



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 September 14, 2021 to be held on June 29, 2020

Appointment of Proxyholder

I/We being the undersigned holder(s) 10% Senior Unsecured Convertible Debentures Due September 14, 2021 of **1933 Industries Inc.** hereby appoint **Terry Taouss** or failing this person, **Marion McGrath**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

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 September 14, 2021 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 June 29, 2020 at 10:00 a.m. (PST)** or at any adjournment thereof.

1. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (" Conversion Resolution ") in the form attached as Appendix "A-1" to the accompanying Circular, approving a reduction to the conversion price applicable to the Debentures from \$0.45 to \$0.10 per share.	For <input type="checkbox"/>	Against <input type="checkbox"/>
2. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (" Accelerated Conversion Resolution ") in the form attached as Appendix "A-2" to the Circular, approving an amendment to the price of which the Company may require a forced conversion of the Debentures from \$0.70 to \$0.15 per share, such conversion to be made at the amended conversion price of \$0.10 per share.	For <input type="checkbox"/>	Against <input type="checkbox"/>
3. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (" Interest Resolution ") in the form attached as Appendix "A-3" to the Circular, approving an amendment to the timing for the payment of interest on the Debentures from being paid semi-annually in arrears on the last day of June and December of each year to be payable at the Maturity Date.	For <input type="checkbox"/>	Against <input type="checkbox"/>
4. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (" Interest Conversion Resolution ") in the form attached as Appendix "A-4" to the Circular, authorizing the Company to pay interest due on the Debentures in cash or through the issuance of common shares of the Company at a price of \$0.10 per share, at its sole discretion	For <input type="checkbox"/>	Against <input type="checkbox"/>

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.**

/ /
MM / DD / YY

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

Proxies must be received by 10:00 am, PST, on June 25, 2020.

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 September 14, 2021. 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

on . You will require the **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.

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.