

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: 1933 Industries Inc. (the "Issuer").

Trading Symbol: TGIF

Date: January 2, 2024

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:
465,559,657.

Date of News Release Announcing Proposed Prospectus Offering: January 2, 2024 .
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class 10% unsecured convertible debentures .
- (b) Number up to 3,114 .
- (c) Price per security \$1,000 per convertible debenture unit .
- (d) Voting rights No voting rights unless converted to common shares .

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: N/A. No proceeds are being raised from the distribution. The purpose of the distribution is to settle existing debentures (the "Historical Debentures") with the issuance of new debentures (the "Debentures").
- (b) Aggregate proceeds: See above .

3. Provide description of any Warrants (or options) including: N/A

- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
- (c) Exercise price _____ .
- (d) Expiry date _____ .
- (e) Other significant terms _____ .

4. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount up to \$3,114,000 .
- (b) Maturity date Two years from date of issuance .
- (c) Interest rate 10% per annum, payable at maturity in cash or through the issuance of common shares of the Issuer at \$0.05 per share, at the discretion of the Issuer .
- (d) Conversion terms The Debentures are convertible into units (each a "Unit") comprising one Common Share and one share purchase warrant (exercisable into one additional Common Shares at a price of \$0.05 for a period of five years from the date of issuance of the Debentures, subject to certain acceleration provisions. Conversion is at the option of the holder at any time prior to the last business day immediately preceding maturity at a price of \$0.05 per Unit. Additionally, the Issuer may force the conversion of the principal amount of the then outstanding Debentures at a price of \$0.05 per Unit on not less than 30 days notice should the daily VWAP of the common shares on the CSE be greater than \$0.07 per share for any 10 consecutive trading days. .
- (e) Default provisions: The events of default pursuant to the debenture indenture are expected to be: (i) default in payment of principal of (and premium, if any) on any Debentures when due, whether at maturity, upon redemption, by declaration or otherwise (whether such payment is due in cash, Units or other securities or property or a combination thereof); (ii) default in payment of interest on any Debentures when due and payable and the continuance of any such default for ten (10) days; (iii) default in performing or observing any material covenant, condition, agreement or obligation of the Issuer and the continuance of such default

for thirty (30) days after the date on which written notice of such default has been given to the Issuer by the trustee for the Debentures or by the holders of Debentures holding not less than 25% in principal amount of the outstanding Debentures specifying such default and requiring the Issuer to rectify the same; (iv) certain events of bankruptcy, insolvency or reorganization of the Issuer under applicable bankruptcy or insolvency laws; (v) default in the delivery, when due, of all cash and any Units or other consideration payable on conversion with respect to the Debentures, which default continues for fifteen (15) days; (vi) a resolution is passed for the winding-up or liquidation of the Issuer or any material subsidiary or (vii) any proceedings with respect to the Issuer or any material subsidiary are taken with respect to a compromise or arrangement with respect to creditors of the Issuer or any material subsidiary generally, under the applicable legislation of any jurisdiction .

5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 465,559,657 common shares are currently outstanding. No other classes of shares are outstanding .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
N/A .
7. Provide details of the use of the proceeds: N/A, see No. 2 above
8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A .
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: The Issuer’s existing approximate cash position as at November 30, 2023 is \$343,565.
10. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.): **N/A**
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) _____
- (b) Cash _____ .

- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A _____
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: At a meeting held on November 14, 2023, the holders of the Historical Debentures approved the settlement of the Historical Debentures via the issuance upon maturity and the principal debt owed thereunder, excluding any interest in arrears, through the issuance of either:
- (a) a unit (each a "Unit"), 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 Shares 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 Historical Debentures held);
- (b) 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 and one share purchase warrant exercisable into one additional Common Shares 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;
- The holders of the Historical Debentures also authorized the board of directors of the Issuer, in their sole discretion, to determine which is the settlement options approved is in the best interest of the Issuer and to proceed with either option. On December 28, 2023, the board of the Issuer determined to proceed with the issuance of the New Debentures. The distribution of the New Debentures is to be qualified under a prospectus supplement dated December 29, 2023 to the Issuer's short form base shelf prospectus dated November 17, 2022.
- _____ .

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. See Prospectus Supplement dated December 29, 2023.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated January 2, 2024.

Paul Rosen
Name of Director or Senior Officer

/s/ Paul Rosen
Signature

President and CEO
Official Capacity