

GOODFOOD MARKET CORP.

NOTICE OF 2020 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Montréal, Québec, November 10, 2020

Notice is hereby given that an annual and special meeting of shareholders (the “Meeting”) of Goodfood Market Corp. (the “Company”) will be held on Wednesday, January 13, 2021 at 10:00 a.m. (Montréal time).

This year, in order to comply with measures imposed by the federal and provincial governments related to the COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, unless we advise otherwise by way of press release and on our website (<https://www.makegoodfood.ca/en/investisseurs>), we will hold our Meeting in a virtual only format, which will be conducted via live audio webcast at <http://web.lumiagm.com/259734412>. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

The Meeting will be held for the following purposes:

1. to receive the Audited Consolidated Financial Statements of the Company for the fiscal year ended August 31, 2020 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 (i) authorizing the unallocated Options under the Company’s Stock Option Plan, and (ii) ratifying grants of Options made pursuant to the Stock Option Plan since June 1, 2020, representing an aggregate of 1,109,464 Options, the whole as set forth in Annex C of the Management Proxy Circular;
5. to consider, and if deemed advisable, pass an ordinary resolution (i) approving the Restricted Share Unit Plan of the Company, and (ii) ratifying grants of RSUs made pursuant to the Restricted Share Unit Plan on September 29, 2020, representing an aggregate of 191,892 RSUs, the whole as set forth in Annex D of the Management Proxy Circular; 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.

Registered shareholders and duly appointed proxyholders will be able to participate in the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Management Proxy Circular. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to participate in the Meeting as guests, but guests will not be able to vote at the Meeting.

If you do not expect to be able to participate in the Meeting, please complete, date and sign the accompanying proxy form and return it by following the instructions on the accompanying proxy form and the Management Proxy Circular. Proxies submitted by mail, fax or Internet must be received by TSX Trust by 10:00 a.m. (Montréal time) on Monday, January 11, 2021. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust, after submitting your form of proxy or voting instruction form. **Failure to register the proxyholder with TSX Trust will result in the proxyholder not receiving a control number to participate in the Meeting and only being able to attend as a guest.**

While as of the date hereof we intend to hold the Meeting in virtual-only format, we are continuously monitoring the current COVID-19 outbreak and reserve the right to hold a hybrid meeting which would permit both in-person and virtual participation. Changes to the means of holding the Meeting, if any, will be announced by way of press release and on our website (<https://www.makegoodfood.ca/en/investisseurs>). We do not intend to prepare or mail an amended Management Proxy Circular in the event of changes to the Meeting format.

Only persons shown on the register of shareholders at the close of business on Monday, December 7, 2020, or their proxy holders, will be entitled to participate in the Meeting and vote.

By order of the Board of Directors,

(s) Philippe Adam

Philippe Adam
Chief Financial Officer