

Note: [01 Mar 2017] – The following is a consolidation of 13-501F1. It incorporates amendments to this document that came into effect on March 1, 2017. This consolidation is provided for your convenience and should not be relied on as authoritative.

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

MANAGEMENT CERTIFICATION

I, Jonathan Roiter, 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) Jonathan Roiter

December 2, 2022

Name: Jonathan Roiter

Date:

Title: Chief Financial Officer

Reporting Issuer Name:

Goodfood Market Corp.

End date of previous financial year:

September 3, 2022

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)

01/09/2021 to 04/12/2021

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

\$ 4.44
(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 75,061,609
(ii)

Market value of class or series (i) x (ii) \$ 333,273,544
(A)

2nd Specified Trading Period (dd/mm/yy) 05/12/2021 to 05/03/2022

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 \$ 2.38
(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 75,124,129
(iv)

Market value of class or series (iii) x (iv) \$ 178,795,427
(B)

3rd Specified Trading Period (dd/mm/yy) 06/03/2022 to 04/06/2022

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 \$ 1.79
(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 75,170,222
(vi)

Market value of class or series (v) x (vi) \$ 134,554,697
(C)

4th Specified Trading Period (dd/mm/yy)05/06/2022 to 03/09/2022

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

\$ 1.02
(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

75,404,854
(viii)

Market value of class or series

(vii) x (viii) \$ 76,912,951
(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))

\$ 180,884,155
(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:

(Provide details of how value was determined) \$ 6,881,200 (2)

The fair value of the outstanding Goodfood Market Corp. convertible debentures was set forth using the quoted market value as at September 3, 2022 multiplied by the number of convertible debentures outstanding as at September 3, 2022.

Capitalization for the previous financial year (1) + (2) \$ 187,765,355

Participation Fee \$ 6,500

Late Fee, if applicable \$ N/A

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