

GOODFOOD MARKET CORP.

NOTICE OF 2019 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Montréal, Québec, November 13, 2019

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 Montréal, Québec, Canada, on Wednesday, January 8, 2020, at 10:00 a.m. (Montréal time) for the following purposes:

1. to receive the Audited Consolidated Financial Statements of the Company for the fiscal year ended August 31, 2019 and the auditor’s report thereon;
2. to elect directors;
3. to appoint auditors and authorize the directors to fix their remuneration;
4. to consider, and if deemed advisable, pass an ordinary resolution authorizing the increase of the amount of Options and other awards, and shares issuable pursuant to the exercise of Options or other awards, available for issuance under the Stock Option Plan or any other security-based compensation arrangement of the Company, the whole as set forth in Annex C of this Management Proxy Circular; and
5. 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 10:00 a.m. (Montréal time) on Monday, January 6, 2020. 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 Friday, November 29, 2019, or their proxy holders, will be entitled to attend the Meeting and vote.

By order of the Board of Directors,

(s) Philippe Adam

Philippe Adam

Chief Financial Officer