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These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

June 7, 2024



**1933 INDUSTRIES INC.
(the "Company" or "1933")**

What are we offering?

<p>Securities:</p>	<p>Up to a maximum of 120,000,000 units (each a "Unit"). Each Unit is comprised of one common share (a "Common Share") and one share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to acquire an additional Common Share (each a "Warrant Share") at a price of \$0.05 per Warrant Share at any time prior to the date which is five (5) years from the date of closing of the Offering (as defined below). Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Offering is being made to purchasers resident in all provinces and territories of Canada (except Quebec), pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "Listed Issuer Financing Exemption"). The Units offered under the Listed Issuer Financing Exemption to investors resident in Canada will not be subject to a hold period pursuant to applicable Canadian securities laws. The Offering may also be conducted in the United States and certain foreign jurisdictions pursuant to applicable securities laws</p>
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Offering Price:	\$0.015 per Unit.
Offering Amount:	There is no minimum amount. Maximum of 120,000,000 Units, for maximum gross proceeds of \$1,800,000 (the " Offering ").
Closing Date:	The Company reserves the right to proceed with multiple closing of the Offering, without any restrictions as to minimum amounts subscribed, on or before July 22, 2024, or such other date not exceeding 45 days from the date the Company filed the news release announcing this Offering.
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (" CSE ") under the symbol "TGIF" and the OTCQB trading platform in the United States (the " OTCQB ") under the trading symbol "TGIF"
Last Closing Price:	On June 6, 2024, the last trading day prior to the date of this offering document, the closing price of the Common Shares on the CSE was \$0.01 and on the OTCQB was US\$0.0096.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

1933 is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed the greater of \$5 000 000 and the amount that is equal to 10% of the issuer's market capitalization, to a maximum of \$10,000,000;**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may",

“will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to: business structure risks; legal and regulatory risks inherent in the cannabis industry; financing risks related to additional financing and restricted access to banking; general regulatory and legal risks including risk of civil asset forfeiture, anti-money laundering laws and regulations, lack of access to U.S. bankruptcy protections, heightened scrutiny by regulatory authorities; risk of legal, regulatory or political change, general regulatory and licensing risks, limitations on ownership of licenses, regulatory action and approvals from the Food and Drug Administration and risks of litigation; environmental risks including environmental regulation and unknown environmental risks; general business risks including risks related to COVID-19 pandemic, failure to complete acquisitions, unproven business strategy, service providers, enforceability of contracts, resale of the Common Shares on the CSE, negative cash flow from operating activities, reliance on management, risks inherent in an agricultural business, unfavorable publicity or consumer perception, product liability, product recalls, results of future clinical research, difficulty attracting and retaining personnel, dependence on suppliers, reliance on inputs, limited market data and difficulty to forecast, intellectual property risks, constraints on marketing products, fraudulent or illegal activity by employees, contractors and consultants, information technology systems and cyber-attacks, security breaches, business disruptions or dislocations due to natural disasters, civil unrest, riots, acts of terrorism or otherwise, unionization of employees at the Company’s facilities, reliance on management services agreements with subsidiaries and affiliates, website accessibility, high bonding and insurance coverage, risks of leverage, future acquisitions or dispositions, management of growth, performance not indicative of future results and financial projections may prove materially inaccurate or incorrect, conflict of interest; tax risks and other risks described in this offering document and described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

The forward-looking statements contained herein are based on certain key expectations and assumptions, including, but not limited to, with respect to expectations and assumptions concerning the success of the operations of the Company, are based on estimates prepared by the Company using data from publicly available sources, as well as from market research and industry analysis, and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While the Company is not aware of any misstatement regarding any industry or government data presented herein, the current cannabis industry involves risks and uncertainties and are subject to change based on various factors. Although the Company believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks described above and other factors beyond the Company’s control, as more particularly described under the heading “Risk Factors” in the

Company's annual information form for the year ended July 31, 2023 (the "AIF"), available on the Company's profile at www.sedarplus.com.

