



**NOTICE OF 2023 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT PROXY CIRCULAR**

December 1, 2023

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

TABLE OF CONTENTS

INVITATION TO SHAREHOLDERS	1
MANAGEMENT PROXY CIRCULAR	2
PROXY MATTERS AND VOTING INFORMATION	2
<i>Notice-and-Access</i>	2
<i>Websites Where Proxy-Related Materials are Posted</i>	2
<i>Notice Package</i>	3
<i>How to Obtain Paper Copies of Proxy-Related Materials</i>	3
<i>Solicitation of Proxies</i>	3
<i>Participating in the Meeting</i>	3
<i>Questions</i>	4
<i>Appointment and Revocation of Proxyholders</i>	5
<i>Voting Procedures</i>	5
Registered Shareholders.....	6
Non-Registered Shareholders (Beneficial Owners)	6
<i>Voting Shares</i>	7
<i>Principal Shareholders</i>	7
BUSINESS TO BE TRANSACTED AT THE MEETING	8
PROPOSED NOMINEES FOR ELECTION AS DIRECTORS	11
<i>Information on Proposed Nominees</i>	11
<i>Corporate Cease Trade Orders</i>	17
<i>Bankruptcies</i>	17
<i>Penalties or Sanctions</i>	17
EXECUTIVE COMPENSATION	18
<i>Overview and GHRC Committee</i>	18
<i>Compensation Discussion and Analysis</i>	20
Compensation Objectives and Philosophy	20
Market Positioning and Benchmarking.....	20
Elements of Compensation	21
Base Salary	21
Short-Term Incentive.....	21
Long-Term Incentive	23
Benefits	23
Perquisites.....	23
Compensation Risk Management.....	23
Performance Graph	24
<i>Security-Based Compensation Plans</i>	25
Stock Option Plan	27
RSU Plan	30
Annual Burn Rate	32
<i>Summary Compensation Tables</i>	33
<i>Incentive Plan Awards</i>	35
Outstanding RSU-Based and Option-Based Awards	35
Incentive Plan Awards – Value Vested or Earned During the Year.....	36
<i>Termination and Change of Control Benefits</i>	37
<i>Share Ownership Requirements</i>	40
Hedging/Anti-Hedging Policy	40
DIRECTOR COMPENSATION	40
<i>Director Compensation</i>	41
<i>Director Incentive Plan Awards</i>	42
Outstanding RSU-Based Awards and Option-Based Awards	42
Incentive Plan Awards – Value Vested or Earned During the Year.....	43
EQUITY COMPENSATION PLAN INFORMATION	43
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	44

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES	44
STATEMENT OF CORPORATE GOVERNANCE.....	45
<i>Board of Directors</i>	45
Board Size and Independence of the Board of Directors	45
Outside Directorships.....	46
Meetings of Independent Directors	46
Chair of the Board.....	46
Lead Director	46
Board of Directors Mandate.....	46
<i>Committees of the Board</i>	47
<i>Position Descriptions</i>	47
<i>Orientation and Continuing Education</i>	47
<i>Ethical Business Conduct</i>	48
Code of Conduct	48
Trading Policy.....	48
Disclosure Policy	49
Monitoring Compliance with the Code of Conduct	49
Requirement for Directors and Officers to Disclose Interest in a Contract or Transaction	49
Complaint Reporting and Review of Ethical Business Conduct	49
<i>Nomination of Directors</i>	50
Diversity	51
<i>ESG Considerations and Oversight</i>	52
B Corporation	52
Sustainability	52
Governance	53
Social Policies.....	53
Oversight.....	53
<i>Compensation</i>	54
<i>Assessments</i>	55
<i>Director Term Limits</i>	55
<i>Attendance at Board and Committee Meetings</i>	55
SHAREHOLDER PROPOSALS AND DIRECTOR NOMINATIONS	55
ADDITIONAL INFORMATION.....	56
APPROVAL BY THE DIRECTORS	57
ANNEX A BOARD OF DIRECTORS CHARTER.....	58
ANNEX B TERMS OF REFERENCE FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER	67
ANNEX C UNALLOCATED AWARDS ORDINARY RESOLUTION	70
ANNEX D AMENDMENT TO ARTICLES SPECIAL RESOLUTION	71
SCHEDULE A ARTICLES OF AMENDMENT.....	72

INVITATION TO SHAREHOLDERS

Dear Shareholders,

On behalf of the board of directors (the “**Board of Directors**” or the “**Board**”) and management of Goodfood Market Corp. (the “**Company**”), we are pleased to invite you to attend the annual and special meeting of shareholders (the “**Meeting**”) that will be held on Tuesday, **January 16, 2024 at 10:00 am (ET)**.

This Meeting is your opportunity to hear first-hand about the Company’s strategic plans for the future. The enclosed management information circular describes the business to be conducted at the meeting and provides information on the Goodfood’s executive compensation and corporate governance practices. Please review the management information circular before voting.

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.

Your participation in voting is important to us. You can vote by proxy ahead of the Meeting using all of the voting channels that have been available in the past; or vote online during the Meeting. Please refer to the “Voting Procedures” section of this management information circular for more information.

We look forward to welcoming you at the Meeting and thank you for your continued support.

Sincerely,

(s) Jonathan Ferrari

Jonathan Ferrari

Chief Executive Officer and Chair of the Board of Directors

MANAGEMENT PROXY CIRCULAR

This Management Proxy Circular is provided in relation to the solicitation of proxies by the management of Goodfood Market Corp. (“we”, “us”, “our”, “Goodfood” and the “Company”) for use at the annual and special meeting of shareholders (the “Meeting”) of the Company to be held on Tuesday, January 16, 2024 and at any adjournment or postponement thereof. Unless otherwise indicated, the information provided in this Management Proxy Circular is provided as of December 1, 2023, and all currency amounts are shown in Canadian dollars. The Meeting, unless we advise otherwise by way of press release and on our website (www.makegoodfood.ca/en/investisseurs), will be held as a completely virtual meeting, which will be conducted via live audio webcast. Shareholders will not be able to participate in the Meeting in person. A summary of the information you will need to participate in the Meeting online is provided below.

PROXY MATTERS AND VOTING INFORMATION

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 (*as defined below*), including the Management Proxy Circular, to both its Registered Shareholders (*as defined below*) and Non-Registered Shareholders (*as defined below*). 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, the Notice of Meeting (*as defined below*), 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.

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 Aouameur, at 4600 Hickmore Street, Saint-Laurent (QC) H4T 1K2.

Solicitation of Proxies

The solicitation of proxies will be made primarily by mail. Proxies may also be solicited by email, by telephone or in person. Employees, officers, directors or agents of the Company will solicit the proxies.

The Company does not expect to pay any compensation for the solicitation of proxies and the Company will bear all expenses in connection with the solicitation of proxies. The Company has not retained the services of any third party to solicit proxies. Should it decide to do so, the fees payable to the proxy solicitor are expected to be nominal.

Participating in the Meeting

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. Shareholders will not be able to attend the Meeting in person.

Participating in the Meeting online allows Registered Shareholders and duly appointed proxyholders, including Non-Registered Shareholders who have appointed themselves or another person as a proxyholder, to participate in the Meeting and ask questions, all in real time. Registered

Shareholders and duly appointed proxyholders can vote at the appropriate time during the Meeting. Guests, including Non-Registered Shareholders who have not duly appointed themselves or another person as a proxyholder, can log in to the Meeting as set out below. Guests will be able to participate in the Meeting but cannot submit questions or vote. To access the Meeting, follow the instructions below, as applicable to you:

- Log in online at <https://virtual-meetings.tsxtrust.com/en/1570>;
- Click “Login” and then enter your control number and password “food2024” (note the password is case sensitive); OR
- Click “Guest” and then complete the online form.

In order to find the control number to access the Meeting:

- Registered Shareholders: The control number located on the form of proxy or in the email notification you received is your control number.
- Proxyholders: Duly appointed proxyholders, including Non-Registered Shareholders that have appointed themselves or another person as a proxyholder, must provide TSX Trust with the required proxyholder contact information so that it may provide the proxyholder with a control number via email after the proxy voting deadline has passed.

We recommend that you log in at least 15 minutes before the start time of the Meeting. It is important to ensure you are connected to the internet at all times if you participate in the Meeting online in order to vote when balloting commences. You are responsible for ensuring internet connectivity for the duration of the Meeting.

For additional details and instructions on accessing the Meeting online from your tablet, smartphone or computer, accompanying this Management Proxy Circular.

Questions

Shareholders and duly appointed proxyholders may submit questions during the Meeting using the “Ask a Question” field provided in the web portal. Guests will be able to participate in the Meeting but are not able to submit questions or vote. Questions may be submitted at any point during the Meeting but must be submitted prior to the commencement of voting on the matter to which they relate. All questions relating to a matter subject to a vote at the Meeting that are deemed to be appropriate and directly related to such matter will be addressed prior to the closing of voting on such matter. Following termination of the formal business of the Meeting and time permitting, the Company will address any appropriate general questions received from shareholders and duly appointed proxyholders regarding the Company. In order to facilitate a respectful and effective Meeting, only questions of general interest to all shareholders will be answered. To ensure the Meeting is conducted in a manner that is fair to all shareholders, the Chair of the Meeting may exercise broad discretion in responding to questions, including the order in which the questions are answered, the grouping or editing of the questions and the amount of time devoted to any question.

If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the meeting by contacting the Company's **Investor Relations** by sending an e-mail to: ir@makegoodfood.ca or by contacting the Company's **Corporate Secretary** by sending an e-mail to: legal@makegoodfood.ca.

Appointment and Revocation of Proxyholders

The persons whose appointment to act under the proxy form solicited by the management of the Company are directors of the Company. **Every shareholder has the right to appoint some other person or company of their choice (who need not be a shareholder) to attend and act on their behalf at the Meeting, or any adjournment or postponement thereof, MUST submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder AND register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your form of proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a control number that is required to vote at the Meeting.**

A proxy may be revoked at any time by the person giving it to the extent that it has not yet been exercised. You can revoke your proxy at any time, by voting again, by submitting a new completed proxy form or voting information form not less than 48 hours (excluding Saturdays, Sundays and holidays), prior to the time fixed for holding the Meeting. A proxy may also be revoked by filing a written notice with the Corporate Secretary of the Company at any time up to and including the last day preceding the day of the Meeting, or any adjournment or postponement thereof, by sending an e-mail to: legal@makegoodfood.ca.

If you have followed the process for participating in and voting at the Meeting online, casting your vote online during the Meeting will revoke your previous proxy.

The persons whose names are printed on the proxy form will vote all the shares in respect of which they are appointed to act in accordance with the instructions given on the proxy form. **In the absence of a specified choice in relation to any matter to be voted on at the Meeting, or if more than one choice is indicated, the shares represented by the proxy form will be voted FOR the matter in question.**

Every proxy given to any person in the proxy form that accompanies the notice of meeting (the "**Notice of Meeting**") will confer discretionary authority with respect to amendments or variations to the items of business identified in the Notice of Meeting and with respect to any other matters that may properly come before the Meeting.

Voting Procedures

You can vote by proxy ahead of the Meeting using all of the voting channels that have been available in the past; only voting at the Meeting has changed. You can vote online during the Meeting by following the instructions below.

Registered Shareholders

You are a “registered shareholder” if you have a share certificate or direct registration system (DRS) advice issued in your name and as a result, have your name shown on Goodfood’s register of shareholders kept by our transfer agent, TSX Trust (“**Registered Shareholder**”).

If you are a Registered Shareholder, you can vote your shares by completing a ballot online during the Meeting or by appointing someone else as proxyholder to attend the Meeting and vote the Company’s common shares (the “**Common Shares**”) that you hold, as mentioned above.

Non-Registered Shareholders (Beneficial Owners)

You are a “non-registered shareholder” or “beneficial owner” if your shares are held on your behalf through an intermediary or nominee (for example, a bank, trust company, securities broker, clearing agency or other institution) (“**Non-Registered Shareholder**” or “**Beneficial Owner**”). Non-Registered Shareholders must appoint themselves as proxyholder in order to vote at the Meeting. If you are a Non-Registered Shareholder and do not appoint yourself as proxyholder, you will still be able to participate as a guest.

Under applicable securities legislation, a Beneficial Owner of securities is a “non-objecting Beneficial Owner” (or “**NOBO**”) if such Beneficial Owner has or is deemed to have provided instructions to the intermediary holding the securities on such Beneficial Owner’s behalf not objecting to the intermediary disclosing ownership information about the Beneficial Owner in accordance with said legislation, and a Beneficial Owner is an “objecting Beneficial Owner” (or “**OBO**”) if such Beneficial Owner has or is deemed to have provided instructions objecting to same.

If you are a NOBO, the Company has sent these materials directly to you, and your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities legislation from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. The voting instruction form that is sent to NOBOs contains an explanation as to how you can exercise the voting rights attached to your Common Shares, including how to participate in, and vote directly at the Meeting. Please provide your voting instructions as specified in the enclosed voting instruction form.

If you are an OBO, you received these materials from your intermediary or its agent (such as Broadridge), and your intermediary is required to seek your instructions as to the manner in which to exercise the voting rights attached to your Common Shares. The Company has agreed to pay for intermediaries to deliver to OBOs the proxy-related materials and the relevant voting instruction form. The voting instruction form that is sent to an OBO by the intermediary or its agent should contain an explanation as to how you can exercise the voting rights attached to your Common Shares, including how to participate in, and vote directly at the Meeting. Please provide your voting instructions to your intermediary as specified in the enclosed voting instruction form.

Voting Shares

Each holder of Common Shares is entitled to one vote per share. As at December 1, 2023, 76,926,600 Common Shares were issued and outstanding. Only persons shown on the register of Common Shares at the close of business on Monday, December 4, 2023 (the “**Record Date**”), or their proxyholders, will be entitled to attend the Meeting and vote.

Proxies submitted by mail, fax or Internet must be received by TSX Trust by 10:00 a.m. (Montréal time) on Friday, January 12, 2024. Shareholders must also provide TSX Trust with the required proxyholder contact information so that it may provide the proxyholder with a control number via email. **Without a control number, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest.** Note that if you are an OBO, your intermediary will need your voting instructions sufficiently in advance of this deadline to enable your intermediary to act on your instructions prior to the deadline. See “Voting Procedures - Non-Registered Shareholders (Beneficial Owners)”.

Principal Shareholders

The following table shows the names of the persons who, as at December 1, 2023, to our knowledge, beneficially own, control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of our voting securities:

Name of Shareholder	Number of Common Shares	Total Voting Rights (%)
Jonathan Ferrari ⁽¹⁾	9,033,540 ⁽²⁾	11.74%
Neil Cuggy ⁽³⁾	9,038,059 ⁽⁴⁾	11.75%
Phoenician Offshore Master Fund LTD	9,768,400 ⁽⁵⁾	12.70%

(1) Jonathan Ferrari is the Chair and Chief Executive Officer of the Company.

(2) Beneficially owned by Jonathan Ferrari, of which 450,825 Common Shares held of record by him, 8,300,000 Common Shares held of record by 10259209 Canada Inc., and 282,715 Common Shares held of record by JF1 2020 Limited Liability Company (formerly 12187388 Canada Inc.). Mr. Ferrari exercises control over the Common Shares held by 10259209 Canada Inc. and JF1 2020 Limited Liability Company.

(3) Neil Cuggy is the President and Chief Operating Officer of the Company.

(4) Beneficially owned by Neil Cuggy, of which 455,344 Common Shares held of record by him, 8,300,000 Common Shares held of record by 10259136 Canada Inc., and 282,715 Common Shares held of record by NJC1 Limited Liability Company (formerly 12187337 Canada Inc.). Mr. Cuggy exercises control over the Common Shares held by 10259136 Canada Inc. and NJC1 Limited Liability Company.

(5) Held by Phoenician Offshore Master Fund Ltd. Mr. Khabbaz, a member of the Board, exercises control over the Common Shares held by Phoenician Capital LLC.

BUSINESS TO BE TRANSACTED AT THE MEETING

The following items of business will be presented to the shareholders at the Meeting:

1. Presentation of the Audited Consolidated Financial Statements

The Audited Consolidated Financial Statements of the Company for the fiscal year ended September 2, 2023 (“**Fiscal 2023**” or “**FY 2023**”) and the auditor’s report thereon will be presented at the Meeting but will not be subject to a vote.

2. Election of Directors

Five (5) directors are to be elected to hold office until the close of the next annual meeting of shareholders or until their successor is elected or appointed. Each of the persons presented under “Proposed Nominees for Election as Directors” in this Management Proxy Circular is proposed to be nominated as a director of the Company and each nominee has agreed to serve as a director if elected.

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the election as directors of the five persons nominated in this Management Proxy Circular unless shareholders direct otherwise.

3. Appointment of Auditors

The Company’s board of directors (the “**Board of Directors**” or the “**Board**”) recommends that KPMG LLP, Chartered Professional Accountants, be appointed as the auditors of the Company (the “**Auditors**”) to hold office until the next annual meeting of shareholders or until their successors are appointed. KPMG LLP were first appointed as auditors to Goodfood Market Inc., the Company’s predecessor on March 18, 2017 and became the auditors of the Company effective following the close of Goodfood Market Inc.’s reverse take-over of Mira VII Acquisition Corp. on June 1, 2017 (the “**RTO**”).

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the appointment of KPMG LLP as auditors and to vote to authorize the directors to fix the remuneration of the auditors unless shareholders direct otherwise.

4. Unallocated Awards Resolution

Up to ten percent (10%) of the Common Shares issued and outstanding from time to time, including shares issued under any other security-based compensation agreement of the Company (including the Stock Option Plan and RSU Plan (*as defined below*)), may be issued pursuant to Options (*as defined below*) and awards under the Security-Based Compensation Plans (*as defined below*). The Security-Based Compensation Plans are considered as “evergreen plans” since (i) any increase in the Common Shares will result in an increase in the available number of Common Shares issuable pursuant to awards made under the Security-Based Compensation Plans and (ii) the Common Shares covered by awards granted under the Security-Based Compensation Plans which have exercised, expired, terminated or ceased to be exercisable shall become available for subsequent grants under the Security-Based Compensation Plans.

The rules of the Toronto Stock Exchange (the “TSX”) require that, every three years after institution, all unallocated options, rights or other entitlements under a security-based compensation arrangement that does not have a fixed maximum number of securities issuable, such as an evergreen plan, must be approved by shareholders. The Security-Based Compensation Plans do not have a fixed maximum aggregate of securities issuable thereunder.

