents the lease-related assets and liabilities recorded on the balance sheet.

	Classification on Balance Sheet	May 31, 2022	May 31, 2021
Assets			
Operating lease, right-of-use assets	Right of use assets	\$ 12,996	\$ 18,267
Finance lease, right-of-use assets	Capital assets	—	34,726
Total right-of-use asset		<u>\$ 12,996</u>	<u>\$ 52,993</u>
Liabilities			
Current:			
Operating lease liability	Accrued lease obligations - current	\$ 6,703	\$ 3,613
Finance lease liability	Accrued lease obligations - current	—	651
Non-current:			
Operating lease liability	Accrued lease obligations - non-current	11,329	18,465
Finance lease liability	Accrued lease obligations - non-current	—	35,481
Total lease liabilities		<u>\$ 18,032</u>	<u>\$ 58,210</u>

The table below presents certain information related to the lease costs for finance and operating leases.

	May 31, 2022	May 31, 2021
Finance lease cost:		
Amortization of right-of-use assets	\$ —	\$ 806
Interest on lease liabilities	—	765
Operating lease cost	3,499	1,374
Total lease cost	<u>\$ 3,499</u>	<u>\$ 2,945</u>

The Company does not have short term lease expense or sublease income for the year ending May 31, 2022.

The table below presents supplemental cash flow information related to leases.

	May 31, 2022	May 31, 2021
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 4,087	\$ 1,466
Operating cash flows from finance leases	736	774
Financing cash flows from finance leases	572	231

The following table presents the future undiscounted payment associated with lease liabilities as of May 31, 2022:

	Operating leases
2023	\$ 4,115
2024	3,377
2025	2,782
2026	3,047
Thereafter	6,891
Total minimum lease payments	<u>\$ 20,212</u>
Imputed interest	<u>(2,180)</u>
Obligations recognized	<u>\$ 18,032</u>

8. Intangible assets

Intangible assets are comprised of the following items

	May 31, 2022	May 31, 2021
Customer relationships & distribution channel	\$ 617,437	\$ 239,810
Licenses, permits & applications	377,897	430,270
Non-compete agreements	12,512	12,453
Intellectual property, trademarks, knowhow & brands	634,997	990,917
	<u>\$ 1,642,843</u>	<u>\$ 1,673,450</u>
Less: accumulated amortization	(154,124)	(52,192)
Less: impairments	(210,844)	(15,340)
Total	<u>\$ 1,277,875</u>	<u>\$ 1,605,918</u>

During the year ended May 31, 2022, as a result of delays in product registrations in Latin America and changes in market opportunities, causing a shift in our strategic priorities, management recorded a non-cash impairment of \$110,033 of licences, permits and applications and \$85,471 of intellectual property, trademarks, knowhow & brands,

representing all of the intangible asset values related to those entities, and discounted cash flows (refer to Note 10 *Goodwill* for further details). Included in Licenses, permits & applications is \$248,411 of indefinite-lived intangible assets (2021 - \$412,000).

Estimated amortization expense for each of the five succeeding fiscal years and thereafter is as follows:

	Amortization
2023	\$ 67,591
2024	60,947
2025	59,912
2026	59,912
2027	59,912
Thereafter	611,190
Total	\$ 919,464

9. Business Acquisitions

Reverse Acquisition

On April 30, 2021 (“Closing Date”), Tilray acquired all of the issued and outstanding common shares of Aphria Inc. (“Aphria”), an international organization focused on building a global cannabis-lifestyle and consumer packaged goods company in addition to its businesses in the marketing and manufacturing beverage alcohol products in the United States, and in the distribution of (non-Cannabis) pharmaceutical products in Germany and Argentina, pursuant to a plan of arrangement (the “Arrangement”) under the Business Corporations Act (Ontario).

The fair value of the purchase price on the closing date was, as follows:

	April 30, 2021
Number of Tilray common shares outstanding at acquisition date	179,635,973
Conversion ratio	0.8381
Tilray common shares issued at closing	214,337,159
Market share price of Aphria converted stock units	\$ 14.62
Fair value of Tilray common stock transferred to Aphria shareholders	3,133,609
Consideration related to stock-based compensation (1)	71,297
Total fair value of consideration transferred	\$ 3,204,906

(1) On acquisition date there was consideration in the form of 1,207,010 restricted stock units and 4,782,132 stock options that had been issued before the acquisition date to employees and non-employees of Tilray. The pre-combination fair value of these awards was \$17,647 and \$53,650, respectively.

The table below summarizes fair value of the assets acquired and the liabilities assumed as of May 31, 2022. During the year ended May 31, 2022, the Company recorded measurement period adjustments to its initial allocation of purchase price as a result of ongoing valuation procedures on assets and liabilities assumed, including: (i) a decrease in inventory of \$10,000; (ii) a decrease in prepaids and other current assets of \$6,000; (iii) a decrease in deferred tax liabilities, net of \$11,476; (iv) an increase in accrued expenses and other current liabilities of \$8,000; and (v) an increase to goodwill of \$12,524 due to the incremental period adjustments discussed in items (i) through (iv). The impact of measurement period adjustments to the results of operations was immaterial.

	May 31, 2022
Assets	
Cash and cash equivalents	\$ 375,673
Accounts receivable	28,054
Inventory	66,547
Prepaids and other current assets	2,960
Capital assets	136,637
Right-of-use assets, operating leases	12,606
Definite-lived intangible assets (estimated useful life)	
Distribution channel (15 years)	404,000
Customer relationships (15 years)	59,000
Know how (5 years)	115,000
Brands (10 to 25 years)	301,000
Indefinite-lived intangible assets	
Licenses	200,000
Goodwill	2,234,137
Other assets	22,879
Total assets	3,958,493
Liabilities	
Accounts payable	62,292
Accrued expenses and other current liabilities	93,120
Accrued lease obligations	21,962
Warrant liability	79,402
Deferred tax liabilities, net	224,915
Convertible notes	267,862
Other liabilities	4,034
Total liabilities	753,587
Net assets acquired	\$ 3,204,906

Revenue (unaudited) for the Company would have been higher by approximately \$180,000 for the year ended May 31, 2021, if the acquisition had taken place on June 1, 2020. Net income and comprehensive net income (unaudited) would have been lower by approximately \$460,000 for the year ended May 31, 2021, if the acquisition had taken place on June 1, 2020.

Acquisition of Double Diamond Distillery LLC (d/b/a Breckenridge Distillery)

On December 7, 2021, the Company through its wholly-owned subsidiary Four Twenty Corporation, completed the purchase of all the membership interests of Double Diamond Distillery LLC (d/b/a Breckenridge Distillery), a Colorado limited liability company and distilled spirits brand located in Breckenridge, Colorado (the “Breckenridge Acquisition”). As consideration for the Breckenridge Acquisition, the Company paid a purchase price in an aggregate amount equal to \$114,068, which purchase price was satisfied through the issuance of 12,540,479 shares of Tilray’s Class 2 common shares.

The Company is in the process of finalizing the fair value of the net assets acquired and, as a result, the fair value of the net assets acquired may be subject to adjustments pending completion of final valuations and post-closing

adjustments. The table below summarizes preliminary estimated fair value of the assets acquired and the liabilities assumed at the effective acquisition date.

	<u>Amount</u>
Consideration	
Shares	\$ 114,068
Net assets acquired	
Current assets	
Cash and cash equivalents	326
Accounts receivable	2,128
Prepays and other current assets	367
Inventory	20,351
Long-term assets	
Capital assets	11,179
Customer relationships (15 years)	9,800
Intellectual property, trademarks & brands (15 years)	69,950
Goodwill	2,797
Total Assets	<u>116,898</u>
Current liabilities	
Accounts payable and accrued liabilities	2,228
Long-term liabilities	
Deferred tax liability	602
Total liabilities	<u>2,830</u>
Total net assets acquired	<u>\$ 114,068</u>

The goodwill of \$2,797 is primarily related to factors such as synergies and market opportunities and is reported under the Company's Beverage alcohol segment. Revenue (unaudited) for the Company would have been higher by approximately \$12,000 for the year ended May 31, 2022, if the acquisition had taken place on June 1, 2021. Net income and comprehensive net income (unaudited) would have been lower by approximately \$3,000 the year ended May 31, 2022, if the acquisition had taken place on June 1, 2021, primarily as a result of amortization of the intangible assets acquired.

Acquisition of SW Brewing Company, LLC

In connection with the acquisition on November 25, 2020, the Company originally recorded contingent consideration of \$60,657, expected to be paid in December 2023. During the year, the Company reduced the estimate of the contingent consideration by \$44,650. The fair value has been determined by discounting future expected cash outflows at a discount rate of 5%. The inputs into the future expected cash outflows are level 3 on the fair value hierarchy and are subject to volatility and uncertainty, which could significantly affect the fair value of the contingent consideration in future periods. As at May 31, 2022, the fair value of the contingent consideration was \$16,007.

10. Goodwill

The following table shows the carrying amount of goodwill:

Segment	May 31, 2022	May 31, 2021
Cannabis	2,640,669	2,628,146
Distribution	4,458	4,458
Beverage alcohol	102,999	100,202
Wellness	77,470	77,470
Effect of foreign exchange	39,640	63,713
Impairments	(223,931)	(41,195)
	<u>\$ 2,641,305</u>	<u>\$ 2,832,794</u>

During the year ended May 31, 2022, the Company completed its annual goodwill impairment assessment of the fair value of the Company's reporting units compared to their carrying amount. For the year ended May 31, 2022 the Company recognized impairment charges of \$182,736 in cannabis goodwill recorded in impairment. These impairment charges were a related to changes in market opportunities, causing a shift in our strategic priorities, and market conditions inclusive of higher rates of borrowing and lower foreign exchange rates. The company used a discount rate of 11.21%, terminal growth rate of 5%, and an average revenue growth rate of 46% over 5 years as a result of anticipated federal legalization in various countries. A 1% increase in the discount rate would result in an additional \$587 million in impairment, a 1% decrease in the terminal growth rate would result in an additional \$457 million in impairment and a 5% decrease in the average revenue growth rate would result in an additional \$553 million in impairment.

For the year ended May 31, 2021, there were no impairment charges recognized. For the year ended May 31, 2020, the Company recognized impairment charges of \$50,679 consisting of: \$5,229 in capital assets, \$15,340 in intangible assets, \$41,195 in cannabis goodwill, offset by a \$4,065 in net liabilities and \$7,020 of NCI portion of the impairment.

11. Convertible notes receivable

During the year ended May 31, 2022, the Company issued 9,817,061 shares valued at \$117,804 in exchange for 68% in Superhero Acquisition LP ("SH Acquisition"), the non-controlling interest shareholders contributed cash for the remaining 32% interest in SH Acquisition. All proceeds were used to purchase convertible notes with a face value of \$165,799 (2021 - \$nil) of MedMen Enterprises Inc. ("MedMen") The unrealized loss on convertible notes receivable recognized in other comprehensive income amounts to \$71,428 and \$3,824 for the years ended May 31, 2022 and 2021 respectively.

During the year ended May 31, 2022, and 2021 the Company received total proceeds of \$948 and \$1,251 respectively from sales of available-for-sale securities and gain (loss) of \$nil, and \$5,277 respectively was reclassified out of accumulated other comprehensive income into earnings.

The fair value of the MedMen note was determined using the Black-Scholes option pricing model using the following assumptions: the risk-free rate of 1.43%; expected life of the convertible note; volatility of 70% based on comparable companies; forfeiture rate of nil; dividend yield of nil; probability of legalization between 0% and 60%; and, the exercise price of the respective conversion feature.

Convertible notes receivable is comprised of the following investments:

	May 31, 2022	May 31, 2021
10330698 Canada Ltd. (d/b/a Starbuds)	\$ —	\$ 828
High Tide Inc.	—	1,657
MedMen Enterprises Inc.	111,200	—
Total convertible notes receivable	111,200	2,485
Deduct - current portion	—	(2,485)
Total convertible notes receivable, non current portion	<u>111,200</u>	<u>—</u>

10330698 Canada Ltd. (d/b/a Starbuds)

On December 28, 2018, Aphria purchased C\$5,000 in secured convertible debentures of Starbuds. The convertible debentures bear interest at 8.5% per annum accruing daily due until maturity on December 28, 2020. The debentures are secured against the assets of Starbuds. The debentures and any accrued and unpaid interest are convertible into common shares for C\$0.50 per common share and matured on December 28, 2020. Starbuds is currently in default under the convertible debentures.

As at May 31, 2022, the fair value of the Company's secured convertible debentures was \$nil (May 31, 2021 - \$828 (C\$1,000)), which includes \$nil (May 31, 2021 - \$385 (C\$465)) of accrued interest.

High Tide Inc.

On April 10, 2019, Aphria purchased C\$4,500 in unsecured convertible debentures of High Tide Inc. ("High Tide"). The convertible debentures bear interest at 10% per annum, payable annually up front in common shares of High Tide based on the 10-day volume weighted average price (the "Debentures"). The Debentures matured on April 10, 2021. In addition to the Debentures, the Company received 6,000,000 warrants in High Tide as part of the purchase of the unsecured convertible debentures. Upon maturity, the Company received C\$2,500 and agreed to extend the maturity date on C\$2,000 of the convertible notes, which were settled during the year.

MedMen Enterprises Inc. ("MedMen")

On August 31, 2021, the Company issued 9,817,061 share to acquire 68% interest in Superhero Acquisition L.P. ("SH Acquisition"), which purchased senior secured convertible debentures together with certain associated warrants to acquire Class B subordinate voting shares of MedMen in the principal amount of \$165,799. The convertible debentures bear interest at LIBOR plus 6%, with a LIBOR floor of 2.5% and, any accrued interest is added to the outstanding debenture amount, and is to be paid at maturity of the secured convertible debenture. SH Acquisition was also granted "top-up" rights enabling it (and its limited partners) to maintain its percentage ownership (on an "as-converted" basis) in the event that MedMen issues equity securities upon conversion of convertible securities that may be issued by MedMen. The Company's ability to convert the Notes and exercise the Warrants is dependent upon U.S. federal legalization of cannabis (a "Triggering Event") or Tilray's waiver of such requirement as well as any additional regulatory approvals. The debentures mature on August 17, 2028.

12. Long-term investments

Long-term investments are comprised of the following items:

	Fair value May 31, 2022	Fair value May 31, 2021
Equity investments measured at fair value	4,347	12,185
Equity investments under measurement alternative	5,703	5,500
Total other investments	<u>10,050</u>	<u>17,685</u>

The Company's equity investments at fair value consist of publicly traded shares, equity interest in non-traded companies and warrants held by the Company. The Company's equity investments under measurement alternative include equity investments without readily determinable fair values. For the year ended May 31, 2022 the Company received proceeds of \$nil on the sale of investments (2021-\$8,430, 2020-\$19,570) and recognized \$6,731 in unrealized losses due to the change in fair value of investments (2021-\$1,567, 2020-\$23,057), the remaining change in long-term investments is a result of currency translation recognized in other comprehensive income.

13. Income taxes and deferred income taxes

Loss before income taxes includes the following components:

	For the year ended May 31,		
	2022	2021	2020
United States	\$ (233,697)	(7,814)	—
Canada	(81,772)	(323,964)	(88,930)
Other countries	(125,205)	(13,208)	(20,255)
	<u>\$ (440,674)</u>	<u>(344,986)</u>	<u>(109,185)</u>

The (recoveries) expense for income taxes consists of:

	For the year ended May 31,		
	2022	2021	2020
Current:			
United States	\$ 262	\$ —	\$ —
Canada	23,268	15,227	5,294
Other countries	479	697	375
	<u>\$ 24,009</u>	<u>15,924</u>	<u>5,669</u>
Deferred:			
United States	\$ 520	\$ 1,517	\$ —
Canada	(17,154)	(30,111)	(9,226)
Other countries	(13,917)	3,698	(4,795)
	<u>\$ (30,551)</u>	<u>(24,896)</u>	<u>(14,021)</u>
Income tax benefits, net	<u>\$ (6,542)</u>	<u>(8,972)</u>	<u>(8,352)</u>

A reconciliation of income taxes at the statutory rate with the reported taxes is as follows:

	2022	For the year ended May 31,	
		2021	2020
Loss before net income taxes:	\$ (440,674)	\$ (344,986)	\$ (109,185)
Income tax benefits at statutory rate	(92,542)	(72,408)	(22,929)
Tax impact of foreign operations	81,316	(19,016)	(6,310)
Foreign exchange and other	14,941	1,011	(63)
Non-deductible expenses	6,404	(1,347)	2,474
Non-deductible (taxable) losses	748	45,230	13,305
Changes in enacted rates	-	135	-
Change in fair value of warrant liability	(13,359)	(259)	-
Stock based and other compensation	994	2,902	4,105
Change in valuation allowance	17,255	46,007	1,066
Non deductible dividend	-	(755)	-
Impact on convertible debenture and other differences	(22,299)	-	-
Effect of transaction	-	(10,472)	-
Income tax benefits, net	\$ (6,542)	\$ (8,972)	\$ (8,352)

The following table summarizes the components of deferred tax:

	May 31,		
	2022	2021	2020
Deferred assets			
Operating loss carryforwards - United States	\$ 77,868	\$ 57,320	\$ -
Operating loss carryforwards - Canada	132,293	152,382	20,512
Operating loss carryforwards - Other Countries	15,606	7,801	9,037
Capital loss carryforwards	38,087	1,350	1,854
Intangible assets	150,543	86,541	—
Property and equipment	20,592	17,107	—
Currently nondeductible interest	7,165	9,491	—
Partnership interests	—	34,108	—
Deferred financing costs	1,638	4,237	5,022
Investment tax credits and related pool balance	21,590	526	—
Other	44,393	26,434	1,704
Total Deferred tax assets	509,775	397,297	38,129
Less valuation allowance	(354,071)	(265,940)	(4,583)
Net deferred tax assets	155,704	131,357	33,546
Deferred tax liabilities			
Property and equipment	(38,387)	(15,997)	(8,356)
Intangible assets	(305,577)	(376,228)	(69,580)
Convertible Senior Notes Due 2023	(8,378)	(4,977)	(4,056)
Total deferred tax liabilities	(352,342)	(397,202)	(81,992)
Net deferred tax liability	\$ (196,638)	(265,845)	(48,446)

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security (“CARES”) Act was enacted and signed into law in the U.S. The CARES Act, among other things, permits U.S. net operating loss (“NOL”) carryovers and carrybacks to offset 100% of U.S. taxable income for taxable years beginning before 2021. The CARES Act also contains modifications on the limitation of business interest for tax years beginning in 2019 and 2020. The modifications to Section 163(j) increase the allowable business interest deduction from 30% of adjusted taxable income to 50% of adjusted taxable income. The CARES Act results in increasing the allowable interest expense and NOL carryover deductions in 2020.

The Tax Cuts and Jobs Act (2017 Tax Act) was enacted on December 22, 2017 and reduced the U.S. statutory federal corporate tax rate from 35% to 21%. The Tax Act also contains additional provisions that are effective for the company in 2018, including a new tax on Global Intangible Low-Taxed Income ("GILTI"). Under GAAP, we are allowed to make an accounting policy choice to either (i) treat taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred (the "period cost method"); or (ii) factor in such amounts into the measurement of our deferred taxes (the "deferred method"). The Company has made a policy decision to record GILTI tax as a current-period expense when incurred.

Deferred income taxes have not been recorded on the basis differences for investments in consolidated subsidiaries as these basis differences are indefinitely reinvested or will reverse in a non-taxable manner. Quantification of the deferred income tax liability, if any, associated with indefinitely reinvested basis differences is not practicable. Deferred income taxes have been recorded on the basis differences for investments in nonconsolidated entities.

At May 31, 2022, the Company had United States net operating loss carry-forwards of approximately \$370,800 that can be carried forward indefinitely and generally limited in annual use to 80% of the current year taxable income starting 2021. The Company has Canadian net operating loss carry-forwards of approximately \$449,500 that can be carried forward 20 years and begin to expire in 2028. Management believes that it is more-likely-than-not that the benefit from certain United States and foreign net operating loss carry-forwards will not be realized. In recognition of this risk, the Company has provided a valuation allowance on the deferred tax assets relating to these carry-forwards. The net change in the total valuation allowance was an increase of \$88,131 and \$261,357 for the years ended May 31, 2022 and 2021, respectively.

