

GOODFOOD MARKET CORP.

NOTICE OF 2023 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Montréal, Québec, December 1, 2023

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 16, 2024, 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/en/1570>. 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 2, 2023 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 to authorize the unallocated options and awards under the Company’s Security-Based Compensation Plans as set forth in Annex C of the Management Proxy Circular;
5. to consider, and if deemed advisable, pass a special resolution to authorize and approve an amendment of the articles of the Company with respect to stakeholder interests in relation to the Company’s application for B Corp certification, as set forth in Annex D to this 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 (the “**Management Proxy Circular**”) and proxy form for the Meeting are enclosed with this Notice.

Voting

Only persons shown on the register of shareholders at the close of business on Monday, December 4, 2023 or their proxy holders, will be entitled to participate in the Meeting and vote. Please review the Management Proxy Circular before voting.

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 12, 2024. 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.**

Notice-and-Access

The Company has elected to use “notice-and-access” rules (“**Notice-and-Access**”) adopted by Canadian Securities Administrators under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of Proxy-Related Materials, including the Management Proxy Circular, to both its registered shareholders and non-registered shareholders. Notice-and-Access is a set of rules that allows issuers to post electronic versions of Proxy-Related Materials on SEDAR+ and on one additional website, rather than mailing paper copies. “**Proxy-Related Materials**” refers to the Management Proxy Circular, this Notice of Meeting, a voting instruction form in the case of non-registered shareholders, and a form of proxy in the case of registered shareholders. The use of Notice-and-Access is more environmentally friendly as it helps reduce paper use. It also reduces the Company’s printing and mailing costs.

Shareholders may obtain further information about Notice-and-Access by contacting TSX Trust Company at (+1) 866-600-5869 (within North America – toll free) or at (+1) 416-342-1091 (outside of North America – not toll free).

Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Company’s website at www.makegoodfood.ca/en/investisseurs, under the Company’s profile on SEDAR+ at www.sedarplus.ca or on the TSX Trust Notice-and-Access website at <https://docs.tsxtrust.com/2344>.

Notice Package

Although the Proxy-Related Materials have been posted online as noted above, non-registered shareholders and registered shareholders are receiving paper copies of a notice package via prepaid mail, containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a voting instruction form in the case of non-registered shareholders, and a form of proxy in the case of registered shareholders.

How to Obtain Paper Copies of Proxy-Related Materials

If you are a registered or non-registered shareholder, you may request a paper copy of the Proxy-Related Materials by telephone at any time prior to the Meeting by calling at (+1) 866-600-5869 (within North America – toll free) or at (+1) 416-342-1091 (outside of North America – not toll free).

Paper copies of the Proxy-Related Materials must be requested as soon as possible, but no later than 10:00 a.m. (Eastern time) on January 8, 2024, in order to allow shareholders sufficient time to receive and review the Proxy-Related Materials and return the form of proxy or voting instruction form not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

After the Meeting, shareholders may obtain paper copies of the Proxy-Related Materials free of charge by contacting the Chief Financial Officer of the Company, Roslane Auameur, at 4600 Hickmore Street, Saint-Laurent (QC) H4T 1K2.

Signed this 1st day of December 2023.

By order of the Board of Directors,

(s) Roslane Auameur

Roslane Auameur
Chief Financial Officer