Consequently, all forward-looking statements made in this offering document are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this offering document should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on its behalf may issue. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

ADVISORY

This offering document is prepared in respect of an entity that currently directly derives 100% of its revenues from the cannabis industry in certain U.S. states, which industry is illegal under U.S. Federal Law. As at the date hereof, 100% of the Company's operations are in the United States. The Company is directly involved (through its subsidiaries) in both the adult-use and medical cannabis industry in the State of Nevada, as permitted under applicable state law which states have regulated such industries. In addition, the Company is indirectly involved in the hemp cannabidiol ("CBD") industry in the United States. All CBD infused products produced and sold by the Company are derived from hemp under the 2018 Farm Bill (as defined herein), as well as under the laws of the states in which the Company manufactures such products.

The cultivation, sale and use of cannabis is illegal under United States federal law pursuant to the Controlled Substance Act (21 U.S.C. §811) (the "CSA"). The United States federal government regulates drugs through the CSA, which places controlled substances, including cannabis, in a schedule. Other than industrial hemp, cannabis is classified as a Schedule I drug. Under United States federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. Under the CSA, the policies and regulations of the United States federal government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. The United States Food and Drug Administration has approved Epidiolex, which is a CBD oral solution with an active ingredient derived from the cannabis plant for the treatment of seizures associated with two rare and severe forms of epilepsy, Lennox-Gastaut syndrome and Dravet syndrome, in patients two years of age and older. This is the first drug approved by the U.S. Food and Drug Administration ("FDA") that contains a purified drug substance derived from the cannabis plant. In this case, the substance is CBD, a chemical component of marijuana that does not contain the intoxication properties of tetrahydrocannabinol ("THC"), the primary psychoactive component of marijuana.

Despite the current state of the federal law and the CSA, medical cannabis is currently legal in approximately 37 states and Washington D.C., Puerto Rico and Guam for patients with certain qualifying conditions. The States of Alaska, Arizona, California, Colorado, Connecticut, Illinois, Maine, Massachusetts, Michigan, Montana, Nevada, New Jersey, New Mexico, New York, Oregon, Vermont, Virginia, Washington, and the District of Columbia, have legalized recreational use of cannabis, although the District of Columbia has not legalized commercial sale of cannabis. This list includes states that have passed legislation to legalize recreational use of cannabis, but the laws have not yet gone into effect.

Over half of the U.S. states have enacted legislation to legalize and regulate the sale and use of medical cannabis, provided that there are strict limits on the levels of THC. However, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions.

Accordingly, cannabis is largely regulated at the state level. State laws that permit and regulate the production, distribution and use of cannabis for adult-use or medical purposes are in direct conflict with the CSA. Although certain states authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under United States federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal, and any such acts are criminal acts. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal law shall apply.

On December 27, 2020, former President Donald Trump signed the Consolidated Appropriations Act of 2021, which included the Rohrabacher-Farr Amendment, which prohibits the funding of federal prosecutions with respect to medical cannabis activities that are legal under state law. There can be no assurances that the Rohrabacher-Farr Amendment will be included in future appropriations bills or budget resolutions. At this time, there is still very little clarity as to how President Joseph Biden, or Attorney General Merrick Garland, will enforce federal law or how they will deal with states that have legalized medical or recreational marijuana. While bipartisan support is gaining traction on decriminalization and reform, there is no imminent timeline on any potential legislation. There is no guarantee that the current Presidential administration will not change its stated policy regarding the low-priority enforcement of U.S. federal laws that conflict with State laws. There is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed, amended or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions.

The Company's objective is to capitalize on the opportunities presented as a result of the changing regulatory environment governing the cannabis industry in the United States. Accordingly, there are a number of significant risks associated with the business of the Company. Unless and until the United States Congress amends the CSA with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current U.S. federal law, and the business of the Company may be deemed to be producing, cultivating, extracting, or dispensing cannabis or aiding or abetting or otherwise engaging in a conspiracy to commit such acts in violation of federal law in the United States. If the U.S. federal government begins to enforce U.S. federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed or curtailed, the Company's business, results of operations, financial condition and prospects would be materially adversely affected.

In light of the political and regulatory uncertainty surrounding the treatment of United States cannabis-related activities, on February 8, 2018, the Canadian Securities Administrators published CSA Staff Notice 51-352 – (Revised) Issuers with U.S. Marijuana-Related Activities ("Staff Notice 51-352") setting out the Canadian Securities Administrator's disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with United States cannabis-related activities, including those with

direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the United States cannabis industry.