The Company recognizes the financial statement impact of a tax position only after determining that the relevant tax authority would more-likely-than-not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest impact that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The total amount of gross unrecognized tax benefits ("GUTB") was \$0, \$0, and \$0 as of May 31, 2022, 2021 and 2020 respectively. There is a reasonable possibility that the Company's unrecognized tax benefits will change within twelve months due to audit settlements or the expiration of statute of limitations, but the Company does not expect the change to be material to the financial statements.

The Company recognizes interest and, if applicable, penalties for any uncertain tax positions. Interest and penalties are recorded as a component of income tax expenses. In the years ended May 31, 2022, 2021 and 2020, the Company recorded approximately \$0, \$0 and \$0, respectively, of interest and penalty expenses related to uncertain tax positions. As of May 31, 2022, and 2021, the Company had a cumulative balance of accrued interest and penalties on unrecognized tax positions of \$0 and \$0, respectively.

The Company and its subsidiaries are subject to United States federal income tax as well as the income tax of multiple state and foreign jurisdictions. The Company is not currently under audit in any jurisdiction for any period. Major jurisdictions where there are wholly owned subsidiaries of Tilray Brands, Inc. which require income tax filings include the Canada, Portugal, Germany, and Australia. The earliest periods open for review by local taxing authorities are fiscal years 2017 for Canada, 2018 for Portugal, 2017 for Germany, 2018 for Australia, and 2018 for United States.

14. Bank indebtedness

The Company has an operating line of credit in the amount of C\$1,000 which bears interest at the lender's prime rate plus 75 basis points. As at May 31, 2022, the Company has not drawn on the line of credit. The operating line of credit is secured by the property at 265 Talbot St. West, Leamington, Ontario and a first ranking position on a general security agreement.

The Company's subsidiary, CC Pharma, has two operating lines of credit for €5,000 and €3,500 each, which bear interest at Euro Over Night Index Average plus 1.79% and Euro Interbank Offered Rate plus 3.682% respectively.

As at May 31, 2022, a total of €7,571 (\$8,123) was drawn down from the available credit of €8,500. The operating lines of credit are secured by the inventory held by CC Pharma.

The Company's subsidiary, Four Twenty Corporation ("420"), has a revolving credit facility of \$30,000 which bears interest at EURIBOR plus an applicable margin. As at May 31, 2022, the Company has drawn \$10,000 on the revolving line of credit. The revolving credit facility is secured by all of 420 and SweetWater's assets and includes a corporate guarantee by the Company.

15. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities comprised of:

	May 31, 2022	May 31, 2021
Trade payables	\$ 68,604	\$ 57,706
Accrued liabilities	57,497	112,594
Accrued payroll and employment related taxes	17,736	19,390
Income taxes payable	6,150	14,764
Accrued interest	6,772	148
Other accruals	672	8,211
Total	<u>\$ 157,431</u>	<u>\$ 212,813</u>

16. Long-term debt

The following table sets forth the net carrying amount of long-term debt instruments:

	May 31, 2022	May 31, 2021
Credit facility - C\$80,000 - Canadian prime interest rate plus an applicable margin, 3-year term, with a 10-year amortization, repayable in blended monthly payments, due in November 2022	\$ 53,720	\$ 62,964
Term loan - C\$25,000 - Canadian 5-year bond interest rate plus 2.73% with a minimum 4.50%, 5-year term, with a 15-year amortization, repayable in blended monthly payments, due in July 2023	12,750	14,335
Term loan - C\$25,000 - 3.95%, compounded monthly, 5-year term with a 15-year amortization, repayable in equal monthly instalments of \$188 including interest, due in April 2022	15,050	17,117
Term loan - C\$1,250 - Canadian prime interest rate plus 1.5%, 5-year term, with a 10-year amortization, repayable in equal monthly instalments of C\$13 including interest, due in August 2026	462	587
Mortgage payable - C\$3,750 - Canadian prime interest rate plus 1.5%, 5-year term, with a 20-year amortization, repayable in equal monthly instalments of C\$23 including interest, due in August 2026	2,327	2,562
Vendor take-back mortgage - C\$2,850 - 6.75%, 5-year term, repayable in equal monthly instalments of \$56 including interest, due in June 2021	—	92
Term loan - €5,000 - Euro Interbank Offered Rate plus 1.79%, 5-year term, repayable in quarterly instalments of €250 plus interest, due in December 2023	1,878	3,356
Term loan - €5,000 - Euro Interbank Offered Rate plus 2.68%, 5-year term, repayable in quarterly instalments of €250 plus interest, due in December 2023	1,878	3,356
Term loan - €1,500 - Euro Interbank Offered Rate plus 2.00%, 5-year term, repayable in quarterly instalments of €98 including interest, due in April 2025	1,219	1,831
Term loan - €1,500 - Euro Interbank Offered Rate plus 2.00%, 5-year term, repayable in quarterly instalments of €98 including interest, due in June 2025	1,307	1,831
Mortgage payable - \$22,635 - EUROBIR rate plus 1.5%, 10-year term, with a 10-year amortization, repayable in monthly instalments of \$57 plus interest, due in October 2030	21,561	—
Term loan - \$100,000 - EUROBIR rate plus an applicable margin, 3-year term, repayable in quarterly instalments of \$1,875 beginning March 31, 2021 for the first year and \$2,500 thereafter, with the outstanding principal due in December 2023	75,000	98,138
Carrying amount of long-term debt	187,152	206,169
Unamortized financing fees	(1,450)	(2,061)
Net carrying amount	185,702	204,108
Less principal portion included in current liabilities	(67,823)	(36,622)
Total noncurrent portion of long-term debt	<u>\$ 117,879</u>	<u>\$ 167,486</u>

The credit facility of C\$80,000 (\$66,278) was entered into on November 29, 2019 by 51% owned subsidiary Aphria Diamond and is secured by the property at 620 County Road 14, Leamington, Ontario, owned by Aphria Diamond, and a guarantee from Aphria Inc.

The term loan of C\$25,000 (\$20,712) was entered into on July 27, 2018 and is secured by the property at 223, 231, 239, 265, 269, 271 and 275 Talbot Street West, Leamington Ontario, a first position on a general security agreement, and an assignment of fire insurance to the lender. The effective interest rate during the year was 4.68%.

The term loan of C\$25,000 (\$20,712) was entered into on May 9, 2017 and is secured by the property at 265 Talbot Street West, Leamington Ontario, a first position on a general security agreement, and an assignment of fire insurance to the lender.

The term loan of C\$1,250 (\$1,036) and mortgage payable of C\$3,750 (\$3,108) were entered into on July 22, 2016 and are secured by the property at 265 Talbot Street West, Leamington, Ontario and a first position on a general security agreement.

The vendor take-back mortgage payable of C\$2,850 (\$2,361) was entered into on June 30, 2016 in conjunction with the acquisition of the property at 265 Talbot Street West. The mortgage was secured by the property at 265 Talbot Street West, Leamington, Ontario. The mortgage was repaid in full and the security released in June 2021.

The Company entered into term loans between December 2019 and June 2021 for €13,000 (\$16,165) through wholly owned subsidiary CC Pharma. These term loans are secured against the distribution inventory held by CC Pharma.

The Company, entered into a secured credit agreement on March 31, 2021 for a term loan of \$100,000 through wholly owned subsidiary Four Twenty Corporation ("420"). 420 provided all of its and its subsidiaries' assets as security for the loan and Aphria Inc. provided a corporate guarantee.

During the year ended May 31, 2022, the Company acquired all the membership interests in Cheese Grits, LLC, a Georgia limited liability company that owns the SweetWater Brewing Company brewery and taproom in Atlanta, Georgia, which facility was previously leased to the Company. Cheese Grits, LLC, was owned by certain former equity holders of SweetWater and current employees. As part of this purchase, the Company through subsidiary Cheese Grits, LLC, acquired the mortgage payable which is secured against the brewery and taproom.

During the year, the Company amended its bank agreement to remove certain financial covenants in return for maintaining a minimum balance of C\$7,083 (\$5,596) and C\$1,350 (\$1,067) in certain Canadian cash operating accounts. As at May 31, 2022, the Company was in compliance with all the long-term debt covenants.

17. Convertible debentures

The following table sets forth the net carrying amount of the convertible debentures:

	May 31, 2022	May 31, 2021
5.25% Convertible Notes ("APHA 24")	\$ 216,753	\$ 399,444
5.00% Convertible Notes ("TLRY 23")	185,196	268,180
Total	<u>\$ 401,949</u>	<u>\$ 667,624</u>

APHA 24

	May 31, 2022	May 31, 2021
5.25% Contractual debenture	\$ 350,000	\$ 350,000
Debt settlement	(90,760)	(90,760)
Fair value adjustment	(42,487)	140,204
Net carrying amount of APHA 24	<u>\$ 216,753</u>	<u>\$ 399,444</u>

The APHA 24 convertible debentures, were entered into in April 2019, in the principal amount of \$350,000, bears interest at a rate of 5.25% per annum, payable semi-annually in arrears on June 1 and December 1 of each year, and matures on June 1, 2024, unless earlier converted. The APHA 24 is an unsecured obligation and ranks senior in right of payment to all indebtedness that is expressly subordinated in right of payment to APHA 24. The APHA 24

will rank equal in right of payment with all liabilities that are not subordinated. The APHA 24 is effectively junior to any secured indebtedness to the extent of the value of the assets securing such indebtedness.

Holders of the APHA 24 may convert all or any portion of their Notes, in multiples of one thousand dollars principal amount, at their option at any time between December 1, 2023 to the maturity date. The initial conversion rate for the APHA 24 will be 89.31162364 shares of common stock per one thousand dollars principal amount of Notes, which will be settled in cash, common shares of Aphria or a combination thereof, at Tilray's election. This is equivalent to an initial conversion price of approximately \$11.20 per common share, subject to adjustments in certain events. In addition, holders of the APHA 24 may convert all or any portion of their Notes, in multiples of one thousand dollars principal amount, at their option at any time preceding December 1, 2023, if any of the following:

- (a) the last reported sales price of the common shares for at least 20 trading days during a period of 30 consecutive trading days immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- (b) during the five-business day period after any five consecutive trading day period (the "measurement period") in which the trading price per one thousand dollars principal amount of the APHA 24 for each trading day of the measurement period is less than 98% of the product of the last reported sale price of the Company's common shares and the conversion rate on each such trading day;
- (c) the Company calls any or all of the APHA 24 for redemption or;
- (d) upon occurrence of specified corporate event.

The Company may not redeem the APHA 24 prior to June 6, 2022, except upon the occurrence of certain changes in tax laws. On or after June 6, 2022, the Company may redeem for cash all or part of the APHA 24, at its option, if the last reported sale price of the Company's common shares has been at least 130% of the conversion price then in effect for at least 20 trading days during any 30 consecutive trading day period ending on and including trading day immediately preceding the date on which the Company provides notice of redemption. The redemption of the APHA 24 will be equal to 100% of the principal amount plus accrued and unpaid interest to, but excluding, the redemption date.

The Company elected the fair value option under ASC 825 *Fair Value Measurements* for the APHA 24. The APHA 24 was initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss).

The overall change in fair value of the APHA 24 during the year ended May 31, 2022 was a decrease of \$163,670 with a foreign exchange impact of \$19,021 (2021 – increase of \$170,453 and \$32,586), which included contractual interest of \$13,600 (2021 - \$13,600). As at May 31, 2022, there was \$259,400 principal outstanding (2021 - \$259,400).

TLRY 23

	May 31, 2022	May 31, 2021
Opening balance	\$ 277,856	\$ —
Principal amount issued (paid)	(88,026)	277,856
Unamortized discount	(4,634)	(9,676)
Net carrying amount	<u>\$ 185,196</u>	<u>\$ 268,180</u>

The TLRY 23 bears interest at a rate of 5.00% per annum, payable semi-annually in arrears on April 1 and October 1 of each year. Additional interest may accrue on the TLRY 23 in specified circumstances. The TLRY 23 will mature on October 1, 2023, unless earlier repurchased, redeemed or converted. There are no principal payments required over the five-year term of the TLRY 23, except in the case of redemption or events of defaults.

The TLRY 23 is an unsecured obligation and ranks senior in right of payment to all of the Company's indebtedness that is expressly subordinated in right of payment to the TLRY 23; equal in right of payment with any of the Company's unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of Company's secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables but excluding intercompany obligations) of the Company's current or future subsidiaries.

The TLRY 23 includes customary covenants and sets forth certain events of default after which the convertible notes may be declared immediately due and payable, including certain types of bankruptcy or insolvency involving the Company. To the extent the Company so elects, the sole remedy for an event of default relating to certain failures by the Company to comply with certain reporting covenants, for the first 365 days after such event of default, consist exclusively of the right to receive additional interest on the notes. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of the Company's common stock, at the Company's election (the "cash conversion option"). The initial conversion rate for the convertible notes is 5.9735 shares of common stock per one thousand dollar principal amount of notes, which is equivalent to an initial conversion price of approximately \$167.41 per share of common stock, which represents approximately 1,659,737 shares of common stock, based on the \$277,856 aggregate principal amount of convertible notes outstanding as of May 31, 2022 (2021 - \$nil). Throughout the term of the TLRY 23, the conversion rate may be adjusted upon the occurrence of certain events.

Prior to the close of business on the business day immediately preceding April 1, 2023, the TLRY 23 will be convertible only under the specified circumstances. On or after April 1, 2023 until the close of business on the business day immediately preceding the maturity date, holders may convert all or any portion of their TLRY 23, in multiples of one thousand dollars principal amount, at the option of the holder regardless of the aforementioned circumstances.

The Company may from time to time seek to retire or purchase its TLRY 23, in open market purchases, privately negotiated transactions or otherwise. Such purchases or exchanges, if any, will depend on prevailing market conditions, the company's liquidity requirements, contractual restrictions and other factors. During the year, the Company purchased \$88,026 of its TLRY 23.

As of May 31, 2022, the TLRY 23 is not yet convertible. The convertible notes will become convertible upon the satisfaction of the above circumstances. The remaining unamortized debt discount related to the convertible notes as of May 31, 2022 will be accreted over the remaining term of the TLRY 23, which is approximately 16 months.

As of May 31, 2022, the Company was in compliance with all the covenants set forth under the TLRY 23.

During the year ended May 31, 2022, the Company recognized total interest expense of \$18,860 (2021 - \$1,585), which included contractual interest coupon of \$14,684 (2021 - \$1,158) and amortization of the discount of \$4,176 (2021 - \$427).

18. Warrants

During the year 5,994,651 warrants expired with exercise prices between \$3.08 and \$9.08. As of May 31, 2022, there are 6,209,000 warrants outstanding, with an original exercise price of \$5.95 per warrant, expiring March 17, 2025. Each warrant is exercisable for one common share of the Company.

The warrants contain anti-dilution price protection features, which adjust the exercise price of the warrants if the Company subsequently issues common stock at a price lower than the exercise price of the warrants. In the event additional warrants or convertible debt are issued with a lower and/or variable exercise price, the exercise price of the warrants will be adjusted accordingly. During the year ended May 31, 2022, the Company issued shares which triggered the anti-dilution price protection feature lowering the exercise price to \$4.30. These warrants are classified as liabilities as they are to be settled in registered shares, and the registration statement is required to be active, unless such shares may be subject to an applicable exemption from registration requirements. The holders, at their sole discretion, may elect to affect a cashless exercise, and be issued exempt securities in accordance with Section 3(a)(9) of the 1933 Act. In the event the Company does not maintain an effective registration statement, the Company may

be required to pay a daily cash penalty equal to 1% of the number of shares of common stock due to be issued multiplied by any trading price of the common stock between the exercise date and the share delivery date, as selected by the holder. Alternatively, the Company may deliver registered common stock purchased by the Company in the open market. The Company may also be required to pay cash if it does not have sufficient authorized shares to deliver to the holders upon exercise.

The Company estimated the fair value of the warrant liability at May 31, 2022 at \$2.30 per warrant using the Black Scholes pricing model (Level 3) with the following assumptions: Risk-free interest rate of 2.89%, expected volatility of 70%, expected term of 3.3 years, strike price of \$4.30 and fair value of common stock of \$4.49.

Expected volatility is based on both historical and implied volatility of the Company's common stock.

19. Stockholders' equity

Issued and outstanding

At May 31, 2022, the Company had 990,000,000 shares authorized to be issued with 532,674,887 shares issued and outstanding, at May 31, 2021 – 743,333,333 and 446,440,641 respectively.

During the year-ended May 31, 2022, the Company issued the following shares:

- a) In September 2021, the Company issued 9,817,061 shares to acquire a 68% interest in SH Acquisition (refer to Note 11 *Convertible notes receivable*). The fair value of the shares issued was \$117,804.
- b) In December 2021, the Company issued 12,540,479 shares to acquire all the membership interests of Double Diamond Distillery LLC (refer to Note 9 *Business Acquisitions*)
- c) During the year, the Company issued 51,741,710 shares under its At-the-Market ("ATM") program for gross proceeds of \$267,762. The Company paid \$5,253 in commissions and other fees associated with these issuances for net proceeds of \$262,509. As a result of the sale of shares from the ATM, the exercise price on the outstanding warrants have been adjusted from \$5.95 to \$4.30.
- d) During the year, the Company issued 2,677,596 shares to settle amounts owed to the non-controlling shareholders of Aphria Diamond in the amount of \$28,560. In addition, the Company also paid \$7,484 to the non-controlling shareholders of Aphria Diamond for an aggregate settlement of \$36,044.
- e) During the year, the Company issued 2,959,386 shares to settle various legal proceedings.
- f) In December 2021, the Company issued 1,289,628 shares to purchase capital and intangible assets.
- g) During the year ended May 31, 2022 the company issued 5,208,386 shares for the exercise of various stock-based compensation awards.

Stock-based compensation

For the year ended May 31, 2022, the total stock-based compensation expense was \$35,994 (2021 - \$17,351 and 2020- \$18,079). The Company operates multiple stock-based award plans as follows:

Tilray 2018 Equity Incentive Plan and Original Plan

The 2018 Equity Incentive Plan (EIP) authorizes the award of stock options, restricted stock units ("RSUs") and stock appreciation rights ("SARs") to employees, including officers, non-employee directors and consultants and the employees and consultants of our affiliates. Shares subject to awards granted under the EIP that expire or terminate without being exercised in full, or that are paid out in cash rather than in shares, do not reduce the number of shares available for issuance under the EIP. Additionally, shares become available for future grant under the EIP if they were issued under the EIP and if the Company repurchases them or they are forfeited. This includes shares used to pay the exercise price of an award or to satisfy the tax withholding obligations related to an award. The maximum number of shares of common stock subject to stock awards granted under the EIP or otherwise during any one calendar year to any non-employee director, taken together with any cash fees paid by the Company to such non-employee director during such calendar year for service on the Board of Directors, will not exceed five hundred thousand dollars in total value, calculating the value of any such stock awards based on the grant date fair value of such stock awards for financial reporting purposes, or, with respect to the calendar year in which a nonemployee director is first appointed or elected to our Board of Directors, one million dollars.

Stock options represent the right to purchase shares of our common stock on the date of exercise at a stated exercise price. The exercise price of a stock option generally must be at least equal to the fair market value of our shares of common stock on the date of grant. The Company's compensation committee may provide for stock options to be exercised only as they vest or to be immediately exercisable with any shares issued on exercise being subject to the Company's right of repurchase that lapses as the shares vest. The maximum term of stock options granted under the EIP is ten years.

RSUs represent a right to receive common stock or their cash equivalent for each RSU that vests, which vesting may be based on time or achievement of performance conditions. Unless otherwise determined by our compensation committee at the time of grant, vesting will cease on the date the participant no longer provides services to the Company and unvested shares will be forfeited. If an RSU has not been forfeited, then on the date specified in the RSUs, the Company will deliver to the holder a number of whole shares of common stock, cash or a combination of shares of our common stock and cash. Additionally, dividend equivalents may be credited in respect of shares covered by the RSUs. Any additional shares covered by the RSU credited by reason of such dividend equivalents will be subject to all of the same terms and conditions of the underlying RSU agreement to which they relate. The RSUs generally vest over a 3-or-4 year period. The fair value of RSUs are based on the share price as at date of grant.

SARs provide for a payment, or payments, in cash or shares of common stock to the holder based upon the difference between the fair market value of shares of our common stock on the date of exercise and the stated exercise price. The maximum term of SARs granted under the EIP is ten years. No SARs were issued to date.

