



## FORM OF PROXY AND CONSENT

### SOLICITED BY THE MANAGEMENT OF 1933 INDUSTRIES INC.

This Form of Proxy and Consent is to be completed by holders (“**Debentureholders**”) of the 10.0% Senior Unsecured Convertible Debentures due September 14, 2021 (the “**Debentures**”) of 1933 Industries Inc. (the “**Company**”). If Debentureholders representing 66 2/3% or more of the outstanding Debentures deposit this Form of Proxy and Consent marked “ Consent To/Vote For” prior to the Meeting scheduled to approve the Debenture Amendment (defined below), written consent to the Debenture Amendment will be deemed to have been received and no Meeting will be required. Management may solicit the return of a signed copy of this Form of Proxy and Consent from you directly in order to expedite the approval process. Please complete and return this Form of Proxy and Consent to Odyssey Trust Company immediately in accordance with the instructions on the reverse of this Form.

The undersigned, being a holder of Debentures, hereby, with respect to all of the Debentures held by the undersigned:

#### MARK ONLY ONE OF THE FOLLOWING TWO BOXES:

**CONSENTS TO/VOTES FOR**

or

**WITHHOLDS CONSENT TO/VOTES AGAINST**

the extraordinary resolution (the “**Extraordinary Resolution**”) in the form attached as Appendix “A” to the management information circular dated July 24, 2019 (the “**Circular**”), approving amendments to the trust indenture between the Company and Odyssey Trust Company dated September 14, 2018 governing the Debentures, and authorizing Odyssey Trust Company to execute a supplemental trust indenture embodying such amendments, being the authorization of the Company to pay the interest due on the Debentures in cash or through the issuance of its common shares at a price of \$0.45 per share, at its sole discretion, (hereinafter referred to as the “**Debenture Amendment**”), which supplemental trust indenture shall be substantially in the form attached as Appendix “B” to the Circular, all as more particularly described in the Circular. All capitalized terms which are used in this Form of Proxy and Consent and not otherwise defined, have the meanings given to such terms in the Circular.

The undersigned hereby appoints Marion McGrath, Corporate Secretary of the Company, or failing her, appoints Brayden Sutton, Chairman of the Company, or instead of either of them, \_\_\_\_\_ as proxyholder, with power of substitution, to attend, to act and to vote for and on behalf of the undersigned at the meeting of Debentureholders to be held on August 28, 2019 (the “Meeting”) to consider the Extraordinary Resolution, and at any adjournments or postponements thereof and on every poll that may take place thereat, in the same manner, to the same extent and with the same power as if the undersigned were present at the Meeting and without restricting the general authorization and power hereby conferred, the designee named above is specifically instructed to vote the Debentures to which this Form of Proxy and Consent relates as indicated in the paragraph above.



The undersigned instructs the person herein designated as proxyholder to act on the foregoing matters as directed. In the absence of any such direction the Debentures will be voted FOR the Extraordinary Resolution approving the Debenture Amendment, as more particularly described in the Circular. The undersigned hereby confers on the designee named herein discretionary authority with respect to the Debenture Amendment or variations of the matters outlined above and with respect to matters other than those listed in the accompanying Notice of Extraordinary Meeting of Debentureholders that may properly be brought before the Meeting. The undersigned hereby revokes any form of proxy previously given for purposes of the Meeting in respect of Debentures held by the undersigned.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature of Debentureholder

\_\_\_\_\_  
Please Print Name

**IF THIS FORM OF PROXY AND CONSENT IS COMPLETED BY HOLDERS OF AT LEAST 66 2/3% OF THE AGGREGATE PRINCIPAL AMOUNT OF THE DEBENTURES, WHO “CONSENT TO/VOTE FOR” THE EXTRAORDINARY RESOLUTION PRIOR TO THE DEBENTUREHOLDER MEETING, THE EXTRAORDINARY RESOLUTION WILL BE DEEMED APPROVED BY WRITTEN CONSENT AND THE COMPANY WILL CANCEL THE MEETING.**

#### INSTRUCTIONS FOR SIGNING AND DEPOSIT

##### **Appointment of Proxy Holder**

A holder of Debentures has the right to appoint a person (who need not be a Debentureholder) other than Marion McGrath, Corporate Secretary of the Company, or Brayden Sutton, Chairman of the Company, to attend and act on behalf of such holder of Debentures at the Meeting or any adjournment thereof. To exercise this right the holder of Debentures must: (i) insert the name and municipality of residence of the other person in the blank space provided above; or (ii) complete another appropriate form of proxy.

##### **Deposit**

In order for this Form of Proxy and Consent to be valid, it must be deposited at Odyssey Trust Company, 323 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2, as soon as practicable and in any event no later than 10 am (Pacific Time) on August 26, 2018 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any such adjourned or postponed Meeting.

##### **Date and Signing**

This Form of Proxy and Consent must be dated and signed by the holder of Debentures or such holder’s duly authorized attorney or if such holder is a corporation by a duly authorized officer (a copy of such authorization should accompany this Form of Proxy and Consent; persons signing as executors, administrator, trustees, etc. should so indicate). If this Form of Proxy and Consent is not dated, it will be deemed to bear the date on which it was mailed to the holder of Debentures.



## CONSENT

If the undersigned has elected to “CONSENT TO/VOTE FOR” the Extraordinary Resolution, by executing and returning this Form of Proxy and Consent, the undersigned also hereby consents to the adoption of the Extraordinary Resolution for the purposes of Section 9.15 of the Indenture.

The undersigned hereby represents and warrants that the undersigned has full power and authority to give the consent contained herein. The undersigned shall, upon request, execute and deliver any additional documents deemed by the Company to be necessary or desirable to perfect the undersigned’s consent or evidence such power and authority.

The undersigned further agrees that this consent will be irrevocable once delivered, even if the undersigned revokes the proxy appointment in this Form of Proxy and Consent, or if the terms of the Debenture Amendment are amended, provided the Debenture Amendment are amended in a manner that does not adversely affect Debentureholders.

All authority conferred or agreed to be conferred by this Form of Proxy and Consent will survive the death, incapacity, dissolution or liquidation of the undersigned and every obligation of the undersigned under this Form of Proxy and Consent will be binding upon the undersigned’s heirs, personal representatives, successors and assigns.