As at December 1, 2023, awards to acquire 3,031,895 Common Shares issued under the Stock Option Plan (4% of the number of Common Shares outstanding) were outstanding, and awards to acquire 1,618,770 Common Shares (2% of the number of Common Shares outstanding) remained available for grant under the RSU Plan. As of December 1, 2023, 3,041,995 Common Shares (4% of the number of Common Shares outstanding) remained available for grant, in aggregate, under the Security-Based Compensation Plans. Accordingly, at the Meeting, shareholders will be asked to consider and, if deemed advisable, ratify and approve such unallocated awards. See “Executive Compensation – Stock Option Plan” and “Executive Compensation – RSU Plan” herein for a more detailed description of each of the Security-Based Compensation Plans.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, pass an ordinary resolution in the form annexed as Annex C to this Management Proxy Circular (the “**Unallocated Awards Resolution**”), approving and authorizing the unallocated awards pursuant to the Security-Based Compensation Plans. **To be adopted, the Unallocated Awards Resolution must be approved by a majority of the votes cast by the shareholders attending the Meeting or represented by proxy. The Board has determined that the Unallocated Awards Resolution is in the best interests of the Company and unanimously recommends that shareholders vote “FOR” the Unallocated Awards Resolution.**

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the confirmation and approval of the Unallocated Awards Resolution, the whole as set forth in the resolution annexed as Annex C to this Management Proxy Circular unless shareholders direct otherwise.

If approval of the unallocated awards is obtained at the Meeting, the Company will not be required to seek further approval of the unallocated awards under the Security-Based Compensation Plans until the Company’s annual and special meeting of shareholders in January 2027. Whether or not the Unallocated Awards Resolution is approved, all awards currently outstanding under the Security-Based Compensation Plans will remain in effect in accordance with their terms.

If the resolution is not passed at the Meeting, the remaining unallocated awards outstanding as of the date of the Meeting will be cancelled and the Company will not be permitted to grant further awards under the Security-Based Compensation Plans until such time as the required shareholder approval may be obtained in the future. In addition, any awards which subsequently are cancelled, expire or terminate will not be available for re-granting under the Security-Based Compensation Plans.

5. Amendment to the articles of the Company with respect to the Company’s application for a B Corp certification

The Company is currently pursuing certification as a “Certified B Corporation” (the “**B Corp Certification**”), a certification granted by B Lab, Inc., an independent non-profit organization. B Corporations are required to adhere to certain standards of social and environmental performance, accountability and transparency. In order to obtain the B Corp Certification, the Company must integrate commitments to stakeholders into company governing documents. Certified B Corporations are required to consider the impact of their decisions on various stakeholders. A company may make this legal change, notably, by amending its articles to include the following statements, in accordance with the requirements of B Lab, Inc. (the “**Stakeholder Articles**”):

1. “The purpose of the Goodfood Market Corp. (the “**Company**”) shall include, but is not in any way limited to or restricted by, the creation of a positive impact on society and the environment, taken as a whole, from the business and operations of the Company, which impact is material in view of the size and nature of the Company’s business.
2. The board of directors of the Company (the “**Directors**” or a “**Director**”) shall, when deciding what is in the best interests of the Company, consider the short-term and the long-term interests of the Company and the interests of the Company’s shareholders, employees, suppliers, creditors and consumers, as well as the government, the environment, and the community and society in which the Company operates (the “**Stakeholders**”), to inform their decisions.
3. In discharging his or her duties, and in determining what is in the best interests of the Company, each Director shall consider all of the Stakeholders but shall not be required to regard the interests of any particular Stakeholder as determinative.
4. Nothing contained herein express or implied, is intended to create or shall create or grant any right in or for any person other than a shareholder or any cause of action by or for any person other than a shareholder.
5. Notwithstanding the foregoing, any Director is entitled to rely upon the definition of “best interests” as set forth above in enforcing his or her rights hereunder, and under federal or provincial law and such reliance shall not, absent another breach, be construed as a breach of a Director’s fiduciary duty of care, even in the context of a change in control transaction where, as a result of weighing other Stakeholders’ interests, a Director determines to accept an offer, between two competing offers, with a lower price per share.”

At the Meeting, the shareholders will be asked to consider, and, if deemed advisable, to approve, a special resolution (the full text of which is set forth in **Annex D**) amending the Company’s articles to integrate the Stakeholder Articles (the “**B Corporation Resolution**”). **To be adopted, the B Corporation Resolution, must be approved by special majority of not less than two-thirds (2/3) of the votes cast by the shareholders attending the Meeting or represented by proxy of the votes cast by the shareholders attending the Meeting or represented by proxy. The Board has determined that the B Corporation Resolution is in the best interests of the**

Company and unanimously recommends that shareholders vote “FOR” the B Corporation Resolution.

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the confirmation and approval of the B Corporation Resolution, the whole as set forth in the resolution annexed as Annex D to this Management Proxy Circular unless shareholders direct otherwise.

The Board reserves the right to not proceed with the amendment of the articles of the Company in accordance with the B Corporation Resolution in the event that the Board determines, in light of subsequent developments or otherwise, that to do so is not in the best interests of the Company and the shareholders.

6. Other Business to be Transacted at the Meeting

Management of the Company is not aware of any matter to be submitted at the Meeting other than the matters set forth in the Notice of Meeting.

PROPOSED NOMINEES FOR ELECTION AS DIRECTORS


Information on Proposed Nominees

The persons whose names are printed in the proxy form intend to vote FOR the election as directors of each of the proposed nominees set forth below. Each such candidate was proposed based on the recommendation of the Governance, Human Resources and Compensation Committee (the “**GHRC Committee**”) and for election as a director. Each director elected will hold office until the next annual meeting of shareholders or until that director’s successor is duly elected or appointed, unless the office is earlier vacated.

The Company has adopted a majority voting policy for its Board of Directors nominees in compliance with TSX rules. However, this policy has been automatically repealed as of August 31, 2022 when new provisions of the *Canada Business Corporations Act* (“**CBCA**”) introducing a statutory voting requirement for uncontested director elections came into effect. Under the CBCA amendments, shareholders are allowed to vote “for” or “against” (as opposed to “for” and “withhold”) nominees for the Board of Directors. If a nominee does not receive a majority of the votes cast for their election, the nominee will not be elected and the Board of Directors position will remain open or, if in the case of incumbent directors (which comprise all of the Company’s nominees for the Board of Directors at the Meeting), such director may continue in office until the earlier of (i) the 90th day after the election, or (ii) the day on which his or her successor is appointed or elected.

The tables below identify each of the proposed nominees; their principal occupation; their province or state, and country of residence; their age; the year when the person first became a director of the Company; whether the candidate has been determined by the Board of Directors to be independent of, or related to, the Company; their Board of Directors and Committee memberships and attendance record; other public company board memberships; the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, the

number of stock options of the Company (the “**Options**”), restricted share units of the Company (“**RSUs**”) and debentures held by such individual, with all such securities ownership information provided by each of the candidates as at December 1, 2023; and whether the candidate complies with the Company’s share ownership guidelines.

JONATHAN FERRARI							
		Mr. Ferrari is Co-Founder and Chief Executive Officer of Goodfood. After graduating with honors from McGill University, Mr. Ferrari joined RBC’s investment banking team in Montréal in 2010, advising retailers on mergers and acquisitions, capital raises and strategic partnerships. He co-founded MTL Capital LLC in 2013, a privately held entrepreneurial investment firm and in 2014 he co-founded Goodfood. In 2017, Mr. Ferrari was named one of Canada’s Top 40 Under 40. This national award celebrates the exceptional achievements of Canadians in leadership, innovation and community involvement. In 2018, Mr. Ferrari was named EY young entrepreneur of the year. Mr. Ferrari is a Montréal native.					
Québec, Canada Age: 35 Director since: 2017 2023 votes for: 98.736% Not Independent		Board/Committee Membership		Attendance Record for Fiscal 2023		Other Public Company Board Memberships	
		Board of Directors (Chair)		6 of 6		100%	
Securities Held							
As at	Common Shares	2025 Debentures	2027 Debentures	2028 Debentures	RSUs	Total Market Value of Securities	Meets Share Ownership Target
Dec. 1, 2023	9,033,540 ⁽¹⁾	–	–	\$200,000 ⁽²⁾	139,814 ⁽³⁾	\$3,227,207	Yes
Options Held							
Date Granted	Number (#)	Exercise Price (\$)		Total Unexercised (#)			
June 1, 2017	50,000	\$2.00		–			
August 23, 2017	128,205	\$1.56		8,010			
September 1, 2018	500,000	\$2.55		166,656			
September 29, 2020 ⁽⁴⁾	87,560	\$8.26		–			
November 18, 2021 ⁽⁴⁾	248,566	\$5.30		–			
December 5, 2022	74,140	\$0.50		74,140			
April 13, 2023	264,823	\$0.59		264,823			

⁽¹⁾ Beneficially owned by Jonathan Ferrari, of which 450,825 Common Shares held of record by him, 8,300,000 Common Shares held of record by 10259209 Canada Inc., and 282,715 Common Shares held of record by JF1 2020 Limited Liability Company (formerly 12187388 Canada Inc.). Mr. Ferrari exercises control over the Common Shares held by 10259209 Canada Inc. and JF1 2020 Limited Liability Company.

⁽²⁾ \$200,000 principal amount of 2028 Debentures held by JF1 2020 Limited Liability Company.

⁽³⁾ The amount of short-term incentive compensation for Jonathan Ferrari in respect of Fiscal 2023 has been determined to be \$233,986. Mr. Ferrari has elected to receive \$133,986 of his short-term incentive compensation in RSUs to be issued and which will vest over a one (1) year period with the remaining balance of \$100,000 in cash.

⁽⁴⁾ In the fall of 2023, 336,126 Options held by Mr. Ferrari were voluntarily forfeited and cancelled.

NEIL CUGGY



Mr. Cuggy is Co-Founder, President and Chief Operating Officer of Goodfood. Mr. Cuggy's previous experience includes co-founding in 2013 and leading an entrepreneurial investment firm called MTL Capital LLC, a privately held entrepreneurial investment firm, and in 2014, he co-founded Goodfood. Before founding MTL Capital and Goodfood, Mr. Cuggy worked in the Investment Banking division of RBC Capital Markets from 2010 to 2012 where he worked on multiple mergers and acquisitions, equity financings and debt financings. He is a Montréal native who comes from a long line of entrepreneurs. In 2018, Mr. Cuggy was named EY young entrepreneur of the year and he graduated first class honours with distinction from McGill University where he received a Bachelor of Commerce degree in Investment Management.

Québec, Canada Age: 35 Director since: 2017 2023 votes for: 98.743% Not Independent	Board/Committee Membership	Attendance Record for Fiscal 2023		Other Public Company Board Memberships
	Board of Directors	6 of 6	100%	–

Securities Held							
As at	Common Shares	2025 Debentures	2027 Debentures	2028 Debentures	RSUs	Total Market Value of Securities	Meets Share Ownership Target
Dec. 1, 2023	9,038,059 ⁽¹⁾	–	–	\$200,000 ⁽²⁾	139,814 ⁽³⁾	\$3,228,698	Yes

Options Held			
Date Granted	Number (#)	Exercise Price (\$)	Total Unexercised (#)
June 1, 2017	50,000	\$2.00	–
August 23, 2017	128,205	\$1.56	8,010
September 1, 2018	500,000	\$2.55	166,656
September 29, 2020 ⁽⁴⁾	87,560	\$8.26	–
November 18, 2021 ⁽⁴⁾	248,566	\$5.30	–
December 5, 2022	74,140	\$0.50	74,140
April 13, 2023	264,823	\$0.59	264,823

⁽¹⁾ Beneficially owned by Neil Cuggy, of which 455,344 Common Shares held of record by him, 8,300,000 Common Shares held of record by 10259136 Canada Inc., and 282,715 Common Shares held of record by NJC1 Limited Liability Company (formerly 12187337 Canada Inc.). Mr. Cuggy exercises control over the Common Shares held by 10259136 Canada Inc. and NJC1 Limited Liability Company.

⁽²⁾ \$200,000 principal amount of 2028 Debentures held by NJC1 Limited Liability Company.

⁽³⁾ The amount of short-term incentive compensation for Neil Cuggy in respect of Fiscal 2023 has been determined to be \$233,986. Mr. Cuggy has elected to receive \$133,986 of his short-term incentive compensation in RSUs to be issued and which will vest over a one (1) year period with the remaining balance of \$100,000 in cash.

⁽⁴⁾ In the fall of 2023, 336,126 Options held by Mr. Cuggy were voluntarily forfeited and cancelled.

DONALD OLDS



Mr. Olds currently serves as Lead Director at Goodfood, Chair of the Audit Committee, and a member of the GHRC Committee. He is also a member of Goodfood's GHRC Committee. From January 2017 to May 2019, Mr. Olds was President and Chief Executive Officer of the NEOMED Institute, prior to which he was the Chief Operating Officer of Telesta Therapeutics Inc., a TSX-listed biotechnology company from 2014 to 2016. In October 2016, he led the process that resulted in the successful sale of Telesta. Prior to Telesta, he was President and Chief Executive Officer of Presagia Corp., a private software development company from 2011 to 2013. Before joining Presagia, he worked for 9 years as Chief Financial Officer and Chief Operating Officer of Aegera Therapeutics. Prior to Aegera, Mr. Olds was Chief Financial Officer of Mediatrix Telecom from 2000 to 2002 and led the technology investment banking practice of TD Securities in Québec from 1997 to 2002. Currently, Mr. Olds also serves as Lead Director and Chair of the Audit Committee of Cannara Biotech Inc. (TSXV: LOVE), Chairman of Aifred Health Inc. (private), Director of Presagia Corp. (private), Director and Chair of the Audit Committee at Response Pharmaceuticals (Private) and Director and Chair of the Audit Committee of Agrinam Acquisition Corporation (TSX: AGRIV). He holds an MBA (Finance & Strategy) and M.Sc. (Renewable Resources) from McGill University.

Québec, Canada Age: 63 Director since: 2017 2023 votes for: 99.152% Independent	Board/Committee Membership	Attendance Record for Fiscal 2023		Other Public Company Board Memberships
	Board of Directors (Lead Director)	6 of 6	100%	Agrinam Acquisition Corporation Cannara Biotech Inc.
	Audit Committee	4 of 4	100%	
	GHRC Committee	4 of 4	100%	

Securities Held

As at	Common Shares	2025 Debentures	2027 Debentures	2028 Debentures	RSUs	Total Market Value of Securities	Meets Share Ownership Target
Dec. 1, 2023	77,453 ⁽¹⁾	\$83,000 ⁽²⁾	\$40,000	\$25,000	42,460	\$70,668	Yes

Options Held

Date Granted	Number (#)	Exercise Price (\$)	Total Unexercised (#)
August 23, 2017	25,000	\$1.56	5,000
September 1, 2018	25,000	\$2.55	25,000
September 17, 2019	25,000	\$2.97	25,000
September 29, 2020 ⁽³⁾	9,729	\$8.26	–
November 18, 2021 ⁽³⁾	17,145	\$5.30	–
December 5, 2022	75,664	\$0.50	75,664

⁽¹⁾ 67,218 Common Shares held beneficially and of record by Donald Olds, 9,795 Common Shares held beneficially and of record by Ofra Aslan, and 440 Common Shares held beneficially and of record by Simone Aslan.

⁽²⁾ \$58,000 principal amount of 2025 Debentures held beneficially and of record by Donald Olds and \$25,000 principal amount of 2025 Debentures held beneficially and of record by Joyce Olds.

⁽³⁾ In the fall of 2023, 26,874 Options held by Mr. Olds were voluntarily forfeited and cancelled.

TERRY YANOFSKY



Ms. Yanofsky currently serves as a member of Goodfood's Board of Directors and the Audit Committee, as well as Chair of the GHRC Committee. Ms. Yanofsky has extensive experience working with international retailers and is respected for her strategic leadership and disciplined approach to driving revenue. Ms. Yanofsky also serves as a board member for Reitmans (Canada) Limited (TSXV: RET) (TSXV: RET-A) where she chairs the Strategic Planning Committee, Canopy Growth Corporation (TSX: WEED) (NASDAQ: CGC) where she acts as the Chair of the Corporate Governance and Nomination Committee as well as a member of the Audit Committee and Purolator Inc. (private) where she acts as Chair of the Human Resources and Compensation Committee and serves on the Environmental, Social and Governance Committee. Ms. Yanofsky recently served as the Senior Vice-President, General Manager of Sephora Canada. Prior to joining Sephora, Ms. Yanofsky worked at L Brands where she was General Manager for Bath & Body Works Canada and brings over 30 years of experience working with rapidly growing big-name global retailers.

Québec, Canada Age: 66 Director since: 2019 2023 votes for: 98.755% Independent	Board/Committee Membership		Attendance Record for Fiscal 2023		Other Public Company Board Memberships
	Board of Directors		6 of 6	100%	Reitmans (Canada) Limited Canopy Growth Corporation
	Audit Committee		4 of 4	100%	
	GHRC Committee (Chair)		4 of 4	100%	

Securities Held

As at	Common Shares	2025 Debentures	2027 Debentures	2028 Debentures	RSUs	Total Market Value of Securities	Meets Share Ownership Target
Dec. 1, 2023	7,518	–	\$25,000	–	42,460	\$17,455	Yes

Options Held

Date Granted	Number (#)	Exercise Price (\$)	Total Unexercised (#)
July 12, 2019	25,000	\$3.00	25,000
September 29, 2020 ⁽³⁾	9,729	\$8.26	–
November 18, 2021 ⁽³⁾	17,145	\$5.30	–
December 5, 2022	75,664	\$0.50	75,664

⁽¹⁾ In the fall of 2023, 26,874 Options held by Ms. Yanofsky were voluntarily forfeited and cancelled.

JOHN KHABBAZ



Mr. Khabbaz is a director, a member of the GHRC Committee as well as the Audit Committee of Goodfood. John Khabbaz is the Managing Partner and Chief Investment Officer of Phoenician Capital, an investment management firm headquartered in New York City. Phoenician's mission is to invest in high-quality businesses built on foundations of strong unit economics and led by pioneering founders. Mr. Khabbaz earned his undergraduate degree from McGill University and then attended Columbia University, where he received his MBA.