The EIP permits the grant of performance-based stock and cash awards. The performance goals may be based on company-wide performance or performance of one or more business units, divisions, affiliates or business segments and may be either absolute or relative to the performance of one or more comparable companies or the performance of one or more relevant indices. The length of any performance period, the performance goals to be achieved during the performance period, and the measure of whether and to what degree such performance goals have been attained will be conclusively determined by the Board of Directors.

As of April 30, 2021, 9,806,851 shares of common stock had been reserved for issuance under the EIP. The number of shares of common stock reserved for issuance under the 2018 EIP will automatically increase on January 1 of each calendar year, for a period of not more than ten years, starting on January 1, 2019 and ending on and including January 1, 2027, in an amount equal to 4% of the total number of shares of our common stock outstanding on December 31 of the prior calendar year, or a lesser number of shares determined by our Board of Directors. The shares reserved include only the outstanding shares related to stock options and RSUs and excludes stock options outstanding under the Original Plan.

Certain employees and other service providers of the Company participate in the equity-based compensation plan of Privateer Holdings, Inc (the "Original Plan") under the terms and valuation method detailed below. The expected life of the stock options represented the period of time stock options were expected to be outstanding and was estimated considering vesting terms and employees' historical exercise and post-vesting employment termination behavior. Expected volatility was based on historical volatilities of public companies operating in a similar industry to Privateer Holdings. The risk-free rate is based on the United States Treasury yield curve in effect at the time of grant. The expected dividend yield was determined based on the stock option's exercise price and expected annual dividend rate at the time of grant.

No stock options were granted under the EIP during the year ended May 31, 2022 and 2021. For the year ended May 31, 2020, the fair value of each stock option granted is estimated on grant date using the Black-Scholes option pricing model using the following assumptions: risk-free rate for 2.10% on the date of grant; expected life of 8.97 years; volatility of 61.33% based on comparable companies; dividend yield of \$nil; and, the exercise price of the respective option. The expected life of the award is estimated using the simplified method since the Company does not have adequate historical exercise data to estimate the expected term.

Stock-based activity under the EIP and Original Plan for the year ended May 31, 2022 is as follows:

EIP Time-based stock option activity

	Stock Options	Weighted- average exercise price	Weighted- average remaining contractual term (years)	Aggregate intrinsic value
Balance, May 31, 2021	3,180,226	\$ 14.19	1.3	\$ 25,171
Granted	—	—	—	—
Exercised	(171,603)	7.76	—	—
Forfeited	—	—	—	—
Cancelled	(126,874)	6.08	—	—
Balance, May 31, 2022	<u>2,881,749</u>	<u>\$ 14.93</u>	<u>6.0</u>	<u>\$ —</u>

Original plan time-based stock option activity

	Stock Options	Weighted- average exercise price	Weighted- average remaining contractual term (years)	Aggregate intrinsic value
Balance, May 31, 2021	917,545	\$ 3.97	1.7	\$ 11,886
Exercised	(735,564)	3.36	—	—
Forfeited	(9,016)	5.36	—	—
Cancelled	(80,188)	9.93	—	—
Balance, May 31, 2022	<u>92,777</u>	<u>\$ 3.52</u>	<u>3.8</u>	<u>\$ 117</u>

EIP Time-based RSU activity

	Time-based RSUs	Weighted- average grant-date fair value per share	Weighted- average remaining contractual term (years)	Aggregate intrinsic value
Balance, May 31, 2021	1,205,243	\$ 15.16	—	\$ 20,091
Granted	6,447,993	12.02	—	—
Vested	(564,937)	20.33	—	—
Forfeited	(377,519)	14.16	—	—
Cancelled	—	—	—	—
Balance, May 31, 2022	<u>6,710,780</u>	<u>\$ 11.76</u>	<u>2.6</u>	<u>\$ 25,894</u>

Predecessor Plan - Aphria

Aphria had established the Aphria Omnibus Incentive Plan (the “Predecessor Plan”). Following stockholder approval of the EIP, no new awards have been granted under the Predecessor Plan. In connection with the reverse acquisition Aphria stock options, Aphria RSUs and DSUs issued under the Predecessor Plan were exchanged for

options, RSUs under the EIP. As a result of the modification, all grantees were affected, and the Company recognized nil incremental compensation cost.

The fair value of each stock option granted under the Predecessor Plan is estimated on grant date using the Black-Scholes option pricing model using the following assumptions: risk-free rate for 2021 of 0.39% and 2020 of 1.20 – 1.56% on the date of grant; expected life for 2021 of 5 years and 2020 of 5 years; volatility for 2021 of 70% and 2020 of 70%) based on comparable companies; forfeiture rate for 2021 of 35% and 2020 of 20%; dividend yield for 2021 of \$nil and 2020 of \$nil); and, the exercise price of the respective option. The expected life of the award is estimated using the simplified method since the Company does not have adequate historical exercise data to estimate the expected term.

Stock option, RSU and DSU activity for the Company under the Predecessor Plan is as follows:

Time-based stock option activity

	May 31, 2022				
	Number of options	Weighted average exercise price	Weighted average grant date fair value	Weighted average remaining contractual term (years)	Aggregate Intrinsic Amount
Outstanding, beginning of the year	2,499,185	\$ 12.48	\$ 6.51	2.4	10,472
Exercised during the year	(203,071)	8.14	31.88	N/A	N/A
Granted during the year	—	—	—	N/A	N/A
Forfeited during the year	(155,381)	18.21	6.15	N/A	N/A
Expired during the year	(301,705)	16.14	20.07	N/A	N/A
Outstanding, end of the year	1,839,028	\$ 11.29	\$ 64.44	1.8	—
Vested and exercisable, end of the year	1,764,777	\$ 11.39	\$ 65.39	1.8	—

Time-based and Performance-based RSU activity

	May 31, 2022	
	Time-based RSUs	Weighted average grant - date fair value per share
Non-vested, beginning of the year	2,794,972	\$ 6.88
Granted during the year	—	—
Vested during the year	(1,868,691)	\$ 13.79
Forfeited during the year	(149,169)	\$ 20.59
Non-vested, end of the year	777,112	\$ 11.09

20. Accumulated other comprehensive loss

Accumulated other comprehensive loss includes the following components:

	Foreign currency translation (loss) gain	Unrealized loss on convertible notes receivables	Total
Balance May 31, 2019	\$ 626	\$ 274	\$ 900
Other comprehensive income (loss)	(858)	(5,476)	(6,334)
Balance May 31, 2020	(232)	(5,202)	(5,434)
Settlement of convertible notes receivable	—	5,277	5,277
Other comprehensive income (loss)	156,649	(3,824)	152,825
Balance May 31, 2021	156,417	(3,749)	152,668
Other comprehensive income (loss)	(102,004)	(71,428)	(173,432)
Balance May 31, 2022	<u>\$ 54,413</u>	<u>\$ (75,177)</u>	<u>\$ (20,764)</u>

21. Non-controlling interests

The following tables summarize the information relating to the Company's majority-owned subsidiaries, CC Pharma Nordic ApS (75%), Aphria Diamond (51%), ColCanna S.A.S. (90%), and SH Acquisition (68%) before intercompany eliminations.

Summarized balance sheet information of the entities in which there is a non-controlling interest as at May 31, 2022:

	CC Pharma Nordic ApS	Aphria Diamond	SH Acquisition	ColCanna S.A.S.	Total
Current assets	\$ 485	\$ 20,546	\$ —	\$ 193	\$ 21,224
Non-current assets	158	152,786	111,200	141,929	406,073
Current liabilities	(642)	(63,196)	—	(53)	(63,891)
Non-current liabilities	(410)	(29,653)	—	(6,537)	(36,600)
Net assets	<u>(409)</u>	<u>80,483</u>	<u>111,200</u>	<u>135,532</u>	<u>326,806</u>

Summarized balance sheet information of the entities in which there is a non-controlling interest as at May 31, 2021:

	CC Pharma Nordic ApS	Aphria Diamond	SH Acquisition	ColCanna S.A.S.	Total
Current assets	\$ 919	\$ 19,531	\$ —	\$ 315	\$ 20,765
Non-current assets	103	153,696	—	146,587	300,386
Current liabilities	(956)	(28,511)	—	(62)	(29,529)
Non-current liabilities	(406)	(69,332)	—	(6,606)	(76,344)
Net assets	<u>(340)</u>	<u>75,384</u>	<u>—</u>	<u>140,234</u>	<u>215,278</u>

Summarized income statement information of the entities in which there is a non-controlling interest for the year ended May 31, 2022:

	CC Pharma Nordic ApS	Aphria Diamond	SH Acquisition	ColCanna S.A.S.	Total
Revenue	\$ 354	\$ 148,323	\$ —	\$ —	\$ 148,677
Total expenses (recovery)	470	77,057	(11,180)	35	66,382
Net (loss) income	(116)	71,266	11,180	(35)	82,295
Other comprehensive (loss) income	47	(2,353)	(70,778)	(4,737)	\$ (77,821)
Net comprehensive income	<u>(69)</u>	<u>68,913</u>	<u>(59,598)</u>	<u>(4,772)</u>	<u>4,474</u>

Summarized income statement information of the entities in which there is a non-controlling interest for the year ended May 31, 2021:

	CC Pharma Nordic ApS	Aphria Diamond	ColCanna S.A.S.	Total
Revenue	\$ 827	\$ 131,381	\$ —	\$ 132,208
Total expenses (recovery)	958	67,030	923	68,911
Net (loss) income	(131)	64,351	(923)	63,297
Other comprehensive (loss) income	—	—	—	—
Net comprehensive loss	(131)	64,351	(923)	63,297

Summarized income statement information of the entities in which there is a non-controlling interest for the year ended May 31, 2020:

	Aphria Diamond	Marigold	ColCanna S.A.S.	Total
Revenue	\$ 24,142	\$ 40	\$ —	\$ 24,182
Total expenses (recovery)	25,141	(4,995)	(19,447)	699
Net (loss) income	(999)	5,035	19,447	23,483
Other comprehensive (loss) income	—	—	—	—
Net comprehensive loss	(999)	5,035	19,447	23,483

22. Net revenue

Net revenue is comprised of:

	For the year ended May 31,		
	2022	2021	2020
Cannabis revenue	\$ 300,891	\$ 264,334	\$ 153,477
Cannabis excise taxes	(63,369)	(62,942)	(23,581)
Net cannabis revenue	237,522	201,392	129,896
Beverage alcohol revenue	74,959	29,661	—
Beverage alcohol excise taxes	(3,467)	(1,062)	—
Net beverage alcohol revenue	71,492	28,599	—
Distribution revenue	259,747	277,300	275,430
Wellness revenue	59,611	5,794	—
Total	\$ 628,372	\$ 513,085	\$ 405,326

23. Cost of goods sold

Cost of goods sold is comprised of:

	For the year ended May 31,		
	2022	2021	2020
Cannabis costs	\$ 194,834	\$ 130,511	\$ 68,551
Beverage alcohol costs	32,033	12,687	—
Distribution costs	243,231	242,472	240,722
Wellness costs	41,457	4,233	—
Total	\$ 511,555	\$ 389,903	\$ 309,273

24. General and administrative expenses

General and administrative expenses are comprised of the following items:

	For the year ended May 31,		
	2022	2021	2020
Executive compensation	\$ 14,128	\$ 8,645	\$ 6,777
Office and general	27,153	19,503	12,351
Salaries and wages	51,693	37,126	28,252
Stock-based compensation	35,994	17,351	18,079
Insurance	17,536	12,257	9,370
Professional fees	13,047	11,779	14,190
Gain on sale of capital assets	(682)	—	—
Insurance proceeds	(4,032)	—	—
Travel and accommodation	4,203	2,711	2,798
Rent	3,761	2,203	1,972
Total	<u>\$ 162,801</u>	<u>\$ 111,575</u>	<u>\$ 93,789</u>

25. Interest expense, net

Interest expense, net is comprised of:

	For the year ended May 31,		
	2022	2021	2020
Interest income	\$ 11,736	\$ 2,926	\$ 6,273
Interest expense	(39,680)	(30,903)	(25,644)
	<u>\$ (27,944)</u>	<u>\$ (27,977)</u>	<u>\$ (19,371)</u>

26. Non-operating (expense) income

Non-operating (expense) income is comprised of:

	For the year ended May 31,		
	2022	2021	2020
Change in fair value of convertible debenture	\$ 163,670	\$ (170,453)	\$ 53,611
Change in fair value of warrant liability	63,913	1,234	—
Foreign exchange (loss) gain	(28,383)	(22,347)	6,145
Loss on long-term investments	(6,737)	(2,352)	(24,295)
Other non-operating (losses) gains, net	5,208	9,080	(21,266)
	<u>\$ 197,671</u>	<u>\$ (184,838)</u>	<u>\$ 14,195</u>

27. Change in non-cash working capital

Change in non-cash working capital is comprised of:

	For the year ended May 31,		
	2022	2021	2020
Decrease (increase) in:			
Accounts receivable	\$ (5,842)	\$ (23,512)	\$ (25,593)
Prepays and other current assets	4,472	(6,772)	(10,899)
Inventory	(45,749)	(55,205)	(89,660)
Increase (decrease) in:			
Accounts payable and accrued liabilities	(44,652)	14,635	47,320
	<u>\$ (91,771)</u>	<u>\$ (70,854)</u>	<u>\$ (78,832)</u>

28. Commitments and contingencies

Purchase and other commitments

The Company has payments on long-term debt (refer to Note 16 *Long-term debt*), convertible notes (refer to Note 17 *Convertible Debentures*), material purchase commitments and construction commitments as follows:

	<u>Total</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>Thereafter</u>
Long-term debt repayment	\$ 187,152	67,823	82,400	4,494	4,092	4,380	23,963
Convertible notes, principal and interest	489,029	23,102	206,613	259,314	—	—	—
Material purchase obligations	32,356	26,948	4,527	881	—	—	—
Construction commitments	1,108	1,108	—	—	—	—	—
Total	\$ 709,645	\$ 118,981	\$ 293,540	\$ 264,689	\$ 4,092	\$ 4,380	\$ 23,963

Legal proceedings

From time to time, the Company and/or its subsidiaries may become defendants in legal actions arising out of the ordinary course and conduct of its business. As of May 31, 2022, in the opinion of management, no claims meet the criteria to record a loss contingency.

29. Financial risk management and financial instruments

Financial instruments

The Company has classified its financial instruments as described in Note 3 *Significant accounting policies*.

The carrying values of accounts receivable, bank indebtedness and accounts payable and accrued liabilities approximate their fair values due to their short periods to maturity.

The Company's long-term debt of \$17,839 (2021 - \$20,358) is subject to fixed interest rates. The Company's long-term debt is valued based on discounting the future cash outflows associated with the long-term debt. The discount rate is based on the incremental premium above market rates for Government of Canada securities of similar duration. In each period thereafter, the incremental premium is held constant while the Government of Canada security is based on the then current market value to derive the discount rate.

Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. Cash and cash equivalents are Level 1. The hierarchy is summarized as follows:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities
- Level 2 Inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data
- Level 3 Inputs for assets and liabilities not based upon observable market data

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis as of May 31, 2022 and 2021 and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

	Level 1	Level 2	Level 3	May 31, 2022
Financial assets				
Cash and cash equivalents	\$ 415,909	\$ —	\$ —	\$ 415,909
Convertible notes receivable	—	—	111,200	111,200
Equity investments measured at fair value	1,878	2,469	5,703	10,050
Financial liabilities				
Warrant liability	—	—	(14,255)	(14,255)
Contingent consideration	—	—	(16,007)	(16,007)
APHA 24 Convertible debenture	—	—	(216,753)	(216,753)
Total recurring fair value measurements	\$ 417,787	\$ 2,469	\$ (130,112)	\$ 290,144

	Level 1	Level 2	Level 3	May 31, 2021
Financial assets				
Cash and cash equivalents	\$ 488,466	—	—	\$ 488,466
Convertible notes receivable	—	2,485	—	2,485
Equity investments measured at fair value	9,251	2,934	5,500	17,685
Financial liabilities				
Warrant liability	—	—	(78,168)	(78,168)
Contingent consideration	—	—	(60,657)	(60,657)
APHA 24 Convertible debenture	—	—	(399,444)	(399,444)
Total recurring fair value measurements	\$ 497,717	\$ 5,419	\$ (532,769)	\$ (29,633)

The Company's financial assets and liabilities required to be measured on a recurring basis are its equity investments measured at fair value, debt securities classified as available-for-sale, acquisition-related contingent consideration, and warrant liability.

Convertible notes receivable and long-term investments recorded at fair value: The estimated fair value is determined using the Black Scholes option pricing model, probability of legalization and is classified as Level 3.

Warrant liability: The warrants associated with the warrant liability are classified as Level 3 derivatives. Consequently, the estimated fair value of the warrant liability is determined using the Black Scholes pricing model. Until the warrants are exercised, expire, or other facts and circumstances lead the warrant liability to be reclassified to stockholders' equity, the warrant liability (which relates to warrants to purchase shares of common stock) is marked-to-market each reporting period with the change in fair value recorded in change in fair value of warrant liability. Any significant adjustments to the unobservable inputs disclosed in the table below would have a direct impact on the fair value of the warrant liability.

APHA 24: This instrument is held at fair value. The estimated fair value is determined using the Black Scholes option pricing model and is classified as Level 3.

Contingent consideration: The contingent consideration from the acquisition of SweetWater is determined by discounting future expected cash outflows at a discount rate of 5% and probability of achievement of 25%. The unobservable inputs into the future expected cash outflows are classified as Level 3.

The opening balances of assets and liabilities categorized within Level 3 of the fair value hierarchy measured at fair value on a recurring basis are reconciled to the closing balances as follows:

	APHA 24 Convertible Debt	Warrant Liability	Contingent Consideration	Convertible notes receivable	Total
Balance, May 31, 2021	(399,444)	(78,168)	(60,657)	2,485	(535,784)
Additions	—	—	—	170,799	170,799
Disposals	—	—	—	(1,580)	(1,580)
Unrealized gain (loss) on fair value	182,691	63,913	44,650	(60,504)	230,750
Balance, May 31, 2022	<u>\$ (216,753)</u>	<u>\$ (14,255)</u>	<u>\$ (16,007)</u>	<u>\$ 111,200</u>	<u>\$ (135,815)</u>

The unrealized gain (loss) on fair value for the Convertible Debenture, warrant liability, contingent consideration and convertible notes payable are recognized in non-operating income (loss) and other comprehensive income for the convertible notes receivable using the following inputs:

Financial asset / financial liability	Valuation technique	Significant unobservable input	Inputs
APHA Convertible debentures	Black-Scholes	Volatility, expected life	70% 2.3 years
Warrant liability	Black-Scholes	Volatility, expected life	70% 3.6 years
Contingent consideration	Discounted cash flows	Discount rate	5%
Debt securities classified under available-for-sale method	Black-Scholes	Interest rate, conversion	20% 0% to 60%

Items measured at fair value on a non-recurring basis

The Company's prepayments and other current assets, long lived assets, including property and equipment, goodwill and intangible assets are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized.

Financial risk management

The Company has exposure to the following risks from its use of financial instruments: credit; liquidity; currency rate; interest rate price; equity price risk; and capital management risk.

(a) *Credit risk*

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The maximum credit exposure at May 31, 2022, is the carrying amount of cash and cash equivalents, accounts receivable, prepaids and other current assets and convertible notes receivable. All cash and cash equivalents are placed with major financial institutions in Canada, Australia, Portugal, Germany, Colombia, Argentina and the United States. To date, the Company has not experienced any losses on its cash deposits. Accounts receivable are unsecured, and the Company does not require collateral from its customers.

The Company evaluates the collectability of its accounts receivable and maintains an allowance for credit losses at an amount sufficient to absorb losses inherent in the existing accounts receivable portfolio as of the reporting dates based on the estimate of expected net credit losses.

Trade receivables included an allowance for doubtful accounts of \$5,404 at May 31, 2022 (2021-\$4,571).

(b) Liquidity risk

As at May 31, 2022, the Company's financial liabilities consist of bank indebtedness and accounts payable and accrued liabilities, which have contractual maturity dates within one-year, long-term debt, and convertible debentures which have contractual maturities over the next five years.

