

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 18, 2024

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

If yes provide date(s) of prior Notices: September 14, 2018 (Form 8- Prospectus Offering).

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

Date of News Release Announcing Proposed Prospectus Offering: August 3, 2018
(announcement of debenture offering), September 14, 2018 (closing of debenture offering),
January 2, 2024 (payment of interest under debenture offering) .
(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 Common Shares .
- (b) Number 24,912,000 .
- (c) Price per security \$0.05 (deemed) .
- (d) Voting rights One vote per share .

2. Provide details of the net proceeds to the Issuer as follows: **N/A. No proceeds will be raised from the issuance. The shares are being issued as settlement of \$1,245,600.00 in accrued and unpaid interest on the convertible debentures issued under the original Form 8.**

- (a) Per security: \$0.05 per share .
- (b) Aggregate proceeds: \$1,245,600 .

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: **N/A**
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
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: Per above, no proceeds will be raised from the issuance. The shares are being issued as settlement of \$1,245,600.00 in accrued and unpaid interest on the convertible debentures issued under the original Form 8.
8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A. See No. 7 above.

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: N/A. The shares are issuable to existing holders of the convertible debentures maturing December 31, 2023. .
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. **N/A**

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 18, 2024.

Paul Rosen
Name of Director or Senior Officer

/s/ Paul Rosen
Signature

President and CEO
Official Capacity