



1933 Industries Inc.



United Kingdom Building
323 – 409 Granville St
Vancouver, BC V6C 1T2

Form of Proxy – Extraordinary Meeting of Holders of
10% Senior Unsecured Convertible Debentures Due
December 31, 2023 to be held on November 14, 2023

Appointment of Proxyholder

I/We being the undersigned holder(s) 10% Senior Unsecured Convertible Debentures Due
December 31, 2023 of 1933 Industries Inc. hereby appoint Paul Rosen or failing this
person, Marion McGrath

Print the name of the person you are appointing if this person
is someone other than the Management Nominees listed herein:
OR
[Empty box]

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions
have been given, as the proxyholder sees fit) and all other matters that may properly come before the Extraordinary Meeting of Holders of 10% Senior Unsecured Convertible
Debentures Due December 31, 2023 of 1933 Industries Inc. to be held at in a Virtual Setting Only via ZOOM as set out in the accompanying Management Information
Circular on November 14, 2023 at 9:00 a.m. (PST) or at any adjournment thereof.

1. Extraordinary Resolution:

- (i) To approve the settlement of the Debentures upon maturity and the principal debt owed thereunder, excluding any interest in
arrears, through the issuance of a unit (each a "Unit") to the Debentureholders, each Unit being issued at a deemed price of \$0.02
per Unit, comprising one common shares and one share purchase warrant exercisable into one additional common share of the
Company at a price of \$0.05 for a period of five years from the date of issuance, subject to certain acceleration provisions, with
50,000 Units being issued for each \$1,000 in principal value Debentures held; or
(ii) To approve the settlement of the Debentures upon maturity and the principal debt owed thereunder, excluding any interest in
arrears, through the issuance of a new 10% unsecured convertible debenture (the "New Debenture") with a two year maturity,
convertible into units at a price of \$0.05 per unit, each unit comprising one common share of the Company and one share purchase
warrant exercisable into one additional common share of the Company at a price of \$0.05 for a period of five years from the date of
issuance of the New Debenture, subject to certain acceleration provisions as more particularly defined in the indenture governing
warrants issuable upon conversion of the New Debenture; and
(iii) To authorize the Board of Directors of the Company, in its sole discretion, to determine which of (i) or (ii) will be in the best interest of the
Company and proceed with either (i) or (ii) above.

For [ ] Against [ ]

Authorized Signature(s) – This section must be completed for your
instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby
revoke any proxy previously given with respect to the Meeting. If no voting instructions are
indicated above, this Proxy will be voted as recommended by Management.

[Signature line] / /
MM / DD / YY

**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 9:00 am, PST, on November 10, 2023.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Extraordinary Meeting of Holders of 10% Senior Unsecured Convertible Debentures Due December 31, 2023. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<http://odysseytrust.com/Transfer-Agent/Login> and click

**VOTE**

on **CONTROL NUMBER** printed with your address to the right.

If you vote by Internet, **do not mail** this proxy.

To request the receipt of future documents via email, you may do so online when voting your proxy.

Registered shareholders may request access to Securityholder Online services at [www.odysseycontact.com](http://www.odysseycontact.com).

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.