



**For immediate distribution**

**GOODFOOD MARKET CORP. COMPLETES ITS PREVIOUSLY ANNOUNCED  
PUBLIC OFFERING AND PARTIAL EXERCISE OF THE OVER-ALLOTMENT  
OPTION**

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

**Montreal, Québec, February 22, 2019** – Goodfood Market Corp. (“Goodfood” or the “Company”) (TSX: FOOD) is pleased to announce that it has closed its previously announced bought deal public offering (the “Offering”), pursuant to which a syndicate of underwriters led by GMP Securities L.P. (the “Lead Underwriter”), and including Desjardins Securities Inc., National Bank Financial Inc., Acumen Capital Finance Partners Limited, Scotia Capital Inc., RBC Dominion Securities Inc., Raymond James Ltd., Canaccord Genuity Corporation and PI Financial Corp. (collectively with the Lead Underwriter, the “Underwriters”) purchased an aggregate of 7,142,857 common shares of the Company (the “Offered Shares”) at a price of \$3.50 per Offered Share (the “Offering Price”) of which 5,714,286 Offered Shares were purchased from the Company (the “Treasury Shares”), and an aggregate of 1,428,571 Offered Shares (the “Secondary Shares”) were purchased from Jonathan Ferrari, Neil Cuggy and Raffi Krikorian, or their respective holding companies (collectively, the “Selling Shareholders”). The Offering represents gross proceeds of approximately \$25 million of which \$20 million are gross proceeds to the Company.

The Underwriters have also partially exercised the option (the “Over-Allotment Option”) granted to the Underwriters to purchase from the Company up to an additional 857,143 Treasury Shares (the “Treasury Over-Allotment Shares”) and from the Selling Shareholders up to an aggregate of 214,286 Secondary Shares (the “Secondary Over-Allotment Shares”, and together with the Treasury Over-Allotment Shares, the “Over-Allotment Shares”) at the Offering Price. The Underwriters have purchased 304,926 Treasury Over-Allotment Shares from the Company and 76,232 Secondary Over-Allotment Shares from the Selling Shareholders pursuant to the partial exercise of the Over-Allotment Option for an aggregate of 381,158 Over-Allotment Shares, representing additional gross proceeds of approximately \$1.3 million of which \$1 million are gross proceeds to the Company. Aggregate gross proceeds of the Offering (including the partial exercise of the Over-Allotment Option) are of approximately \$26.3 million, of which approximately \$21 million are gross proceeds to the Company. There remains 552,217 Treasury Over-Allotment Shares and 138,054 Secondary Over-Allotment Shares subject to the Over-Allotment Option, which remains exercisable in whole or in part and from time to time, at any time until 30 days after the closing date of the Offering.

The Company intends to use the net proceeds from the Offering of Treasury Shares and Treasury Over-Allotment Shares for investments in automation, the expansion of Western Canada’s production capacity, breakfast and ready-to-eat meal solutions, sustainable packaging, working capital and general corporate purposes.

Mr. Donald Olds, a director of the Company, and Mr. Philippe St-Cyr Adam, the Chief Financial Officer of the Company, purchased 15,000 and 11,500 Offered Shares respectively under the Offering.

The participation of each of Messrs. Olds and St-Cyr Adam in the Offering is considered to be a “related party transaction” as defined in *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The participation of each such insider is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value

of the securities issued to such insiders nor the consideration for such securities exceeds 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to closing of the Offering as the details of the participation of insiders of the Company in the Offering had not been confirmed at that time. The Offering, including the insider participation therein, has been approved by the board of directors of the Company.