The Company maintains a minimum deposit on certain Canadian cash operating accounts tied to loans secured by its Aphria One and SweetWater facilities. The Company maintains debt service charge and leverage covenants on certain loans secured by its Aphria Diamond facilities and 420 that are measured quarterly. The Company believes that it has sufficient operating room with respect to its financial covenants for the next fiscal year and does not anticipate being in breach of any of its financial covenants.

The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. Based on the Company's working capital position at May 31, 2022, management regards liquidity risk to be low.

(c) Currency rate risk

As at May 31, 2022, a portion of the Company's financial assets and liabilities held in Canadian dollars and Euros consist of cash and cash equivalents, convertible notes receivable, and long-term investments. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in the functional currency. The Company is exposed to currency rate risk in other comprehensive income, relating to foreign subsidiaries which operate in a foreign currency. The Company does not currently use foreign exchange contracts to hedge its exposure of its foreign currency cash flows as management has determined that this risk is not significant at this point in time.

(d) Interest rate price risk

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding debt. The Company manages interest rate risk by restricting the type of investments and varying the terms of maturity and issuers of marketable securities. Varying the terms to maturity reduces the sensitivity of the portfolio to the impact of interest rate fluctuations.

(e) Equity price risks

As of May 31, 2022, the Company held long-term equity investments at fair value and equity investments under the measurement alternative. These investment in equities were acquired as part of our strategic transactions. Accordingly, the changes in fair values of investment in equities measured at fair value or under the measurement alternative are recognized through gain (loss) on long-term investment in the statements of net loss and comprehensive loss. Based on the fair value of investment in equities held as of May 31, 2022, a hypothetical decrease of 10% in the prices for these companies would reduce the fair values of the investments and result in unrealized loss recorded in gain (loss) on long-term investment by \$12,123.

Similarly, based on the fair value of our warrant liability as of May 31, 2022, a hypothetical increase of 10% in the price for our common stock would increase the change in fair value of warrant liability and result in unrealized loss recorded in non-operating income by \$1,787.

(f) Capital management

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no changes to the Company's capital management approach in the year. The Company considers its cash and cash equivalents and marketable securities as capital.

30. Segment reporting

Information reported to the Chief Operating Decision Maker ("CODM") for the purpose of resource allocation and assessment of segment performance focuses on the nature of the operations. The Company operates in four segments. 1) cannabis operations, which encompasses the production, distribution and sale of both medical and adult-use cannabis, 2) beverage alcohol operations, which encompasses the production, marketing and sale of beverage alcohol products, 3) distribution operations, which encompasses the purchase and resale of pharmaceuticals products to customers, and 4) wellness products, which encompasses hemp foods and cannabidiol ("CBD") products. This structure is in line with how our Chief Operating Decision Maker ("CODM") assesses our performance and allocates resources.

Operating segments have not been aggregated and no asset information is provided for the segments because the Company's CODM does not receive asset information by segment on a regular basis. While the Company reported "business under development" as a fifth segment in its previous Annual Report, management determined that this no longer met the definition of a reporting segment.

Segment gross profit from external customers:

	Cannabis	For the year ended May 31,		
		2022	2021	2020
Net revenue		\$ 237,522	\$ 201,392	\$ 129,896
Cost of goods sold		194,834	130,511	68,551
Gross profit		<u>42,688</u>	<u>70,881</u>	<u>61,345</u>
	Distribution			
Net revenue		\$ 259,747	\$ 277,300	\$ 275,430
Cost of goods sold		243,231	242,472	240,722
Gross profit		<u>16,516</u>	<u>34,828</u>	<u>34,708</u>
	Beverage alcohol			
Net revenue		71,492	28,599	—
Cost of goods sold		32,033	12,687	—
Gross profit		<u>39,459</u>	<u>15,912</u>	<u>—</u>
	Wellness			
Net revenue		59,611	5,794	—
Cost of goods sold		41,457	4,233	—
Gross profit		<u>18,154</u>	<u>1,561</u>	<u>—</u>

Channels of cannabis revenue were as follows:

	For the year ended May 31,		
	2022	2021	2020
Revenue from Canadian medical cannabis products	\$ 30,599	\$ 25,539	\$ 28,685
Revenue from Canadian adult-use cannabis products	209,501	222,930	112,207
Revenue from wholesale cannabis products	6,904	6,615	12,585
Revenue from international cannabis products	53,887	9,250	—
Less excise taxes	(63,369)	(62,942)	(23,581)
Total	<u>\$ 237,522</u>	<u>\$ 201,392</u>	<u>\$ 129,896</u>

Geographic net revenue:

	For the year ended May 31,		
	2022	2021	2020
North America	\$ 314,132	\$ 229,120	\$ 129,663
EMEA	296,911	279,062	271,291
Rest of World	17,329	4,903	4,372
Total	<u>\$ 628,372</u>	<u>\$ 513,085</u>	<u>\$ 405,326</u>

Geographic capital assets:

	May 31, 2022	May 31, 2021
	North America	\$ 464,370
EMEA	119,409	140,838
Rest of World	3,720	5,285
Total	<u>\$ 587,499</u>	<u>\$ 650,698</u>

Major customers are defined as customers that each individually account for greater than 10% of the Company's annual revenues. For the years ended May 31, 2022, 2021, and 2020 there were no major customers representing greater than 10% of our annual revenues.

31. Subsequent Events

On March 3, 2022, we entered into a sales agreement (the "Sales Agreement") with Jefferies LLC and Canaccord Genuity LLC (each, an "Agent" and together, the "Agents"), pursuant to which we may offer and sell shares of Tilray's Class 2 common stock, par value \$0.0001 per share, having an aggregate offering price of up to \$400 million from time to time through an at the market equity offering program under which the Agents act as sales agent (the "ATM Program"). Under the Sales Agreement, the Agents may sell shares by methods deemed to be an "at the market offering" as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended, including but not limited to sales made directly on or through the Nasdaq Global Select Market or on any other existing trading market for Tilray's Class 2 common stock. Each Agent will be entitled to a commission of up to three percent (3.0%) of the gross proceeds of each sale of Tilray's Class 2 common stock made through or to such Agent from time to time under the Sales Agreement.

Subsequent to May 31, 2022, we sold an additional 11,920,209 shares of Tilray's Class 2 common stock under the Sales Agreement, resulting in aggregate net proceeds to us of approximately \$46,263, and gross proceeds of approximately \$47,207, and paid Agents commissions and fees of approximately \$944. As of July 28, 2022, we sold an aggregate of 63,661,919 shares for net proceeds of approximately 308,670 and gross proceeds of \$314,969, the remaining availability under the Sales Agreement is approximately \$85,031. As a result of the sale of the shares from the ATM, the exercise price on the outstanding warrants have been adjusted to \$3.15.

On July 12, 2022, we closed the HEXO transaction pursuant to which, among other things, we acquired from HT Investments MA LLC ("HTI") all of the outstanding principal and interest under a secured convertible note (the "HEXO Note") issued by HEXO Corp. ("HEXO") maturing on May 1, 2026. The HEXO Note was amended prior to closing to provide for an adjustment down of the initial conversion price to CAD\$0.40 and certain HEXO board appointment and governance rights in favor of Tilray. As of the closing, the HEXO Note had a principal balance of approximately \$173 million. As part of the transaction, Tilray delivered consideration totaling approximately \$155 million, representing the outstanding principal balance less a purchase price discount equal to 10.8% of such outstanding principal balance. The purchase price was satisfied by Tilray in the form of a newly-issued \$50 million convertible promissory note, and the balance in approximately 33 million shares of Tilray's Class 2 common stock. The HEXO transaction also provided for Tilray and HEXO to enter into commercial agreements providing for co-manufacturing by each of Tilray and HEXO, exclusive supply by Tilray to HEXO of cannabis products for international markets, provisioning by Tilray to HEXO of advisory services and procurement and selling and administrative services.

In August 2021, the Board of Directors of the Company established a Special Litigation Committee (the “SLC”) of independent directors to re-assert director control and investigate the derivative claims asserted in *In re Tilray, Inc. Reorganization Litigation*, C.A. No. 2020-0137-KSJM. On May 27, 2022, the SLC informed the Court that it had completed its investigation; determined not to seek dismissal of the Action; and confirmed its determination that the Company had suffered significant damages and that the SLC would pursue claims to recover appropriate amounts for the Company’s benefit. Thereafter, the SLC, all of the defendants, and certain non-parties participated in two mediation sessions on June 27 and July 14, 2022.

On July 15, 2022, the SLC reached an agreement in principle with the defendants and certain of the non-parties, and their respective insurers, to resolve the claims asserted in the action in exchange for an aggregate amount of \$26.9 million to be paid to Tilray plus mutual releases. The parties’ binding term sheet remains subject to execution of long-form settlement agreements with the respective parties and approval by the Delaware Court of Chancery. The SLC notified the Court of Chancery of the parties’ agreement in principle via letter dated July 18, 2022. See *Part I, Item 3 – Legal Proceedings* for additional information on this litigation matter.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Tilray Brands, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated statements of financial position of Tilray Brands, Inc. and its subsidiaries (together, the Company) as of May 31, 2022 and 2021, and the related consolidated statements of loss and comprehensive loss, changes in equity and cash flows for each of the three years in the period ended May 31, 2022, including the related notes (collectively referred to as the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of May 31, 2022, based on criteria established in ~~Internal Control~~ *Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of May 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended May 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of May 31, 2022, based on criteria established in ~~Internal Control~~ *Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Controls over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Report on Internal Controls over Financial Reporting, management has excluded Breckenridge from its assessment of internal control over financial reporting as of May 31, 2022 because it was acquired by the Company in a purchase business combination during the year ended May 31, 2022. We have also excluded Breckenridge from our audit of internal control over financial reporting. Breckenridge is a **wholly-owned subsidiary** whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting represent 2% and 2%, respectively, of the related consolidated financial statement amounts as of and for the year ended May 31, 2022.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Impairment Assessments of Goodwill and Indefinite lived Intangible Assets for the Cannabis and Beverage Alcohol Reporting Units

As described in Notes 3, 8 and 10 to the consolidated financial statements, the Company's consolidated goodwill and indefinite lived intangible assets balances were \$2,641.3 million and \$248.4 million respectively at May 31, 2022. The goodwill associated with the Cannabis and Beverage Alcohol reporting units was \$2,416.7 million and \$103.0 million, respectively at May 31, 2022. Management conducts an impairment assessment annually in the fourth quarter, or more frequently if events or changes in circumstances indicate that the carrying value of goodwill or indefinite lived intangibles may not be recoverable. Any impairment charges are determined by comparing the fair value of the reporting unit to its carrying value. Fair value amounts are estimated by management using discounted cash flow models. Management's cash flow models for the Cannabis and Beverage Alcohol reporting units included significant judgements and assumptions relating to future cash flows, growth rates and discount rates. Based on the results of the impairment assessment, management recorded impairment of the Cannabis reporting unit goodwill of \$182.7 million and impairment of indefinite lived intangibles of \$110.0 million for the year ended May 31, 2022.

The principal considerations for our determination that performing procedures relating to the impairment assessments of goodwill and indefinite lived intangible assets for the Cannabis and Beverage Alcohol reporting units is a critical audit matter are (i) the significant judgement required by management when developing the fair values of the reporting units; and (ii) a high degree of auditor judgement, subjectivity and effort in performing procedures to evaluate management's significant assumptions, including future cash flows, growth rates and discount rates.

Addressing the matter involved performing procedures and evaluating audit evidence, in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill and indefinite lived intangible assets impairment assessments, including controls over the determination of the fair values of the Cannabis and Beverage Alcohol reporting units. These procedures also included, among others, (i) testing management's process for developing the fair value estimates of the Cannabis and Beverage Alcohol reporting units; (ii) evaluating the appropriateness of the underlying discounted cash flow models; (iii) testing the completeness and accuracy of underlying data used in the models; and (iv)

evaluating the reasonableness of the significant assumptions used by management, including the future cash flows, growth rates and discount rates. Evaluating management's significant assumptions related to future cash flows, growth rates and the discount rates involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the reporting units; (ii) the consistency with external market and industry data; (iii) sensitivities over significant inputs and assumptions; and (iv) whether these assumptions were consistent with evidence obtained in other areas of the audit, as applicable.

Fair value measurement of intangible assets acquired related to the acquisition of Double Diamond Distillery LLC (d/b/a Breckenridge Distillery)

As described in Notes 3 and 9 to the consolidated financial statements, on December 7, 2021 the Company completed the acquisition of all of the membership interests of Double Diamond Distillery LLC (d/b/a Breckenridge Distillery ("Breckenridge")) for net consideration of \$114.1 million in 2022 which resulted in \$79.8 million of intangible assets being recorded. The Company accounts for business combinations using the acquisition method which requires recognition of assets acquired and liabilities assumed at their respective fair values at the date of acquisition. The fair values of assets acquired and liabilities assumed are typically estimated using an income approach, which is based on the present value of future discounted cash flows. Management applied significant judgment in estimating the fair value of intangible assets acquired, which involved the use of significant estimates and assumptions with respect to the rate of future revenue growth, profitability of the acquired business and the discount rate, among other factors.

The principal considerations for our determination that performing procedures relating to the fair value measurement of intangible assets acquired related to the acquisition of Breckenridge is a critical audit matter are (i) the significant judgment by management, including the use of specialists, when estimating the fair values of intangible assets acquired; (ii) a high degree of auditor judgment and subjectivity in performing procedures relating to the fair value measurement of intangible assets acquired; (iii) the significant audit effort in evaluating the reasonableness of the significant assumptions relating to the rate of future revenue growth, profitability of the acquired business and the discount rate; and (iv) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management's valuation of the intangible assets acquired and controls over the development of the cash flow models as well as , the significant assumptions related to the rate of future revenue growth, profitability of the acquired business and the discount rate. These procedures also included, among others, (i) reading the purchase agreement; and (ii) testing management's process for estimating the fair values of the intangible assets acquired. Testing management's process included evaluating the appropriateness of the valuation method, testing the completeness and accuracy of data provided by management, and evaluating the reasonableness of significant assumptions related to the rate of future revenue growth, profitability of the acquired business and the discount rate. Evaluating the reasonableness of the rate of future revenue growth and the profitability of the acquired business involved considering the past performance of the acquired businesses and market comparable results as well as economic and industry forecasts. The reasonableness of the discount rate was evaluated by considering the cost of capital of comparable businesses and other industry factors. Professionals with specialized skill and knowledge were used to assist in the evaluation of the appropriateness of the discounted cash flow models and the reasonableness of the discount rate.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants
Toronto, Canada
July 28, 2022

We have served as the Company's auditor since 2017.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board.

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures. Based on this evaluation, as of the end of the period covered by this Annual Report on Form 10-K, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and (2) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the Company's assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with the authorization of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

It is important to understand that there are inherent limitations on effectiveness of internal controls as stated within COSO. Internal controls, no matter how well designed and operated, may not prevent or detect misstatements and can only provide reasonable assurance to management and the Board of Directors regarding achievement of an entity's objectives. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. These inherent limitations include the following:

- Judgments in decision-making can be faulty, and control and process breakdowns can occur because of simple errors or mistakes;
- Controls can be circumvented by individuals, acting alone or in collusion with each other, or by management override;
- The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; and
- Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial

reporting as of May 31, 2022, based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013) issued. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of May 31, 2022.

The effectiveness of the Company's internal control over financial reporting as of May 31, 2022 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which accompanies the consolidated financial statements.

In the third quarter of our fiscal year ended May 31, 2022, we completed the acquisition of Breckenridge. As a result of the acquisition, Breckenridge became a wholly-owned subsidiary of Tilray Brands, Inc. In accordance with guidance issued by the SEC, companies are permitted to exclude acquisitions from their final assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has limited the evaluation of internal controls over our financial reporting to exclude controls, policies and procedures and internal controls over financial reporting of the recently acquired Breckenridge. The operations of Breckenridge represent approximately 2% of our total assets and 2% of our net revenue for the year ended May 31, 2022.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recent quarter, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III

This Part III incorporates certain information by reference from the definitive proxy statement to be filed in connection with our 2022 Annual Meeting of Stockholders (the “2022 Proxy Statement”). We will file the Proxy Statement with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the year ended May 31, 2022. If our Proxy Statement is not filed within 120 days of May 31, 2022, the omitted information will be included in an amendment to this Annual Report on Form 10-K filed not later than the end of such 120-day period.

Item 10. Directors, Executive Officers and Corporate Governance.

- (1) The information required by this Item concerning our executive officers and our directors and nominees for director, including information with respect to our audit committee and audit committee financial expert, may be found under the section entitled “Proposal No. 1 Election of Directors,” “Information Regarding the Board of Directors and Corporate Governance,” and “Executive Officers” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.
- (2) The information required by this Item concerning our code of ethics may be found under the section entitled “Information Regarding the Board of Directors and Corporate Governance” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.
- (3) The information required by this Item concerning compliance with Section 16(a) of the Securities Exchange Act of 1934 may be found in the section entitled “Delinquent Section 16(a) Reports” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.

Item 11. Executive Compensation.

The information required by this Item may be found under the sections entitled “Director Compensation”, “Executive Compensation” and “Equity Compensation Plan Information” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

- (1) The information required by this Item with respect to security ownership of certain beneficial owners and management may be found under the section entitled “Security Ownership of Certain Beneficial Owners and Management” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.
- (2) The information required by this Item with respect to securities authorized for issuance under our equity compensation plans may be found under the sections entitled “Equity Compensation Plan Information” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

- (1) The information required by this Item concerning related party transactions may be found under the section entitled “Transactions with Related Persons” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.
- (2) The information required by this Item concerning director independence may be found under the sections entitled “Information Regarding the Board of Directors and Corporate Governance—Independence of the Board of Directors” and “Information Regarding the Board of Directors and Corporate Governance—Information Regarding Committees of the Board of Directors” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information required by this Item may be found under the section entitled “Proposal No. 3 - Ratification of Appointment of Independent Registered Public Accounting Firm” appearing in the 2022 Proxy Statement. Such information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this report:

- (1) Financial Statements and Report of Independent Registered Public Accounting Firm
- (2) Financial Statement Schedules

Financial Statement Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.

- (3) Exhibits are incorporated herein by reference or are filed with this report as indicated below (numbered in accordance with Item 601 of Regulation S-K).

(b) Exhibits

The exhibits listed below on the Exhibit Index are filed herewith or are incorporated by reference to exhibits previously filed with the SEC.

