

## GOODFOOD MARKET CORP.

### NOTICE OF 2022 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Montréal, Québec, December 1, 2022

Notice is hereby given that an annual and special meeting of shareholders (the “**Meeting**”) of Goodfood Market Corp. (the “**Company**”) will be held on Tuesday, January 17, 2023, at 10:00 a.m. (Montréal time).

We will hold our Meeting in a virtual only format, which will be conducted via live audio webcast at <https://virtual-meetings.tsxtrust.com/1418>. Shareholders will have an equal opportunity to participate in 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 September 3, 2022 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 a special resolution authorizing an amendment to the Company’s certificate of incorporation to effect a share consolidation of all of the issued and outstanding Common Shares of the Company on the basis of 1 post-consolidation Common Share for every 10 pre-consolidation Common Shares and to grant authorization to the Board of Directors to determine, in its sole discretion, the timing of the Share consolidation, the whole as set forth in Annex C;
5. to consider, and if deemed advisable, pass a special resolution authorizing an amendment to the Company’s certificate of incorporation to create an authorized class of an unlimited number of preferred shares, issuable in series, with the rights and restrictions of each series to be determined by the directors of the Company, the whole, together with the preferred share terms, as set forth in Annex D; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The management proxy circular (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 submit questions or 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 Company (“**TSX Trust**”) by 10:00 a.m. (Montréal time) on Friday, January 13, 2023. 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 COVID-19 pandemic 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 Thursday, December 8, 2022, or their proxy holders, will be entitled to participate in the Meeting and vote.

By order of the Board of Directors,

*(s) Jonathan Roiter*

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Jonathan Roiter  
Chief Financial Officer