New York, United States of America Age: 51 Director since: 2023 2023 votes for: 99.791% Independent	Board/Committee Membership		Attendance Record for Fiscal 2024		Other Public Company Board Memberships		
	Board of Directors		6 of 6	100%	-		
	Audit Committee		4 of 4	100%			
	GHRC Committee		4 of 4	100%			
Securities Held							
As at	Common Shares	2025 Debentures	2027 Debentures	2028 Debentures	RSUs	Total Market Value of Securities	Meets Share Ownership Target
Dec. 1, 2023	9,768,400 ⁽¹⁾	-	-	\$2,000,000 ⁽²⁾	-	\$5,223,572	Yes
Options Held							
Date Granted		Number (#)	Exercise Price (\$)		Total Unexercised (#)		
-		-	-		-		

⁽¹⁾ 9,768,400 Common Shares held by Phoenician Offshore Master Fund Ltd. Mr. Khabbaz exercises control over the Common Shares held by Phoenician Capital LLC.

⁽²⁾ \$2,000,000 principal amount of 2028 Debentures held by Phoenician Offshore Master Fund Ltd. Mr. Khabbaz exercises control over the 2028 Debentures held by Phoenician Capital LLC.

Corporate Cease Trade Orders

None of the nominees for election is, as at the date of this Management Proxy Circular, or has been, within the ten years prior to the date of this Management Proxy Circular, a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity), was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case, for a period of more than 30 consecutive days.

Bankruptcies

Other than as set out below, no nominees for election to the Board of Directors is, as at the date of this Management Proxy Circular, or has been, within the ten years prior to the date of this Management Proxy Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Terry Yanofsky has been a director of Reitmans (Canada) Limited (“**Reitmans**”), a Canadian based retailer listed on the TSX, since August 2019. On May 19, 2020, Reitmans obtained an initial order from the Superior Court of Québec to seek protection from its creditors under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”). On September 28, 2021, the Superior Court of Québec issued an extension of the stay of proceedings pursuant to the CCAA until January 28, 2022. On January 4, 2022, Reitmans obtained a sanction order from the Superior Court of Québec for the company’s plan of arrangement under the CCAA. Under the plan of arrangement, Reitmans distributed an aggregate amount of \$95 million (the “**Reitmans Settlement Amount**”) to its creditors in full and final settlement of all claims affected by the Plan of Arrangement, including an initial payment of up to \$20,000 per claim plus, if applicable, a pro rata distribution of the remaining balance of the Reitmans Settlement Amount.

None of the nominees for election to the Board of Directors has, within the ten years prior to the date of this Management Proxy Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such director’s assets.

Penalties or Sanctions

None of the nominees for election to the Board of Directors has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

EXECUTIVE COMPENSATION

The following section describes the significant elements of Goodfood’s executive compensation program, with particular emphasis on the process for determining compensation payable to its executive officers whose total compensation was, individually, more than \$150,000 (collectively, the “**Named Executive Officers**” or “**NEOs**”).

The following persons were NEOs of Goodfood during Fiscal 2023, with one person being an NEO for part of the year, as indicated:

- Jonathan Ferrari, Chair and Chief Executive Officer;
- Neil Cuggy, President and Chief Operating Officer;
- Roslane Aouameur, Chief Financial Officer, effective March 31, 2023;
- Jennifer Stahlke, Executive Vice-President, Marketing & Member Happiness (“**EVP Marketing & Member Happiness**”);
- Bipasha Chiu, Chief Technology Officer; and
- Jonathan Roiter, former Chief Financial Officer who ceased to hold such position effective March 31, 2023.

Overview and GHRC Committee

The GHRC Committee is currently comprised of Terry Yanofsky, Donald Olds and John Khabbaz, all of whom are independent within the meaning of National Instrument 58-101 - Disclosure of Corporate Governance Practices (“**NI 58-101**”). Ms. Yanofsky is the chair of the GHRC Committee.

All members of the GHRC Committee have a working familiarity with corporate governance, human resources and compensation matters. For the skills and experience of each member and proposed member of the GHRC Committee relevant to the performance of his or her duties as a member of the GHRC Committee, see “Proposed Nominees for Election as Directors - Information on Proposed Nominees”.

The charter for the GHRC Committee sets out the GHRC Committee’s purpose and responsibilities with respect to executive compensation. Within the purview of its mandate, the GHRC Committee shall, amongst other things:

- consider and recommend for approval by the Board: (i) the appointment of the President, the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer and all other executive officers of the Company (the “**Executive Officers**”); and (ii) a succession plan with respect to each Executive Officer, as may be required;

- review the Chief Executive Officer’s and President’s assessment of existing management resources and plans for ensuring that qualified personnel will be available as required for succession of each Executive Officer and to report on this matter to the Board of Directors;
- review and assess the performance of the Executive Officers against pre-set specific corporate and individual goals and objectives approved by the GHRC Committee;
- review the annual performance assessments of the Executive Officers and report annually to the Board of Directors on these assessments;
- oversee and recommend for approval by the Board of Directors the executive compensation principles, policies, programs, grants of equity-based incentives and processes based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company while rewarding the achievement of the Company’s short and long-term objectives, and to specifically consider and recommend annually or as required for approval by the independent directors of the Board of Directors all forms of compensation for the Executive Officers;
- review the compensation discussion and analysis and related executive compensation disclosure for inclusion in the Company’s public disclosure documents, in accordance with applicable rules and regulations;
- oversee the implementation and administration of benefit plans and review any proposed major changes in benefit plans and recommend for approval any change requiring Board of Directors action;
- review, monitor, report, and where appropriate, provide recommendations to the Board of Directors on the Company’s exposure to risks related to executive compensation policies and practices, if any, and identify compensation policies and practices that mitigate any such risk; and
- review periodically the Company’s policies with regards to disclosure, trading of securities, ethical, environmental and health and safety matters and taking steps to resolve issues of compliance with respect to the members of the Board of Directors and the Executive Officers.
- review, monitor, report, and where appropriate, provide recommendations to the Board of Directors on environmental, social and governance (“ESG”) policies and practices.

The GHRC Committee has the authority to engage outside counsel or other outside advisors as it deems appropriate to assist the GHRC Committee in the performance of its functions.

The Board of Directors, upon past recommendation of the GHRC Committee, adopt an approach based on the achievement of certain corporate and financial objectives.

The NEO compensation for Fiscal 2023 is summarized hereinafter under the subheading “Summary Compensation Tables”. The Compensation of the NEOs is based on the factors described hereinafter.

Compensation Discussion and Analysis

Compensation Objectives and Philosophy

Our executive compensation program is designed to attract, retain, motivate and reward the executive officers for their performance and contribution to Goodfood’s long-term success. The objective of the program is to focus Goodfood’s executive officers on the key business factors that affect shareholder value and to align their compensation with Goodfood’s business and financial objectives and the long-term interests of Goodfood’s shareholders.

Since Fiscal 2022, Goodfood’s bonus compensation structure includes a portion based on corporate objectives and a portion based on individual performance. The weighting factor of both components varies based on the level of the employees. Goodfood uses a level-based total compensation framework which included market-aligned salary progressions, bonus Long-Term Incentive Plan targets and maximums for salaried employees. The compensation framework is aligned with provincial benchmark information.

In Fiscal 2023, Goodfood revised its compensation framework with respect to Messrs. Ferrari and Cuggy’s short term incentives and bonuses. For both individuals, bonuses are calculated based on corporate and personal performance factors. Since Fiscal 2023, the corporate performance factor is based on a free cash flow metric (rather than an EBITDA metric), and accounts for 70% of the calculation, while the net sales targets metric accounts for 30% of the calculation. In addition, free cash flow must be positive for the full year or no bonus will be paid above the 100% target, and Adjusted EBITDA (as defined in the Company’s public disclosure documents) must be positive for a bonus to be payable. In addition, in the event that the targets are exceeded, the GHRC retains discretion to determine the appropriate payout above such amount. The personal performance factors are determined by management taking into account the role and level of each individual.

For Fiscal 2024, the compensation structure remains substantially similar to that of Fiscal 2023.

Market Positioning and Benchmarking

For Fiscal 2023, the comparator group for considering the compensation of the NEOs consisted of the following companies:

- Aritzia Inc.
- MTY Food Group Inc.
- Medifast Inc.
- Aurora Cannabis Inc.
- Alithya Group Inc.
- Kinaxis Inc.
- Lightspeed Commerce Inc.
- Andrew Peller Limited
- Jamieson Wellness Inc.
- Zuora Inc.

For Fiscal 2024, the companies in the comparator group will consist of the same companies as for Fiscal 2023.

The performance goals and benchmarks for the NEOs compensation as established by the Board of Directors upon recommendation from the GHRC Committee for Fiscal 2023 are discussed below.

Elements of Compensation

The Company’s compensation program consists primarily of the following elements: base salary, short-term incentive and long-term incentive, as well as customary benefit programs.

Base Salary

Base salaries for NEOs are established based on the scope of their responsibilities, competencies and their prior relevant experience, taking into account compensation paid in the market for similar positions. Base salary is not contingent on short-term variation in operating performance, and therefore sustains individual performance and competency development.

Base salaries are reviewed annually and may be increased for merit reasons, based on the NEO’s success in meeting or exceeding corporate or individual objectives. Additionally, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope or breadth of an executive’s role or responsibilities, as well as for market competitiveness.

Short-Term Incentive

Compensation program for NEOs includes eligibility for annual cash bonuses or payment of annual bonus value (totally or partially) in long-term incentive (“LTI”) grants. Such grant may consist in RSU grants or a combination of RSU and Option grants, subject to the Board’s approval. The target amounts to which NEOs are entitled under the annual bonus plan are approved by the Board of Directors, upon recommendation of the GHRC Committee.

The following table summarizes the market positioning for each element of the Company’s compensation program and in aggregate on a total compensation basis:

Compensation Element	Performance Criteria	Performance Outcome
Base Salary	Individual contribution and competencies and prior relevant experience	Salary increase and position within the salary structure
Short-Term Incentive	The achievement of certain financial and operational objectives	Cash payment and/or LTI grants (i.e., RSU grants and/ or combination of RSU and Option grants), subject to the board’s approval. ⁽¹⁾
Long-Term Incentive	Time vesting and individual performance	Ultimate payout of grant and size of annual RSU and Option grants
Benefits	Not applicable	Not applicable

⁽¹⁾ When NEOs elect to receive payment of their bonus (totally or partially) in LTI grants, an additional 30% in value is added (“**Additional Value**”) to the total grant amount. Total amount of LTI grants will be fully vested on the first anniversary of the grant date, but the Additional Value shall be forfeited and automatically null and void if the NEO is terminated for cause by the Company or if the NEO resigned from the Company, before the vesting date.

For Fiscal 2023

The corporate factor was only partially met in FY 2023 and as such, only a portion of the corporate factor and the full portion of the personal factor bonuses were paid.

Jonathan Ferrari had the opportunity to earn a bonus of up to 134% of such NEO’s earned base salary. The Company’s Fiscal 2023 performance goals for Mr. Ferrari were based 70% upon the achievement of free cash flow and net sales targets metrics and 30% upon the achievement of other personal objectives.

Neil Cuggy had the opportunity to earn a bonus of up to 134% of such NEO’s earned base salary. The Company’s Fiscal 2023 performance goals for Mr. Cuggy were based 70% upon the achievement of free cash flow and net sales targets metrics and 30% upon the achievement of other personal objectives.

Roslane Aouameur had the opportunity to earn a bonus of up to 100% of such NEO’s earned base salary, 30% upon the achievement of certain personal objectives and 70% upon the achievement of free cash flow and net sales targets.

Jennifer Stahlke had the opportunity to earn a bonus of up to 100% of such NEO’s earned base salary, 35% upon the achievement of certain personal objectives and 65% upon the achievement of free cash flow and net sales targets.

Bipasha Chiu had the opportunity to earn a bonus of up to 100% of such NEO’s earned base salary, 30% upon the achievement of certain personal objectives and 70% upon the achievement of free cash flow and net sales targets.

Jonathan Roiter had the opportunity to earn a bonus of up to 100% of such NEO’s earned base salary, 35% upon the achievement of personal objectives and 65% upon the achievement of free cash flow and net sales targets.

For Fiscal 2024

The Board of Directors reviews the target percentage at the beginning of each fiscal year, it being understood that the value of such target percentage shall be at least equal to the value of the target percentage established for the previous fiscal year. For Fiscal 2024, the Board of Directors, upon recommendation of the GHRC Committee, approved each NEO’s short-term incentive eligibility as well as the associated performance goals.

For Fiscal 2024, Jonathan Ferrari and Neil Cuggy will each have the opportunity to earn a maximum bonus of up to 134% of their respective base salaries, whereas Roslane Aouameur, Jennifer Stahlke and Bipasha Chiu each have the opportunity to earn a maximum bonus of up to 100% of their base salaries, upon the achievement of objectives substantially similar to objectives for Fiscal 2023.

The Board of Directors maintains discretion at all times to grant discretionary bonuses or commissions, including in the context of acquisitions, to modify, amend or terminate short-term incentive plans at all times, and to deviate from the plans or grant individual exceptions.

Long-Term Incentive

Equity-based awards are a variable element of compensation that allows us to incentivize and retain our NEOs for their sustained contributions to the Company. Equity awards reward performance and continued employment by an NEO, with associated benefits to us of attracting and retaining employees. We believe that equity incentives provide NEOs with a strong link to long-term corporate performance and the creation of shareholder value. The GHRC Committee determines the grant size and terms to be recommended to the Board of Directors.

Benefits

The Company offers certain benefits to its office employees, including its NEOs, as part of a group insurance plan and through employer contributions under Goodfood's share purchase plan (the "**Share Purchase Plan**") under which Common Shares are acquired on behalf of such participants through normal market facilities. Under the Share Purchase Plan, eligible participants may contribute between 1% and 5% of their salaries (subject to a maximum of \$10,000 per year) and receive an employer contribution equal to 50% of any amounts so contributed by such participant. Certain benefits increase in proportion with salary and scope of responsibilities.

Perquisites

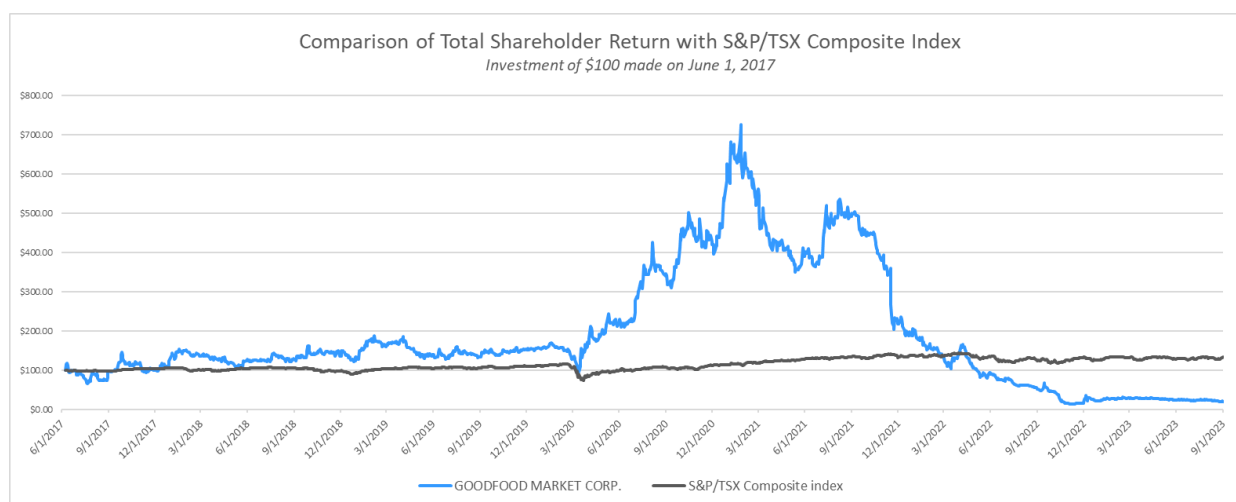
The Company offered a car allowance to each of Jonathan Ferrari, Neil Cuggy and Roslane Aouameur. Each of the NEOs also receives the reimbursement of certain business expenses reasonably incurred in the performance of their functions. Such amounts are nominal.

Compensation Risk Management

As part of the annual review of the Company's executive compensation, the Board and the GHRC Committee consider the implications of the risks associated with the Company's compensation policies and practices, including as to whether or not they could encourage an executive officer or an employee at a principal business unit or division to take inappropriate or excessive risks. For Fiscal 2024, the Board and GHRC Committee reviewed the executive compensation program and it remains substantially similar to Fiscal 2023 as described above. The Board and the GHRC Committee believe that the current compensation structure constitutes a well-balanced mix of base salary, short-term incentive and long-term incentive, applies maximums to short-term incentive payouts, and includes a combination of performance and time vesting for long-term incentive grants. Accordingly, the Board and the GHRC Committee have not, after consideration, identified any risk arising from the Company's compensation policies and practices that is reasonably likely to have a material adverse effect on the Company.

Performance Graph

The following performance graph shows the yearly change in the cumulative total return on the Company's Common Shares compared to the total cumulative return of the S&P/TSX Composite Total Return Index for the period between the closing of our RTO on June 1, 2017 to September 2, 2023, for an investment of \$100 made on June 1, 2017.



Cumulative Total Return (\$)	August 31, 2018	August 31, 2019	August 31, 2020	August 31, 2021	September 3, 2022	September 2, 2023
Goodfood Market Corp.	\$127.50	\$134.50	\$340.50	\$492.00	\$51.00	\$20.50
S&P TSX Composite Index	\$105.45	\$106.61	\$107.08	\$133.46	\$124.57	\$133.21

The Company determines executive compensation in accordance with the policies and procedures and based on the criteria described above. For Fiscal 2023, this was largely based upon the achievement of free cash flow and net sales targets. As such, executive compensation is not based on the total return of the Company's Common Shares relative to any particular stock index. The line graph above illustrates the increase in the market price of the Common Shares of Goodfood on the TSX by 153% in Fiscal 2020, 44% in Fiscal 2021, decrease of 90% in Fiscal 2022, and decrease of 60% in Fiscal 2023. The decrease of NEO compensation over the last two years is mainly attributable to decrease in short-term incentive payouts in relation to the achievement of the aforementioned performance objectives and the grant of awards as part of the Company's long-term incentive compensation arrangements, and as such, no meaningful conclusion can be drawn as to any direct link between the Company's compensation practices and the performance of the Company's stock index.

Security-Based Compensation Plans

The Company's stock option plan (the "**Stock Option Plan**") was established on September 24, 2015, was amended and restated upon closing of the RTO on June 1, 2017 and further amended on April 3, 2018, November 22, 2018, July 10, 2019, November 13, 2019 and November 16, 2021.

The Company's restricted share units plan (the "**RSU Plan**") was approved by the Board of Directors on September 29, 2020 and was further amended on November 16, 2021. Details of the Stock Option Plan and the RSU Plan (collectively referred to as the "**Security-Based Compensation Plans**") are described below.