For these reasons, the Company's investments in the United States cannabis market may subject the Company to heightened scrutiny by regulators, stock exchanges, clearing agencies and other United States and Canadian authorities. There are a number of risks associated with the business of the Company. See sections entitled "Risk Factors" and "United States Regulatory Environment" in the AIF.

In addition, over the past several years, the FDA has issued numerous warning letters to companies marketing CBD products with disease claims, rendering the products unapproved drugs according to FDA. The letters also reiterate the agency's position that CBD cannot be added to food and dietary supplements. This matter is still in active discussion with the FDA and is unresolved as of the date of this Prospectus. While the Company disagrees with the position of the FDA, there is risk that this agency, or the FTC (as defined herein), could take law enforcement or regulatory actions against the Company.

If the Company's hemp related operations are found to be in violation of any of such laws or any other governmental regulations, the Company may be subject to penalties, including, without limitation, civil and criminal penalties, damages, fines, the curtailment or restructuring of the Company's operations or asset seizures, any of which would adversely affect the Company's business and financial results. If the FDA or the FTC takes action against the Company or the CBD industry, notwithstanding the regulatory regime surrounding the 2018 Farm Bill, this would have a material adverse effect on the Company's business, financial condition and results of operations including, potentially, the cessation of operations entirely. Failure to comply with FDA requirements may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines and criminal prosecutions. The Company's suppliers, service providers, and distributors may elect, at any time, to breach or otherwise cease to participate in supply, service or distribution agreements, or other relationships, on which the Company's operations rely. Loss of its suppliers, service providers, or distributors would have a material adverse effect on the Company's business and operational results.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this offering document refer to Canadian dollars, which is the Company's functional currency. References to "US\$" in this offering document refer to United States dollars.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a licensed producer in the State of Nevada, focusing on the cultivation and manufacturing of cannabis consumer branded goods in a wide range of product formats. Operating through two material subsidiaries, the Company holds cultivation, extraction, processing, and manufacturing assets supporting its diversified portfolio of cannabis brands. FN Pharmaceuticals, AMA Production LLC, Alternative Medicine Association LC ("**AMA**"), 1933 Management Services Inc., Infused MFG LLC ("**Infused**") are subsidiaries of 1933 Industries Inc.

Alternative Medicine Association

AMA is a licensed cannabis cultivator, extractor and product manufacturer. AMA's wholesale cannabis products include premium craft-style cannabis, infused pre-rolls, full spectrum oils, high quality distillates, proprietary blends of terpenes, vaporizer products and boutique concentrates such as shatter, crumble, batter, sugar wax, diamonds, and cured and live resins, sold under the AMA brand and the Company's premium brand, Level X. AMA cultivates its own cannabis plants and wholesales its products to regulated medical and adult-use dispensaries in the state. With an extensive selection of products, the AMA brand has strong penetration into dispensaries throughout Nevada, where it appeals to a wide range of both medical and recreational consumers. The AMA brand combines craft style cultivation, high quality and competitive pricing, while the Level X brand offers exclusive strains and premium quality. AMA also licenses other brands that contribute to the product offering and complement the AMA brand.

Cannabis flower is cultivated in the Company's 67,000 square foot, purpose-built, state-of-the-art facility, serving the Las Vegas market. Biomass (remaining parts of the plant that contain THC such as sugar leaf trim and popcorn/small buds) is utilized to produce AMA's extensive line of concentrates.

Infused MFG (Canna Hemp™)

Infused develops proprietary formulations for its Canna Hemp™ line of CBD wellness products. It manufactures and distributes products under three distinct brands in a variety of verticals and consumption formats, including: tinctures, lotions, creams, vape pens and cartridges, gummies, and capsules. Infused distributes its branded products through wholesale and retail channels in Nevada and across the US via its e-commerce platform. With over 50 products in its portfolio, Canna Hemp™ delivers a wide range of high-quality product offerings in a variety of formats that meet the changing needs of consumers. High-grade CBD and a proprietary blend of cannabis terpenes formulated for specific effects are key differentiators for the Canna Hemp™ line. Infused expanded its product offerings to include other cannabinoids such as cannabigerol (CBG) and cannabinol (CBN) in its line of tinctures.

In May of 2024 the daily operations of Canna Hemp™ were suspended due to declining financial performance. The Company is evaluating market conditions and considering what the best course of action should be going forward.

