

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER
NATIONAL INSTRUMENT 44-101 SHORT FORM PROSPECTUS DISTRIBUTIONS
("NI 44-101")**

December 18, 2017

To: Ontario Securities Commission

Goodfood Market Corp. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

GOODFOOD MARKET CORP.

By: (s) Neil Cuggy
Neil Cuggy
Chief Operating Officer and
Chief Financial Officer