Exhibit Index

Exhibit No.	Description of Document	Incorporate by Reference			Filed Herewith
		Schedule Form	File Number	Exhibit	
3.1	Amended and Restated Certificate of Incorporation, as currently in effect	8-K	001-38594	3.1	
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Tilray, Inc. as of September 10, 2021	8-K	001-38594	3.1	
3.3	Second Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Tilray, Inc. as of January 10, 2022	8-K	001-38594	3.1	
3.4	Certificate of Retirement of Class 1 Common Stock	8-A/A	001-38594	3.1	
3.5	Amended and Restated Bylaws, as of January 10, 2022, as currently in effect	8-K	001-38594	3.2	
4.1	Indenture dated as of October 10, 2018, between Tilray, Inc. and GLAS Trust Company LLC, relating to Tilray Inc.'s 5.00% Convertible Senior Notes due 2023	8-K	001-38594	4.1	
4.2	Indenture dated as of April 23, 2019, between Aphria Inc. and GLAS Trust Company LLC, relating to Aphria Inc.'s 5.25% Convertible Senior Notes due 2024	8-K	001-38594	4.1	
4.3	First Supplemental Indenture dated as of April 30, 2021, among Aphria Inc., the Registrant and GLAS Trust Company LLC.	8-K	001-38594	4.2	
4.4	Description of Securities of the Registrant				X
4.5	Form of Pre-Funded Warrant	8-K	001-38594	4.1	03/17/2020
4.6	Form of Warrant	8-K	001-38594	4.2	03/17/2020

Exhibit No.	Description of Document	Schedule Form	Incorporate by Reference			Filed Herewith
			File Number	Exhibit	Filing Date	
4.7	Agreement Of Resignation, Appointment and Acceptance, dated as of January 27, 2022, by and among Tilray Brands, Inc., Glas Trust Company, LLC and Computershare Trust Company, N.A.	8-K	001-38594	4.1	1/28/2022	
4.8	Agreement Of Resignation, Appointment and Acceptance, dated as of January 27, 2022, by and among Tilray Brands, Inc., Glas Trust Company, LLC and Computershare Trust Company, N.A.	8-K	001-38594	4.2	1/28/2022	
4.9	Agreement Of Resignation, Appointment and Acceptance, dated as of January 27, 2022, by and among Tilray Brands, Inc., Glas Trust Company, LLC and Computershare Trust Company, N.A.	8-K	001-38594	4.3	1/28/2022	
10.1+	Amended and Restated 2018 Equity Incentive Plan	S-1	333-225741	10.2	7/9/2018	
10.2+	Form of Stock Option Agreement, Notice of Exercise and Stock Option Grant Notice under the Amended and Restated 2018 Equity Incentive Plan	S-1	333-225741	10.3	7/9/2018	
10.3+	Form of Restricted Stock Unit Award Agreement under the Amended and Restated 2018 Equity Incentive Plan	S-1	333-225741	10.4	7/9/2018	
10.4	Form of Indemnity Agreement by and between the Registrant and its directors and officers	8-K	001-38594	10.5	8/10/2020	
10.5	Product and Trademark License Terms & Conditions, between Docklight LLC, and High Park Holdings Ltd, dated December 17, 2018	10-K	001-38594	10.11	2/19/2021	
10.6	First Amendment to Product and Trademark Licensing Agreement between Docklight Brands, Inc., successor to Docklight, LLC, and High Park Holdings Ltd, dated December 3, 2020	10-K	001-38594	10.12	2/19/2021	
10.7	Common Share Purchase Warrant Agreement, between Aphria Inc. and Computershare Trust Company of Canada, dated January 30, 2020	10-K	001-38594	10.39	7/28/2021	
10.8	Credit Agreement between 1974568 Ontario Limited, as borrower, certain of its subsidiaries as guarantors, Aphria Inc., as guarantor, and Bank of Montreal, as administrative agent, and Bank of Montreal, ATB Financial and Farm Credit Canada, as lenders, dated November 29, 2019	10-K	001-38594	10.40	7/28/2021	
10.9	Agreement of Merger and Acquisition, among Aphria Inc., Project Golf Merger Sub, LLC, SW Brewing Company, LLC, SWBC Craft Holdings LP, SWBC Craft Management, LLC, SWBC Blocker Seller, LP, and Chilly Water, LLC, dated November 4, 2020	10-K	001-38594	10.41	7/28/2021	
10.10	Employment Agreement by and between the Registrant and Irwin Simon, dated August 28, 2021	10-Q	001-38594	10.1	10/7/2021	

Exhibit No.	Description of Document	Schedule Form	Incorporate by Reference		Filing Date	Filed Herewith
			File Number	Exhibit		
10.11	Employment Agreement by and between the Registrant and Denise Faltischek, dated August 28, 2021	10-Q	001-38594	10.2	10/7/2021	
10.12	Employment Agreement by and between the Registrant and Jim Meiers, dated August 28, 2021	10-Q	001-38594	10.3	10/7/2021	
10.13	Employment Agreement by and between the Registrant and Carl Merton, dated August 28, 2021	10-Q	001-38594	10.4	10/7/2021	
10.14	Employment Agreement by and between the Registrant and Mitchell Gendel, dated July 26, 2021					X
10.15	Assignment and Assumption Agreement with Gotham Green Partners, LLC dated August 17, 2021	10-Q	001-38594	10.5	10/7/2021	
10.16	Assignment and Assumption Agreement with Parallax Master Fund, L.P. dated August 17, 2021	10-Q	001-38594	10.6	10/7/2021	
10.17	Assignment and Assumption Agreement with Pura Vida Master Fund, LTD. dated August 17, 2021	10-Q	001-38594	10.7	10/7/2021	
10.18	Fourth Amended and Restated Securities Purchase Agreement by and among Medmen Enterprises Inc., MM CAN USA, Inc., Credit Parties, and Gotham Green Admin 1, LLC, dated August 17, 2021	10-Q	001-38594	10.8	10/7/2021	
10.19	Medmen Enterprises Inc., MM CAN USA, Inc., Fourth Amended and Restated Senior Secured Convertible Note, dated August 17, 2021	10-Q	001-38594	10.9	10/7/2021	
10.20	Amended and Restated Warrant Certificate, dated August 17, 2021	10-Q	001-38594	10.10	10/7/2021	
10.21	Limited Partnership Agreement of Superhero Acquisition L.P., dated August 17, 2021	10-Q	001-38594	10.11	10/7/2021	
10.22	Shareholders' Agreement among Superhero Acquisition Corp. and Tilray, Inc. and MOS Holdings Inc., dated August 17, 2021	10-Q	001-38594	10.12	10/7/2021	
10.23	Second Amendment to Credit Agreement with the Bank of Montreal, dated as of December 8, 2020, amended December 7, 2021	10-Q	001-38594	10.1	1/10/2022	
10.24	Sales Agreement, dated as of March 3, 2022, by and between Tilray Brands, Inc. and Jefferies LLC and Canaccord Genuity LLC	8-K	001-38594	1.1	3/3/2022	
10.25	Transaction Agreement, dated as of April 11, 2022, by and among the Company, HT Investments MA LLC and HEXO Corp.	8-K	001-38594	10.1	4/12/2022	

Exhibit No.	Description of Document	Schedule Form	Incorporate by Reference		Filing Date	Filed Herewith
			File Number	Exhibit		
10.26	Assignment and Assumption Agreement, dated as of April 11, 2022, by and among the Company, HT Investments MA LLC and HEXO Corp.	8-K	001-38594	10.2	4/12/2022	
10.27	Form of Amended and Restated Senior Secured Convertible Note due 2026, issued and owing by HEXO Corp. to the Company	8-K	001-38594	10.3	7/12/2022	
10.28	Amending Agreement to Transaction Agreement, dated as of June 14, 2022, by and among the Company, HT Investments MA LLC and HEXO	8-K	001-38594	10.1	6/14/2022	
10.29	Amended and Restated Assignment and Assumption Agreement, dated as of June 14, 2022, by and among the Company, HT Investments MA LLC and HEXO	8-K	001-38594	10.2	6/14/2022	
10.30	Amending Agreement to Amended and Restated Assignment and Assumption Agreement, dated as of July 12, 2022, by and among the Company, HT Investments MA LLC and HEXO	8-K	001-38594	10.4	7/12/2022	
10.31	Form of Convertible Note due September 1, 2023, issued and owing by the Company to HTI	8-K	001-38594	10.5	7/12/2022	
10.32	Amended and Restated Senior Secured Convertible Note, due 2026, dated July 12, 2022, issued and owing to by the Company to HEXO	8-K	001-38594	10.6	7/12/2022	
10.33	Indenture dated as of May 27, 2021, by and between HEXO Corp. as issuer, and GLAS Trust Company LLC, as trustee	8-K	001-38594	10.7	7/12/2022	
21.1	Subsidiaries of Tilray Brands Inc.					X
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm					X
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X

Exhibit No.	Description of Document	Incorporate by Reference			Filed Herewith
		Schedule Form	File Number	Exhibit	
101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended May 31, 2022, formatted in Inline XBRL: (i) Consolidated Statements of Financial Position, (ii) Consolidated Statements of Loss and Comprehensive Loss, (iii) Consolidated Statements of Changes in Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				
+	Indicates management contract or compensatory plan.				
*	Schedules and certain other information have been omitted pursuant to Item 601(b)(2) of Regulations S-K. The registrant will furnish copies of any such schedules to the Securities and Exchange Commission upon request.				
†	Registrant has omitted portions of the referenced exhibit pursuant to a request for confidential treatment under Rule 406 promulgated under the Securities Act.				

Item 16. Form 10-K Summary.

None.

DESCRIPTION OF SECURITIES REGISTERED**UNDER SECTION 12(b) OF THE EXCHANGE ACT OF 1934**

Tilray, Brands Inc. (“Tilray,” “we,” “us,” “our”) has one class of securities registered under Section 12(b) of the Securities Exchange Act of 1934, as amended: our Class 2 common stock.

The following summary of the terms of the capital stock of Tilray is not meant to be complete and is qualified entirely by reference to the relevant provisions of the General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”) and the complete text of Tilray’s Amended and Restated Certificate of Incorporation (the “amended and restated certificate of incorporation”) and Amended and Restated By-Laws (the “by-laws”). Both our certificate of incorporation and by-laws are exhibits to our Annual Report on Form 10-K, of which this Exhibit 4.3 is a part.

Except as otherwise specified below, references to voting by our stockholders contained in this “Description of Capital Stock” are references to voting by holders of capital stock entitled to attend and vote generally at general meetings of our stockholders.

Capital Stock

Our authorized capital stock is divided into:

- 233,333,333 shares of Class 1 common stock with a par value of \$0.0001 per share;
- 746,666,667 shares of Class 2 common stock with a par value of \$0.0001 per share; and
- 10,000,000 undesignated shares of preferred stock with a par value of \$0.0001 per share.

On October 1, 2020, we filed a certificate with the Secretary of State of the State of Delaware effecting the retirement and cancellation of the shares of Class 1 common stock that were issued but not outstanding following the conversion (the “Certificate of Retirement”). Effective upon the filing of the Certificate of Retirement, the obsolete references to Class 1 common stock in the Certificate were eliminated. The reissuance of all shares of Class 1 common stock is prohibited.

The rights and restrictions to which the Class 2 common stock are prescribed in our amended and restated certificate of incorporation. Our amended and restated certificate of incorporation entitles our board of directors, without stockholder approval, to determine the terms of the undesignated shares of preferred stock issued by us.

Common Stock***Voting Rights***

Each holder of Class 2 common stock is entitled to one vote for each share of Class 2 common stock held by such holder.

Dividends and Distributions

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of outstanding shares of Class 2 common stock are entitled to receive dividends out of funds legally available at the times and in the amounts that our board of directors may determine. We do not anticipate paying any cash dividends in the foreseeable future.

Liquidation Rights

Upon our liquidation, dissolution or winding-up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of common stock and any participating preferred stock outstanding at that time after payment of liquidation preferences, on any outstanding shares of preferred stock and payment of other claims of creditors.

The rights, preferences and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of holders of shares of any series of preferred stock that we may designate and issue in the future.

Rights of Repurchase

We currently have no rights to repurchase shares of our common stock, except as described in “—Options and Restricted Stock Units” below.

Preemptive or Similar Rights

Our common stock is not entitled to preemptive rights and is not subject to redemption.

Preferred Stock

Pursuant to our amended and restated certificate of incorporation, our board of directors has the authority, without further action by the stockholders, to issue shares of preferred stock in one or more series. Our board of directors also has the authority to determine or alter the designation, rights, preferences, privileges and restrictions granted to or imposed upon any unissued series of preferred stock, any or all of which may be greater than the rights of the Class 2 common stock. Our board of directors, without stockholder approval, may issue preferred stock with voting, conversion or other rights that are superior to the voting and other rights of the holders of Class 2 common stock. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change of control of Tilray without further action by the stockholders, and may have the effect of delaying or preventing changes in management of Tilray. In addition, the issuance of preferred stock may have the effect of decreasing the market price of the Class 2 common stock and may adversely affect the voting power of holders of Class 2 common stock and reduce the likelihood that Class 2 common stockholders will receive dividend payments and payments upon liquidation.

Our board of directors will determine the rights, preferences, privileges and restrictions of the preferred stock of each series. This description will include:

- the title and stated value;
 - the number of shares we are offering;
 - the liquidation preference per share;
 - the purchase price per share;
-

- the dividend rate per share, dividend period and payment dates and method of calculation for dividends;
- whether dividends will be cumulative or non-cumulative and, if cumulative, the date from which dividends will accumulate;
- our right, if any, to defer payment of dividends and the maximum length of any such deferral period;
- the procedures for any auction and remarketing, if any;
- the provisions for a sinking fund, if any;
- the provisions for redemption or repurchase, if applicable, and any restrictions on our ability to exercise those redemption and repurchase rights;
- any listing of the preferred stock on any securities exchange or market;
- whether the preferred stock will be convertible into our Class 2 common stock or other securities of ours, including warrants, and, if applicable, the conversion period, the conversion price, or how it will be calculated, and under what circumstances it may be adjusted;
- whether the preferred stock will be exchangeable for debt securities, and, if applicable, the exchange period, the exchange price, or how it will be calculated, and under what circumstances it may be adjusted;
- voting rights, if any, of the preferred stock;
- preemption rights, if any;
- restrictions on transfer, sale or other assignment, if any;
- a discussion of any material or special U.S. federal income tax considerations applicable to the preferred stock;
- the relative ranking and preferences of the preferred stock as to dividend rights and rights if we liquidate, dissolve or wind up our affairs;
- any limitations on issuances of any class or series of preferred stock ranking senior to or on a parity with the series of preferred stock being issued as to dividend rights and rights if we liquidate, dissolve or wind up our affairs; and
- any other specific terms, rights, preferences, privileges, qualifications or restrictions of the preferred stock.

When we issue shares of preferred stock, the shares will be fully paid and nonassessable.

Unless we specify otherwise, the preferred stock will rank, with respect to dividends and upon our liquidation, dissolution or winding up:

- senior to all classes or series of our common stock and to all of our equity securities ranking junior to the preferred stock;
- on a parity with all of our equity securities the terms of which specifically provide that the equity securities rank on a parity with the preferred stock; and
- junior to all of our equity securities the terms of which specifically provide that the equity securities rank senior to the preferred stock.

The term “equity securities” does not include convertible debt securities.

The General Corporation Law of the State of Delaware, the state of our incorporation, provides that the holders of preferred stock will have the right to vote separately as a class on any proposal involving fundamental changes in the rights of holders of that preferred stock. This right is in addition to any voting rights that may be provided for in the applicable certificate of designation.

Anti-Takeover Provisions

Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws

Among other things, our amended and restated certificate of incorporation and amended and restated bylaws:

- permits our board of directors to issue up to 10,000,000 shares of preferred stock, with any rights, preferences and privileges as they may designate, including the right to approve an acquisition or other change of control;
 - provides that the authorized number of directors may be changed only by resolution of our board of directors;
 - provides that, subject to the rights of any series of preferred stock to elect directors, directors may be removed with or without cause, by the holders of a majority of our then-outstanding shares of capital stock entitled to vote generally at an election of directors by the holders of at least 66 2/3% of all of our then-outstanding shares of the capital stock entitled to vote generally at an election of directors;
 - provides that all vacancies, including newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
 - provides that stockholders seeking to present proposals before a meeting of stockholders or to nominate candidates for election as directors at a meeting of stockholders must provide advance notice in writing and also specify requirements as to the form and content of a stockholder’s notice;
 - provides that special meetings of our stockholders may be called by the chairperson of our board of directors, our chief executive officer, by our board of directors pursuant to a resolution adopted by a majority of the total number of authorized directors;;
-

- provides that our board of directors will be divided into three classes of directors, with the classes to be as nearly equal as possible and with the directors serving three-year terms, therefore making it more difficult for stockholders to change the composition of our board of directors; and
- does not provide for cumulative voting rights, unless required by law, therefore allowing the holders of a majority of the shares of common stock entitled to vote in any election of directors to elect all of the directors standing for election, if they should so choose. The amendment of any of these provisions would require approval by the holders of at least 66 2/3% of all of our then-outstanding capital stock entitled to vote generally in the election of directors.

The combination of these provisions will make it more difficult for our existing stockholders to replace our board of directors as well as for another party to obtain control of us by replacing our board of directors. Because our board of directors has the power to retain and discharge our officers, these provisions could also make it more difficult for existing stockholders or another party to effect a change in management. In addition, the authorization of undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change our control.

These provisions are intended to enhance the likelihood of continued stability in the composition of our board of directors and its policies and to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to reduce our vulnerability to hostile takeovers and to discourage certain tactics that may be used in proxy fights. However, such provisions could have the effect of discouraging others from making tender offers for our shares and may have the effect of delaying changes in our control or management. As a consequence, these provisions may also inhibit fluctuations in the market price of our stock.

EXECUTIVE EMPLOYMENT AGREEMENT

THIS EXECUTIVE EMPLOYMENT AGREEMENT (this "**Agreement**") is effective as of the 26th day of July, 2021 (the "**Effective Date**") by and between Tilray, Inc., a Delaware corporation (the "**Company**") and Mitchell Gendel (the "**Executive**").

WHEREAS, the Company desires to employ Executive as Global General Counsel and Corporate Secretary and Executive desires to serve in such capacity on behalf of the Company, upon the terms and conditions hereinafter set forth; and

WHEREAS, Executive acknowledges that he has had an opportunity to consider this Agreement and to consult with an independent advisor of his choosing with regard to the terms of this Agreement, and enters into this Agreement voluntarily and with a full understanding of its terms.

NOW, THEREFORE, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Employment.

1.1 Employment Period. Subject to the provisions for earlier termination provided herein, the Company shall employ the Executive as of the Effective Date. The Agreement will be effective from the Effective Date and will continue at-will until it is terminated in accordance with the provisions provided in Section 3 of this Agreement (the "**Employment Period**").

1.2 Position. Commencing on the Effective Date, Executive shall serve as Global General Counsel and Corporate Secretary reporting to the Chief Executive Officer of the Company, and shall perform all duties and accept all responsibilities incident to such position and such other duties as may be reasonably assigned to Executive by the Chief Executive Officer of the Company consistent with such position, as set forth below.

1.3 Extent of Services. Executive shall use his best efforts to carry out Executive's duties and responsibilities consistent with this Agreement and shall devote substantially all of Executive's business time, attention and energy thereto. In the performance of his duties, Executive shall observe and adhere to all applicable Company policies and procedures as may be interpreted, adopted, revised or deleted from time to time in the Company's sole discretion. During the Employment Period, Executive may engage in (a) volunteer services for or on behalf of such religious, educational, non-profit and/or other charitable organization as Executive may wish to serve and (b) with the consent of the Board of Directors of Company ("**Board**") (which consent shall not be unreasonably withheld), serve on one (1) for-profit board of directors, in all such cases not interfering with Executive's responsibilities and performance of Executive's duties hereunder. The foregoing shall not be construed as preventing Executive from owning less than two percent (2%) of the total outstanding shares of a publicly traded company

1.4 No Fixed Location of Services. The Executive shall not be required to perform any of the duties set out herein from any specific location or premises but is permitted to work from the Company's New York, New York office, provided that at all times such duties are exercised faithfully and diligently. The Executive shall undertake such travel within or outside of the United States and Canada as is necessary or advisable for the efficient operations of the Company and the performance of Executive's duties hereunder.

2. Compensation and Benefits.

2.1 Base Salary. For all the services rendered by Executive hereunder, the Company shall pay Executive a base salary ("**Base Salary**") at the annual rate of four hundred twenty-five thousand U.S. Dollars (\$425,000) subject to all required withholdings and authorized deductions and payable bi-weekly in installments at such times as the Company customarily pays its other senior level executives. Executive's Base Salary is subject to annual review by the Compensation Committee of the Board (the "**Compensation Committee**") consistent with other members of the Company's executive team.

2.2 Annual Performance Cash Bonus. For each fiscal year during the Employment Period, Executive shall be eligible to participate in the Annual Performance Cash Bonus Plan (the "**Annual Performance Plan**"), as it may be amended from time to time. Pursuant to the Annual Performance Plan, Executive shall be entitled to receive annual performance cash bonuses in an amount up to one hundred percent (100%) of his Base Salary (the "**Performance Bonus**") based upon the achievement of such performance metrics (the "**Bonus Metrics**") established by the Compensation Committee. Any Performance Bonuses payable pursuant to the Annual Performance Plan shall be paid as soon as reasonably practicable after the end of each fiscal year to which the Performance Bonus relates, but in no event later than two and one-half (2 ½) months after the end of such fiscal year. Subject to the Compensation Committee's discretion, and Section 3 of this Agreement, in no event shall Executive be eligible to receive a Performance Bonus, or any portion thereof, unless Executive is employed in good standing by the Company both at the time the amount of the Performance Bonus, if any, is determined by the Compensation Committee, and at the time such Performance Bonus, as so determined, is paid.

