



**Restated Certificate of
Incorporation**
Canada Business Corporations Act

**Certificat de constitution à
jour**
Loi canadienne sur les sociétés par actions

Canada Packers Inc.

Corporate name / Dénomination sociale

1601786-0

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Hantz Prosper

Director / Directeur

2025-10-01

Date of Restatement (YYYY-MM-DD)
Date de constitution à jour (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 7
RESTATED ARTICLES OF INCORPORATION
(Section 180)**

1 - Corporate name

CANADA PACKERS INC.

2 - Corporation number

1601786 - 0

3 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

4 - The classes and any maximum number of shares that the corporation is authorized to issue

See attached Schedule "A"

5 - Restrictions, if any, on share transfers

None.

6 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number 8

Maximum number 18 See attached Schedule "B"

7 - Restrictions, if any, on the business the corporation may carry on

None.

8 - Other provisions, if any

None.

9 - Declaration

I hereby certify that I am a director or authorized officer of the corporation and that these restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Signature: (signed) "Deepak Bhandari"

Print name: Deepak Bhandari

Telephone number: 905-285-5570

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE "A"

RESTATED ARTICLES OF INCORPORATION CANADA PACKERS INC. (the "Corporation")

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of Preferred Shares. The rights, privileges, restrictions and conditions attaching to the common shares and Preferred Shares shall be as follows:

A. COMMON SHARES

The common shares of the Corporation shall entitle the holders thereof to vote, on the basis of one vote per common share, at all meetings of shareholders, except meetings at which only holders of another specified class of shares are entitled to vote, and shall, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares, whether as a class or a series, and to any other class or series of shares of the Corporation which rank prior to the common shares, entitle the holders thereof to receive (a) dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places as the board of directors may from time to time determine and (b) the remaining property of the Corporation upon a dissolution.

B. PREFERRED SHARES

The Preferred Shares shall, as a class, carry and be subject to the rights, privileges, restrictions and conditions hereinafter set forth:

Directors' Authority to Issue in One or More Series

1. The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the *Canada Business Corporations Act*, by resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions, privileges and conditions attached to, the Preferred Shares of such series including, without limitation:
 - (a) the rate, amount or method of calculation of any dividends and whether such rate, amount or method of calculation is subject to adjustment;
 - (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
 - (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
 - (d) if redeemable, retractable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption, retraction or purchase prices and currency or currencies thereof and the terms and conditions of redemption or purchase, with or without any provision for sinking or similar funds;

- (e) any rights of conversion, exchange or reclassification and the terms and conditions of such rights; and
- (f) any other rights, privileges, restrictions and conditions not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the *Canada Business Corporations Act* of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

Ranking of Preferred Shares of Each Series

2. The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with section 1 above.

Voting Rights

3. Except as hereinafter specifically provided, as required by the *Canada Business Corporations Act*, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting. The holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on any proposal to amend the articles of the Corporation referred to in paragraph (a), (b) or (e) of subsection 176(1) of the *Canada Business Corporations Act*. In the event of any meeting of the holders of Preferred Shares, or any series thereof, each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than $66\frac{2}{3}\%$ of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the *Canada Business Corporations Act*, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented

by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than $66\frac{2}{3}\%$ of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the *Canada Business Corporations Act* and the by-laws of the Corporation with respect to meetings of shareholders.

SCHEDULE "B"

**RESTATED ARTICLES OF INCORPORATION
CANADA PACKERS INC.
(the "Corporation")**

Such number, not less than eight (8) and not more than eighteen (18), as the board of directors may from time to time determine.