

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 7, 2023**

**UNIQUE LOGISTICS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**000-50612**

(Commission  
File Number)

**01-0721929**

(IRS Employer  
Identification No.)

**154-09 146th Ave,**

**Jamaica, NY 11434**

(Address of Principal Executive Offices)

**(718) 978-2000**

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Amendment to a Material Definitive Agreement.**

On February 21, 2023, Unique Logistics International, Inc. (the "Company") issued a promissory note (the "Promissory Note") in the principal amount of \$2,500,000 due on June 30, 2023, having an interest rate of 15%. The Promissory Note was issued, in lieu of cash, as payment of certain milestones set forth in the Stock Purchase Agreement between the Company and Unique Logistics Holdings Limited ("ULHL"). On July 7, 2023, the Company issued an amended promissory note ("Amended Promissory Note"), which extended the maturity date thereof from June 30, 2023, to October 31, 2023. The Amended Promissory Note amends, and was issued to supersede, the Promissory Note.

A copy of the Amended and Restated Promissory Note is attached to this report as Exhibit 10.1.

Item 1.01 of this Current Report on Form 8-K contains only a brief description of the material terms of and does not purport to be a complete description of the rights and obligations of the parties to the Promissory Note, and such description is qualified in its entirety by reference to the February 2022 8-K, the full text of the Exhibit filed therewith, and the full text of the Amended Promissory Note, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Exhibits.**

**(d) Exhibits**

Exhibit No.	Exhibit
10.1	<a href="#">Amended Promissory Note in the principal amount of \$2,500,000, dated July 7, 2023, in favor of Unique Logistics Holdings Limited.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly

authorized.

**UNIQUE LOGISTICS INTERNATIONAL, INC.**

Dated: July 11, 2023

By: /s/ Sunandan Ray  
Sunandan Ray  
Chief Executive Officer

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**AMENDMENT  
TO  
PROMISSORY NOTE**

**THIS AMENDMENT TO PROMISSORY NOTE** (this “**Agreement**”), dated as of July 7, 2023, by and between Unique Logistics International, Inc., a Nevada corporation (the “**Maker**”), and Unique Logistics Holdings Limited, a Hong Kong corporation (“**ULHL**”), or its successors, assigns or other subsequent noteholder, as the case may be (the “**Noteholder**”).

Reference is hereby made to that certain Promissory Note dated February 21, 2023, issued by the Maker in favor of ULHL in the original principal amount of \$2,500,000 (the “**Note**”); all capitalized terms used herein but not otherwise defined herein shall have the respective meanings set forth in the Note.

**WHEREAS**, the Maker and ULHL desire to amend the Note to extend the Maturity Date thereof from June 30, 2023, to October 31, 2023.

**NOW, THEREFORE**, for other good and valuable consideration, the parties hereto hereby agree as follows:

1. The term “Maturity Date” as defined in Section 1.1 of the Note shall be hereby amended by elimination of “June 30, 2023” and insertion in lieu thereof of “October 31, 2023.” All references to the Maturity Date hereafter shall refer to October 31, 2023.
2. Except as specifically modified and amended herein, all other terms, conditions and covenants contained in the Note shall remain in full force and effect.
3. All references to the “Note” shall mean the Note as hereby amended.
4. This Amendment may be executed in any number of counterparts with the same effect as if all parties hereto had signed the same document. All such counterparts shall be construed together and shall constitute one instrument, but in making proof hereof it shall only be necessary to produce one such counterpart.
5. This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and assigns.
6. This Note and any claim, controversy, dispute, or cause of action (whether in contract or tort or otherwise) based upon, arising out of, or relating to this Note and the transactions contemplated hereby, shall be governed by the laws of the State of New York, without regard to any conflict of law provisions thereof.

**[SIGNATURE PAGES IMMEDIATELY FOLLOW]**

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**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be duly executed by their duly authorized representatives, all as of the day and year first above written.

**MAKER**

Unique Logistics International, Inc., a  
Nevada corporation

By: \_\_\_\_\_  
Name:  
Title:

**ULHL/NOTEHOLDER:**

Unique Logistics Holdings Limited, a  
Hong Kong corporation

By: \_\_\_\_\_  
Name:  
Title: