Ontario

Ministry of Public and
Business Service Delivery
Ministère des Services au public et
aux entreprises

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

ARGO CORPORATION

Corporation Name / Dénomination sociale

5027125

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en vigueur le

May 20, 2025 / 20 mai 2025

V. Quintanilla W.

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete without the Articles of Amendment

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

Ce certificat de modification n'est pas complet s'il ne contient pas les statuts de modification

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

V. Quintanilla W.

Directeur ou registrateur

Ontario

Ministry of Public and
Business Service Delivery

Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)
ARGO CORPORATION (January 01, 2020)

1. The name of the corporation is changed to:
Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:
Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":
Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation wishes to increase the authorized capital of the Corporation by the creation of a new series of Preferred Shares, being Preferred Shares, Series A, of which the Corporation is authorized to issue an unlimited number of Preferred Shares, Series A.

After giving effect to the foregoing, the authorized capital of the Corporation consists of:
(a) an unlimited number of Common Shares; and
(b) an unlimited number of Preferred Shares, issuable in series, of which an unlimited number may be designated as Preferred

Shares, Series A.

C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Series A Preferred Share Terms

The following are the rights, privileges, restrictions and conditions (the "**Series A Preferred Shares Provisions**") attaching to the Preferred Shares, Series A (the "**Series A Preferred Shares**") of the Corporation. The Series A Preferred Share Provisions are in addition to those rights, privileges, restrictions and conditions attaching to Preferred Shares, issuable in series of the Corporation.

The Series A Preferred Shares shall have the following rights, privileges, restrictions and conditions:

1. **Voting Rights.**

Except as required by law, the holders of the Series A Preferred Shares will not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and will not be entitled to vote at any such meeting.

2. **Class Voting.**

Except as required by law, the holders of the Series A Preferred Shares are not entitled to vote separately as a class.

3. **Tracked Asset and Tracked Costs.**

For purposes hereof:

a. "**Tracked Asset**" means (i) the 45,932 subordinate-voting shares in the capital of FoodsUp Inc. that as of May 20, 2025 are owned by a subsidiary of the Corporation, or (ii) any property received by the Corporation (directly or indirectly) in substitution for the Tracked Asset.
b. "**Tracked Costs**" means (i) applicable taxes (including estimated taxes, if any, payable by the Corporation in respect of a dividend on the Series A Preferred Shares), and (ii) fees and expenses (including professional advisory fees) incurred, or reasonably expected to be incurred, in each case, as determined by the board of directors of the Corporation, directly or indirectly by the Corporation in connection with its indirect ownership of the Tracked Asset.

4. **Payment of Dividends.**

a. **Series A Ordinary Dividends**: The holders of the Series A Preferred Shares will be entitled to receive dividends ("**Series A Ordinary Dividends**") if, as, and when declared by the board of directors of the Corporation on the Series A Preferred Shares, in an amount equal to the amount of any cash dividends or return of capital (after deducting applicable Tracked Costs), received directly or indirectly by the Corporation after May 20, 2025 in connection with its direct or indirect ownership of the Tracked Asset ("**Series A Ordinary Dividend Amount**"). Series A Ordinary Dividends shall be paid in such manner, and at such times, as the board of directors of the Corporation may from time to time determine. The holders of the Series A Preferred Shares shall not, subject to the right to receive a Series A Special Dividend, be entitled to any dividends other than, or in excess of, the Series A Ordinary Dividends.
b. **Series A Special Dividends**: The holders of the Series A Preferred Shares will be entitled to receive dividends ("**Series A Special Dividends**") if, as, and when declared by the board of directors of the Corporation in an amount equal to any of the proceeds of disposition of the Tracked Asset (after deducting applicable Tracked Costs), received directly or indirectly by the Corporation after May 20, 2025, excluding, for greater certainty, any amount received directly or indirectly by the

Corporation for offering the Tracked Asset as security for a loan or in connection with other financial accommodation, and net of any previous distributions of Series A Special Dividends, if any, payable by the Corporation in respect of any transaction entitling the Corporation (directly or indirectly) to proceeds of disposition of the Tracked Asset. Series A Special Dividends shall be paid in such manner, and at such times, as the board of directors of the Corporation may from time to time determine. The holders of the Series A Preferred Shares shall not, subject to the right to receive a Series A Ordinary Dividend, be entitled to any dividends other than, or in excess of, the Series A Special Dividends.

