

**Tilray, Inc.**  
**Annual Meeting of**  
**Stockholders**  
**May 28, 2020**

**RULES FOR CONDUCT**  
**OF MEETING**

Welcome to Tilray, Inc.'s 2020 Annual Meeting of Stockholders. In the interest of a productive and orderly meeting, we ask for your cooperation in observing the following rules and procedures:

1. The business of the Annual Meeting of Stockholders (Annual Meeting) will be taken up as set forth in the Agenda.
2. The only business matters to be conducted at the Annual Meeting are the matters set forth in the Notice of 2020 Annual Meeting of Stockholders and Proxy Statement dated April 30, 2020.
3. Only stockholders as of the close of business on March 30, 2020, the record date, or their duly authorized proxies, are entitled to submit questions and vote at the Annual Meeting. Stockholders may vote until the polls close. The polls will close immediately after the presentation of Proposal 4 – Advisory Vote on the Frequency of Advisory Vote on Executive Compensation.
4. An opportunity will be provided to present questions during the question and answer session at the end of the meeting, which will only include questions validly submitted on our virtual meeting platform.

In order to give as many stockholders as possible the opportunity to ask questions, we ask that you please limit yourself to one question/topic.

- a. Questions may be submitted online beginning shortly before the start of the Annual Meeting through the provided link, at the

lower left hand portion of the virtual meeting screen.

5. Stockholders' views, constructive comments, and criticisms are welcome, but the Chief Executive Officer and Chief Financial Officer will not address questions that are:
  - a. irrelevant to the business of the Company;
  - b. repetitious of statements made by other persons;
  - c. derogatory references to individuals or that are otherwise in bad taste
  - d. related to personal grievances; or
  - e. a matter of individual concern that is not a matter of interest to stockholders generally
  
6. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Corporate Secretary may adjourn, recess, or expedite the Annual Meeting, or take such other action that the Corporate Secretary determines is appropriate in light of the circumstances.

If you have difficulty accessing the Annual Meeting via the link provided, please call 800-586-1548 (US) and 303-562-9288 (International). Technicians will be available to assist you.

We appreciate your participation.

## **Annual Meeting of Stockholders Agenda**

1. **Call to order**—Brendan Kennedy
2. **List of Stockholders and Proof of Mailing of Notice of Annual Meeting and Proxy Statement; Inspector of Elections; Announcement of Quorum Present**—Dara Redler
3. **Matters for stockholder consideration**—Dara Redler
  - **Election of two Class II directors for terms ending 2023**
  - **Approval of issuance of securities for purposes of NASDAQ List Rule 5635(d)**
  - **Ratification of Deloitte LLP as the company’s independent auditor for the fiscal year ended December 31, 2020**
  - **Advisory Vote on Frequency of Solicitation of Advisory Stockholder Approval of Executive Compensation**
4. **Closing of the polls**—Dara Redler
5. **Voting results**—Dara Redler
6. **Adjourn**—Dara Redler
7. **Q&A**—Brendan Kennedy; Michael Kruteck
8. **Meeting Close**—Brendan Kennedy