

1933 INDUSTRIES INC.

Suite 300-1055 West Hastings Street
Vancouver, British Columbia
Canada V6E 2E9

NOTICE OF EXTRAORDINARY MEETING OF DEBENTUREHOLDERS

NOTICE IS HEREBY GIVEN that an extraordinary meeting (“**Meeting**”) of the holders (“**Debentureholders**”) of the 10% senior unsecured convertible debentures due December 31, 2023, (“**Debentures**”) of **1933 INDUSTRIES INC.** (“**Company**”) will be held virtually on November 14, 2023 at the hour of 9:00 a.m. (PST), for the following purposes:

- (a) To consider, and if thought fit, to adopt, with or without amendment, an extraordinary resolution in the form attached as Appendix “A” to the Circular, to:
- (i) 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 share 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) 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 Debentures, subject to certain acceleration provisions as more particularly defined in the indenture governing warrants issuable upon conversion of the New Debenture;
- [(i) and (ii) above collectively referred to herein as the “Debenture Settlement Options”] and
- (ii) 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.
- (b) to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Extraordinary Meeting of Debentureholders.

The Extraordinary Resolution and the settlement of the Debentures proposed therein will become binding on all Debentureholders if it is approved:

- At the Meeting, by the holders of at least 66⅔% of the principal amount of the Debentures present in person or by proxy at the Meeting, or any adjournment thereof; or
- In writing, by the holders of at least 66⅔% of the outstanding principal amount of the Debentures.

Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Meeting. If the Extraordinary Resolution is validly approved by Debentureholders in writing prior to the date of the Meeting, the Meeting will be cancelled and will not proceed. In such event, Debentureholders will be notified in writing by the Company that the Meeting has been cancelled.

The Board of Directors has established the close of business on October 10, 2023 as the record date for the Debentureholders' Meeting ("**Record Date**"). Only Debentureholders of record at the close of business on the Record Date will be entitled to notice of the Meeting or any adjournment thereof and to vote at the Meeting. No Debentureholder becoming a Debentureholder of record after such time will be entitled to vote at the Meeting or any adjournment thereof.

The Debentures have been issued in the form of global certificates registered in the name of CDS & Co. and, as such, CDS & Co. is the sole registered Debentureholder. Only registered Debentureholders, or their duly appointed proxyholders, have the right to vote at the Debentureholder Meeting, or to appoint or revoke a proxy. However, CDS & Co., or its duly appointed proxyholders, may only vote the Debentures in accordance with instructions received from the beneficial Debentureholders. Beneficial Debentureholders as of the Record Date wishing to vote their Debentures at the Meeting must provide instructions to their broker or other intermediary through which they hold their Debentures in sufficient time prior to the deadline for depositing proxies for the Meeting to permit their broker or other nominee to instruct CDS & Co., or its duly appointed proxyholders, as to how to vote their Debentures at the Meeting.

As permitted under applicable corporate laws, the Company has determined not to hold an in-person meeting. Debentureholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. As the sole registered holder of the Debentures is CDS & Co., Debentureholders will not be able to vote at the Meeting itself. In order to dial into the Meeting, Debentureholders will phone 1 778-907-2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, Debentureholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/82205926406?pwd=NjVGU05tdzBUbnJ4bzRIckQ2djI3QT09>

Debentureholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 822 0592 6406

Passcode: 475902

DATED at Vancouver, British Columbia, this 10th day of October, 2023.

BY ORDER OF THE BOARD

" Paul Rosen " (signed)

PAUL ROSEN, CEO