2.3 Initial Equity Compensation. The Company shall grant Executive two million U.S. Dollars (\$2,000,000) of Restricted Stock Units (the "**Tilray RSUs**"). The number of Tilray RSUs issued to Executive shall be determined by dividing two million U.S. Dollars (\$2,000,000) by the closing price of the Company's common stock on NASDAQ on the date the Compensation Committee approves the grant (the "**Initial Equity Grant**"). The Initial Equity Grant will vest as follows:

(a) **Performance-Based Grant.** The Company shall grant to Executive a number of performance-based restricted stock units ("**PSUs**"), valued based on the closing price of the Company's Shares on the grant date valued at \$666,666 which grant shall be subject to the performance conditions and vesting schedule set forth in **Schedule A** and the applicable form of award agreement.

(b) **Time-Based Grant.** The Company shall grant to executive time-based restricted stock units ("**RSUs**"), valued based on the closing price of the Company's Shares on the grant date equal to \$666,666 which grant shall be subject to time-based vesting of 1/3 on June 1, 2022 (the "Initial Vesting Date") and 1/3 on each of the first (1st) anniversary and the second (2nd) anniversary of the Initial Vesting Date, subject to Executive's continued employment through such vesting dates (except as otherwise set forth in this Agreement), and the applicable form of award agreement.

(c) **Synergy Equity Grant.** The Executive shall be awarded, no later than August 31, 2021, a number of restricted stock units valued based on closing price of the Company's Shares on the grant date equal to \$666,667 (the "**Synergy Equity Grant**"), which grant shall be subject to the applicable form of award agreement and the satisfaction of the time and performance-based vesting conditions below to be achieved no later than the third (3rd) anniversary of the Effective Date as follows:

- **Time-Based Vesting Condition:** Subject to the satisfaction of the performance-based vesting conditions on or prior to each applicable vesting date and in no event after the final Vesting Date, 50% of the Synergy Equity Grant shall vest on the first anniversary of the Effective Date (the “**Initial Vesting Date**”), and an additional 25% shall vest on each of the first (1st) and second (2nd) anniversaries of the Initial Vesting Date (each a “**Time-Based Vesting Date**” or a “**Vesting Date**”); provided, however, that in the event that a performance-based vesting condition has not been satisfied on an earlier Vesting Date, but is satisfied on a later Vesting Date, then the portion of the award that did not vest on the earlier Vesting Date shall become vested on the later Vesting Date.

- **Performance-Based Vesting Condition:** Achievement of the following cost savings from synergies achieved in connection with the Aphria/Tilray transaction in accordance with the Synergy Plan presented to and approved by the Compensation Committee on July 26, 2021, prior to or on the applicable Time-Based Vesting Date: 50% satisfied when \$50,000,000 in cost savings are achieved, and 100% satisfied when \$80,000,000 of cumulative cost savings are achieved in accordance with the Synergy Plan submitted to the Board, in each case, as determined by the Company's Compensation Committee.

The Synergy Equity Grant shall be settled within 30 days of the date each Time-Based Vesting Condition provided the Performance-Based Vesting Condition has been satisfied (e.g., if the grant date is July 1, 2021, and the 50% target is hit on May 1, 2022, then 25% of the award shall vest on July 1, 2022; then, if the 100% target is hit on September 1, 2022, an additional 50% shall vest on July 1, 2023, and the final 25% shall vest on July 1, 2024). Except as otherwise provided, herein, in the event that neither Performance-Based Vesting Condition is satisfied by the third (3rd) anniversary of the Effective Date, then the Synergy Equity Grant shall be forfeited.

The Initial Equity Grant will be subject to such terms and conditions as set forth in the applicable equity award agreement.

2.4 Long Term Incentive Plan. For each fiscal year during the Employment Period, Executive shall be eligible to participate in the Company's Long Term Incentive Plan, as it may be amended from time to time. Pursuant to the Long Term Incentive Plan (the “**LTIP**”), Executive shall be entitled to receive annual equity grants, at such time as annual equity grants are made to other executives, in such amounts, types and terms as determined in the sole discretion of the Board based on Executive's individual performance and the performance of the Company; provided, however, that the Executive's annual target shall be in an amount equal to one hundred and seventy-five percent (175%) of his Base Salary based upon the achievement of certain performance metrics. The terms and conditions of the annual equity grant will be established by the Board at the time of the grant and will be subject to the terms of the Company's applicable equity plan and form of equity award agreement. Annual equity grants shall be subject to reevaluation each performance period based on peer market data and shall be subject to the sole discretion of the Board.

2.5 Retirement and Welfare Plans. Executive shall be eligible to participate in employee retirement and welfare benefit plans made available to the Company's senior level executives as a group or to its employees generally, as such retirement and welfare plans may be in effect from time to time and subject to the eligibility requirements of the plans. Nothing in this Agreement shall prevent the Company from adopting, amending or terminating any retirement, welfare or other employee benefit plans or programs from time to time as the Company deems appropriate.

2.6 Reimbursement of Expenses. Executive shall be eligible to be reimbursed for all customary and appropriate business-related expenses actually incurred by Executive and documented in accordance with the Company's policies applicable to senior level executives and as may be in effect from time to time.

2.7 Vacation. Executive shall be entitled to 5 weeks of annual paid vacation, which shall be subject in all respects to the terms and conditions of the Company's vacation and paid time off policies, as may be in effect from time to time.

2.8 Corporate Phone Plan. The Executive shall be eligible to participate in a corporate phone plan, subsidized entirely by the Company. The phone plan will cover the costs of an iPhone (or similar Smartphone device) for the Executive's sole use and business needs.

3. Termination.

Notwithstanding Section 1, Executive's employment shall terminate, and the Employment Period shall terminate concurrently therewith, upon the occurrence of any of the following events:

3.1 Termination Without Cause or Resignation for Good Reason.

(a) The Company may terminate Executive's employment at any time without Cause (as defined in Section 3.8) from the position in which Executive is employed hereunder upon not less than thirty (30) days' prior written notice to Executive. The Company shall have the discretion to terminate Executive's employment during the notice period and pay continued Base Salary in lieu of notice. In addition, Executive may initiate a termination of employment under this Section 3.1 by resigning for Good Reason (in accordance with the notice provision set forth in Section 3.6).

(b) Upon termination under this Section 3.1, Executive shall receive

(i) Executive's accrued but unpaid Base Salary through the date of termination (payable on the Company's first payroll date after Executive's date of termination or earlier if required by applicable law), (ii) any unreimbursed business expenses incurred by Executive and payable in accordance Sections 2.6 and 20 of this Agreement, and (iii) benefits earned, accrued and due under any qualified retirement plan or health and welfare benefit plan in which Executive was a participant in accordance with applicable law and the provisions of such plan (collectively, the amounts in this Section 3.1(b) are "**Guaranteed Payments**").

(c) If Executive's employment terminates as described in Section 3.1(a) above and if, upon such termination, Executive (i) executes within twenty-one (21) days (or forty-five (45) days to the extent required by applicable law) after presentation to the Executive of, that he does not revoke, a written general release in a form provided by the Company releasing the Company from any and all claims (including with respect to all matters arising out of or related to Executive's employment by the Company or the termination thereof) (the "**Release**"), and (ii) complies with the terms and conditions of the Release, including, without limitation, the terms and conditions of Sections 5, 6, 7, 8, and 9 (which shall be incorporated in the Release by reference) below, Executive will be entitled to receive the benefits described below as follows (collectively, the "**Severance**"):

(i) Executive shall receive cash severance in an amount equal to (A) twelve (12) months of Executive's then-current Base Salary (the "**Base Salary Severance**") plus (B) Executive's Performance Bonus at

Target for the fiscal year in which Executive's employment is terminated prorated based on the number of days Executive is employed during such fiscal year (the "**Bonus Severance**"). The Base Salary Severance amount, less all required withholdings and authorized deductions, shall be paid in substantially equal installments consistent with the Company's regularly scheduled payroll until the Base Salary Severance has been paid in full, subject to Section 3.1(d) below. The Bonus Severance amount, less all required withholdings and authorized deductions, shall be paid in a lump sum, subject to Section 3.1(d) below.

(ii) Provided that Executive timely and properly elects continuation coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("**COBRA**"), the Company shall, for a period of twelve (12) months following Executive's termination date determination (the "**COBRA Period**"), pay the premiums for COBRA healthcare continuation coverage for Executive, and, where applicable, his spouse and eligible dependents, less an amount equal to the required monthly employee payment for such coverage calculated as if Executive had continued to be an employee of the Company throughout such period (the "**COBRA Payment**"). Notwithstanding the foregoing, payments specified under this Section 3.1(c)(ii) shall cease if the Company's statutory obligation to provide such COBRA healthcare continuation coverage terminates for any reason before the expiration of the COBRA Period, including but not limited to Executive's failure to timely elect continuation coverage under COBRA.

(iii) Acceleration of all vesting of any of Executive's time-based only equity awards that remain unvested as of the termination date and acceleration of vesting of any performance-based equity award only as determined in the discretion of the Compensation Committee.

(d) The benefits described in subsections (i) and (ii) above (except with respect to the Bonus Severance) shall begin within thirty (30) days after expiration of the revocation period of the Release, provided Executive has timely executed and not revoked the Release; and provided that notwithstanding any provision of this Agreement to the contrary, in no event shall the timing of Executive's execution of the Release, directly or indirectly, result in Executive's designating the calendar year of payment, and if a payment that is "nonqualified deferred compensation" as defined under Section 409A of the Code ("**Section 409A**") is subject to execution of the Release could be made in more than one taxable year of Executive, payment shall be made on the earliest date permitted under the terms of the Release in the later such taxable year.

(e) Executive agrees and acknowledges that the Severance provided to Executive pursuant to Section 3.1(c) is in lieu of, and is not in addition to, any benefits to which Executive may otherwise be entitled under any Company severance plan, policy, or program, other than the Guaranteed Payments.

(f) Executive agrees and acknowledges that if Executive fails to comply with Section 5, 6, 7, or 8 below, all payments under Section 3.1(c) shall immediately cease and Executive shall be required to repay immediately any cash Severance previously paid by the Company thereunder.

3.2 Termination Without Cause or Resignation for Good Reason Upon or After a Change of Control.

(a) If a Change of Control occurs and, during the 12-month period commencing on the date of the Change of Control, the Company terminates Executive's employment without Cause or Executive initiates a termination of employment by resigning for Good Reason, this Section 3.2 shall apply in lieu of Section 3.1.

(b) Upon termination under this Section 3.2, Executive shall receive the Guaranteed Payments. With the exception of unreimbursed business expenses, which shall be paid in accordance with Sections 2.6 and 20 of this Agreement, or as otherwise provided in the applicable benefit plan, Executive will be paid the Guaranteed Payments on the Company's first payroll date after Executive's date of termination, or earlier if required by applicable law.

(c) If Executive's employment terminates as described in Section 3.2(a) and if, upon such termination, Executive (i) executes within twenty-one (21) days (or forty-five (45) days to the extent required by applicable law) after presentation to the Executive of, that he does not revoke, a Release, and (ii) complies with the terms and conditions of the Release, including without limitation, Sections 5, 6, 7, 8, and 9 (which shall be incorporated into the Release by reference) below, Executive shall be entitled to receive the following (collectively, the "**Change of Control Severance**"):

(i) Executive shall receive cash severance in an amount equal to the sum of (A) twenty-four (24) months of Executive's then-current Base Salary, plus (B) two times (2x) the Executive's Performance Bonus at target, plus (C) a pro rata bonus equal to Executive's Performance Bonus at target for the year of termination of employment based on the number of days Executive was employed during the fiscal year in which the termination occurs. The Change of Control Severance amount shall be paid in a single lump-sum payment, less all required withholdings and deductions, subject to Section 3.2(d) below.

(ii) Provided that Executive timely and properly elects continuation coverage under COBRA, the Company shall, for a period of twelve (12) months following Executive's termination date determination, pay the COBRA Payment (as defined in Section 3.1(c)(ii) above). Notwithstanding the foregoing, payments specified under this Section 3.2(c)(ii) shall cease if the Company's statutory obligation to provide such COBRA healthcare continuation coverage terminates for any reason before the expiration of the COBRA Period, including but not limited to Executive's failure to timely elect continuation coverage under COBRA.

(iii) Acceleration of all vesting of any of Executive's time-based only equity awards that remain unvested as of the termination date and, solely with respect to acceleration of vesting of any performance-based equity award, as determined in the discretion of the Compensation Committee.

(d) The payments described in subsections (i) and (ii) above shall be paid or begin, as the case may be, within thirty (30) days after expiration of the revocation period of the Release, provided Executive has timely executed and not revoked the Release; and provided that notwithstanding any provision of this Agreement to the contrary, in no event shall the timing of Executive's execution of the Release, directly or indirectly, result in Executive's designating the calendar year of payment, and if a payment that is "nonqualified deferred compensation" as defined under Section 409A is subject to execution of the Release could be made in more than one taxable year of Executive, payment shall be made on the earliest date permitted under the Release in the later such taxable year.

(e) Executive agrees and acknowledges that the Change of Control Severance provided to Executive pursuant to Section 3.2(c) is in lieu of, and not in addition to, any benefits to which Executive may otherwise be entitled under any Company severance plan, policy, or program, other than the Guaranteed Payments.

(f) Executive agrees and acknowledges that if Executive fails to comply with Section 5, 6, 7 or 8 below, all payments under Section 3.2(c) shall immediately cease and Executive shall be required to repay immediately any Change of Control Severance previously paid by the Company thereunder.

3.3 Termination by Reason of Disability. Subject to applicable state and federal law, the Company may terminate Executive's employment if Executive has been unable to perform the duties of Executive's position for a continuous period of one hundred eighty (180) days or nine (9) months in the aggregate during any twelve (12) month period because of physical or mental injury or illness ("**Disability**"). Executive agrees, in the event of a dispute under this Section 3.3 relating to Executive's Disability, to submit to a physical examination by a licensed physician jointly selected by the Board and Executive. If the Company terminates Executive's employment for Disability, Executive will not receive the Severance, the Change of Control Severance or any other severance compensation or benefits, except that the Company shall pay to Executive the Guaranteed Payments and accelerated vesting of any of Executive's equity awards that remain outstanding with respect to the time-based vesting elements only of such awards as of Executive's termination date.

3.4 Termination by Reason of Death. If Executive dies while employed by the Company, all obligations of the parties hereunder shall terminate immediately. Executive will not receive the Severance, the Change of Control Severance or any other severance compensation or benefits, except that the Company shall pay to Executive's executor, legal representative, administrator or designated beneficiary, as applicable, the Guaranteed Payments and the vesting of any of Executive's time and/or performance-based equity awards that remain outstanding as of Executive's death shall accelerate.

3.5 Termination for Cause or Resignation without Good Reason. The Company may terminate Executive's employment at any time for Cause upon written notice to Executive (and subject to any applicable cure periods set forth in Section 3.8(a)) and Executive may initiate a termination of employment by resigning without Good Reason upon not less than four (4) weeks' prior written notice to the Company, and in any such event all payments under this Agreement shall cease except that the Company shall pay to Executive the Guaranteed Payments. In such event, Executive will not receive the Severance, the Change of Control Severance, or any other severance compensation or benefits.

3.6 Notice of Termination. Any termination of Executive's employment by either party shall be communicated by a written notice of termination to the other party hereto given in accordance with Section 13. The notice of termination shall (a) indicate the specific termination provision in this Agreement relied upon; (b) briefly summarize the facts and circumstances deemed to provide a basis for a termination of employment and the applicable provision hereof, provided, that no basis need be provided by the Company in connection with a termination without Cause by the Company or a termination without Good Reason by Executive; and (c) specify the termination date in accordance with the requirements of this Agreement.

3.7 Cooperation with the Company After Termination. During any notice period preceding termination of Executive's employment for any reason, Executive agrees to cooperate with the Company in all matters relating to the winding up of Executive's pending work and the orderly transfer and transition of any such pending work to such other employees as may be designated by the Company. Following termination of employment, Executive agrees to cooperate with the Company, at reasonable times and locales and upon reasonable prior notice, in (a) responding to requests by the Company for information concerning work performed by Executive during the period of Executive's employment with the Company and with regard to any matters that relate to or arise out of the business of the Company during the period of employment and about which Executive may have knowledge; and (b) any investigation or review that may be performed by the Company or any government authority or in connection with any litigation or proceeding in which the Company may become involved. Executive's obligations under this Section 3.7 include (without limitation) (i) making herself available to testify on behalf of the Company or any of its affiliates in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative; (ii) assisting the Company or any of its affiliates in any such action, suit, or proceeding, by providing

truthful and accurate information; (iii) and meeting and consulting with the Board or its representatives or counsel, or representatives or counsel to any of the Company's affiliates as may be reasonably requested and after taking into account the Executive's post-termination responsibilities and obligations. The Company will reimburse Executive for any reasonable travel and out of pocket expenses incurred by Executive in providing such cooperation.

3.8 Definitions.

(a) "**Cause**" shall mean any of the following grounds for termination of Executive's employment:

(i) Executive has been convicted of or enters a plea of guilty or *nolo contendere* to, any felony or any crime involving moral turpitude;

(ii) Executive fails to perform Executive's reasonably assigned duties for the Company (other than a failure resulting from Executive's incapacity due to physical or mental illness), which failure has continued for a period of at least thirty (30) days after a written notice of demand for substantial performance, signed by a duly authorized officer of the Company, has been delivered to Executive specifying the manner in which Executive has failed substantially to perform;

(iii) Executive directly or indirectly causes material damage to any tangible or intangible property of or belonging to the Company;

(iv) Executive engages in conduct that is harmful to the public reputation of the Company

(v) Executive engages in any act of dishonesty, fraud, or immoral or disreputable conduct;

(vi) Executive engages in willful misconduct or gross negligence in the performance of Executive's duties;

(vii) Executive materially breaches any material covenant or condition of this Agreement (including Sections 5, 6, 7, 8 or 9 below) or any other written agreement between the parties, or breaches Executive's fiduciary duty to the Company; or

(viii) Executive materially violates or breaches the Company's Code of Conduct or other material written policy applicable to Executive.

(b) "**Change of Control**" means the first of the following to occur: (i) a Change in Ownership of the Company, (ii) a Change in Effective Control of the Company, or (iii) a Change in the Ownership of Assets of the Company, as described herein and construed in accordance with Code section 409A.

(i) A "Change in Ownership of the Company" shall occur on the date that (A) any one Person acquires, or Persons Acting as a Group acquire, ownership of the capital stock of the Company that, together with the stock held by such Person or Group, constitutes more than 50% of the total fair market value or total voting power of the capital stock of the Company. However, if any one Person is, or Persons Acting as a Group are, considered to own more than 50%, on a fully diluted basis, of the total fair market value or total voting power of the capital stock of Company, the acquisition of additional stock by the same Person or Persons Acting as a Group is not considered to cause a Change in Ownership of the Company or to cause a Change in Effective Control of the

Company (as described below). An increase in the percentage of capital stock owned by any one Person, or Persons Acting as a Group, as a result of a transaction in which the Company acquires its stock in exchange for property will be treated as an acquisition of stock or (B) a merger, consolidation, plan of arrangement or reorganization of the Company that results in the beneficial, direct or indirect transfer of more than 50% of the total voting power of the resulting entity's outstanding securities to a person, or group of persons acting jointly and in concert, who are different from the person(s) that have, beneficially, directly or indirectly, more than 50% of the total voting power prior to such transaction.

(ii) A "Change in Effective Control of the Company" shall occur on the date either (A) a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election, or (B) any one Person, or Persons Acting as a Group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such Person or Persons) ownership of stock of the Company possessing 50% or more of the total voting power of the stock of the Company.

(iii) A "Change in the Ownership of Assets of the Company" shall occur on the date that any one Person acquires, or Persons Acting as a Group acquire (or has or have acquired during the 12-month period ending on the date of the most recent acquisition by such Person or Persons), assets from Company that have a total gross fair market value equal to or more than 50% of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions. For this purpose, gross fair market value means the value of the assets of the Company, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

Notwithstanding the foregoing, a transaction shall not constitute a Change of Control if its sole purpose is to change the state of the Company's incorporation or to create a holding company that will be owned in the same proportions by the persons who held the Company's securities immediately before such transaction.

The following rules of construction apply in interpreting the definition of Change in Control:

(A) A "Person" means any individual, entity or group within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended, other than employee benefit plans sponsored or maintained by the Company and by entities controlled by the Company or an underwriter, initial purchaser or placement agent temporarily holding the capital stock of Company pursuant to a registered public offering.