More detailed information regarding the business of the Company as well as its operations, assets, products and services, and properties can be found in the AIF and other documents incorporated by reference herein, as supplemented by the disclosure herein.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Corporation since the filing of the AIF.

Meetings of Debenture Holders

As disclosed in the AIF, the Company had \$3,635,000 aggregate principal amount of 10% senior unsecured convertible debentures outstanding (the "**Historical Debentures**"). These Historical Debentures bore interest at 10.0% per annum (subject to withholdings for non-residents), payable in cash or through the issuance of Common Shares on the maturity date, and expired on December 31, 2023 .

On January 2, 2024 the Company announced the extinguishment upon maturity, of the principal debt of Historical Debentures, excluding interest in arrears, through the issuance of the New Debentures. With a two-year maturity, the New Debenture is convertible into units at a price of \$0.05 per unit. Each unit comprises one common share of the Company and one share purchase warrant. Each share purchase warrant is exercisable into one common share of the Company at an exercise price of \$0.05 for a period of five years from the date of issuance of the New Debenture, subject to certain acceleration provisions.

Accrued and unpaid interest due under the Historical Debentures of approximately \$1,294,000 was paid in common shares of the Company, as permitted in accordance with their terms, as a price of \$0.05 per share resulting in the issuance of an aggregate of 25,880,000 shares.

Results of AGM

The Company held an annual general meeting of shareholders on May 30, 2024. During the meeting the following directors were approved: Mr. Paul Rosen, Mr. Brian Farrell, Mr. Curtis Floyd and Mr. Richard Skeith. Shareholders also voted in favor of fixing the size of the board at four members and appointing MNP LLP, Chartered Professional Accountants as Auditors of the Company for the ensuing year, and authorized the Directors to fix the auditor's remuneration

Planned acquisition of remaining 9% interest in AMA

On April 3, 2024, the Company's wholly owned subsidiary, FN Pharmaceuticals, entered into a Membership Interest Purchase Agreement (the "Agreement") to acquire from the Company's Executive VP and General Counsel, Caleb Zobrist, his nine percent (9%) of the issued and outstanding membership interests of AMA. Upon successful completion of this transaction, FN Pharmaceuticals would own 100% of the membership interest in AMA, the Company's cultivation and production subsidiary.

Under the terms of the Agreement, the purchase price (the "Purchase Price") for the Membership is USD\$50,000, payable through the issuance of common shares of 1933 Industries (the "Shares"). The estimated number of Shares to be issued is 3,375,000 and the final number of shares will be determined by the 10-day VWAP price of the Shares prior to the closing date. The Shares will be issued to the seller via the Direct Registration System and will be subject to normal legends required by the US Securities and Exchange Commission and will be subject to four months and one day hold period required by applicable securities laws in Canada but will not be subject to escrow. The closing of this Agreement is conditional upon regulatory approvals, including the approval of the Canadian Securities Exchange, and the Nevada Cannabis Compliance Board, as applicable. There is no guarantee that this transaction will close.

As Mr. Zobrist was a senior officer of the Company on the date the Agreement was entered into, he is a "related party" to the Company within the meaning of Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101"). As such, the transaction constitutes a

"related party transaction" within the meaning of MI 61-101. Mr. Zobrist's last day as an officer and employee of the Company was June 5, 2024.

The Company expects to rely on exemptions from formal valuation and the minority shareholder approval requirements of MI 61-101 found in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the transaction does not constitute more than the 25% of the Company's market capitalization.

Licenses

All of the Company's licenses required in connection with its cultivation, production and distribution of cannabis have been renewed to either April 30, 2025, or June 30, 2025, as applicable. The Company does not currently cultivate or produce any products for other third party brands through licenses or otherwise.

MATERIAL FACTS

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document. There can be no guarantee that the Company will be successful in raising the maximum amount under this Offering.

BUSINESS OBJECTIVES AND MILESTONES

What are the business objectives that we expect to accomplish using the available funds?

The Company's primary business objectives are fourfold: (i) to become the most popular and successful wholesale brand in the Nevada wholesale cannabis market, (ii) to become profitable and cash flow positive, and (iii) to expand vertically in Nevada through entering into a business arrangement with a dispensary operator, and/or to pursue entry into new markets and opportunities for its current businesses. In order to achieve these longer term goals, the Company has identified a number of significant events that must occur, as detailed in the table below:

Description	Timeline	Estimated Cost to Complete
Completing capital improvements and equipment purchases to the Company's existing facilities to increase quality and output	6-9 months	\$500,000
Additional working capital	9 months	\$1,300,000

It is not intended that the Offering will meet the longer term objectives of the Company.