The Security-Based Compensation Plans were implemented for the benefit of the employees, directors, officers and consultants of the Company and its affiliates, as applicable. The purpose of the Security-Based Compensation Plans is to provide additional incentives for continued and improved services with the Company. Our Board of Directors is responsible for administering the Security-Based Compensation Plans, and the GHRC Committee makes recommendations to the Board of Directors in respect of certain matters relating to the Security-Based Compensation Plans.

The Company does not currently provide financial assistance to the participants of any of the Security-Based Compensation Plans to assist them in exercising or settling awards and purchasing Common Shares of the Company. Additionally, the Security-Based Compensation Plans do not provide for the ability to transform awards into stock appreciation rights involving an issuance of securities from treasury.

The aggregate number of Common Shares currently reserved for issuance under the Security-Based Compensation Plans, together with any other security-based compensation arrangement which has been or may be implemented by the Company, shall not exceed ten percent (10%) of the issued and outstanding Common Shares; as calculated on the applicable grant date. All of the Common Shares covered by exercised, expired, cancelled or forfeited awards under the Security-Based Compensation Plans shall become available Common Shares for the purposes of awards that may be subsequently granted under the Security-Based Compensation Plans. As at September 2, 2023, there were 4,029,723 Options outstanding, representing 5.24% of the issued and outstanding Common Shares. As at September 2, 2023 there were 1,878,328 RSUs outstanding representing 2.44% of the issued and outstanding Common Shares. Accordingly, 1,779,176 Options and RSUs may be granted as at September 2, 2023, representing 2.31% of the issued and outstanding shares as of such date.

There is no maximum number of securities that any one person who is not an insider of the Company is entitled to receive under the Security-Based Compensation Plans. However, the number of Common Shares issuable to insiders of the Company, at any time, under the Security-Based Compensation Plans or any other security-based compensation arrangement which has been or may be implemented by the Company shall be 10% of the Company's total issued and outstanding Common Shares as at the applicable grant date. In addition, the number of Common Shares issued to insiders of the Company, within any one year period, under the Security-Based Compensation Plans or any other security-based compensation arrangement which has been or

may be implemented by the Company cannot exceed 10% of the Company's total issued and outstanding Common Shares.

The Security-Based Compensation Plans also provide that equitable adjustments, if any, will be made by the Board of Directors in connection with any reorganization, change in the number of issued and outstanding Common Shares of the Company by reason of stock dividend, stock split, reverse stock split, recapitalization, merger, consolidation, combination or exchange of shares or other similar corporate change, including the number of Common Shares to which a holder is entitled upon exercise or settlement of awards, as applicable, and, in the case of the Stock Option Plan, adjustments to the exercise price.

Awards granted under the Security-Based Compensation Plans are not assignable or transferable, except to the legal representative or estate of a participant who has become incapacitated or who has died in the case of Stock Option Plan.

The Security-Based Compensation Plans provide that in the event of, amongst other things: (i) any transaction pursuant to which (A) the Company goes out of existence, or (B) any person (other than the Company, an affiliate of the Company or an employee benefit plan of the Company) acquires the direct or indirect beneficial ownership of securities of the Company representing 50% or more of the aggregate voting power of all of the Company's then issued and outstanding securities; (ii) the sale of all or substantially all of the Company's assets to a person other than an affiliate of the Company; (iii) the dissolution or liquidation of the Company except in connection with the distribution of assets of the Company to an affiliate of the Company prior to such event; or (iv) the occurrence of a transaction requiring approval of the Company's shareholders involving the acquisition of the Company by an entity through purchase of assets, by amalgamation or otherwise (each such case being a "**change in control**" for the purposes of the Security-Based Compensation Plans), the Board of Directors, without limiting the generality of the foregoing, and without any action or consent required on the part of any participant, shall have the right to, (a) determine that the awards, in whole or in part and whether vested or unvested, shall remain in full force and effect in accordance with their terms after the change in control, (b) provide for the conversion or exchange of any or all awards into or for options, restricted share units, rights or other securities in the entity, as applicable, participating in or resulting from the change in control, (c) cancel any unvested award without payment of any kind to any participant, (d) accelerate the vesting of outstanding awards, (e) provide for outstanding awards to be purchased, (f) accelerate the date by which any or all awards, whether vested or unvested, must be exercised or settled, as applicable, (g) deem any or all awards, whether vested or unvested, to have been exercised or settled, as applicable, tender, on behalf of the participant, the underlying Common Shares that would have been issued pursuant to the exercise or settlement of such awards, as applicable, to any third party purchaser in connection with the change in control, and pay to the participant on behalf of such third party purchaser an amount per underlying Common Share equal to the positive difference between the change in control price of the Common Shares and the applicable Option exercise price or the value of the underlying Common Shares that the participant would have received on settlement of the RSU, as applicable, (h) cancel any or all outstanding awards and pay to the participant an amount per underlying Common Share equal to the positive difference between the change in control price of the Common Shares and the applicable Option exercise

price or the value of the underlying Common Shares that the participant would have received on settlement of the RSU, as applicable, or (i) take such other actions, and combinations of the foregoing actions or any other actions permitted under the Security-Based Compensation Plans, as it deems fair and reasonable under the circumstances. Without limiting the aforementioned rights of the Board of Directors in the event of a change of control under the Security-Based Compensation Plans, in the event of a change of control, where a participant continues in employment or in a position with the acquirer or other party in the transaction, 50% of the unvested awards held by a participant shall vest automatically in connection with the change of control with the remaining unvested awards held by the participant vesting automatically on the date that is the 12-month anniversary of the change of control. Notwithstanding the foregoing and for greater certainty, where: (i) following a change of control, the participant's employment or position is terminated other than for cause or the participant resigns for good reason within such twelve (12) month period, all unvested awards held by such participant shall become vested and exercisable or settled immediately, as applicable, and (ii) following a change of control, the participant resigns voluntarily or the participant resigns other than for good reason within such twelve (12) month period, the awards held by such participant shall be forfeited and cancelled automatically and be without any further force or effect. Where a participant does not continue in employment or in a position with the acquirer or other party in the change of control transaction, all unvested awards held by the participant shall vest automatically in connection with the change of control.

Stock Option Plan

The Stock Option Plan allows for the grant of Options to purchase Common Shares to directors, officers, employees and consultants of the Company and its affiliates. The Board of Directors, in its sole discretion, shall from time to time designate the directors, executive officers, employees or consultants to whom Options shall be granted, the number of Common Shares to be covered by each Option granted and the terms and conditions thereof.

Under the Stock Option Plan, the exercise price for each Common Share covered by an Option shall be established by the Board of Directors at the time of the grant, but shall not be less than the closing price of the Common Shares on the TSX on the trading day immediately preceding the date of the granting of the Option. Unless otherwise specified by the Board of Directors at the time of granting the Options, Options will vest in successive equal monthly periods over a period of up to four (4) years after they are granted, with the first twelve (12) periods vesting only on the first anniversary of the grant. However, the Board of Directors has the discretion to determine the vesting schedule of the Options and the Board shall have the full power and authority to accelerate the vesting or exercisability of all or any portion of any Option, including, without limiting the generality of the foregoing, in a change of control situation involving the Company.

Subject to any accelerated termination under the Stock Option Plan and unless otherwise determined by the Board of Directors at the time of the grant, each Option shall be exercisable until the eighth anniversary of the date on which it is granted. The Stock Option Plan provides that the exercise period shall automatically be extended if the date on which it is scheduled to terminate shall fall during a black-out period or within ten (10) business days after the last day of a blackout

period. In such cases, the extended exercise period shall terminate ten (10) business days after the last day of the black-out period.

The following table describes the impact of certain events upon the rights of holders of Options under the Stock Option Plan:

Event	Provisions (unless otherwise specified by the Board of Directors at the time of the grant)
Resignation or retirement	Forfeiture of all unvested Options. 30 days after termination to exercise vested Options.
Termination for cause	Forfeiture of all vested and unvested Options.
Termination other than for cause	Forfeiture of all unvested Options. 90 days after termination to exercise vested Options.
Death or permanent incapacity	Forfeiture of all unvested Options. 120 days after the date of death or permanent incapacity to exercise vested Options.
Change of control	<p>Unless otherwise stipulated in an Option agreement or by the TSX, the effect on unvested Options is subject to the discretion of the Board of Directors at the moment of the change of control, as described under the subheading “Security-Based Compensation Plans”.</p> <p>However, without limiting the discretion of the Board of Directors described above, 50% of the unvested Options held by a Stock Option Plan participant shall automatically vest upon a change a control with the remaining 50% of the unvested Options vesting on the twelve (12) month anniversary of a change of control, unless such participant (i) is terminated within the twelve (12) month period following the change of control, in which case all of their unvested Options will immediately vest and be exercisable, or (ii) voluntarily resigns or resigns for a reason other than for a good reason within twelve (12) month period of the change of control, in which case the Options held by such participant will be forfeited and cancelled automatically.</p> <p>The Board of Directors retains the discretion, to amongst other things, deem the exercise of any vested Options.</p>
Ceasing to be a director or officer (and does not continue as a full-time employee of the Company)	90 days after termination date to exercise vested Options. Forfeiture of all unvested Options.

Subject to the rules of the TSX, the Board of Directors may at any time or from time to time without shareholder approval alter, amend, vary, suspend, terminate or cancel the Stock Option Plan or amend any Options issued pursuant to the Stock Option Plan. Nonetheless, and subject to any additional requirements of the rules of the TSX, the following changes to the Stock Option Plan or the Options require the approval of the Company’s shareholders as well as the approval of the TSX:

- a reduction in the exercise price of an Option held by an insider of the Company;
- an extension of the term of an Option held by an insider of the Company;
- any amendment to remove or exceed the insider participation limits;

- an increase in the maximum number or percentage of Common Shares issuable pursuant to Options granted under the Stock Option Plan; and
- a change to the provisions regarding amendments to the Stock Option Plan.

The Board of Directors has the discretion to make amendments which it may deem necessary or desirable, without having to obtain shareholder approval. Such changes include, without limitation:

- minor changes of a “housekeeping nature”;
- amending options under the Stock Option Plan, including with respect to the option period (provided that the period during which an Option is exercisable does not exceed eight years from the date the Option is granted and that such Option is not held by an insider of the Company), vesting period, exercise method and frequency, subscription price (provided that such Option is not held by an insider of the Company) and method of determining the subscription price, assignability and effect of termination of a participant’s employment or cessation of the participant’s directorship;
- changing the class of participants eligible to participate under the Stock Option Plan;
- accelerating vesting or extending the expiration date of any Option (provided that such Option whose expiration date is being extended is not held by an insider of the Company), provided that the period during which an Option is exercisable does not exceed eight years from the date the Option is granted;
- changing the terms and conditions of any financial assistance which may be provided by the Company to participants to facilitate the purchase of Common Shares under the Stock Option Plan; and
- adding a cashless exercise feature, payable in cash or securities, whether or not providing for a full deduction of the number of underlying Common Shares from the Stock Option Plan reserve.

For the first three points above, the votes attached to shares held directly or indirectly by insiders benefiting directly or indirectly from the amendment are to be excluded. In addition, with respect to amendments that would disproportionately benefit one or more insiders over other holders of Options, the votes of shares held directly or indirectly by those insiders receiving the disproportionate benefit must be excluded.

In accordance with the Option Plan, where an Option is held by a participant whose service with the Company is terminated during a blackout period in circumstances where such options continue to be exercisable following termination, the period of time during which such options may be exercised shall be extended to the date that is ten (10) business days after the end of the relevant blackout period.

RSU Plan

The RSU Plan allows for the grant of RSUs to eligible full-time and part-time employees, and directors of the Company and its affiliates. The Board of Directors, in its sole discretion, shall from time to time designate the eligible employees and directors to whom RSUs shall be granted, the number of RSUs to be granted and the terms and conditions thereof.

Under the RSU Plan, each RSU entitles the participant to receive, at the Company's discretion, one Common Share (from treasury or acquired on the open market) or its cash equivalent to the five day volume weighted average price of the Common Shares underlying the RSUs in question on the TSX prior to the settlement date (the "**Market Value**"). Unless otherwise specified by the Board of Directors at the time of granting the RSUs, (i) one third of the amount of the RSUs granted will vest on the first anniversary of the RSU grant, (ii) one third of the amount of the RSUs granted will vest in the subsequent year with 8.25% of the RSU grant vesting every 90 days in such year, and (iii) the remaining one third of the RSUs granted will vest in the year that follows (and settled no later than December 31 of the third calendar year following the RSU grant date) with 8.25% of the RSU grant vesting every 90 days in such year. In the event that a participant's vesting date falls within a blackout period applicable to such participant, then the participant's vesting date shall be extended to the close of business on the second (2nd) business day following the expiration of the blackout period.

The Board of Directors has the discretion to determine any and all conditions to the vesting of any RSUs granted, which vesting conditions may be based on either or both of time and performance criteria. The Board of Directors may also elect to credit a participant with additional RSUs as a bonus for services rendered in the calendar year containing a payment date for cash dividends paid on Common Shares. In such a case, the number of additional RSUs so credited shall be equal to the aggregate amount of dividends that would have been paid to the participant if the RSUs in the participant's account as of the record date for payment of such dividends had been Common Shares divided by the Market Value of a Common Share on the payment date for cash dividends.

Subject to certain exceptions, RSUs expire on the date specified in the applicable RSU grant letter as the date on which the RSU will be terminated and cancelled.

RSUs may, at the sole discretion of the Company, be settled once vested (i) by delivering Common Shares issued from treasury, (ii) by delivering Common Shares acquired in the open market, or (iii) by making a cash payment equal to the five day volume weighted average price of the Common Shares underlying the RSUs in question on the TSX prior to the settlement date.

The following table describes the impact of certain events upon the rights of holders of RSUs under the RSU Plan:

Event	Provisions (unless otherwise specified by the Board of Directors at the time of the grant)
Resignation	Forfeiture of all unvested RSUs. 90 days after termination to settle vested RSUs.
Termination for cause	Forfeiture of all vested and unvested RSUs.

Termination other than for cause	Forfeiture of all unvested RSUs. 90 days after termination to settle vested RSUs.
Retirement, death or permanent incapacity	Pro-rated vesting of unvested RSUs outstanding at the date of resignation, death or permanent incapacity. 90 days after the date of resignation, death or permanent incapacity to settle vested RSUs.
Change of control	Unless otherwise stipulated in an RSU agreement or by the TSX, the effect on unvested RSUs is subject to the discretion of the Board of Directors at the moment of the change of control, as described under the subheading “Security-Based Compensation Plans”. However, without limiting the discretion of the Board of Directors described above, 50% of the unvested RSUs held by a RSU Plan participant shall automatically vest upon a change a control with the remaining 50% of the unvested RSUs vesting on the twelve (12) month anniversary of a change of control, unless such participant (i) is terminated within the twelve (12) month period following the change of control, in which case all of their unvested RSUs will immediately vest and shall be settled, or (ii) voluntarily resigns or resigns for a reason other than for a good reason within twelve (12) month period of the change of control, in which case the RSUs held by such participant will be forfeited and cancelled automatically. The Board of Directors retains the discretion, to amongst other things, deem the settlement of any vested RSUs.
Ceasing to be a director	90 days after termination date to settle vested RSUs. Forfeiture of all unvested RSUs.

The Board of Directors may at any time or from time to time without shareholder approval suspend or discontinue the RSU Plan. The Board of Directors may, subject to receipt of requisite regulatory and shareholder approval, make the following amendments to the RSU Plan:

- an amendment to the number of securities under the RSU Plan;
- a change to the definition of participant under the RSU Plan which would have the potential of narrowing, broadening or increasing insider participation;
- any amendment to the non-employee director participation limits;
- a change that would permit an RSU to be assigned or transferred, other than for normal estate settlement purposes; and
- a change to the provisions regarding amendments to the RSU Plan.

The Board of Directors has the discretion to make all other amendments which it may deem necessary or desirable, subject to receipt of requisite regulatory approval only, where required. Such changes include, without limitation:

- any amendment of a “housekeeping nature”;
- an addition or change to the vesting provisions of a RSU or the RSU Plan;

- a change to the termination provisions of a RSU or the RSU Plan;
- any amendment to reflect changes to applicable securities laws; and
- any amendment to ensure that the RSUs granted under the RSU Plan will comply with provisions respecting income tax.

For the third point above, the votes attached to shares held directly or indirectly by insiders benefiting directly or indirectly from the amendment are to be excluded. In addition, with respect to amendments that would disproportionately benefit one or more insiders over other holders of RSUs, the votes of shares held directly or indirectly by those insiders receiving the disproportionate benefit must be excluded.

In accordance with the RSU Plan, in the event that a participant’s vesting date falls within a blackout period applicable to such participant, then the participant’s vesting date shall be extended to the close of business on the second (2nd) business day following the expiration of the blackout period, which period accords with the blackout provisions of the Company’s Trading Policy.

Annual Burn Rate

In accordance with the requirements of Section 613 of the TSX Company Manual, the following table sets out the annual burn rate of the Options and RSUs granted under the Security-Based Compensation Plans for the three most recently completed financial years. The burn rate is calculated by dividing the number of Options or RSUs, as applicable, granted under the Security-Based Compensation Plans during the relevant fiscal year by the weighted average number of Common Shares outstanding for the applicable fiscal year.

Annual Burn Rate of the Security-Based Compensation Plans			
	2021	2022	2023
Stock Option Plan	0.92%	1.30%	2.43%
RSU Plan	1.00%	3.54%	2.70%

Summary Compensation Tables

The following table sets out information concerning NEO compensation for three (3) most recently completed financial years.

