

GOODFOOD MARKET CORP.

NOTICE OF 2017 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Montreal, Québec, November 28, 2017

Notice is hereby given that an annual and special meeting of shareholders (the “Meeting”) of Goodfood Market Corp. (the “Company”) will be held at the offices of Fasken Martineau DuMoulin LLP, at 800 Rue du Square-Victoria, Suite 3700, in Montreal, Québec, Canada, on Thursday, January 11, 2018, at 11:00 a.m. (Montreal time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended August 31, 2017 and the auditor’s report thereon;
2. to elect directors;
3. to appoint auditors and authorize the directors to fix their remuneration;
4. to ratify, confirm and approve new general by-laws of the Company;
5. to approve the relocation of the Company’s registered office to Québec; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Management Proxy Circular and proxy form for the Meeting are enclosed with this Notice.

If you do not expect to be present at the Meeting in person, please complete, date and sign the accompanying proxy form and return it in the envelope enclosed or by fax or otherwise vote by the Internet by following the instructions on the accompanying proxy form.

Proxies submitted by mail, fax or Internet must be received by our transfer agent, TSX Trust, by 11:00 a.m. (Montreal time) on Tuesday, January 9, 2018. Shareholders who miss the Internet proxy return deadline may submit a paper or faxed proxy which must be received by the Corporate Secretary of the Company prior to the Meeting or any adjournment or postponement thereof.

Only persons shown on the register of shareholders at the close of business on Tuesday December 5, 2017, or their proxy holders, will be entitled to attend the Meeting and vote.

By order of the Board of Directors,

(s) Neil Cuggy

Neil Cuggy
Chief Operating Officer and
Chief Financial Officer