(B) Persons will be considered to be Persons Acting as a Group (or Group) if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the corporation. If a Person owns stock in both corporations that enter into a merger, consolidation, purchase or acquisition of stock, or similar transaction, such shareholder is considered to be acting as a Group with other shareholders only with respect to the ownership in that corporation before the transaction giving rise to the change and not with respect to the ownership interest in the other corporation. Persons will not be considered to be acting as a Group solely because they purchase assets of the same corporation at the same time or purchase or own stock of the same corporation at the same time, or as a result of the same public offering.

(C) A Change in Control shall not include a transfer to a related person as described in Code section 409A or a public offering of capital stock of the Company.

(D) For purposes of the definition of Change in Control, Section 318(a) of the Code applies to determine stock ownership. Stock underlying a vested option is considered owned by the individual who holds the vested option (and the stock underlying an unvested option is not considered owned by the individual who holds the unvested option). For purposes of the preceding sentence, however, if a vested option is exercisable for stock that is not substantially vested (as defined by Treasury Regulation §1.83-3(b) and (j)), the stock underlying the option is not treated as owned by the individual who holds the option.

(c) “**Confidential Information**” means information, whether or not originated by the Executive, that relates to the business or affairs of the Company or its affiliates, their clients or Suppliers and is confidential or proprietary to the Company, its affiliates or their clients or Suppliers.

(i) Confidential Information includes, but is not limited to, the following types of information and other information of a similar nature (whether or not reduced to writing or designated or marked as confidential and whether or not stored on a Company device or personal device):

(A) work product resulting from or related to work or projects performed or to be performed by the Company, including but not limited to, the interim and final lines of inquiry, hypotheses, research and conclusions related thereto and the methods, processes, procedures, analysis, techniques and audits used in connection therewith;

(B) internal Company personnel and financial information, vendor names and other vendor information, purchasing and internal cost information, internal services and operational manuals;

(C) marketing and development plans, price and cost data, price and fee amounts, pricing and billing policies, quoting procedures, marketing techniques and methods of obtaining business, forecasts and forecast assumptions and volumes, and future plans and potential strategies of the Company which have been or are being discussed, Customer names and Customer information;

(D) contracts and their contents, client services, data provided by clients and the type, quantity and specifications of products and services purchased, leased, licensed or received by clients of the Company; and,

(E) all confidential information of the Company which becomes known to the Executive as a result of employment with the Company, which the Executive acting reasonably, believes is confidential information of the Company or which, the Company takes measures to protect, provided that the Executive is aware or ought to be aware of such measures.

(ii) Confidential Information does not include:

(A) the general skills, general knowledge and experience gained during the Executive’s employment;

(B) information publicly known without breach of this Agreement; or,

(C) information, the public disclosure of which is required to be made by any law, regulation, governmental authority or court (to the extent of the requirement), provided that before disclosure is made, notice of the requirement is provided to the Company where it is within the Executive’s control to provide such notice, and to the extent possible in the circumstances, the Company is afforded an opportunity to dispute the requirement.

(d) "**Customer**" means any Person who, in the twelve (12) months preceding the date of the termination of the Executive's employment hereunder for any reason, has purchased from the Company or its affiliates, with the Executive's assistance, any material amount of product or services produced, sold, licensed, or distributed by the Company in respect of the Business.

(e) "**Good Reason**" shall mean the occurrence of any of the following events or conditions, unless Executive has expressly consented in writing thereto:

(i) Any reduction in Executive's Base Salary or any failure to pay Executive any material amounts which he is due or eligibility to participate in the Performance Bonus plan or LTIP program in an applicable year;

(ii) The material diminution of Executive's duties, responsibilities, powers or authorities, including the assignment of any duties and responsibilities materially inconsistent with his position as Global General Counsel and Corporate Secretary, provided that Good Reason shall not exist under this clause (ii) if such diminution of authority, duties and responsibilities is a result of the hiring of additional subordinates to assume some of Executive's duties and responsibilities which are in fact, in the aggregate from time to time, not a material diminution of such authority, duties and responsibilities as Global General Counsel and Corporate Secretary. The sale or disposition of any subsidiary or business of the Company to the extent such event does not rise to the level of a sale of all or substantially all of the Company's assets shall not in and of itself be deemed to be a material diminution of duties;

(iii) A material adverse change in Executive's reporting responsibilities so that he no longer reports to the Chief Executive Officer of the Company;

(iv) The Company requires that Executive's principal office location be moved to a location more than fifty (50) miles from Executive's principal office location immediately before the change without Executive's prior consent; and

(v) A material breach by the Company of this Agreement or any other written agreement between the parties.

For purposes of this Agreement, Executive shall not have Good Reason for termination unless (i) Executive reasonably determines in good faith that a "Good Reason" condition has occurred; (ii) Executive notifies the Company in writing of the occurrence of the Good Reason condition within thirty (30) days of such occurrence; (iii) the Company shall have a period of not less than thirty (30) days following such notice (the "**Cure Period**") to cure the condition; (iv) notwithstanding such efforts, the Good Reason condition continues to exist following expiration of the Cure Period as reasonably determined by the Company in good faith; and (v) Executive terminates his employment within thirty (30) days after the end of the Cure Period. If the Company cures the Good Reason condition during the Cure Period, Good Reason shall be deemed not to have occurred.

(f) "**Supplier**" means any Person who, in the twelve (12) months' preceding the date of the termination of the Executive's employment hereunder for any reason, has supplied to the Company or its affiliates, with the Executive's assistance, any material amount of product or services produced, sold, licensed, or distributed by the Company in respect of the Business.

3.9 Required Postponement for Specified Executives. If Executive is considered a "specified employee" (as defined under Section 409A) and payment of any amounts under this Agreement is required to be delayed for a period of six (6) months after separation from service pursuant to Section 409A, payment of such amounts shall be delayed as required by Section 409A, and the accumulated postponed amounts shall be paid in a lump-sum payment within five (5) days after the end of the six (6) month period. If Executive dies during the postponement period prior to the payment of benefits, the amounts postponed on account of Section 409A shall be paid to the personal representative of Executive's estate within thirty (30) days after the date of Executive's death.

4. Non-Exclusivity of Rights. Nothing in this Agreement shall prevent or limit Executive's continuing or future participation in or rights under any benefit, bonus, incentive or other plan or program provided by the Company and for which Executive may qualify; provided, however, that if Executive becomes entitled to and receives the Severance or Change of Control Severance provided for in Section 3 of this Agreement, Executive hereby waives Executive's right to receive payments under any severance plan or similar program that would otherwise apply to Executive. In the event of any inconsistency between this Agreement and any other plan, program or agreement in which Executive is a participant or a party, this Agreement shall control unless such other plan, program or agreement specifically refers to this Agreement as not so controlling.

5. Confidentiality. Executive agrees that Executive's services to the Company are of a special, unique and extraordinary character, and that Executive's position places Executive in a position of confidence and trust with the Company's Customers, clients, vendors, Suppliers, contractors, business partners and employees. Executive also recognizes that Executive's position with the Company will give Executive substantial access to Confidential Information, the unauthorized use or disclosure of which to competitors of the Company would cause the Company to suffer substantial and irreparable damage. Executive recognizes and agrees, therefore, that it is in the Company's legitimate business interest to restrict Executive's use of Confidential Information for any purposes other than the proper discharge of Executive's employment duties at the Company, and to limit any potential appropriation of Confidential Information by Executive for the benefit of the Company's competitors and/or to the detriment of the Company. Accordingly, Executive agrees as follows:

(a) Executive shall not at any time, whether during or after the termination of Executive's employment with the Company or any Company subsidiary or affiliate for any reason, reveal or disclose to any person or entity any of the trade secrets or Confidential Information of the Company, or the trade secrets or Confidential Information of any third party which the Company is under an obligation to keep confidential. Executive shall keep secret all Confidential Information entrusted to Executive and shall not use or attempt to use any such Confidential Information for personal gain or in any manner that may injure or cause loss, or could reasonably be expected to injure or cause loss, whether directly or indirectly, to the Company.

(b) The above restrictions shall not apply to: (i) information that at the time of disclosure is in the public domain through no fault of Executive; (ii) information received from a third party outside of the Company that was disclosed without a breach of any confidentiality obligation on the part of such third party; (iii) information approved for release by written authorization of the Company; or (iv) information that may be required by law or an order of any court, agency or proceeding to be disclosed; provided that Executive shall provide the Company prior written notice of any such required disclosure once Executive has knowledge of it and will help the Company to the extent reasonable to obtain an appropriate protective order. Moreover, the foregoing shall not limit Executive's ability to (A) to discuss the terms of Executive's employment, wages and working conditions to the extent expressly protected by applicable law, (B) to report possible violations of federal securities laws to the appropriate government enforcing agency and make such other disclosures that are expressly protected under

federal or state "whistleblower" laws, or (C) to respond to inquiries from, or otherwise cooperate with, any governmental or regulatory investigation or proceeding.

(c) Executive agrees that during Executive's employment with the Company or any Company subsidiary or affiliate Executive shall not take, use or permit to be used any notes, memoranda, reports, lists, records, drawings, sketches, specifications, software programs, data, documentation or other materials of any nature constituting Confidential Information or Developments (as defined below) otherwise than for the benefit of the Company. Executive further agrees that Executive shall not, after the termination of Executive's employment for any reason, use or permit to be used any such notes, memoranda, reports, lists, records, drawings, sketches, specifications, software programs, data, documentation or other materials, it being agreed that all of the foregoing shall be and remain the sole and exclusive property of the Company and that, immediately upon the termination of Executive's employment for any reason, Executive shall deliver all of the foregoing, and all copies thereof, to the Company, at its main office.

(d) Executive agrees that upon the termination of Executive's employment with the Company or any Company subsidiary or affiliate for any reason, Executive shall not take or retain without written authorization any documents, files or other property of the Company, and Executive will return promptly to the Company any such documents, files or property in Executive's possession or custody, including any copies thereof maintained in any medium or format. Executive recognizes that all documents, files and property that Executive has received and will receive from the Company, including but not limited to scientific research, Customer lists, handbooks, memoranda, product specifications, and other materials (with the exception of documents relating to benefits to which Executive might be entitled following the termination of Executive's employment with the Company), are for the exclusive use of the Company and employees who are discharging their responsibilities on behalf of the Company, and that Executive has no claim or right to the continued use, possession or custody of such documents, files or property following the termination of Executive's employment with the Company for any reason.

(e) Pursuant to the Defend Trade Secrets Act of 2016, Executive acknowledges that Executive will not have criminal or civil liability under any federal or state trade secret law for the disclosure of a trade secret that (i) is made (A) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney and (B) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

6. Intellectual Property.

(a) If at any time or times during Executive's employment with the Company or any Company subsidiary or affiliate Executive shall (either alone or with others) make, conceive, discover or reduce to practice any invention, modification, discovery, design, development, improvement, process, software program, work of authorship, documentation, formula, data, technique, know-how, secret or intellectual property right whatsoever or any interest therein (whether or not patentable or registrable under copyright or similar statutes or subject to analogous protection) (herein called "*Developments*") that (i) relates to the Business (as defined below) of the Company or any of the products or services being developed, manufactured or sold by the Company or which may be used in relation therewith, (ii) results from tasks assigned to Executive by the Company or (iii) results from the use of premises or personal property (whether tangible or intangible) owned, leased or contracted for by the Company, such Developments and the benefits thereof shall immediately become the sole and absolute property of the Company and its assigns, and Executive shall promptly disclose to the Company (or any persons designated by it) each such Development, and Executive hereby assigns any rights Executive may have or acquire in the Developments and benefits and/or rights resulting therefrom to the Company and its assigns without further

compensation and shall communicate, without cost or delay, and without publishing the same, all available information relating thereto (with all necessary plans and models) to the Company.

(b) Upon disclosure of each Development to the Company, Executive will, during Executive's employment and at any time thereafter, at the request and cost of the Company, sign, execute, make and do all such deeds, documents, acts and things as the Company and its duly authorized agents may reasonably require:

(i) to apply for, obtain and vest in the name of the Company alone (unless the Company otherwise directs) letters patent, copyrights or other analogous protection in any country throughout the world and when so obtained or vested to renew and restore the same; and

(ii) to defend any opposition proceedings in respect of such applications and any opposition proceedings or petitions or applications for revocation of such letters patent, copyright or other analogous protection.

(c) In the event the Company is unable, after reasonable effort, to secure Executive's signature on any letters patent, copyright or other analogous protection relating to a Development, whether because of Executive's physical or mental incapacity or for any other reason whatsoever, Executive hereby irrevocably designates and appoints the Company and its duly authorized officers and agents as Executive's agent and attorney-in-fact for the sole purpose of acting for and on Executive's behalf and in his stead to execute and file any such application or applications and to do all other lawfully permitted acts to further the prosecution and issuance of letters patent, copyright and other analogous protection thereon with the same legal force and effect as if executed by Executive.

7. Non-Competition. During Executive's employment with the Company or any Company subsidiary or affiliate and for a period of twelve (12) months after termination of Executive's employment (for any reason whatsoever, whether voluntary or involuntary) (the "**Non-Competition Period**"), Executive shall not, without the prior written approval of the Board, whether alone or as a partner, officer, director, consultant, agent, employee, representative or stockholder of any company, entity, or other commercial enterprise, or in any other capacity, directly or indirectly engage in any research, development, testing, manufacture, sale, marketing, or licensing related to any products or services developed or provided by the Company in the United States and Canada (the "**Business**"). The foregoing prohibition shall not prevent Executive's employment or engagement after termination of Executive's employment by any company or business organization, as long as the activities of any such employment or engagement, in any capacity, do not involve work on matters related to the Business of the Company during Executive's employment with the Company. Executive shall be permitted to own securities of a public company not in excess of two percent (2%) of any class of such securities and to own stock, partnership interests or other securities of any entity not in excess of two percent (2%) of any class of such securities and such ownership shall not be considered to be in competition with the Company.

8. Non-Solicitation. During Executive's employment with the Company or any Company subsidiary or affiliate and for a period of twelve (12) months after termination of such employment (for any reason, whether voluntary or involuntary), Executive agrees that Executive will not:

(a) directly or indirectly (i) solicit, entice or induce, or attempt to solicit, entice or induce, any Customer, Supplier or client to become a Customer, Supplier or client of any other person, firm or corporation with respect to any products or services then sold, offered, or under development by the Company or any of its subsidiaries or affiliates, or (ii) solicit, entice or induce, or attempt to solicit, entice or induce any Customer, client vendor, Supplier, contractor, or business development partner to cease doing business with or any in way reduce or impair

its business relationship with the Company, and Executive shall not approach or contact any such person, firm or corporation for such purpose or authorize or knowingly approve the taking of such actions by any other person; or

(b) directly or indirectly (i) solicit or recruit, or attempt to solicit or recruit, any employee, consultant or contractor of the Company to terminate employment or otherwise cease providing services to the Company or (ii) solicit or recruit, or attempt to solicit or recruit, any employee to work for or provide services to a third party other than the Company; and Executive shall not approach any such person for such purpose or authorize or knowingly approve the taking of such actions by any other person.

9. Non-Disparagement. During Executive's employment and at all times following Executive's termination of employment for any reason, Executive agrees not to make, or knowingly cause to be made, any disparaging statement or communication, written or oral, concerning the Company, or otherwise impugn the business or management of, damage the reputation of, or interfere with the normal operations of the Company, its subsidiaries and/or affiliates, or any of their respective past or present employees, executives, officers, directors, shareholders, members, managers, principals, or representatives. During Executive's employment and at all times following Executive's termination of employment for any reason, the Company agrees that none of the Company (via any authorized public statement), its officers or members of the Board shall make, or knowingly cause to be made, any disparaging statement or communication, written or oral, concerning Executive, or otherwise impugn the business of Executive, damage the reputation of Executive, or interfere with Executive's pursuit of other business endeavors or employment. The foregoing prohibitions include, without limitation:

(i) non-verbal comments or statements made on the Internet, including without limitation, on blogs, forums, social media platforms, review or rating sites, or any Internet site or online message board (including but not limited to LinkedIn or GlassDoor); and (ii) comments or statements to any person or entity, including without limitation, to the press or media, the Company, or any entity, Customer, client, vendor, Supplier, consultant or contractor with whom the Company or its subsidiaries or affiliates has, has had or may in the future have a business relationship, that would in any way adversely affect Executive's reputation or his business or employment activities or adversely affect the conduct of the business of the Company or its subsidiaries or affiliates (including but not limited to any business plans or prospects) or the reputation of the Company, its subsidiaries or affiliates, or the aforementioned persons (including without limitation former and present employees of the Company and/or its subsidiaries or affiliates). Nothing in this provision or elsewhere in this Agreement shall (a) affect the parties' right to provide truthful information as may be required by law, rule, regulation or legal process, or as requested by any legal or regulatory authority, (b) unlawfully impair or interfere with Executive's rights under Section 7 of the National Labor Relations Act, or (c) impair or in any way interfere with the Company's ability to engage in intra-Company communications between or among officers, members of the Board, and/or their advisors related to Executive's compensation, retention, and/or job performance.

10. General Provisions.

(a) Executive acknowledges and agrees that, for purposes of Sections 5, 6, 7, 8, and 9 of this Agreement, the term "Company" shall include the Company's direct and indirect controlled subsidiaries and affiliates. Executive acknowledges and agrees that the type and periods of restrictions imposed in Sections 5, 6, 7, 8, and 9 of this Agreement are fair, reasonable and no greater than necessary to protect the Company's legitimate business interests, and that such restrictions are intended solely to protect the legitimate interests of the Company, including its Confidential Information, goodwill (client, Customer, employee, and otherwise), and business interests, and shall not in any way prevent Executive from earning a livelihood or impose upon Executive undue hardship. Executive recognizes and agrees that the Company competes and provides its products and services worldwide, and

that Executive's access to Confidential Information makes it both reasonable and necessary for the Company to restrict Executive's post-employment activities worldwide in any market in which the Company competes, and in which Executive's access to Confidential Information and other proprietary information could be used to the detriment of the Company and for which the Company would have no adequate remedy at law. In the event that any restriction set forth in this Agreement is determined by a court of competent jurisdiction to be overly broad or unenforceable with respect to scope, time (duration), or geographical coverage, Executive agrees that such restriction or restrictions shall be modified and narrowed, either by such court of competent jurisdiction, or by the Company, to the least extent possible under applicable law for such restriction or restrictions to be enforceable so as to preserve and protect the legitimate interests of the Company as described in this Agreement, and without negating or impairing any other restrictions or agreements set forth herein.

(b) Executive acknowledges and agrees that should Executive breach any of the covenants, restrictions and agreements contained herein, irreparable loss and injury would result to the Company, monetary relief would not compensate for such breach, and damages arising out of such a breach would be difficult to fully ascertain. Executive therefore agrees that, in addition to any and all other remedies available at law or at equity, the Company shall be entitled to have the covenants, restrictions and agreements contained in Sections 5, 6, 7, 8, and 9 specifically enforced (including, without limitation, by temporary, preliminary, and permanent injunctions and restraining orders), without the need to post any bond or security, by any state or federal court in the State of Delaware having equity jurisdiction, and Executive agrees to be subject to the jurisdiction of such court and hereby waives any objection to the jurisdiction or venue thereof.

(c) Executive agrees that if the Company fails to take action to remedy any breach by Executive of this Agreement or any portion of the Agreement, such inaction by the Company shall not operate or be construed as a waiver of such breach or of any subsequent or other breach by Executive of the same or any other provision, agreement or covenant.

(d) Executive acknowledges and agrees that the payments and benefits to be provided to Executive under this Agreement are provided as, and constitute sufficient and adequate, consideration for the covenants in Sections 5, 6, 7, 8, and 9 hereof.

11. Representations and Warranties. Executive represents and warrants the following to the Company, each of which Executive acknowledges is a material inducement to the Company's willingness to enter into this Agreement and a material provision of this Agreement:

(a) Other than as previously disclosed in writing or provided to the Company, Executive is not a party to or bound by any employment agreements, restrictive covenants, non compete restrictions, non-solicitation restrictions, and/or confidentiality or non-disclosure agreements with any other person, business or entity, or any agreement or contract requiring Executive to assign inventions to another party (each, a "**Restrictive Agreement**"), and Executive has conducted a thorough review of any and all agreements he may have entered into with any current or former employer or any other relevant party to ensure that this representation and warranty is correct.

(b) No Restrictive Agreement prohibits, restricts, limits or otherwise affects Executive's employment with the Company as an executive or ability to perform any of Executive's duties or responsibilities for the Company as contemplated herein.