Name and Principal Position	Fiscal Year	Salary (\$)	RSU-Based Awards (\$)	Option-Based Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Jonathan Ferrari, Chair and Chief Executive Officer ⁽⁴⁾	2021	450,000	337,500	337,500	391,950 ⁽²⁾	–	–	–	1,516,950
	2022	450,000	450,000 ⁽³⁾	450,000 ⁽³⁾	37,186 ⁽³⁾	–	–	–	1,387,186
	2023	450,000	80,840 ⁽⁵⁾	92,688 ⁽⁵⁾	233,986 ⁽⁵⁾⁽⁶⁾	–	–	–	857,514
Neil Cuggy, President and Chief Operating Officer ⁽⁹⁾	2021	450,000	337,500	337,500	391,950 ⁽⁷⁾	–	–	–	1,516,950
	2022	450,000	450,000 ⁽⁸⁾	450,000 ⁽⁸⁾	37,186 ⁽⁸⁾	–	–	–	1,387,186
	2023	450,000	80,840 ⁽¹⁰⁾	92,688 ⁽¹⁰⁾	233,986 ⁽¹⁰⁾⁽¹¹⁾	–	–	–	857,514
Roslane Auameur, Chief Financial Officer ⁽¹²⁾	2021	–	–	–	–	–	–	–	–
	2022	–	–	–	–	–	–	–	–
	2023	260,915 ⁽¹³⁾	89,062 ⁽¹⁴⁾	96,250 ⁽¹⁴⁾	124,447	–	–	–	570,674
Jennifer Stahlke, EVP Marketing & Member Happiness	2021	232,885	–	–	116,450	–	–	–	349,335
	2022	265,000	344,512 ⁽¹⁵⁾	79,500 ⁽¹⁵⁾	34,781	–	–	–	723,793
	2023	265,000	36,115 ⁽¹⁶⁾	42,107 ⁽¹⁶⁾	92,331	–	–	–	435,553
Bipasha Chiu, Chief Technology Officer ⁽¹⁷⁾	2021	–	–	–	–	–	–	–	–
	2022	276,923 ⁽¹⁸⁾	262,510 ⁽¹⁹⁾	262,510 ⁽¹⁹⁾	31,154	–	–	–	833,097
	2023	300,000	40,885 ⁽²⁰⁾	47,668 ⁽²⁰⁾	101,028	–	–	–	489,581
Jonathan Roiter, former Chief Financial Officer ⁽²⁴⁾	2021	107,308 ⁽²¹⁾	750,000	750,000	88,556 ⁽²²⁾	–	–	–	1,695,864
	2022	450,000	201,275 ⁽²³⁾	201,275 ⁽²³⁾	50,625	–	–	–	903,175
	2023	273,773 ⁽²⁵⁾	61,328	71,502	–	–	–	–	406,603

⁽¹⁾ Represents the grant-date fair value of option-based awards granted to the NEOs determined using the Black-Sholes method in accordance with IFRS 2 Share-Based Payment.

⁽²⁾ Jonathan Ferrari elected to receive his short-term incentive compensation for Fiscal 2021 (totaling \$301,500) in RSUs and Options grants vesting over a one year period. As described in the Short-term Incentive Section, an additional value (totaling \$90,450) was added to the grant. The total amount granted in LTIs was \$391,950; namely \$195,975 granted in RSUs (representing 34,444 RSUs) and \$195,975 granted in Options (representing 77,116 Options).

⁽³⁾ Jonathan Ferrari received an annual long-term incentive grant for Fiscal 2022 (totalling \$900,000), representing 79,090 RSUs and 171,450 Options, with the Options vesting 1/3 over a one (1) year period and 1/36 monthly over the following 2 years, and the RSUs vesting 1/3 on the first anniversary date and 1/12 vesting every 90 days over the following 2 years. In addition, Mr. Ferrari elected to receive his short-term incentive compensation for Fiscal 2022 (totalling \$37,186), in RSUs and Options grants vesting over a one year period.

⁽⁴⁾ In the fall of 2023, 336,126 Options held by Mr. Ferrari were voluntarily forfeited and cancelled.

- (5) Jonathan Ferrari received an annual long-term incentive grant in Fiscal 2023 (totalling \$173,528), representing 139,381 RSUs and 264,823 Options, with the Options vesting 1/3 at the first anniversary of the grant date and 1/36 monthly over the following two years, and the RSUs vesting up to 1/3 at each anniversary date with each 1/3 of the RSUs vesting in proportion to the percentage of completion of the corporate objective established for the purposes of the short term incentive grant for that year in question.
- (6) The amount of short-term incentive compensation for Jonathan Ferrari in respect of Fiscal 2023 has been determined to be \$233,986. Mr. Ferrari has elected to receive \$133,986 of his short-term incentive compensation in RSUs to be issued and which will vest over a one (1) year period with the remaining balance of \$100,000 in cash.
- (7) Neil Cuggy elected to receive his short-term incentive compensation for Fiscal 2021 (totaling \$301,500) in RSUs and Options grants vesting over a one year period. As described in the Short-Term Incentive Section, an additional value (totaling \$90,450) was added to the grant. The total amount granted in LTIs was \$391,950; namely \$195,975 granted in RSUs (representing 34,444 RSUs) and \$195,975 granted in Options (representing 77,116 Options).
- (8) Neil Cuggy received an annual long-term incentive grant for Fiscal 2022 (totalling \$900,000), representing 79,090 RSUs and 171,450 Options, with the Options vesting 1/3 over a one (1) year period and 1/36 monthly over the following 2 years, and the RSUs vesting 1/3 on the first anniversary date and 1/12 vesting every 90 days over the following 2 years. In addition, Mr. Cuggy elected to receive his short-term incentive compensation for Fiscal 2022 (totalling \$37,186), in RSUs and Options grants vesting over a one year period.
- (9) In the fall of 2023, 336,126 Options held by Mr. Cuggy were voluntarily forfeited and cancelled.
- (10) Neil Cuggy received an annual long-term incentive grant in Fiscal 2023 (totalling \$173,528), representing 139,381 RSUs and 264,823 Options, with the Options vesting 1/3 at the first anniversary of the grant date and 1/36 monthly over the following two years, and the RSUs vesting up to 1/3 at each anniversary date with each 1/3 of the RSUs vesting in proportion to the percentage of completion of the corporate objective established for the purposes of the short term incentive grant for that year in question.
- (11) The amount of short-term incentive compensation for Neil Cuggy in respect of Fiscal 2023 has been determined to be \$233,986. Mr. Cuggy has elected to receive \$133,986 of his short-term incentive compensation in RSUs to be issued and which will vest over a one (1) year period with the remaining balance of \$100,000 in cash.
- (12) Roslane Aouameur was appointed Chief Financial Officer, effective March 31, 2023.
- (13) Represents the base salary earned by Roslane Aouameur for the complete Fiscal 2023. Mr. Aouameur annualized base salary for the year ended September 2nd, 2023, was \$325,000.
- (14) The Company issued to Roslane Aouameur 275,000 Options and 123,750 RSUs on April 12, 2023 upon the execution of his new employment agreement with the Company in Fiscal 2023, with the Options vesting 1/3 at the first anniversary of the grant date and 1/36 monthly over the following two years, and the RSUs vesting 1/3 at the first anniversary of the grant date and 1/12 every 90 days over the following 2 years. Mr. Aouameur also received a long-term incentive grant during Fiscal 2023 (totalling \$17,287) of 39,288 RSUs vesting 1/3 at the first anniversary of the grant date and 1/12 every 90 days over the following 2 years.
- (15) Jennifer Stahlke received a retention grant for Fiscal 2022 (totalling \$159,000), half in RSUs vesting over a 10 month period and half in Options vesting 1/2 over a one (1) year period and 1/24 monthly over the following year.
- (16) Jennifer Stahlke received a long-term incentive grant during Fiscal 2023 (totalling \$78,222) of 82,080 RSUs vesting 1/3 at the first anniversary of the grant date and 1/12 every 90 days over the following 2 years and 155,951 Options vesting 1/3 at the first anniversary of the grant date and 1/36 monthly over the following two years.
- (17) Bipasha Chiu was appointed Chief Technology Officer, effective September 27, 2021.
- (18) Represents the base salary earned for the period beginning at the commencement of Bipasha Chiu's employment with the Company and September 3, 2022. Ms. Chiu's annualized base salary for the year ended September 3, 2022 was \$300,000.
- (19) Bipasha Chiu received a retention grant for Fiscal 2022 (totalling \$150,000), half in RSUs vesting over a 10 month period and half in Options vesting 1/2 over a one (1) year period and 1/24 monthly over the following year. In addition, the Company issued to Ms. Bipasha a new hire grant (totalling \$375,000) of 32,954 RSUs and 71,438 Options following the signature of her employment agreement with the Company in Fiscal 2022.
- (20) Bipasha Chiu received a long-term incentive grant during Fiscal 2023 (totalling \$88,553) of 92,920 RSUs vesting 1/3 at the first anniversary of the grant date and 1/12 every 90 days over the following 2 years and 176,549 Options vesting 1/3 at the first anniversary of the grant date and 1/36 monthly over the following two years.
- (21) Represents the base salary earned for the period beginning at the commencement of Jonathan Roiter's employment with the Company and August 31, 2021. Mr. Roiter's annualized base salary for the year ended August 31, 2021 was \$450,000.
- (22) Jonathan Roiter elected to receive \$26,850 of his short-term incentive compensation for Fiscal 2021 (totaling \$80,500) in RSUs and Options grants vesting over a one (1) year period. As described in the Short-Term Incentive Section, an amount totaling \$8,056 was added to the grant. The total amount granted in LTI grants was \$34,906 and was evenly divided as follows: \$17,453 granted in RSUs representing 3,068 RSUs) and \$17,453 granted in Options (representing 6,868 Options). Such Options were cancelled following Mr. Roiter's departure in accordance with the terms of the Security-Based Compensation Plans (*as defined below*) and the terms of the Options. The cash portion of his short-term incentive plan for Fiscal 2021 was \$53,650.
- (23) Jonathan Roiter received a retention grant for Fiscal 2022 (totalling \$270,000), half in RSUs vesting over a 10 month period and half in Options vesting 1/2 at the first anniversary of the grant date and 1/24 monthly over the following year.
- (24) Jonathan Roiter ceased to be the Chief Financial Officer of the Company effective as of March 31, 2023.
- (25) Represents the salary earned by Mr. Roiter for Fiscal 2023 in consideration of his departure on March 31, 2023. Mr. Roiter's annualized base salary for the year ended September 2, 2023 was \$450,000.

The following table represents base salaries, short-term and long-term compensations NEOs would be entitled to receive as part of their compensation for Fiscal 2024, based upon the achievement of certain corporate and personal objectives:

Name and Position	Base Salary (\$)	Annual Short-Term Incentive Compensations (%)	LTI Grant Target (%)	LTI Grant Max (%)
Jonathan Ferrari, Chair and Chief Executive Officer	\$450,000	up to 134% of base salary	200%	300%
Neil Cuggy, President and Chief Operating Officer	\$450,000	up to 134% of base salary	200%	300%
Roslane Auameur, Chief Financial Officer	\$325,000	up to 100% of base salary	125%	150%
Jennifer Stahlke, EVP Marketing & Member Happiness	\$265,000	up to 100% of base salary	125%	150%
Bipasha Chiu, Chief Technology Officer	\$300,000	up to 100% of base salary	125%	150%

Incentive Plan Awards

Outstanding RSU-Based and Option-Based Awards

The following table indicates, for each of the NEOs, all awards outstanding as at September 2, 2023.

Name	Option-Based Awards				RSU-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of RSU-Based Awards that Have Not Vested (\$)	Market or Payout Value of Vested RSU-Based Awards Not Paid out or Distributed (\$)
Jonathan Ferrari, Chair and Chief Executive Officer	8,010	1.56	2025-08-23	–	3,620	1,484	–
	166,656	2.55	2026-09-01	–	32,955	13,512	–
	87,560 ⁽²⁾	8.26	2028-09-29	–	39,021	15,999	–
	248,566 ⁽²⁾	5.30	2029-11-18	–	139,381	57,146	–
	74,140	0.50	2030-12-05	–	–	–	–
	264,823	0.59	2031-04-13	–	–	–	–
Neil Cuggy,	8,010	1.56	2025-08-23	–	3,620	1,484	–

President and Chief Operating Officer	166,656	2.55	2026-09-01	–	32,955	13,512	–
	87,560 ⁽³⁾	8.26	2028-09-29	–	39,021	15,999	–
	248,566 ⁽³⁾	5.30	2029-11-18	–	139,381	57,146	–
	74,140	0.50	2030-12-05	–	–	–	–
	264,823	0.59	2031-04-13	–	–	–	–
Roslane Aouameur, Chief Financial Officer	37,476	3.00	2027-11-15	–	572	235	–
	3,787	8.37	2028-11-12	–	6,063	2,486	–
	275,000	0.59	2031-04-13	–	39,288	16,108	–
	–	–	–	–	123,750	50,738	–
Jennifer Stahlke, EVP Marketing & Member Happiness	200,000	6.02	2028-07-09	–	19,407	7,957	–
	49,379	3.26	2030-01-19	–	82,080	33,653	–
	155,951	0.50	2030-12-05	–	–	–	–
Bipasha Chiu, Chief Technology Officer	71,438	5.30	2029-11-18	–	13,731	5,630	–
	46,584	3.26	2030-01-19	–	92,920	38,097	–
	176,549	0.50	2030-12-05	–	–	–	–
Jonathan Roiter, Former Chief Financial Officer ⁽⁴⁾	–	–	–	–	–	–	–

⁽¹⁾ The closing price of the securities underlying the Options on September 2, 2023 was \$0.41 per Common Share.

⁽²⁾ In the fall of 2023, 336,126 Options held by Mr. Ferrari were voluntarily forfeited and cancelled.

⁽³⁾ In the fall of 2023, 336,126 Options held by Mr. Cuggy were voluntarily forfeited and cancelled.

⁽⁴⁾ Mr. Roiter ceased to be the Chief Financial Officer of the Company effective as of March 31, 2023.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table indicates, for each of the NEOs, a summary of the value of option-based and RSU-based awards vested or of non-equity incentive plan compensation during Fiscal 2023.

Name	Option-Based Awards - Value Vested (\$) ⁽¹⁾	RSU-Based Awards - Value Vested (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation - Value Earned (\$)
Jonathan Ferrari, Chair and Chief Executive Officer ⁽³⁾	-	38,168	233,986

Neil Cuggy, President and Chief Operating Officer ⁽⁴⁾	-	38,168	233,986
Roslane Aouameur, Chief Financial Officer ⁽⁵⁾	-	13,093	124,447
Jennifer Stahlke, EVP Marketing & Member Happiness	-	18,109	92,331
Bipasha Chiu, Chief Technology Officer	-	14,503	101,028
Jonathan Roiter, Former Chief Financial Officer ⁽⁶⁾	-	24,989	-

- (1) Represents the aggregate dollar value of in-the-money Options that would have been realized if the Options had been exercised on the vesting date during Fiscal 2023. The value is equal to the difference between the closing price of the underlying securities at exercise and the exercise price of the Options on the vesting date. During the year ended September 2, 2023, Jonathan Ferrari and Neil Cuggy each had 206,316 vested Options, Roslane Aouameur had 13,754 vested Options, Jennifer Stahlke had 89,084 vested Options, Bipasha Chiu had 78,551 vested Options and Jonathan Roiter had 105,180 vested Options at his termination date.
- (2) Represents the aggregate dollar value of the RSUs that would have been realized if the RSUs had been sold on the vesting date during Fiscal 2023. The value is equal to the closing market price of the underlying securities on the vesting date.
- (3) The amount of short-term incentive compensation for Jonathan Ferrari in respect of Fiscal 2023 has been determined to be \$233,986. Mr. Ferrari has elected to receive \$133,986 of his short-term incentive compensation in RSUs to be issued and which will vest over a one (1) year period with the remaining balance of \$100,000 in cash. In the fall of 2023, 336,126 Options held by Mr. Ferrari were voluntarily forfeited and cancelled.
- (4) The amount of short-term incentive compensation for Neil Cuggy in respect of Fiscal 2023 has been determined to be \$233,986. Mr. Cuggy has elected to receive \$133,986 of his short-term incentive compensation in RSUs to be issued and which will vest over a one (1) year period with the remaining balance of \$100,000 in cash. In the fall of 2023, 336,126 Options held by Mr. Cuggy were voluntarily forfeited and cancelled.
- (5) Roslane Aouameur was appointed Chief Financial Officer, effective March 31, 2023.
- (6) Jonathan Roiter ceased to be the Chief Financial Officer of the Company effective as of March 31, 2023.

Termination and Change of Control Benefits

Jonathan Ferrari and Neil Cuggy have executed amended and restated employment agreements with the Company effective as of June 1, 2017. Roslane Aouameur entered into a new employment agreement with the Company effective as of March 31, 2023, when he transitioned into the role of Chief Financial Officer of the Company. Jennifer Stahlke and Bipasha Chiu entered into employment agreements with the Company effective as of May 11, 2020, as amended on July 7, 2021, and September 27, 2021, respectively. These employment agreements include provisions regarding base salary, annual bonuses, eligibility for long-term equity-incentives, benefits, confidentiality, non-solicitation and non-competition covenants, and ownership of intellectual property, among other things. The non-competition covenants contained in the employment agreements survive for twelve (12) months following termination of employment.

In the case of termination of employment other than for cause of Messrs. Ferrari and Cuggy and in the case of a resignation for a good reason by Messrs. Ferrari and Cuggy, their employment agreements provide that they are entitled to a termination payment equal to twenty four (24) months of base salary and short-term incentive. In the case of termination of employment other than for cause of Mr. Aouameur, his employment agreement provides that he is entitled to six (6) months of base salary and short-term incentives amounts. In the case of termination of employment other than for cause of Ms. Bipasha Chiu, her employment agreement provides that she is entitled to twelve (12) months of base salary and short-term incentives amounts.

These NEOs are also entitled to their pro-rata short-term incentive bonus through the termination date. In addition, if Messrs. Ferrari or Cuggy are terminated other than for cause, they may require the Company to purchase all or part of the Common Shares held by them in the capital of the Company to the extent and at the highest price permitted by applicable law. Subject to certain liquidity requirements, such right may only be exercised in respect of a single purchase of shares by the Company as permitted by applicable law in respect of a maximum of 5% of the outstanding shares of the Company in a given twelve-month period. For the purpose of the employment agreement of Ms. Chiu, a “good reason” refers to (i) a material reduction of annual base salary (ii) a material reduction in authority, duties or responsibilities; or (iii) a relocation of the principal place of employment with the Company to a place that increases Ms. Chiu’s one-way commute by more than fifty (50) kilometers.

The same provisions apply for Messrs. Ferrari and Cuggy in the case of termination of employment other than for cause or a change in responsibilities within twelve (12) months of a Change of Control (*as defined below*). Ms. Chiu is entitled to twelve (12) months of base salary and short-term incentive amounts. A “Change of Control” means (i) the sale of all or substantially all of the assets of the Company on a consolidated basis, in one transaction or a series of related transactions, to a person that is not an affiliate, (ii) a merger, reorganization or consolidation pursuant to which the holders of the Company’s outstanding voting power immediately prior to such transaction do not own a majority of the outstanding voting rights of the resulting or successor entity (or its ultimate parent, if applicable) immediately upon completion of such transaction, (iii) any person or a group of persons acting jointly or in concert becoming the beneficial owner, directly or indirectly, of shares carrying at least a majority of the outstanding voting rights of the Company, or (iv) any other transaction in which the owners of the Company’s outstanding voting power prior to such transaction do not own at least a majority of the outstanding voting power of the Company or any successor entity immediately upon completion of the transaction other than as a result of the acquisition of securities directly from the Company.