In the short term, the Company's objectives are to support revenue growth, increase production, and achieve profitably. There are no significant events which must occur in order to accomplish this business objective.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

Based on the Company's existing working capital as at May 31, 2024 of approximately \$1,239,000, the Company's expected availability of funds following closing of the Offering is expected to be approximately \$2,870,000 in the case of the maximum offering amount.

		Assuming 100% of the Offering
A	Amount to be raised by this Offering:	\$1,800,000
B	Selling commissions and fees: ⁽¹⁾	\$144,000
C	Estimated Offering costs: <i>(e.g., legal, accounting, audit)</i>	\$25,000
D	Net proceeds of Offering: <i>(D = A - (B + C))</i> ⁽²⁾	\$1,631,000
E	Working capital as at most recent month end (deficiency): ⁽²⁾	\$1,239,000
F	Additional sources of funding ⁽³⁾ :	\$6,380,000
G	Total available funds: <i>(G = D + E + F)</i>	\$9,250,000

Notes:

- (1) Net proceeds from the Offering assumes a cash fee of 8% payable to finders in respect of the entirety of the subscribers in the Offering. Fees may not end up being payable in respect of the full Offering.
- (2) Estimated and unaudited working capital is provided as at May 31, 2024. The decline in working capital since the Company's most recent audited financial statements (for the year ended July 31, 2023 is primarily due reduction in inventory and biological assets and assets held for sale (since sold), ongoing general and administrative costs and pursuit of the Company's business endeavours.
- (3) Additional sources of funding consist of the Company's anticipated revenues from the Company's products net of the costs of goods sold for the next 12 months, estimated with reference to historical earnings

How will we use the available funds?

The Company intends to use the net proceeds from this Offering to fund general working capital and the development of its ongoing business endeavours:

Intended Use of Available Funds	Assuming 100% of the Offering
Achievement of business objectives identified above	\$500,000
General and administrative costs ⁽¹⁾	\$5,650,000
Unallocated working capital	\$3,100,000
Total	\$9,250,000

Notes:

- (1) Estimated general and administrative costs are expected to consist of (without limitation): (i) \$1,720,000 in salaries and consulting fees, (ii) \$350,000 for professional fees, including legal services, accounting fees and audit costs, (iii) \$40,000 in listing and filing fees, (iv) \$40,000 in transfer agent costs, (v) \$2,500,000 in license fees, taxation and insurance costs, and (vi) \$1,000,000 in other administrative costs.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives.

The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable operations are achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The most recent financial statements of the Company included a going-concern note. Management is aware, in making its going concern assessment, of recurring losses and on-going negative cash flow that may cast significant doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to develop its ongoing business endeavours, with the goal of generating a sustainable positive cash flow and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company

How have we used the other funds we have raised in the past 12 months?

The Company did not raise any other funds in the past 12 months.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Company has not engaged any dealers or agents in connection with the Offering. The Company may compensate investment dealers and eligible finders with a fee comprised of (i) a cash commission of up to 8% of the aggregate gross proceeds raised from investors introduced by such finders and (ii) non-transferable finder's warrants equivalent to 8% of the total Units subscribed under the Offering by investors introduced by such finders. Each such finder warrant will entitle the holder to acquire one (1) Common Share at a price of \$0.05 per Common Share for a period of five (5) years following the date of closing.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) **to rescind your purchase of these securities with the Company, or**
- (b) **to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there

are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Units.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Document Analysis and Retrieval (SEDAR+) at 1933 www.sedarplus.ca.

For further information regarding the Company, visit our website at: <https://1933industries.com>

In connection with the purchase of Units under the Offering, investors will be required to enter into a purchase agreement that will include terms and conditions that are typical for private placements of Units by reporting issuers similar to the Company.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

CERTIFICATE

Dated: June 7, 2024

This offering document, together with any document filed under Canadian securities legislation on or after June 7, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

1933 INDUSTRIES INC.

(Signed) "Paul Rosen"
Chief Executive Officer
1933 Industries Inc.

(Signed) "Brian Farrell"
Chief Financial Officer
1933 Industries Inc.