

EARLY WARNING REPORT
(Form 62-103F1)

Made Pursuant To
NATIONAL INSTRUMENT 62-103
The Early Warning System and Related Take-Over Bid and
Insider Reporting Issues

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Securities: Common shares (“**Shares**”)

Issuer: **Goodfellow Inc.** (the “**Corporation**”)
225 Rue Goodfellow
Delson, QC
J5B 1V5

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The Shares are listed on the Toronto Stock Exchange.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.**

Douglas G. Holdings Inc. (“**DouglasCo**”)
225 Rue Goodfellow
Delson, QC
J5B 1V5

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

Douglas G. Holdings Inc. (“**DouglasCo**”), a company controlled by Mr. Douglas Goodfellow, a member of the board of directors of Goodfellow Inc. (TSX: GDL) (“**Goodfellow**” or the “**Corporation**”), today announced an internal reorganization implemented for estate planning purposes (the “**Reorganization**”). This Reorganization was designed to split the interest of Les Placements Lac St-Louis inc. (“**Placements**”) between the two families of Mr. Douglas Goodfellow and Mr. David Goodfellow, who each held indirectly 50% of the shares of Placements, which owns the interest in Goodfellow.

Placements held 3,348,434 Shares of the Corporation, representing 39.47% of the Corporation’s issued and outstanding Shares. Placements had 20,000 Class A Shares and 15,764 Class B Preferred Shares issued and outstanding.

Prior to the Reorganization, DouglasCo beneficially owned and controlled, directly 1,674,217 Class A Shares of Placements and 1 Share of the Corporation, representing approximately 19.7% of the Corporation's issued and outstanding Shares on an undiluted basis.

Following the Reorganization, DouglasCo now owns directly 1,674,218 Shares of the Corporation, representing approximately 19.7% of the Corporation's issued and outstanding Shares on an undiluted basis. This Reorganization ensures that the interest in Goodfellow is no longer jointly owned by the two families, aligning with their estate planning objectives.

2.3 State the names of any joint actors.

Not applicable. See item 2.2.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to the Reorganization, DouglasCo beneficially owned and controlled, directly 1,674,217 Class A Shares of Placements and 1 Share of the Corporation, representing approximately 19.7% of the Corporation's issued and outstanding Shares on an undiluted basis.

Following the Reorganization, DouglasCo now owns directly 1,674,218 Shares of the Corporation, representing approximately 19.7% of the Corporation's issued and outstanding Shares on an undiluted basis. This Reorganization ensures that the interest in Goodfellow is no longer jointly owned by the two families, aligning with their estate planning objectives.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

DouglasCo acquired beneficial ownership of the Shares. See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See items 2.2 and 3.1.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Approximately, \$14.2115 per Share for aggregate consideration of \$23,793,149.10.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; and/or**
- (k) an action similar to any of those enumerated above.**

The Reorganization was implemented for estate planning purposes. Mr. Goodfellow currently has no other plans or intentions that relate to, or would result in the matters listed in clauses (a) to (k), above. Depending on market conditions, general economic and industry conditions, the Corporation's business and financial condition and/or other relevant factors, Mr. Goodfellow may develop such plans or intentions in the future.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

DouglasCo is relying on the private agreement exemption under section 4.2 of National Instrument 62-104 – Take-Over Bids and Issuer Bids. In particular, the purchase of the common shares was made from not more than 5 persons in the aggregate, the bid was not made generally to security holders of the class of securities that is the subject of the bid, and the value of the consideration being paid by DouglasCo for the common shares, including brokerage fees and commissions, is not greater than 115% of the market price of the securities at the date of the bid.

Item 9 – Certification

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: August 30, 2024

“Douglas Goodfellow”

Douglas Goodfellow, President
Douglas G. Holdings Inc.