The employment agreements of Jonathan Ferrari and Neil Cuggy further provide that, upon termination of employment other than for cause, such NEOs shall be entitled to exercise any Options awarded under the Stock Option Plan.

In addition, the employment agreements of Messrs. Ferrari and Cuggy provide that, upon termination other than for cause within twelve (12) months from a Change of Control, they shall have twelve (12) months after the date of termination to exercise their Options, including Options vesting as a result of the Change of Control.

In case of a termination of employment within six (6) months of a change in control, Ms. Stahlke’s agreement provides that she is entitled to a termination payment equal to six (6) months of base salary and short-term incentives. In case of a termination of employment within twelve (12) months of a change in control, Ms. Chiu’s agreement provides that she is entitled to a termination payment equal to twelve (12) months of base salary and short-term incentives.

The table below shows the incremental payments that would be made to our NEOs, other than, upon certain events assuming termination event took place on September 2, 2023.

Name	Event	Severance ⁽¹⁾ (\$)	Options ⁽²⁾ (\$)	Other Payments ⁽³⁾ (\$)	Total (\$)
Jonathan Ferrari, Chair and Chief Executive Officer	Resignation	-	-	301,500	301,500
	Termination for a serious reason	-	-	-	-
	Termination other than for a serious reason or resignation for a good reason	900,000	-	603,000	1,503,000
	Termination other than for cause within 12 months from a Change of Control	900,000	-	603,000	1,503,000
	Death, retirement or permanent disability	-	-	-	-
Neil Cuggy, President and Chief Operating Officer	Resignation	-	-	301,500	301,500
	Termination for a serious reason	-	-	-	-
	Termination other than for a serious reason or resignation for a good reason	900,000	-	603,000	1,503,000
	Termination other than for cause within 12 months from a Change of Control	900,000	-	603,000	1,503,000
	Death, retirement or permanent disability	-	-	-	-
Roslane Aouameur, Chief Financial Officer	Resignation	-	-	-	-
	Termination for a serious reason	-	-	-	-
	Termination other than for a serious reason or resignation for a good reason	162,500	-	81,250	243,750
	Termination other than for cause within 12 months from a Change of Control	-	-	-	-
	Death, retirement or permanent disability	-	-	-	-
Jennifer Stahlke, EVP Marketing & Member Happiness	Resignation	-	-	-	-
	Termination for a serious reason	-	-	-	-

	Termination other than for a serious reason or resignation for a good reason	-	-	-	-
	Termination other than for cause within 12 months from a Change of Control	132,500	-	66,250	198,750
	Death, retirement or permanent disability	-	-	-	-
Bipasha Chiu, Chief Technology Officer	Resignation	-	-	-	-
	Termination for a serious reason	-	-	-	-
	Termination other than for a serious reason or resignation for a good reason	300,000	-	150,000	450,000
	Termination other than for cause within 12 months from a Change of Control	300,000	-	150,000	450,000
	Death, retirement or permanent disability	-	-	-	-

(1) Amounts reflect base salary in effect as at September 2, 2023.

(2) The value of Options is calculated based on the closing market price on September 2, 2023 of \$0.41. Assumes the exercise of vested Options, if permitted, upon termination event.

(3) Represents amounts payable upon applicable end of employment with respect to the Company's short-term incentive program and for other benefits.

Share Ownership Requirements

All directors are required to hold three (3) times their annual retainer in Common Shares, within three (3) years of their election to the Board of Directors.

Hedging/Anti-Hedging Policy

The NEOs and the directors are, under the terms of the Company's Code of Conduct, prohibited from engaging in short sales, sale of a call option, and purchase of a put option with respect to securities of Goodfood.

DIRECTOR COMPENSATION

The GHRC Committee reviews directors' compensation periodically. In determining directors' remuneration for Fiscal 2023, the GHRC Committee considered the directors' compensation offered by a peer group in determining compensation matters, and the risks and responsibilities that the directors of the Company assume in keeping with the roles of the Board of Directors and of the committees.

During the course of Fiscal 2020, the GHRC Committee retained the services of PCI to review the Company's director compensation market positioning and to assist in refining the director compensation policy going forward, beginning with Fiscal 2021. For Fiscal 2024, the following groups will be used:

- Aritzia Inc.
- MTY Food Group Inc.
- Medifast Inc.
- Aurora Cannabis Inc.
- Alithya Group Inc.
- Kinaxis Inc.
- Lightspeed Commerce Inc.
- Andrew Peller Limited
- Jamieson Wellness Inc.
- Zuora Inc.

Director Compensation

Jonathan Ferrari and Neil Cuggy have not been and are not entitled to any compensation as directors. Directors are entitled to be reimbursed for reasonable travel and other expenses incurred by them in carrying out their duties as directors. There are currently no service contracts or agreements, or predetermined plans or arrangements, between the Company and any of the directors with respect to payments upon termination of their services as a director.

Since Fiscal 2021, the Company ceased paying meeting fees to its non-executive directors, opting instead for increased cash and equity retainers. For Fiscal 2023, the equity component of the retainer for non-executive directors were paid half in Options and half in RSUs. Each non-executive member of the Board of Directors received a grant of 75,664 Options at an exercise price of \$0.50 and 39,823 RSUs for a grant amount of \$0.44 representing the equity component of their Fiscal 2023 retainer.

The following table indicates, for each non-executive director, a summary of the compensation earned during Fiscal 2023.

Name	Fees Earned ⁽¹⁾ (\$)	RSU-Based Awards (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Donald Olds	86,490	17,522	20,719	–	–	–	124,731
Terry Yanofsky	62,500	17,522	20,719	–	–	–	100,741
John Khabbaz ⁽³⁾	-	-	-	–	–	–	-
François Vimard ⁽⁴⁾	7,404	-	-	–	–	–	7,404

(1) Represents fees earned for services as a director for Fiscal 2023.

(2) Represents the grant-date fair value of option-based awards granted to the directors determined using the Black-Sholes method in accordance with IFRS 2 Share-Based Payment.

(3) John Khabbaz waived his director fee, however his travel expenses are reimbursed by Goodfood.

(4) François Vimard resigned from the Board of Directors and the Audit Committee of the Company on October 25, 2022.

Director Incentive Plan Awards

Outstanding RSU-Based Awards and Option-Based Awards

The following table indicates, for each of the directors (other than our Chair and Chief Executive Officer and President and Chief Operating Officer), all awards outstanding as at September 2, 2023.

Name	Option-Based Awards				RSU-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of RSU-Based Awards that Have Not Vested (\$)	Market or Payout Value of Vested RSU-Based Awards Not Paid Out or Distributed (\$)
Donald Olds	5,000	1.56	2025-08-23	-	43,522	17,844	-
	25,000	2.55	2026-09-01	-			
	25,000	2.97	2027-09-17	-			
	9,729 ⁽²⁾	8.26	2028-09-29	-			
	17,145 ⁽²⁾	5.30	2029-11-18	-			
	75,664	0.50	2030-12-05	-			
Terry Yanofsky	25,000	3.00	2027-07-12	-	43,522	17,844	-
	9,729 ⁽³⁾	8.26	2028-09-29	-			
	17,145 ⁽³⁾	5.30	2029-11-18	-			
	75,664	0.50	2030-12-05	-			
John Khabbaz	-	-	-	-	-	-	-

⁽¹⁾ The closing price of the securities underlying the Options on September 2, 2023 was \$0.41 per Common Share.

⁽²⁾ In the fall of 2023, 26,874 Options held by Mr. Olds were voluntarily forfeited and cancelled.

⁽³⁾ In the fall of 2023, 26,874 Options held by Ms. Yanofsky were voluntarily forfeited and cancelled.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table indicates, for each of the directors (other than our Chair and Chief Executive Officer, and President and Chief Operating Officer), a summary of the value of Option-based and RSU-based compensation for Fiscal 2023.

Name	Option-Based Awards - Value Vested (\$)⁽¹⁾	RSU-Based Awards - Value Vested (\$)⁽²⁾	Non-Equity Incentive Plan Compensation - Value Earned (\$)
Donald Olds	-	2,847	-
Terry Yanofsky	-	2,847	-
John Khabbaz	-	-	-
François Vimard ⁽³⁾	-	382	-

- (1) Represents the aggregate dollar value of in-the-money options that would have been realized if the options had been exercised on the vesting date during Fiscal 2023. The value is equal to the difference between the closing market price of the underlying securities at exercise and the exercise price of the Options on the vesting date.
- (2) Represents the aggregate dollar value of the RSUs that would have been realized if the RSUs had been sold on the vesting date during Fiscal 2023. The value is equal to the closing market price of the underlying securities on the vesting date.
- (3) François Vimard resigned from the Board of Directors and the Audit Committee of the Company on October 25, 2022.

EQUITY COMPENSATION PLAN INFORMATION

The following table indicates the total number of Common Shares to be issued upon the exercise of outstanding Options under all of Goodfood’s equity-based compensation plans, their weighted average exercise price, and the number of Common Shares available for future issuance as at September 2, 2023.

Plan Category	Number of Common Shares to be Issued upon the Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Common Shares Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Shares Issuable under Outstanding Options, Warrants and Rights)⁽¹⁾ (#)
Equity Compensation Plans Approved by Securityholders			
Option-Based Awards	4,029,723	2.82	1,779,176
RSU-Based Awards	1,878,328	N/A	

- (1) Calculated on the date of grant of each Option or RSU. All of the Common Shares covered by exercised, expired, cancelled or forfeited Options and by vested, cancelled or forfeited RSUs shall become available Common Shares for the purposes of Options or RSUs that may be subsequently granted under the Stock Option Plan and RSU Plan. See “Stock Option Plan” and “RSU Plan”.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out below and elsewhere in this Management Proxy Circular, we have not completed a transaction since September 4, 2022 that has materially affected or is reasonably expected to materially affect us in which any informed person of the Company, including any of our directors, executive officers or principal shareholders, or any of their associates or affiliates, had any material interest, either direct or indirect.

On February 24, 2022, the Company completed a bought deal public offering of \$30 million financing (the “**2022 Debenture Offering**”) through the issuance of convertible unsecured subordinated debentures (the “**2027 Debentures**”, as distinguished from the “**2025 Debentures**” which refer to the convertible unsecured subordinated debentures issued by the Company on February 26, 2020 in its completion of a \$30 million financing).

Donald Olds and Terry Yanofsky, independent directors of the Company, purchased an aggregate of \$65,000 principal amount of 2027 Debentures under the 2022 Debenture Offering. Their participation 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 such insiders 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 exceeded 25% of the Company’s market capitalization. The Company did not file a material change report 21 days prior to closing of the 2022 Debenture Offering as the details of the participation of insiders of the Company had not been confirmed at that time. The 2022 Debenture Offering, including the insiders’ participation therein, has been approved by the Board of Directors of the Company.

On February 6, 2023, the Company completed a non-brokered private placement of \$12.675 million financing (the “**2023 Debenture Private Placement**”) through the issuance of convertible unsecured subordinated debentures (the “**2028 Debentures**”). Jonathan Ferrari, Neil Cuggy, John Khabbaz and Donald Olds, all directors and/or officers of the Company, have purchased, indirectly, an aggregate of \$2,425,000 principal amount of 2028 Debentures under the 2023 Debenture Private Placement. Their participation is considered to be a “related party transaction” as defined in MI 61-101. The participation of such insiders 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 exceeded 25% of the Company’s market capitalization. The Company did not file a material change report 21 days prior to closing of the 2023 Debenture Private Placement as the details of the participation of insiders of the Company had not been confirmed at that time. The 2023 Debenture Private Placement, including the insiders’ participation therein, has been approved by the Board of Directors of the Company.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

As of December 1, 2023, none of our directors, executive officers, employees, former directors, former executive officers or former employees, and none of their associates, is indebted to us or

another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by us, except for routine indebtedness as defined under applicable securities legislation.

STATEMENT OF CORPORATE GOVERNANCE

Goodfood is committed to high standards of corporate governance and recognizes that good corporate governance plays an important role in its overall success, enhancing shareholder value.

Accordingly, Goodfood has adopted certain corporate governance policies and practices which are reflective of the recommended corporate governance guidelines, which are reflective of the recommended corporate governance guidelines issued by the Canadian Securities Administrators pursuant to National Policy 58-201 – Corporate Governance Guidelines (“**NP 58-201**”) together with certain related disclosure requirements pursuant to NI 58-101. The corporate governance guidelines set forth in NP 58-201 are recommended as “best practices” for issuers to follow.

Set out below is the disclosure required by NI 58-101 which describes Goodfood’s approach to corporate governance in relation to the corporate governance guidelines set forth in NP 58-201.

Board of Directors

Board Size and Independence of the Board of Directors

The Board is currently comprised of five (5) directors, three (3) of whom are independent for the purposes of NI 58-101. A director is independent for the purposes of NI 58-101 if he or she is independent within the meaning of National Instrument 52-110 – Audit Committees (“**NI 52-110**”). Subject to certain exceptions, a director is “independent” within the meaning of NI 52-110 if he or she has no direct or indirect material relationship with the issuer. A “material relationship” is a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

It is the Board’s determination that all current directors are independent other than Jonathan Ferrari by reason of the fact that he is the Chair and Chief Executive Officer of the Company and Neil Cuggy by reason of the fact that he is the President and Chief Operating Officer of the Company.

The Board determines annually whether each member of the Board is independent pursuant to applicable securities legislation by ascertaining, among other matters, whether they were engaged as an executive officer or employee of Goodfood, they have any immediate family member engaged as an executive officer or employee of Goodfood, they received remuneration from Goodfood other than remuneration for acting as a director or a member of any committee of the Board, or they or an immediate family member benefitted from a business relationship with Goodfood that could reasonably be perceived to materially interfere with their independent judgment. For additional information regarding the directors of Goodfood, see “Proposed Nominees for Election as directors - Information on Proposed Nominees”.

Outside Directorships

Certain members of the Board are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction, as listed in “Proposed Nominees for Election as Directors - Information on Proposed Nominees”.

Meetings of Independent Directors

The Board of Directors holds regularly scheduled quarterly meetings as well as ad hoc meetings from time to time. In the course of meetings of the Board of Directors or of committees of the Board, the independent directors hold meetings, or portions of such meetings, at which neither non-independent directors nor officers of Goodfood are in attendance. See “Attendance and Board and Committee Meetings”.

If a director or officer holds an interest in a transaction or agreement under consideration at a Board meeting or a Board committee meeting, that director or officer shall not be present at the time the Board or Board committee deliberates such transaction or agreement and shall abstain from voting on the matter, subject to certain limited exceptions provided for in the Company’s laws of incorporation.

Chair of the Board

Jonathan Ferrari, the Chair and Chief Executive Officer of the Company, is the Chair of the Board of Directors, and in such role, he is principally responsible for overseeing the operations and affairs of the Board.

Lead Director

As the Chair of the Board is an Executive Officer, the directors have appointed Donald Olds, an independent director, as the lead director of Goodfood (the “**Lead Director**”). The Lead Director is responsible for performing the duties and responsibilities of ensuring that the Board of Directors discharges its responsibilities, that the Board of Directors evaluates performance of management objectively, that the Board of Directors understands the boundaries between the responsibilities of the Board of Directors and of management and managing any conflicts of interest between the Board of Directors and management.

Board of Directors Mandate

The charter of the Board of Directors describes, *inter alia*, the Board’s role and overall responsibility to supervise the management of the business and affairs of Goodfood. The Board, directly and through its Board committees and the Chair of the Board (or the Lead Director in the event the Chair of the Board has a conflict of interest), provides direction to the Executive Officers. The Board has overall responsibility for the Company’s strategic planning, risk management, human resources management, corporate governance, and communications with Goodfood’s shareholders and the market. The text of the Board of Directors Charter is reproduced in its entirety in Annex A attached to this Management Proxy Circular.

Committees of the Board

In addition to the Audit Committee (the “**Audit Committee**”), the Board has established the GHRC Committee (As the context may require, the term “**Committee**” shall refer to the Audit Committee or the GHRC Committee and collectively, “**Committees**”), which is currently comprised of Terry Yanofsky, Donald Olds and John Khabbaz, all of whom are independent within the meaning of NI 58-101. Ms. Yanofsky is the Chair of the GHRC Committee. For more information on the Audit Committee, including the text of its terms of reference, refer to the Audit Committee section in our annual information form for Fiscal 2023.

Position Descriptions

The Board has developed and implemented written descriptions for the Lead Director, Chair of the Board and the Chair of each committee of the Board in the Board of Directors Charter and each committee’s respective charter. In addition, the Board, in conjunction with the President and Chief Executive Officer, has developed and implemented a written position description for the role of the President and Chief Executive Officer who is primarily responsible for the general direction and management of the business and affairs of the Company, including establishing the corporate strategy and leadership of the Company, overseeing financial, compliance and governance matters, and ensuring effective Board, stakeholder and investors communication. The text of the Terms of Reference for the President and Chief Executive Officer is reproduced in its entirety in Annex B attached to this Management Proxy Circular.

Orientation and Continuing Education

The GHRC Committee reviews, monitors and makes recommendations with respect to director orientation. All newly elected directors shall be provided with an orientation as to the nature and operation of the business and affairs of the Company and as to the role of the Board and its committees. Each new director shall meet with the Lead Director and Chair and Chief Executive Officer, and will also be given the opportunity to meet with the Company’s other senior managers to discuss the Company’s business and activities. Orientation will be designed to assist the directors in fully understanding the nature and operation of the Company’s business, the role of the Board and its committees, and the contributions that individual directors are expected to make, including the time and effort the Company expects them to devote to the execution of their functions.

Given the size of the Company, directors do not receive a formal continuing education program. However, directors are regularly briefed by the Chair and Chief Executive Officer, the President and Chief Operating Officer and the Chief Financial Officer on the strategic issues affecting the Company as well as the competitive landscape and other developments that could materially affect the business. In addition, the GHRC Committee intends to periodically review, monitor and make recommendation with respect to the sufficiency of director continuing education opportunities available to the Company’s directors.

Ethical Business Conduct

Committed to maintaining and instilling a strong ethical culture, the Board and the Company's management adopted codes and policies to provide a framework for ethical behaviour based on our values, applicable laws and regulations. This section summarizes key significant corporate-wide policies.