Prior to the Offering, Messrs. Ferrari and Cuggy, two of the Selling Shareholders, each held, directly or indirectly, 11,397,565 common shares of the Company (the "Common Shares"), representing 21.99% of the then issued and outstanding Common Shares. Following the sale of the Secondary Shares pursuant to the Offering, the sale of the Secondary Over-Allotment Shares pursuant to the partial exercise of the Over-Allotment Option, and the issuance of the Treasury Shares pursuant to the Offering, Messrs. Ferrari and Cuggy, each now hold 10,795,644 Common Shares representing 18.31% of the Company's issued and outstanding Common Shares. Messrs. Ferrari and Cuggy each received gross proceeds of \$2,106,724 from the sale of the Secondary Shares and the Secondary Over-Allotment Shares pursuant to the Offering. The sale of Secondary Shares and Secondary Over-Allotment Shares by the Selling Shareholders under the Offering was for general investment and portfolio purposes. They may trade in or with respect to securities of Goodfood in the future depending on a number of factors.

To obtain a copy of early warning reports to be filed in connection with shares sold by the Selling Shareholders, please visit SEDAR at [www.sedar.com](http://www.sedar.com) or please contact:

Goodfood Market Corp.  
Philippe St-Cyr Adam, Chief Financial Officer  
(855) 515-5191  
IR@makegoodfood.ca

The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

### **About Goodfood**

Goodfood is a leading home meal solutions company in Canada, delivering fresh ingredients that make it easy for subscribers to prepare delicious meals at home every week. Goodfood's objective is to take the hassle out of cooking, leaving subscribers with the fun part - cooking, sharing with family and eating. Subscribers select their favorite recipes from a variety of original dishes online. The Company prepares a personalized box of fresh ingredients and delivers it to the subscriber's doorstep with easy step-by-step instructions. The Company has its main production facility and administrative offices based in Montreal, Quebec, and a second production facility in Calgary, Alberta. Goodfood had 126,000 active subscribers as of November 30, 2018. [www.makegoodfood.ca](http://www.makegoodfood.ca)

The head office of Goodfood is located at 4600 Hickmore Street, Montreal, Québec, H4T 1K2.

### **For further information:**

#### ***Investors***

Philippe St-Cyr Adam, Chief Financial Officer  
(855) 515-5191  
IR@makegoodfood.ca

#### ***Media***

Pierre Boucher, Vice President  
(514) 731-0000  
pierre@maisonbrison.com

### **Caution Regarding Forward-Looking Statements**

This release contains forward-looking information” within the meaning of applicable Canadian securities legislation. Such forward-looking information includes, but is not limited to, information with respect to our objectives and the strategies to achieve these objectives, as well as information with respect to our beliefs, plans, expectations, anticipations, estimates and intentions. This forward-looking information is identified by the use of terms and phrases such as “may”, “would”, “should”, “could”, “expect”, “intend”, “estimate”, “anticipate”, “plan”, “foresee”, “believe”, or “continue”, the negative of these terms and similar terminology, including references to assumptions, although not all forward-looking information contains these terms and phrases. Forward-looking information is provided for the purposes of assisting the reader in understanding the Company and its business, operations, prospects and risks at a point in time in the context of historical and possible future developments and therefore the reader is cautioned that such information may not be appropriate for other purposes. Forward-looking information is based upon a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, the following risk factors which are discussed in greater detail under “Risk Factors” in the Company’s annual information form for the year ended August 31, 2018 available on SEDAR at [www.sedar.com](http://www.sedar.com): limited operating history, negative operating cash flow, food industry, quality control and health concerns, regulatory compliance, regulation of the industry, public safety issues, product recalls, damage to Goodfood’s reputation, transportation disruptions, product liability, ownership and protection of intellectual property, evolving industry, unionization activities, reliance on management, factors which may prevent realization of growth targets, competition, availability and quality of raw materials, limited number of products, environmental and employee health and safety regulations, online security breaches and disruption, reliance on data centers, open source license compliance, future capital requirements, operating risk and insurance coverage, management of growth, conflicts of interest, litigation, and catastrophic events. Although the forward-looking information contained herein is based upon what we believe are reasonable assumptions, readers are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking information. Certain assumptions were made in preparing the forward-looking information concerning availability of capital resources, business performance, market conditions, and customer demand. Consequently, all of the forward-looking information contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained herein is provided as of the date hereof, and we do not undertake to update or amend such forward-looking information whether as a result of new information, future events or otherwise, except as may be required by applicable law.