(c) Executive has not made any material misrepresentation or omission in the course of his communications with the Company regarding the Restrictive Agreements or other obligations to any current or former employer or other third party.

(d) Executive has not, directly or indirectly, removed, downloaded, or copied any confidential or proprietary information or records of any current or former employer (or their subsidiaries and/or corporate affiliates) without the express written consent of an authorized representative of such entity, and shall not use or possess, as of the date Executive begins employment and at all times during his employment with the Company, any confidential or proprietary information or records of any current or former employer (or their subsidiaries and/or corporate affiliates), whether in hard copy or electronic form, including, but not limited to, documents, files, disks, or other materials, all of which Executive is prohibited from using in connection with his employment with the Company.

12. Survivorship. The respective rights and obligations of the parties under this Agreement, including but not limited to those rights and obligations set forth in Sections 5, 6, 7, 8, and 9, shall survive termination of Executive's employment and any termination of this Agreement for any reason to the extent necessary to the intended preservation of such rights and obligations.

13. Notices. All notices and other communications required or permitted under this Agreement or necessary or convenient in connection herewith shall be in writing and shall be deemed to have been given when hand-delivered or mailed by registered or certified mail, as follows (provided that notice of change of address shall be deemed given only when received):

If to the Company, to:

Tilray, Inc.
655 Madison Avenue, 19th Floor
New York, New York 10054
Attn: Rita Seguin, Chief Human Resources Officer

If to Executive, to:

The address of his principal residence most recently on file with the Company.

or to such other names or addresses as the Company or Executive, as the case may be, shall designate by notice to each other person entitled to receive notices in the manner specified in this Section.

14. Contents of Agreement, Amendment, Interpretation and Assignment.

(a) This Agreement, including the Exhibits attached hereto, sets forth the entire understanding between the parties hereto with respect to the subject matter hereof and supersedes any and all prior agreements and understandings concerning Executive's employment by the Company and cannot be changed or modified except upon written amendment approved by the Board and executed on its behalf by a duly authorized officer and by Executive.

(b) The headings in this Agreement are for convenience only, and both parties agree that they shall not be construed or interpreted to modify or affect the construction or interpretation of any provision of this Agreement.

(c) All of the terms and provisions of this Agreement shall be binding upon and inure to the benefit of and be enforceable by the respective heirs, executors, administrators, legal representatives, successors and assigns of the parties hereto, except that the duties and responsibilities of Executive under this Agreement are of a personal nature and shall not be assignable or delegable in whole or in part by Executive. The Company shall require any successor (whether direct or indirect, by purchase, merger, consolidation, reorganization or otherwise) to all or substantially all of the business or assets of the Company, within fifteen (15) days of such succession, expressly to assume and agree to perform this Agreement in the same manner as, and to the same extent that, the Company would be required to perform if no such succession had taken place.

15. Severability. If any provision of this Agreement or application thereof to anyone or under any circumstances is adjudicated by a court of competent jurisdiction to be invalid or unenforceable in any jurisdiction, such invalidity or unenforceability shall not affect any other provision or application of this Agreement that can be given effect without the invalid or unenforceable provision or application and shall not invalidate or render unenforceable such provision or application in any other jurisdiction. If any provision is held void, invalid or unenforceable with respect to particular circumstances, it shall nevertheless remain in full force and effect in all other circumstances.

16. Remedies Cumulative; No Waiver. No remedy conferred upon a party by this Agreement is intended to be exclusive of any other remedy, and each and every such remedy shall be cumulative and shall be in addition to any other remedy given under this Agreement or now or hereafter existing at law or in equity. No delay or omission by a party in exercising any right, remedy or power under this Agreement or existing at law or in equity shall operate or be construed as a waiver thereof, and any such right, remedy or power may be exercised by such party from time to time and as often as may be deemed expedient or necessary by such party in its sole discretion.

17. Withholding. All payments under this Agreement shall be made subject to applicable tax withholding, and the Company shall withhold from any payments under this Agreement all federal, state and local taxes as the Company is required to withhold pursuant to any law or governmental rule or regulation. Executive shall bear all expense of, and be solely responsible for, all federal, state and local taxes due with respect to any payment received under this Agreement other than such taxes that are, by their nature, obligations of the Company (for example, and without limitation, the employer portion of the Federal Insurance Contributions Act (FICA) taxes).

18. Counterparts. This Agreement may be executed in counterparts, each of which is an original. It shall not be necessary in making proof of this Agreement or any counterpart hereof to produce or account for any of the other counterparts. Facsimile signatures and signatures transmitted by PDF shall be equivalent to original signatures.

19. Governing Law. This Agreement shall be governed by and interpreted under the laws of the State of Delaware without giving effect to (i) any conflicts-of-law provisions or choice of law provisions of the State of Delaware or of any other jurisdiction which provisions (if applied) would result in the application of the laws of any other jurisdiction other than of the State of Delaware, or (ii) canons of construction or principles of law that construe agreements against the draftsman.

20. Section 409A. This Agreement is intended to comply with or otherwise be exempt from Section 409A and its corresponding regulations, to the extent applicable, and shall be so construed. Notwithstanding anything in this Agreement to the contrary, payments of "nonqualified deferred compensation" subject to Section 409A may only be made under this Agreement upon an event and in a manner permitted by Section 409A, to the extent applicable. For purposes of Section 409A, all payments of "nonqualified deferred compensation" subject to Section 409A to be made upon the termination of Executive's employment under this Agreement may only be made upon a

"separation from service" under Section 409A. Each payment made under this Agreement shall be treated as a separate payment and the right to a series of installment payments under this Agreement is to be treated as a right to a series of separate payments. In no event shall Executive, directly or indirectly, designate the calendar year of payment with respect to any amount that is "nonqualified deferred compensation" subject to Section 409A. All reimbursements provided under this Agreement that are "nonqualified deferred compensation" that is subject to Section 409A shall be made or provided in accordance with Section 409A, including, where applicable, the requirements that (a) any reimbursement is for expenses incurred during the Employment Period (or during such other time period specified in this Agreement), (b) the amount of expenses eligible for reimbursement during a calendar year may not affect the expenses eligible for reimbursement in any other calendar year, (c) the reimbursement of an eligible expense will be made on or before the last day of the taxable year following the year in which the expense is incurred, and (d) the right to reimbursement is not subject to liquidation or exchange for another benefit. Nothing herein shall be construed as having modified the time and form of payment of any amounts or payments of "nonqualified deferred compensation" within the meaning Section 409A that were otherwise payable pursuant to the terms of any agreement between Company and Executive in effect prior to the date of this Agreement.

21. Section 280G of the Code. Notwithstanding any other provision of this Agreement or any other plan, arrangement or agreement to the contrary, if any of the payments or benefits provided or to be provided by the Company or its affiliates to Executive or for Executive's benefit pursuant to the terms of this Agreement or otherwise (the "**Covered Payments**") constitute parachute payments (the "**Parachute Payments**") within the meaning of Section 280G of the Code and, but for this Section 21, would be subject to the excise tax imposed under Section 4999 of the Code (or any successor provision thereto) or any similar tax imposed by state or local law or any interest or penalties with respect to such taxes (collectively, the "**Excise Tax**"), then prior to making the Covered Payments, a calculation shall be made comparing (i) the Net Benefit (as defined below) to Executive of the Covered Payments after payment of the Excise Tax to (ii) the Net Benefit to Executive if the Covered Payments are limited to the extent necessary to avoid being subject to the Excise Tax. Only if the amount calculated under (i) above is less than the amount under (ii) above will the Covered Payments be reduced to the minimum extent necessary to ensure that no portion of the Covered Payments is subject to the Excise Tax (that amount, the "**Reduced Amount**"). "**Net Benefit**" shall mean the present value of the Covered Payments net of all federal, state, local, foreign income, employment and excise taxes.

(a) Any such reduction shall be made in accordance with Section 409A and the following:

(i) the Covered Payments consisting of cash severance benefits that do not constitute nonqualified deferred compensation subject to Section 409A shall be reduced first, in reverse chronological order; and

(ii) all other Covered Payments consisting of cash payments, and Covered Payments consisting of accelerated vesting of equity based awards to which Treas. Reg. § 1.280G-1 Q/A-24(c) does not apply, and that in either case do not constitute nonqualified deferred compensation subject to Section 409A, shall be reduced second, in reverse chronological order;

(iii) all Covered Payments consisting of cash payments that constitute nonqualified deferred compensation subject to Section 409A shall be reduced third, in reverse chronological order; and

(iv) all Covered Payments consisting of accelerated vesting of equity-based awards to which Treas. Reg. § 1.280G-1 Q/A-24(c) applies shall be the last Covered Payments to be reduced.

(b) Any determination required under this Section 21 shall be made in writing in good faith by an independent accounting firm selected by the Company and reasonably acceptable to the Executive (the "**Accountants**"). The Company and Executive shall provide the Accountants with such information and documents as the Accountants may reasonably request in order to make a determination under this Section 21. For purposes of making the calculations and determinations required by this Section 21, the Accountants may rely on reasonable, good-faith assumptions and approximations concerning the application of Section 280G and Section 4999 of the Code. The Accountants' determinations shall be final and binding on the Company and Executive. The Company shall be responsible for all fees and expenses incurred by the Accountants in connection with the calculations required by this Section 21 .

(c) It is possible that after the determinations and selections made pursuant to this Section 21 Executive will receive Covered Payments that are in the aggregate more than the amount intended or required to be provided after application of this Section 21 ("**Overpayment**") or less than the amount intended or required to be provided after application of this Section 21 ("**Underpayment**").

(i) In the event that: (A) the Accountants determine, based upon the assertion of a deficiency by the Internal Revenue Service against either the Company or Executive that the Accountants believe has a high probability of success, that an Overpayment has been made or (B) it is established pursuant to a final determination of a court or an Internal Revenue Service proceeding that has been finally and conclusively resolved that an Overpayment has been made, then Executive shall pay any such Overpayment to the Company together with interest at the applicable federal rate (as defined in Section 7872(f)(2)(A) of the Code) from the date of Executive's receipt of the Overpayment until the date of repayment.

(ii) In the event that: (A) the Accountants, based upon controlling precedent or substantial authority, determine that an Underpayment has occurred or (B) a court of competent jurisdiction determines that an Underpayment has occurred, any such Underpayment will be paid promptly by the Company to or for the benefit of Executive together with interest at the applicable federal rate (as defined in Section 7872(f)(2)(A) of the Code) from the date the amount should have otherwise been paid to Executive until the payment date.

22. Taxes. Any taxes applicable to your employment compensation with the Company will be deducted and remitted to the appropriate authorities in accordance with the Company's stated policies and applicable law. In the event the Executive works in a second tax jurisdiction at the Company's request, the Company will cover the reasonable costs for you to use the services of the Company's tax adviser or another adviser mutually agreed upon by the Parties to prepare you home and host country tax returns for any year during which you are required to file tax returns in more than one country as a result of your employment with the Company. Any amounts paid to you to cover this cost will be subject to applicable tax and employment withholdings.

23. Independent Legal Advice. The Executive acknowledges that he has been advised to obtain, and that he has obtained independent legal advice with respect to this Agreement and that he understands the nature and consequences of this Agreement.

24. Dispute Resolution. The parties agree to the following dispute resolution provision in order to minimize the costs of any disputes and to expedite their determination. The parties agree that any controversy, dispute, or claim between the parties arising out of or relating to the negotiation, execution, performance or termination of this Agreement, Executive's employment with the Company or the termination of such employment, including (but not limited to) any claim arising out of this Agreement, claims under Title VII of the Civil Rights Act of 1964, as amended, the Civil Rights Act of 1991, the Age Discrimination in Employment Act of 1967, the

Americans with Disabilities Act of 1990, Section 1981 of the Civil Rights Act of 1966, as amended, the Family Medical Leave Act, and any similar federal, state or local law, statute, regulation, or any common law doctrine, whether that dispute arises during or after employment, shall be resolved through final and binding arbitration with a single arbitrator from the Judicial Arbitration & Mediation Services, Inc. (“JAMS”), pursuant to its Employment Arbitration Rules & Procedures (the “Rules”), which rules are incorporated by reference and may be accessed directly through JAMS or its website; provided, however, that the Rules shall not contradict or otherwise alter the terms of this Agreement, including, but not limited to, the below cost sharing provision. To the extent that the JAMS rules conflict with the substantive law of Delaware, Delaware law shall take precedence.

(a) This Agreement to arbitrate is governed by the Federal Arbitration Act, 9 U.S.C. §1 et seq. (“FAA”). Such arbitration shall take place in New York, New York and be conducted in accordance with the Rules to the extent not inconsistent with any provision of this Agreement. The demand for arbitration must be in writing and must be made by the aggrieved party within the statute of limitations period provided under applicable Delaware or federal law for the particular claim. Failure to make a written demand within the applicable statutory period constitutes a waiver to raise that claim in any forum. Notwithstanding the foregoing, without waiving the right to arbitration, either party may seek provisional relief (including without limitation a temporary restraining order or a preliminary injunction) from a court of competent jurisdiction (including without limitation to enforce the Restrictive Covenants), to the extent provided by applicable federal or Delaware law, upon the ground that the award to which the party may be entitled may be rendered ineffectual without provisional relief. Judgment on the award rendered may be entered in any court of competent jurisdiction, and no party shall be entitled to exemplary damages. The Company and the Executive shall split the arbitrator’s fees and expenses and the administrative fees and expenses associated with the arbitration. Each party shall bear his or its own attorneys’ fees and costs incurred in pursuing or defending such arbitration. As a material part of this agreement to arbitrate claims, both the Executive and the Company expressly waive all rights to a jury trial in court on all statutory or other claims. The Executive and the Company agree that any award of the arbitrator shall be final, conclusive and binding and that neither party will contest any action by the other party in accordance with the award of the arbitrator.

(b) This Agreement does not prohibit the filing of a complaint with an administrative agency, such as the Equal Employment Opportunity Commission, the National Labor Relations Board, the Department of Labor or other agency if applicable law permits access to such agency notwithstanding an agreement to arbitrate. Nothing in this Agreement shall be read as excusing a party from exhausting administrative remedies that are a prerequisite to bringing a claim. All claims or disputes subject to arbitration, other than claims seeking to enforce rights under Section 7 of the National Labor Relations Act, must be brought in the party’s individual capacity, and not as a plaintiff or class member in any class, collective, or representative action. Any disputes concerning the validity of this multi-plaintiff, class, collective and representative action waiver will be decided by a court of competent jurisdiction, not by the arbitrator. In the event a court determines this waiver is unenforceable with respect to any claim, then this waiver shall not apply to that claim.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first above written.

TILRAY, INC.

Name:
Title

WITNESS

EXECUTIVE

Name:

Mitchell Gendel

Schedule A

PSUs

Share Price*	% of Units vested with interpolation between percentages**
0% to less than 25% share price appreciation (threshold)	0%
25% share price appreciation	25%
50% share price appreciation	50%
75% share price appreciation	100%
100% share price appreciation	150%
125% share price appreciation or greater	250%

*Highest 30-day Volume Weighted Average Price (VWAP) achieved anytime during the 3-year performance period (or such shorter period upon death, Disability, termination without Cause by the Company, Executive's termination for Good Reason or Change of Control (an "**Intervening Event**")); provided, however, that in the event of a Change of Control, the Share Price used above shall be the greater of (x) the highest 30-day VWAP prior to the Change of Control or (y) the share price in the Change of Control. The initial share price for purposes of this grant shall be \$15.80, which is equal to the VWAP from May 1 to May 30, 2021.

Final vested percentage will be determined based on the earlier of (1) an Intervening Event or (2) the third anniversary of grant date (the "Vesting Date**").

Except as otherwise provided herein or in the Employment Agreement, for the avoidance of doubt, the Executive must remain in continuous employment from the grant date to the Vesting Date in order for the Units (or any portion thereof) to be vested. Vested Units will be settled within 30 days of the Vesting Date. Further, any price appreciation occurring after the third (3rd) anniversary of the Effective Date shall result in no further vesting and any unvested portion of the Units at that time shall be forfeited.

SUBSIDIARIES OF TILRAY BRANDS, INC.

Name of entity	Place of incorporation
Natura Naturals Inc.	British Columbia, Canada
Tilray, Inc.	Delaware, United States
Manitoba Harvest USA LLC	Delaware, United States
Tilray Canada Ltd.	British Columbia, Canada
Dorada Ventures Ltd.	British Columbia, Canada
FHF Holdings Ltd.	British Columbia, Canada
High Park Farms Ltd.	British Columbia, Canada
Tilray Deutschland GmbH	Germany
Pardal Holdings, Lda.	Portugal
Tilray Portugal Unipessoal, Lda.	Portugal
Tilray Australia New Zealand Pty. Ltd.	Australia
Tilray Ventures Ltd.	Ireland
Manitoba Harvest Japan K.K.	Japan
High Park Holdings Ltd.	British Columbia, Canada
Fresh Hemp Foods Ltd. (dba Manitoba Harvest)	British Columbia, Canada
Natura Naturals Holdings Inc.	British Columbia, Canada
NC Clinics Pty Ltd (formerly National Cannabinoid Clinics Pty Ltd.)	Australia
Tilray Latin America SpA	Chile
Tilray Portugal II, Lda.	Portugal
High Park Gardens Inc.	British Columbia, Canada
High Park Shops Inc.	British Columbia, Canada
Privateer Evolution, LLC	Delaware, United States
1197879 B.C. Ltd.	British Columbia, Canada
Tilray France SAS	France
High Park Holdings B.V.	Netherlands
High Park Botanicals B.V	Netherlands
Aphria Inc.	Ontario, Canada
LATAM Holdings Inc.	British Columbia, Canada
Broken Coast Cannabis Ltd.	British Columbia, Canada
1974568 Ontario Limited (dba Aphria Diamond)	Ontario, Canada
Nuuvera Holdings Limited	Ontario, Canada
Aphria Terra S.R.L.	Italy
Goodfields Supply Co. Ltd	United Kingdom
Nuuvera Malta Ltd.	Malta
Four Twenty Corporation	United States
Earth's Best Cannabis Company	United States
Marigold Acquisitions Inc.	British Columbia, Canada
MMJ Colombia Partners Inc.	Ontario, Canada
MMJ International Investments Inc.	Ontario, Canada
Hampstead International (Barbados) Inc.	Barbados
Colcanna S.A.S	Colombia
ABP, S.A	Argentina
FL Group S.R.L.	Italy
Aphria Germany GmbH (formerly Nuuvera Deutschland GmbH)	Germany
Aphria RX GmbH (formerly Aphria Deutschland GmbH)	Germany
CC Pharma GmbH	Germany
Aphria Wellbeing GmbH	Germany
CC Pharma Research & Development GmbH	Germany
CC Pharma Nordic APS	Denmark

Name of entity	Place of incorporation
Canninvest Africa Ltd.	South Africa
Verve Dynamics Incorporated (PTY) Ltd.	Lesotho
2787643 Ontario Inc.	Ontario, Canada
ARA - Avanti RX Analytics Inc.	Ontario, Canada
Nuuvera Israel Ltd.	Israel
ASG Pharma Ltd.	Malta
QSG Health Ltd.	Malta
Aphria Malta Limited	Malta
SW Brewing Company, LLC	United States
SweetWater Colorado Brewing Company, LLC	Delaware, United States
SweetWater Brewing Company, LLC	Georgia, United States

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-233703) of Tilray Brands, Inc. of our report dated July 28, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Toronto, Canada

July 28, 2022

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Irwin Simon, certify that:

1. I have reviewed this Annual Report on Form 10-K of Tilray Brands, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 28, 2022

By: /s/ Irwin Simon

Irwin Simon

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Carl Merton, certify that:

1. I have reviewed this Annual Report on Form 10-K of Tilray Brands, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 28, 2022

By: /s/ Carl Merton

Carl Merton
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Irwin Simon, President and Chief Executive Officer of Tilray Brands, Inc. (the “Company”), and Carl Merton, Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company’s Annual Report on Form 10-K for the fiscal year ended May 31, 2022, to which this Certification is attached as Exhibit 32.1 (the “Annual Report”), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 28th day of July 2022.

/s/ Irwin Simon

Irwin Simon
President and Chief Executive Officer

/s/ Carl Merton

Carl Merton
Chief Financial Officer

“This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Tilray Brands, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.”