Code of Conduct

The Board of Directors has adopted a written Code of Conduct applicable to all employees, executive officers and directors of Goodfood. The Code of Conduct has been filed under Goodfood's profile on SEDAR+ at www.sedarplus.ca. The Code of Conduct summarizes the standards of business conduct expected of employees, executive officers and directors, and provides guidance on their ethical and legal responsibilities. The Code of Conduct aims to deter wrongdoing and to promote, *inter alia*:

- honest and ethical conduct;
- avoidance of conflicts of interest with the interests of the Company;
- confidentiality of corporate information;
- protection and proper use of corporate assets and opportunities;
- compliance with applicable laws, rules and regulations, including compliance with securities laws and regulations; and
- internal reporting of any violations of the Code of Conduct and accountability for adherence of the Code of Conduct.

All directors, executive officers and employees of Goodfood have been provided with a copy of the Code of Conduct and the directors, executive officers and employees of Goodfood are required to sign an acknowledgment of their receipt and understanding of their obligations to comply with the Code of Conduct on an annual basis.

Trading Policy

The Company has a trading policy (the "**Trading Policy**") designed to prevent employees, officers, directors, consultants, contractors and agents of Goodfood from buying, selling, or otherwise trading in securities of Goodfood when in possession of undisclosed material information related to Goodfood, and from disclosing such information to anyone or recommend anyone to trade in securities of Goodfood when in possession of such information. In order to reduce the potential for and appearance of improper trading, directors and specified employees of the Company are prohibited from buying, selling or otherwise trading in securities of Goodfood, including exercising options on securities of Goodfood, during black-out periods (other than pursuant to automatic disposition or purchase plans). The Trading Policy further prohibits

directors, executive officers and employees of Goodfood to enter into any transactions relating to short sales of securities of Goodfood, sales of call options on securities of Goodfood, and purchases of put options on securities of Goodfood.

Disclosure Policy

The Board of Directors believes it is a function of management to speak for the Company in its communications with its stakeholders, including shareholders, employees, analysts, the media, institutional investors, governments and the public in general. As such, the Company has adopted a policy on corporate disclosure and confidentiality of information which establishes a committee (comprised of the Chief Financial Officer, the Vice President of Finance and the Senior Manager of Finance). This committee is responsible for ensuring that the Company's public communications with its stakeholders and documents it files with regulators are timely, accurate and broadly disseminated, in accordance with applicable legal and regulatory requirements. It further establishes procedures for the verification of the accuracy and completeness of information disclosed publicly and other guidelines dealing with various matters including confidentiality, material information, news releases, conference calls, electronic communications and rumours.

Monitoring Compliance with the Code of Conduct

The Board, together with the GHRC Committee and the Audit Committee monitors adherence to the Code of Conduct and reviews potential situations related thereto brought to the attention of the any of the Board, GHRC Committee or Audit Committee in order to recommend to the GHRC Committee whether or not to grant waivers from the requirements of the Code of Conduct.

Requirement for Directors and Officers to Disclose Interest in a Contract or Transaction

In accordance with the Company's laws of incorporation, directors and officers must disclose the nature and value of any interest he or she has in a material contract or material transaction whether made or proposed with the Company. Such disclosure is also required for any contract or transaction to which Goodfood is a party and an entity in which the director or officer is a director or officer or an individual acting in a similar capacity, or an entity in which the director or officer has a material interest. Subject to certain limited exceptions under the Company's laws of incorporation, no director may vote on a resolution to approve a material contract or material transaction which is subject to such disclosure requirement.

The GHRC Committee monitors conflicts of interest (actual or perceived) of both the directors and officers in accordance with the Code of Conduct, including compliance with all applicable corporate and securities law disclosure obligations, and restrictions on voting or participating in deliberations with respect to contracts or transactions in which a director or officer of Goodfood has an interest.

Complaint Reporting and Review of Ethical Business Conduct

In order to foster a climate of openness and honesty in which any concern or complaint pertaining to accounting, internal accounting controls or auditing matters affecting Goodfood can be reported

in good faith, without fear of retaliation, harassment or an adverse employment consequence, the Code of Conduct contains policies and procedures to facilitate confidential, anonymous submissions by employees of concerns or complaints regarding questionable accounting, internal accounting controls or auditing matters. The Chief Financial Officer is responsible for reviewing any such complaints or concerns that are received. However, when necessary, the Chair of the GHRC Committee may receive and review any complaints or concerns received that relate to non-financial matters, while the Audit Committee may receive and review any complaints or concerns received that relate to financial matters. Each of the Chief Financial Officer, GHRC Committee and Audit Committee, if determined to be necessary or appropriate, may engage outside advisors to investigate any matter, and will work with management and legal counsel to reach a satisfactory conclusion.

Nomination of Directors

The GHRC Committee, in consultation with the Chair and Chief Executive Officer, annually or as required, recruits and identifies, and recommends to the Board for nomination, individuals qualified to become new Board members, as well as recommend individual directors to serve on the various Board committees. In making its recommendations, the GHRC Committee considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The Committee also considers the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The following table exemplifies the current competencies and skills that the Board believes each nominee possesses, based on recent self-assessment questionnaires completed by each Board members during Fiscal 2023:

Expertise/Experience	Jonathan Ferrari	Neil Cuggy	Donald Olds	Terry Yanofsky	John Khabbaz
Industry Expertise - Grocery	✓	✓			✓
Industry Experience – Digital Consumer	✓	✓		✓	✓
Senior Executive / Public Board Service	✓	✓	✓	✓	✓
Financial Experience & Expertise & Risk Management	✓	✓	✓	✓	✓
Legal Experience /Expertise	✓	✓	✓		✓
Capital Raising / Investor Relations Experience & Expertise	✓	✓	✓		✓
Public Relations Experience & Expertise	✓	✓	✓	✓	✓
Food Safety/Regulatory Experience & Expertise	✓	✓	✓		
ESG Experience & Expertise		✓	✓	✓	✓
Business & Corporate Development / Licensing / Strategic Alliances/ M&A	✓	✓	✓	✓	✓
Marketing Experience & Expertise	✓	✓		✓	
Strategic Planning	✓	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓

Human Resources / Compensation	✓	✓	✓	✓	✓
Manufacturing		✓	✓		✓
Logistics/Supply Chain Experience & Expertise		✓		✓	✓
Strategic Technology Development/Implementation Experience & Expertise	✓	✓	✓		
Cybersecurity/Privacy Experience & Expertise					
New Product Development/ Customer Experience	✓	✓		✓	
Government Relations Experience & Expertise		✓	✓		
Business Network		✓	✓	✓	✓

The GHRC Committee is composed of a majority of independent directors within the meaning of NI 58-101. The Chair of the GHRC Committee is an independent director and will lead the nominating process in accordance with and pursuant to the criteria for Board membership as set forth in the Charter of the GHRC Committee.

Diversity

The Company's senior management and the members of the Board of Directors have diverse backgrounds and expertise and were selected on the belief that the Company and its stakeholders would benefit from such a broad range of talent and experiences. Goodfood's Board and senior management are committed to achieving and maintaining a culture of diversity and inclusion.

The Board of Directors and the GHRC Committee value diversity of experience, perspective, education, background, race, gender and national origin as part of its overall evaluation of director nominees for election or re-election and the Board of Directors and GHRC Committee and will value same as part of its evaluation of candidates for executive positions. This will be achieved through ensuring that diversity considerations are taken into account to fill vacancies, continuously monitoring the level of women, Indigenous peoples, persons with disabilities and members of visible minorities represented on our Board of Directors and in our executive team, continuing to broaden recruiting efforts to attract and interview qualified female candidates, and committing to retention and training to ensure that our most talented employees are promoted from within our organization. Goodfood believes that a diversified workforce strengthens the business at all levels and, as such, diversity should be fostered, valued and leveraged.

In August 2021, the Company adopted a Board and Senior Management Diversity & Inclusion Policy, which seeks to attract and maintain diversity at the executive and Board of Directors levels through the recruitment efforts of management in discussion with directors prior to proposing nominees to the GHRC Committee and to the Board of Directors as a whole for consideration.

The Board of Directors considers merit as the key requirement for board and executive appointments. The Board of Directors will actively search for diverse board members who will bring skill sets to increase and add to the existing Board of Directors and, specifically, Goodfood is committed to achieving a gender balanced board and actively seeking board members who represent other diverse Canadian communities. The Company has not adopted any specific targets

with respect to representation of Indigenous peoples, persons with disabilities or members of visible minorities on the Board of Directors or as part of senior management.

The following table sets out the representation of women, Indigenous peoples, persons with disabilities and members of visible minorities on the Company’s Board of Directors and senior management as well as the percentage of the Board of directors and senior management comprised of persons from each such designated group.

	Women		Indigenous Peoples		Persons with Disabilities		Members of Visible Minorities	
	#	%	#	%	#	%	#	%
Board of Directors	1/5	20%	–	–	–	–	–	–
Senior Management	4/12	33%	–	–	–	–	3/12	25%

ESG Considerations and Oversight

B Corporation

Through the application to obtain B Corp Certification, we will elect to have our social and environmental performance, accountability, and transparency assessed against certain criteria established by an independent non-profit organization, B Lab, Inc. The B Corp Certification will allow us to cultivate a business ecosystem that prioritizes social and environmental responsibility together with financial success. By joining this community of over 7,700 like-minded companies globally, we will measure and manage our impact and hold ourselves accountable to the highest transparency and performance standards. Our application to obtain the B Corp Certification reflects our commitment to building a better world through business. While there can be no assurance that the B Corp Certification will be obtained or in what time frame, we look forward to being part of an ecosystem that drives positive change and makes a tangible difference in communities and the environment.

Sustainability

Sustainability is an integral part of the Company’s enterprise strategy. The Company focuses its execution in the following areas: product innovation, customer experience, operational efficiency, people, health, safety and environment, corporate citizenship and governance.

Reducing food waste is an important part of our mission and is still very much at the heart of what we do today. Meal kits significantly cut down on food waste because each ingredient is perfectly measured at peak freshness and pre-portioned. At Goodfood, we aim to source our products in a responsible way and have made significant strides in sourcing our products locally and ethically. Our packaging and cardboard boxes are currently entirely recyclable. Goodfood has also entered into an agreement with a supplier for plant-based packaging solutions to be used for selecting ready-to-eat products as part of the Company’s green initiatives.

Today, the Company is approaching packaging needs (required in the distribution of grocery items and meal products, such as ice packs, boxes, and liners) with another perspective, with the environment and sustainability being its top priority. The Company is considering additional potential initiatives, such as: implementing biodegradable paper recipe bags for the meal kits, reducing the weight of plastic inside recipe bags by transitioning portioned ingredients from hard plastics to flexible plastics and implementing recyclable flexible packaging for its produce items.

On April 27, 2023, the Company announced that it will permanently offset its delivery carbon emissions going forward. In addition, the Company released next generation packaging to reduce plastic waste by 21 metric tonnes – equivalent to more than 2,400,000 plastic grocery bags. In partnership with Less Emissions, the Company will be offsetting the carbon impact of its deliveries by supporting Canadian projects, including Les Minéraux Harsco’s slag-based recycling operations in Quebec and The Net Zero Waste Inc. City of Abbotsford Composting Facility in British Columbia.

Governance

The Company actively engages with its suppliers to improve efficiency, quality and sustainability practices. The Company’s Code of Conduct and its underlying policies address ethical conduct in Goodfood’s work environment, business practices and relationships with external stakeholders, including suppliers. In addition, suppliers and partners are expected to commit to Goodfood’s Code of Conduct and all agreements with our suppliers and partners must be detailed in writing. This practice formalizes the Company’s commitment to integrate ESG considerations and clearly indicates its expectations regarding these components to all its business partners.

Social Policies

Management is committed to the well-being of its community, especially in the context of access to food for all Canadians. As such, we contribute a certain portion of the proceeds of boxes purchased by customers to providing nutritious meals to children in need in schools located within our community. In Canada, many children go to school every morning without any breakfast or lunch. By contributing to such meals, we hope to make a difference in the lives of these children. In addition, Goodfood partnered with CIBC to provide frontline healthcare workers with 100,000 meals as a demonstration of its deep appreciation of Canada’s frontline healthcare workers and their unwavering commitment throughout the pandemic. Through the initiative, called “Plate it Forward”, 100,000 meals were delivered directly to hospitals in cities and communities across Canada for healthcare workers to take home.

Furthermore, to make further strides in its commitment to provide access to food for all Canadians, the Company announced on September 18, 2023 that it will make a lifetime donation of one million meals to its long-term partner Breakfast Club of Canada. Since 2017, the Company has continued to provide thousands of students with delicious nutritious breakfasts, serving them in schools across communities.

Oversight

The Company’s GHRC Committee is tasked to review, monitor, report, and where appropriate, provide recommendations to the Board of Directors on ESG policies and practices. Goodfood

evaluates all environmental and social issues through the lens of long-term shareholder value, and considers material environmental and social factors in all aspects of our operations. We believe that the Board is a core part of the Company's ESG narrative, and governance is a critical factor in how the Company manages environmental and social risks and opportunities and that a well-governed company will be generally managing these issues more effectively. The Company should ensure that the Board will maintain clear oversight of material risks of these environmental and social factors to our operations. These risks could include, but are not limited to, matters related to climate change, human capital management, diversity, stakeholder relations, and health, safety & environment.

Goodfood is in the process of further elaborating its ESG vision and goals. In Fiscal 2021, the Company continued to actively integrate sustainability into its business strategy and internal policies. In this regard, Goodfood engaged an ESG consultant to assist in the conducting of a materiality assessment of its ESG priorities by gauging the key issues raised by prominent global standards, rating agencies and our peers; surveying and interviewing influential stakeholders across the Company's organization (targeting both internal and external stakeholders); and engaging with the Company's executive leadership to establish a strategic roadmap that is aligned with our future ESG vision and goals.

The GHRC Committee continuously assists the Board in developing and implementing Goodfood's corporate governance guidelines. In Fiscal 2022, the GHRC, supported by management, approved the Company's materiality assessment of key ESG matters emphasizing the direct link between ESG and the overall goals of the Company, strategic imperatives and corporate purpose.

These measures reinforce the Company's belief that its performance in sustainability is fundamental to its long-term business success. The Company is determined to include ESG-related priorities as part of its corporate priorities and will continuously work on the establishment of a strategy with a clear path towards strengthening ESG-related policies, measurement, management and reporting practices.

Compensation

The GHRC Committee oversees and recommends for approval by the Board of Directors Goodfood's executive compensation principles, policies, programs, grants of equity-based incentives and processes and specifically considers and recommends annually or as required for approval by the independent directors of the Board of Directors of all forms of compensation for the Chair and Chief Executive Officer, and for approval by the Board of Directors of all forms of compensation for the other executive officers of Goodfood. Further particulars of the process by which compensation for Goodfood's executive officers is determined, is provided under the heading "Executive Compensation" in this Management Proxy Circular. The Chair of the GHRC Committee is an independent director and leads the compensation review process in accordance with the GHRC Committee Charter.

Assessments

It is the responsibility of the Board of Directors and the GHRC Committee to regularly evaluate the overall efficiency of the Board of Directors and its various committees. In connection with such evaluations by the Board of Directors, the performance of the Board of Directors as a whole as well as the performance of each individual director is evaluated and reviewed on an annual basis. The evaluation by the Board of Directors takes into account (i) in the case of the Board of Directors, the Board of Directors charter and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the Board of Directors. The GHRC Committee assesses the contribution of individual directors on an ongoing basis and in light of the opportunities and risks facing Goodfood, the competencies, skills and qualities required of directors. As part of its mandate, the GHRC Committee develops long-term plans for the composition of the Board, as well as ensures that an appropriate system is in place to evaluate the effectiveness of the Board as a whole and its various committees.

Director Term Limits

The Company does not have a policy that limits the term of the directors on its Board of Directors and has not provided other mechanisms of board renewal. At this time, the Board of Directors does not believe that it is in the best interest of the Company to establish a term limit of the director's mandate or the mandatory retirement age. The Board of Directors is of the opinion that term limits may disadvantage the Company through the loss of beneficial contributions of directors who have developed increasing knowledge of the Company, its operation and the industry over a period of time. Furthermore, the GHRC Committee periodically reviews the composition of the Board of Directors and its committees, to determine "relatedness" as well as the profile of the Board of Directors (such as age, disciplines, geographical representation, etc.) so as to ensure that the Board of Directors is comprised of members who facilitate effective decision-making.

Attendance at Board and Committee Meetings

The GHRC Committee monitors director attendance and, in addition to considering attendance in relation to the recommendation for directors to be proposed for election at the annual meeting of shareholders, the Committee discloses the attendance record for all directors in the Management Proxy Circular. During Fiscal 2023, the Board of Directors met a total of six (6) times, the Audit Committee met a total of four (4) times, and the GHRC Committee met four (4) times. At the end of each of the Board of Directors meetings held during Fiscal 2023, the independent directors met separately.

SHAREHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

In accordance with the provisions of the CBCA, shareholder proposals must be received between August 19, 2024 and October 18, 2024, to be considered for inclusion in the management information circular for the Company's next annual meeting of shareholders. Shareholders may submit proposals for the Company's next annual meeting by sending an email to ir@makegoodfood.ca.

In accordance with the by-laws of the Company, director nominations must be received between November 10, 2024 and December 15, 2024. Shareholders may submit director nominations for the Company's next annual meeting by sending notice to the **Corporate Secretary** of the Company at the head office of the Company located at 4600 Hickmore Street, Saint-Laurent (QC) H4T 1K2.

ADDITIONAL INFORMATION

Additional information relating to Goodfood may be found on SEDAR+ at www.sedarplus.ca and on the Company's website at www.makegoodfood.ca. You can also obtain a copy of the Company's financial statement and the Management's Discussion & Analysis ("MD&A") by contacting Investor Relations by sending an e-mail to ir@makegoodfood.ca, by visiting the Investors section on the Company's website at www.makegoodfood.ca or by contacting us by mail or telephone:

Investor Relations
ir@makegoodfood.ca
Telephone: 1-855-515-5191

Additional financial information is provided in the Audited Consolidated Financial Statements and the MD&A of the Company for its fiscal year ended September 2, 2023.

APPROVAL BY THE DIRECTORS

The Board of Directors of the Company has approved the content and delivery of this Management Proxy Circular.

DATED this 1st day of December, 2023.

