Articles Of Incorporation

Business Corporations Act
Section 6

1. Name of Corporation

SENSIBLE MEATS INC.

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

   See the attached Schedule of Share Capital.

3. Restrictions on share transfers *(if any)*:

   See the attached Schedule of Share Transfer Restrictions.

4. Number, or minimum and maximum number, of directors that the corporation may have:

   Minimum 1; Maximum 10

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

   None.

6. Other rules or provisions *(if any)*:

   See the attached Schedule of Other Rules or Provisions.

7. Date: 2020 - 10 - 08
   Year/ Month / Day

Incorporator

Name of Person Authorizing *(please print)*	Address: *(including postal code)*	Signature
Scott M. Reeves	1250, 639 - 5th Avenue S.W. Calgary, AB T2P 0M9	

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator, Box 3140, Edmonton, Alberta T5J 4L4, (780) 427-7013.

REG 3047 (Rev. 2003/05)

FILED ELECTRONICALLY
OCT 09 2020
BY TINGLE MERRETT LLP

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SCHEDULE OF SHARE CAPITAL

The Corporation is hereby authorized to issue an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares, and an unlimited number of Preferred Shares, having attached thereto the following rights, privileges, restrictions and conditions:

1. CLASS A COMMON SHARES

(a) Voting

The holders of Class A Common Shares shall be entitled to receive notice of, attend at and vote at all meetings of Shareholders on the basis of one (1) vote for each Class A Common Share held.

(b) Dividends

Subject to the rights of the holders of any class of shares ranking senior to the Class A Common Shares, the holders of the Class A Common Shares shall be entitled to receive and participate rateably in any dividends declared by the Board of Directors of the Corporation except in respect of such dividends as may be declared in favour of the holders of Class B Common Shares, Preferred Shares, or any other class of shares issued by the Corporation to the exclusion of the holders of Class A Common Shares. Holders of Class A Common Shares shall be entitled to receive dividends on the Class A Common Shares exclusive of any other shares of the Corporation. No dividend shall be declared or paid on Class A Common Shares in respect of entitlement to share in the remaining property of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property for the purpose of winding up the affairs of the Corporation, if such declaration or payment would cause the realizable value of the assets of the Corporation to be less than the aggregate of:

(i) its liabilities;

(ii) the stated capital of all issued and outstanding shares of the Corporation; and

(iii) the amount the Corporation would be required to pay on a complete redemption or purchase of any issued and outstanding redeemable preferred shares in the capital of the Corporation.

(c) Liquidation, Dissolution or Winding-up

Subject to the rights of the holders of any class of shares ranking senior to the Class A Common Shares, 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 among its shareholders for the purpose of winding up its affairs, the holders of Class A Common Shares and Class B Common Shares shall be entitled to share rateably in the distribution of the remaining assets of the Corporation.

2. CLASS B COMMON SHARES

(a) Voting

Subject to the provisions of the *Business Corporations Act* (Alberta), the holders of Class B Common Shares shall **not** be entitled to receive notice of, attend at or vote at any meetings of Shareholders.

(b) Dividends

Subject to the rights of the holders of any class of shares ranking senior to the Class B Common Shares, the holders of the Class B Common Shares shall be entitled to receive and participate rateably in any dividends declared by the Board of Directors of the Corporation except in respect of such dividends as may be declared in favour of the holders of Class A Common Shares, Preferred Shares, or any other class of shares issued by the Corporation to the exclusion of the holders of Class B Common Shares. Holders of Class B Common Shares shall be entitled to receive dividends on the Class B Common Shares exclusive of any other shares of the Corporation. No dividend shall be declared or paid on Class B Common Shares in respect of entitlement to share in the remaining property of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property for the purpose of winding up the affairs of the Corporation, if such declaration or payment would cause the realizable value of the assets of the Corporation to be less than the aggregate of:

(i) its liabilities;

(ii) the stated capital of all issued and outstanding shares of the Corporation; and

(iii) the amount the Corporation would be required to pay on a complete redemption or purchase of any issued and outstanding redeemable preferred shares in the capital of the Corporation.

(c) Liquidation, Dissolution or Winding-up

Subject to the rights of the holders of any class of shares ranking senior to the Class B Common Shares, 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 among its shareholders for the purpose of winding up its affairs, the holders of Class A Common Shares and Class B Common Shares shall be entitled to share rateably in the distribution of the remaining assets of the Corporation.

3. PREFERRED SHARES

(a) The Preferred Shares shall be issuable in one or more series at any time and from time to time.

(b) The Directors of the Corporation, by resolution made prior to the issuance of Preferred Shares of a particular series, shall fix the number of Preferred Shares in the particular series and shall determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the particular series.

(c) The Directors of the Corporation may change the rights, privileges, restrictions and conditions attached to unissued shares of any series.

SCHEDULE OF SHARE TRANSFER RESTRICTIONS

No transfer, assignment or conveyance of any securities of the Corporation shall be made or registered in the securities register of the Corporation without the approval of a majority of the directors of the Corporation.

SCHEDULE OF OTHER RULES OR PROVISIONS

(a) The Directors of the Corporation may, between annual general meetings, appoint one or more additional Directors of the Corporation to serve until the next annual general meeting, but the number of additional Directors shall not at anytime exceed one-third of the number of Directors who held office at the expiration of the last annual general meeting of the Corporation.

(b) The Corporation shall have a lien on the shares registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.

(c) The holder of a fractional share of the Corporation shall be entitled to exercise any voting rights and to receive any dividend in respect of the fractional share.

Articles of Incorporation
For
SENSIBLE MEATS INC.

Share Structure:	SEE THE ATTACHED SCHEDULE OF SHARE CAPITAL.
Share Transfers Restrictions:	SEE THE ATTACHED SCHEDULE OF SHARE TRANSFER RESTRICTIONS.
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	10
Business Restricted To:	NONE.
Business Restricted From:	NONE.
Other Provisions:	SEE THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS.

Registration Authorized By: SCOTT M. REEVES
SOLICITOR