

FORM 13-501F1
CLASS 1 REPORTING ISSUERS AND CLASS 3B REPORTING ISSUERS -
PARTICIPATION FEE

MANAGEMENT CERTIFICATION

I, Philippe Adam, an officer of the reporting issuer noted below have examined this Form 13-501F1 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) Philippe Adam

Name: Philippe Adam

Title: Chief Financial Officer

Date: November 22, 2018

Reporting Issuer Name: Goodfood Market Corp.

End of date of previous financial year: _____

Type of Reporting Issuer:
 Class 1 reporting issuer
 Class 3B reporting issuer

Highest Trading Marketplace: TSX

Market value of listed or quoted equity securities

Equity Symbol FOOD

1st Specified Trading Period (dd/mm/yy) 01/09/2017 to 30/11/2017

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ 2.01 (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 47,753,832 (ii)

Market value of class or series (i) x (ii) \$ 95,985,202 (A)

2nd Specified Training Period (dd/mm/yy) 01/12/2017 to 28/02/2018

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ 2.70 (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 47,825,245 (iv)

Market value of class or series (iii) x (iv) \$ 129,128,162 (B)

3rd Specified Trading Period (dd/mm/yy) 01/03/2018 to 31/05/2018

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ 2.49 (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 51,825,245 (vi)

Market value of class or series (v) x (vi) \$ 129,044,860 (C)

4th Specified Trading Period (dd/mm/yy) 01/06/2018 to 31/08/2018

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ 2.55 (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 51,825,245 (viii)

Market value of class or series (vii) x (viii) \$ 132,154,375 (D)

5th Specified Trading Period (dd/mm/yy) _____ to _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ _____ (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period _____ (x)

Market value of class or series (ix) x (x) \$ _____ (E)

Average Market Value of Class or Series
(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above)) \$ 121,578,150 _____ (1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities: \$ _____ (2)
(Provide details of how value was determined)

Capitalization for the previous financial year (1) + (2) \$ 121,578,150 _____

Participation Fee \$ 6,500 _____

Late Fee, if applicable \$ N/A _____

Total Fee Payable 6,500
(Participation Fee plus Late Fee) \$ _____