5. **Participation upon Liquidation, Dissolution or Winding Up.**

a. **Liquidation Event**: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding up its affairs, (a "**Liquidation Event**"), a holder of Series A Preferred Shares is to receive from the assets of the Corporation in respect of each Series A Preferred Share held by such holder on the effective date (the "**Liquidation Date**") of such Liquidation Event, before any distribution of any part of the assets among the holders of any other class of shares or series in the capital of the Corporation, an amount equal to the fair market value of the Tracked Asset, or the amount of any cash or the fair market value of any property received by the Corporation (directly or indirectly) in substitution for the Tracked Asset (in each case, after deducting Tracked Costs), on the last business day prior to the Liquidation Date, less any Series A Special Dividends paid prior to the Liquidation Date (the "**Liquidation Consideration**").
b. **Method of Distribution on Liquidation**: On or before the Liquidation Date, the Corporation will cause to be delivered to the holders of the Series A Preferred Shares, the Liquidation Consideration for each such Series A Preferred Share. After the Corporation has satisfied its obligation to pay to the holders of Series A Preferred Shares the Liquidation Consideration pursuant to Section 5(a), such holders are not entitled to share in any further distribution of the assets of the Corporation.

6. **Solvency Restrictions.**

Notwithstanding any other provision of these Articles, the Corporation is not obligated to pay any Series A Ordinary Dividends or any Series A Special Dividends, or to deliver any Liquidation Consideration, to the extent that the payment of such dividends or the delivery of the Liquidation Consideration with respect to all of the then outstanding Series A Preferred Shares would be contrary to solvency requirements of the Act or any other provision required by law.

7. **Redemption of Series A Preferred Shares by the Corporation.**

a. **Redemption Consideration**: The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole of the then outstanding Series A Preferred Shares, which is to be paid and satisfied in full by the Corporation causing to be delivered to each holder of Series A Preferred Shares an amount equal to the holder's *pro rata* portion of the fair market value of the Tracked Asset at the time of redemption, plus the amount of any proceeds of disposition received for the Tracked Asset prior to the time of redemption, less any Series A Special Dividends paid to such holder prior to the time of redemption, and less any Tracked Costs ("**Redemption Consideration**"). For greater certainty, the Series A Preferred Shares cannot be redeemed by the Corporation until May 20, 2028, unless the Redemption Consideration may reasonably be considered to derive from the proceeds of disposition realized by the Corporation directly or indirectly from a disposition of the Tracked Asset in circumstances that would otherwise entitle the holders of Series A Preferred Shares to Series A Special Dividends.
b. **Notice of Redemption by Corporation**: Prior to a redemption of Series A Preferred Shares under this Section 7, unless the holders of the Series A Preferred Shares to be redeemed have waived notice of redemption, the Corporation shall send or cause to be sent to each holder of Series A Preferred Shares a notice in writing of the redemption by the Corporation of the Series A Preferred Shares held by such holder at least five days before the redemption date (or, if all of the holders of the Series A Preferred Shares to be redeemed consent, such shorter period to which they may consent). Such notice must set out the Redemption Consideration and the redemption date.

c. **Delivery of Applicable Redemption Consideration**: On the redemption date, the Corporation will cause to be delivered to the holders of the Series A Preferred Shares to be redeemed the Redemption Consideration for each such Series A Preferred Share, upon presentation and surrender by such holders of documents required by the Corporation acting reasonably. Notwithstanding the foregoing, accidental failure by the Corporation to give any such notice of redemption to one or more such holders of the Series A Preferred Shares will not affect the validity of any redemption by the Corporation.

d. **Solvency Restrictions**: Notwithstanding any other provision of these Articles, the Corporation is not obligated to redeem any Series A Preferred Shares to the extent that the redemption of the applicable number of Series A Preferred Shares would be contrary to solvency requirements of the Act or any other provision required by law.

8. **Right to Withhold.**

The Corporation, may deduct and withhold from any payment otherwise payable to any holder of Series A Preferred Shares such amounts as the Corporation is required to deduct and withhold with respect to such payment under the *Income Tax Act* (Canada) or any provision of provincial, state, local or foreign tax law, in each case as amended or succeeded. To the extent that amounts are so withheld, such withheld amounts are to be treated for all purposes as having been paid to the holder of the Series A Preferred Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority. To the extent that the amount so required to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, the holder will be notified in writing thereof by the Corporation and the holder must pay the difference (up to the amount required to be withheld by the Corporation) in cash to such withholding party.

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not amended

E. Other provisions:

Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

May 20, 2025

The articles have been properly executed by the required person(s).