By order of the Board of Directors,

(s) Roslane Aouameur

Roslane Aouameur
Chief Financial Officer

**ANNEX A
BOARD OF DIRECTORS CHARTER**

**Approved by the Board of Directors on August 23, 2017, and revised on
August 17, 2021**

TABLE OF CONTENTS

	Page
I. Purpose.....	1
II. Duties and Responsibilities of the Board.....	1
A. Strategy and Budget	1
B. Governance.....	1
C. Board and Committee Members.....	1
D. CEO, CFO, COO, Other Executive Officers and Compensation and Benefits Policies	2
E. Risk Management, Capital Management and Internal Controls	3
F. Financial Reporting, Auditors and Transactions	4
G. Legal Requirements and Dialogue with Stakeholders	4
H. Other	4
III. Board Chair.....	4
A. Appointment of the Board Chair	4
B. Duties and Responsibilities of the Board Chair	4
IV. Lead Director	6
A. Appointment of Lead Director	6
B. Duties and Responsibilities of the Lead Director.....	6
V. Evaluation of the board.....	6
VI. Outside Advisors.....	6
VII. Membership	6
VIII. Term.....	7
IX. Procedures for Meetings	7
X. Quorum and Voting	7
XI. Secretary	7
XII. Records	7
XIII. Review of Charter.....	7

I. PURPOSE

The Board of Directors (the “**Board**”) of Goodfood Market Corp. (the “**Corporation**”) is responsible for the supervision of the management of the business and affairs of the Corporation. The Board shall pursue the best interests of the Corporation and shall discharge its duties directly and through the committees that may exist from time to time.

The composition and meetings of the Board are subject to the requirements set forth in the articles and by-laws of the Corporation as well as in applicable laws.

II. DUTIES AND RESPONSIBILITIES OF THE BOARD

In furtherance of its purpose, the Board assumes the following duties and responsibilities, some of which are initially reviewed and recommended by the applicable committee of the Board to the full Board for approval:

A. STRATEGY AND BUDGET

1. Ensure a strategic planning process is in place and approving, on at least an annual basis, a Business Plan which takes into account, among other things, the longer term opportunities and risks of the business;
2. Approve the Corporation’s annual operating and capital budgets;
3. Review operating and financial performance results in relation to the Corporation’s Business Plan and budgets.

B. GOVERNANCE

1. Develop, adopt, implement, review and enforce the Corporation’s Code of Conduct, Trading Policy and other policies, and the actions, reports and recommendations received periodically from the Audit Committee and the Governance, Human Resources and Compensation Committee (the “**GHRC Committee**”) with respect to the conduct of the business in compliance with such policies;
2. Oversee the Corporation’s policies concerning business conduct, ethics, environmental, social and governance (ESG) practices, public disclosure of material information and other matters;

C. BOARD AND COMMITTEE MEMBERS

1. Identify individuals qualified to become Board members considering the size of the Board and the competences and skills of directors and proposed directors and the nominees for election at the next annual meeting of shareholders;

2. Approve the nomination of Directors to the Board and its Committees, as well as:
 - a. ensuring that a majority of the Corporation's Directors have no direct or indirect material relationship with the Corporation and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;
 - b. developing appropriate qualifications/criteria for the selection of Board members, including criteria for determining Director independence;
 - c. appointing the Board Chair, the Lead Director if necessary and the Chair and members of each Committee of the Board, in consultation with the relevant Committee of the Board.
3. Determine the Directors' remuneration for Board and Committee service;
4. Ensure that the Corporation's compensation policy for Directors reflects realistically the time spent, responsibilities and risks involved in being an effective director;
5. Assess annually the effectiveness and contribution of the Board, the Board Chair and the Lead Director, and of each Committee of the Board and their respective Chairs and of individual Directors;
6. Identify individuals qualified to become members of the Audit Committee in light of the independence, financial literacy, experience and other membership requirements set forth under applicable laws, rules and regulations and listing requirements;
7. Provide a comprehensive orientation program for new Directors to the Board and continuing education opportunities for all Directors;
8. Develop written position descriptions for the Board Chair, Lead Director and the Chair of each Committee of the Board;
9. Review and discuss with each of the Committees of the Board the appropriateness of the charters adopted by each such Committee, and as deemed appropriate, recommend changes to the Board.

D. CEO, CFO, COO, OTHER EXECUTIVE OFFICERS AND COMPENSATION AND BENEFITS POLICIES

1. Appoint the executive officers of the Corporation including the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and the Chief Operating Officer (the "COO") (collectively, the "Executive Officers");
2. Develop a written position description for the role of the CEO;

3. Develop the corporate goals and objectives that each Executive Officer is responsible for meeting and reviewing the performance of each Executive Officer against such corporate goals and objectives;
4. Evaluate the performance of each Executive Officer in relation with the corporate and personal objectives set by the Board;
5. Approve the Corporation's compensation and benefits policy or any changes thereto for Executive Officers and approval, by the independent directors, all forms of compensation for the CEO, CFO and COO;
6. Ensure that the Corporation's compensation and benefits policy create and reinforce good conduct, ethical behavior and promote reasonable risk taking;
7. Satisfy itself as to the integrity of the Executive Officers and senior management personnel and that the Executive Officers, and senior management personnel create a culture of integrity throughout the organization;
8. Provide stewardship in respect of succession planning, and approving, as may be required, (i) the succession plan with respect to the positions of the Executive Officers, and (ii) the appointment, training and monitoring of the Executive Officers and senior management personnel;

E. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

1. Identify and assess the principal risks of the Corporation's business, and ensure the implementation of appropriate systems to manage these risks;
2. Ensure the integrity of the Corporation's internal control system and management information systems and the safeguarding of the Corporation's assets;
3. Review, approve, and as required, oversee compliance with the Corporation's policy on corporate disclosure and confidentiality of information by Directors, Executive Officers and other management personnel and employees;
4. Review and approve the Corporation's internal and external policies for communicating and disseminating information;;
5. Review, approve and overseeing the Corporation's disclosure controls and procedures;
6. Review and approve the Code of Conduct with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct and as required, overseeing compliance with the Code of Conduct by Directors, Executive Officers and other management personnel and employees.

F. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

1. Review and approve, as required, the Corporation's financial statements, related financial information, and financial outlook;
2. Appoint, subject to approval of shareholders, (including terms and review of engagement) and remove of the external auditor and approving external auditor compensation;
3. Establishing appropriate limits on the authority delegated to the Executive Officers and management personnel to manage the business and affairs of the Corporation, the whole in accordance with the Authorization Policy.

G. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS

1. Oversee the adequacy of the Corporation's processes to ensure compliance by the Corporation with applicable legal and regulatory requirements;
2. Establish appropriate measures for receiving feedback from stakeholders.

H. OTHER

1. Review, approve, and as required, oversee, with the assistance of the GHRC Committee, Directors, Executive Officers and management personnel and employees compliance with the Corporation's environmental, health and safety policies;
2. Perform any other function as prescribed by law or as not delegated by the Board to one of the Committees of the Board or to management personnel.

III. BOARD CHAIR

A. APPOINTMENT OF THE BOARD CHAIR

The Board shall appoint its Chair from among the Corporation's Directors.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD CHAIR

The Board Chair leads the Board in all aspects of its work and is responsible to effectively manage the affairs of the Board and ensure that the Board is properly organized and functions efficiently.

More specifically, the Board Chair shall with respect to:

1. Strategy

- a. provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Board Charter and as otherwise may be appropriate;
 - b. work with the Executives Officers to monitor progress on the Business Plan, annual budgets, policy implementation and succession planning;
2. Board structure and management
- a. chair the Board meetings;
 - b. in consultation with the Executive Officers and the Corporate Secretary and the Committee Chairs, as appropriate, determine the frequency, dates and locations of meetings of the Board, of Committees, and of the shareholders;
 - c. in consultation with the Executive Officers and the Corporate Secretary, review the meeting agendas to ensure all required business is brought before the Board to enable it to efficiently carry out its duties and responsibilities;
 - d. ensure the Board has the opportunity, if and when required, to meet separately without non-independent directors and management personnel present;
 - e. ensure, in consultation with the Committee Chairs, that all items requiring Board and Committee approval are appropriately tabled;
 - f. ensure the proper flow of information to the Board and review, with the Executive Officers and the Corporate Secretary, the adequacy and timing of materials in support of management personnel's proposals; and
 - g. in conjunction with the relevant Committee (and its Chair), review and assess the Directors' meeting attendance records and the effectiveness and performance of the Board, its Committees (and their Chairs) and individual Directors.
3. Shareholders
- a. chair the annual, and any special meeting, of the shareholders; and
 - b. ensure that all business that is required to be brought before a meeting of shareholders is brought before such meeting.

IV. LEAD DIRECTOR

A. APPOINTMENT OF LEAD DIRECTOR

If the appointed Board Chair is also an Executive Officer, the Directors will appoint a Lead Director that will perform the duties and responsibilities associated with the Chair. The Lead Director should be able to stand sufficiently back from the day-to-day running of the business to ensure that the Board is in full control of the Corporation's affairs and attentive to its obligations to its shareholders.

B. DUTIES AND RESPONSIBILITIES OF THE LEAD DIRECTOR

The Lead Director shall have the following responsibilities:

- a. oversee that the Board discharges its responsibilities, ensure that the Board evaluates performance of management objectively and that the Board understands the boundaries between the Board and management responsibilities;
- b. perform the duties of the Chair when there is a conflict of interest between the Board Chair and Executive Officer roles;
- c. in the absence of the Board Chair, serve as acting Chair presiding over meetings of the Board and shareholders;
- d. review agendas and give input for meetings of the Board in advance with the Board Chair;
- e. convene and preside over meetings of the independent directors and communicate the results of these sessions where appropriate to the Board Chair, other management or the Board;
- f. in general serve as principal liaison between the independent directors and the Board Chair and between the independent directors and management;
- g. provide advice, counsel and mentorship to the Executive Officers and fellow members of the Board; and
- h. review annually, on a retrospective basis, the expenses of the Board Chair and of the Executive Officers of the Corporation.

V. EVALUATION OF THE BOARD

The Board shall, on an annual basis, evaluate and review its performance as a whole, as well as the performance of each individual director while taking into account: (i) in the case of the Board as a whole, the present Charter, and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the Board.

VI. OUTSIDE ADVISORS

The Board shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Board in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Board.

VII. MEMBERSHIP

The majority of the members shall, pursuant to applicable laws, rules, regulations and listing requirements: (i) meet the independence test; and (ii) have the required experience and qualifications as determined by the Board.

VIII. TERM

The members of the Board shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual general meeting of the shareholders or until their successors are so appointed.

IX. PROCEDURES FOR MEETINGS

The Board shall fix its own procedure at meetings and for the calling of meetings. Meetings of the Board will be held quarterly, or more frequently, as required. Independent directors may meet before or after each Board meeting or more often if required.

Directors are expected to attend all meetings of the Board and review, in advance, the meeting materials.

X. QUORUM AND VOTING

The majority of the Board shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Board Chair is absent, the Chair of the meeting will be the Lead Director. At a meeting, any question shall be decided by a majority of the votes cast.

XI. SECRETARY

Unless otherwise determined by resolution of the Board, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Board.

XII. RECORDS

The Board shall keep such records as it may deem necessary of its proceedings.

XIII. REVIEW OF CHARTER

The Board will annually review and assess the adequacy of the Board Charter.

ANNEX B
TERMS OF REFERENCE FOR THE
PRESIDENT AND CHIEF EXECUTIVE OFFICER

**POSITION DESCRIPTION FOR THE PRESIDENT AND CHIEF EXECUTIVE
OFFICER OF GOODFOOD MARKET CORP.
(THE “CORPORATION”)**

I. INTRODUCTION

The President and Chief Executive Officer is responsible for the general direction and management of the business and affairs of the Corporation in accordance with the corporate strategy and objectives approved by the Board of Directors (the “Board”), within the authority limitations delegated by the Board. The President and Chief Executive Officer develops the strategic direction of the Corporation to create sustainable long-term shareholder value.

II. KEY RESPONSIBILITIES

A. Corporate Strategy and Leadership

1. Develop and recommend to the Board a corporate strategy designed to achieve sustained, profitable growth with an objective of maximizing value and ensuring the long-term success of the business;
2. Review and report regularly to the Board the Corporation’s progress against its objectives, and all material deviations from such objectives and strategies, including any proposed changes as required, while informing the Board in early stages of the strategic plan development;
3. Foster a corporate culture that promotes ethical practices and integrity and maintains a positive work environment in an effort to attract, motivate and retain top talent at all levels in the Corporation;
4. Lead and oversee the required interfaces between the Corporation and the external constituencies, and act as the principal spokesperson for the Corporation;
5. Manage key resources of the Corporation, including financial, human and other resources to implement and achieve the Corporation’s strategic plan and ensure the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources for greater success and effectiveness;
6. Manage the significant risks of the Corporation’s businesses and ensure that proper procedures are established to mitigate the impact of the risks in the best interest of the shareholders;
7. Recruit and manage an effective and appropriate senior leadership team;
8. Establish and maintain succession plans for current and future potential senior management positions, to be approved by the Board.

B. Financial Leadership

1. Oversee the development of an annual business plan that supports the strategic direction to be approved by the Board which would include the development of: (1) annual operating forecasts of revenue, expenditures, operational results and financial performance, (2) an effective oversight of the capital structure and ongoing financial management of the Corporation and (3) appropriate and strategic deployment of the Corporation's capital.

C. Compliance & Governance

1. Ensure that effective control and coordination mechanisms for all operations and activities are in place, including the establishment and development of effective internal controls over financial reporting and mechanisms providing for the ongoing integrity of the Corporation's management information systems;

2. Ensure that all operations and activities of the Corporation are conducted in accordance with laws, regulations, the Corporation's Code of Ethics, disclosure and trading policies, sound business practice and in accordance with any policies and practices approved by the Board;

3. Foster a high performance corporate culture that promotes ethical practices and encourages individual integrity, accountability, and social responsibility, and ensure every officer of the Corporation acts honestly and in good faith with a view to the best interests of the Corporation.

D. Outside Stakeholder & Board Communication:

1. Ensure effective Board communication with sufficient, timely information on all material aspects of the Corporation's operations and financial affairs, as well as other matters relevant to the Corporation;

2. Ensure effective communication and appropriate relationships are maintained with all the stakeholders of the Corporation and investors.

III. PRESIDENT AND CHIEF EXECUTIVE OFFICER PERFORMANCE ASSESSMENT

On behalf of the Board, the Governance, Human Resources and Compensation Committee reviews and recommends to the Board the annual objectives for which the President and Chief Executive Officer is responsible. At the end of the year, the Committee evaluates the performance of the President and Chief Executive Officer including the assessment of such objectives for the year and recommends to the Board the President and Chief Executive Officer's compensation.

ANNEX C
UNALLOCATED AWARDS ORDINARY RESOLUTION

WHEREAS pursuant to the Security-Based Compensation Plans, the aggregate number of Common Shares available for issuance thereunder, together with any other security-based compensation arrangement of the Company, shall be 10% of the Company's total issued and outstanding Common Shares;

WHEREAS the Security-Based Compensation Plans do not have a fixed maximum number of Common Shares issuable thereunder;

WHEREAS the rules of the TSX provide that all unallocated entitlements under a security-based compensation arrangement which does not have a fixed number of maximum securities issuable must be approved every three years;

WHEREAS all unallocated Options and RSUs under the Security-Based Compensation Plans were to be approved by January 13, 2024;

IT IS HEREBY RESOLVED THAT:

1. all unallocated Options and RSUs under the Company's Security-Based Compensation Plans be, and they are hereby, ratified, confirmed and approved;
2. the Company shall have the ability to continue granting Options and RSUs under the Security-Based Compensation Plans until January 16, 2027, which is the date that is three years from the date of the shareholders' meeting at which shareholder approval is being sought; and
3. any director or officer of the Company be and is hereby authorized to do such things and to sign, execute and deliver all instruments and documents that such director and officer may, in his or her discretion, determine to be necessary or desirable in order to give full effect to the intent and purpose of this resolution.

ANNEX D
AMENDMENT TO ARTICLES SPECIAL RESOLUTION

WHEREAS the Company is currently pursuing certification as a “Certified B Corporation” (the “**B Corp Certification**”), a certification granted by B Lab, Inc., an independent non-profit organization;

WHEREAS pursuant to the B Corp requirements to obtain the B Corp Certification, it is a condition that the Company amend its articles to include the Stakeholder Articles;

WHEREAS in conjunction with the B Corp Certification, the shareholders of the Company wish to authorize and approve the amendment of the Company’s articles to include the Stakeholder Articles, a copy of which is attached hereto as Schedule A (“**Articles of Amendment**”);

IT IS HEREBY RESOLVED THAT:

1. the Company be, and is hereby, authorized to amend its articles of incorporation, the whole as set forth in the draft Articles of Amendment submitted to the shareholders for approval;
2. the draft Articles of Amendment submitted to the shareholders be and are hereby approved;
3. any director or officer of the Company be, and is hereby, authorized to sign and deposit, for and on behalf of the Company articles of amendment substantially in the same form as the draft Articles of Amendment approved hereunder, as well as to sign and deposit any other notice or document required to issue the certificate of amendment; and
4. any director or officer of the Company be, and is hereby, authorized to sign all documents, do all acts and all things necessary or useful, in their own discretion, in order to give effect to this resolution.

SCHEDULE A
ARTICLES OF AMENDMENT

1. The purpose of the Goodfood Market Corp. (the “**Company**”) shall include, but is not in any way limited to or restricted by, the creation of a positive impact on society and the environment, taken as a whole, from the business and operations of the Company, which impact is material in view of the size and nature of the Company’s business.
2. The board of directors of the Company (the “**Directors**” or a “**Director**”) shall, when deciding what is in the best interests of the Company, consider the short-term and the long-term interests of the Company and the interests of the Company’s shareholders, employees, suppliers, creditors and consumers, as well as the government, the environment, and the community and society in which the Company operates (the “**Stakeholders**”), to inform their decisions.
3. In discharging his or her duties, and in determining what is in the best interests of the Company, each Director shall consider all of the Stakeholders but shall not be required to regard the interests of any particular Stakeholder as determinative.
4. Nothing contained herein express or implied, is intended to create or shall create or grant any right in or for any person other than a shareholder or any cause of action by or for any person other than a shareholder.
5. Notwithstanding the foregoing, any Director is entitled to rely upon the definition of “best interests” as set forth above in enforcing his or her rights hereunder, and under federal or provincial law and such reliance shall not, absent another breach, be construed as a breach of a Director’s fiduciary duty of care, even in the context of a change in control transaction where, as a result of weighing other Stakeholders’ interests, a Director determines to accept an offer, between two competing offers, with a lower price per share.