Interim Condensed Consolidated Financial Statements of

# **GOODFOOD MARKET CORP.**

For the 26 weeks ended March 2, 2024 and March 4, 2023 (Unaudited)

Table of Contents

	Page
Interim Condensed Consolidated Financial Statements	
Interim Condensed Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)	1
Interim Condensed Consolidated Statements of Financial Position	2
Interim Condensed Consolidated Statements of Changes in Deficiency	3
Interim Condensed Consolidated Statements of Cash Flows	4
Notes to the Interim Condensed Consolidated Financial Statements	5 - 11

Interim Condensed Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (In thousands of Canadian dollars, except share and per share information - Unaudited)

			13 weeks	ende	d		26 weeks	ende	d
	Note	Ν	/larch 2, 2024		March 4, 2023		March 2, 2024		March 4, 2023
Net sales		\$	39,755	\$	42,043	\$	80,214	\$	89,191
Cost of goods sold			22,646		24,929		47,176		55,318
Gross profit Selling, general and administra	tive		17,109		17,114		33,038		33,873
expenses Reorganization and other			13,893		15,531		28,381		37,529
related gains	5		(1,364)		(2,769)		(1,361)		(1,650)
Depreciation and amortization			1,818		2,856		3,773		6,625
Operating income (loss)			2,762		1,496		2,245		(8,631)
Net finance costs	6		1,369		1,470		2,825		3,040
Income (loss) before income taxes			1,393		26		(580)		(11,671)
Deferred income tax recovery			_		(72)		_		(61)
Net income (loss), being comprehensive income (loss	)	\$	1,393	\$	98	\$	(580)	\$	(11,610)
Basic and diluted income (loss)									
per share Basic weighted average number of common shares		\$	0.02	\$	_	\$	(0.01)	\$	(0.15)
Diluted weighted average number of common shares	9	76,	937,849	76	6,247,164	76	6,717,152	75	,753,539
outstanding	9	77,	349,482	76	5,830,214	76	6,717,152	75	,753,539

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

# Interim Condensed Consolidated Statements of Financial Position

(In thousands of Canadian dollars - Unaudited)

As at	Note	Mar	ch 2, 2024	Septerr	ber 2, 2023
Assets					
Current assets:					
Cash and cash equivalents		\$	23,712	\$	24,925
Accounts and other receivables			3,594		4,136
Inventories			3,484		3,281
Other current assets			729		366
			31,519		32,708
Non-current assets:					
Fixed assets			9,137		11,026
Right-of-use assets			8,070		10,986
Intangible assets			2,322		2,776
Lease receivable			3,252		-
Other non-current assets			300		312
Total assets		\$	54,600	\$	57,808
Accounts payable and accrued liabilities Deferred revenues	7	\$	17,108 4,050	\$	17,993 4,105
Debt	7		1,763		4,036
Current portion of lease obligations			3,015		2,862
			25,936		28,996
Non-current liabilities:	0		40.475		44 750
Convertible debentures	8		43,475		41,752
Lease obligations			8,915		10,502
Total liabilities			78,326		81,250
Shareholders' deficiency:	0		404 400		400.000
Common shares	9		181,133		180,369
Contributed surplus Convertible debentures	8		7,541 5 267		8,009 5,267
Deficit	0		5,367 (217 767)		5,367 (217 197)
			(217,767)		(217,187)
Total shareholders' deficiency		•	(23,726)	<u>۴</u>	(23,442)
Total liabilities and shareholders' deficienc	у	\$	54,600	\$	57,808

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Approved on behalf of Goodfood Market Corp. by:

Signed

Signed

Jonathan Ferrari, Director and Chair of the Board Donald Olds, Director and Chair of the Audit Committee

Interim Condensed Consolidated Statements of Changes in Deficiency (In thousands of Canadian dollars - Unaudited)

### For the 26 weeks ended

								М	arcl	n 2, 2024
	<b>N</b> I 4	(	Common		tributed		rtible	5 6 4		
<u></u>	Note		Shares		Surplus	Depe	ntures	Deficit		Total
Balance as at		ሱ	400.000	۴	0 000	¢	F 007	¢ (047 407)	ሱ	(00,440)
September 2, 2023		\$	180,369	\$	8,009	\$	5,367	\$ (217,187)	\$	(23,442)
Net loss for the period			-		-		-	(580)		(580)
Share-based payments					000					000
expense			_		330		_	-		330
Restricted share units vested	9		796		(706)					
Employee share purchase	9		790		(796)		-	_		_
plan	9		(32)		(2)		_	_		(34)
Balance as at	3		(32)		(2)					(34)
March 2, 2024		\$	181,133	\$	7,541	\$	5,367	\$ (217,767)	\$	(23,726)
		Ŧ	,	Ť	- ,0	Ŧ	-,	÷ (, •, •, •,	Ť	(
								-		
								N	arc	h 4, 2023
Balance as at		•	470 700	•	40 504	<b>^</b>	<b>-</b> 4 <b>-</b> 4	¢ (000 70 1)	•	(44.470)
September 3, 2022		\$	173,788	\$	10,584	\$	5,174	\$ (200,724)	\$	(11,178)
Net loss for the period			-		-		-	(11,610)		(11,610)
Share-based payments										
expense			_		3,089		_	_		3,089
Net convertible debentures							000			000
issuance Net convertible debentures	8, 9		_		_		202	_		202
conversions	8, 9		196				(9)			187
Restricted share units	0, 9		190		_		(9)	—		107
vested	9		5,397		(5,397)		_	_		_
Employee share purchase	3		5,531		(0,007)		_	_		—
plan	9		(56)		(2)		_	_		(58)
Balance as at	•		(00)		(-)					(00)
March 4, 2023		\$	179,325	\$	8,274	\$	5,367	\$ (212,334)	\$	(19,368)
		Ŧ		Ŷ	-,	Ŧ	-,	, <u>, , , , , , , , , , , , , , , , , , </u>	Ŧ	(19,200)

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

# Interim Condensed Consolidated Statements of Cash Flows (In thousands of Canadian dollars - Unaudited)

			13 we	eks		26 weeks				
			March 2,		March 4,	Μ	arch 2,	March 4,		
For the periods ended	Note		2024		2023		2024	2023		
Operating:										
Net income (loss)		\$	1,393	\$	98	\$	(580)	\$ (11,610)		
Adjustments for:		•	.,	Ŧ		Ŧ	(000)	¢ (11,010)		
Depreciation and amortization			1,818		2,856		3,773	6,625		
Reversal of impairment of non-			.,		2,000		•,•	0,020		
financial assets	5		(981)		_		(981)	_		
Net (gains) loss on disposal of non-	Ũ		(001)				(001)			
financial assets	5		(662)		323		(662)	2,383		
Gain on termination of leases	5		(002)		(7,318)		(002)	(10,557)		
Write-offs of non-financial assets	5				1,701			1,701		
	5		324		797		329	3,089		
Share-based payments expense Net finance costs	6		1,369		1,470			3,089		
	0		1,309				2,825			
Deferred income tax recovery			_		(72)		-	(61)		
Change in non-cash operating working	4.4		(2 4 7 4)		(A = 0A)		(777)			
capital	11		(3,171)		(4,504)		(777)	(5,562)		
Other			_		232		_	460		
Net cash provided by (used in) operat	ing						0.007	(40,400)		
activities			90		(4,417)		3,927	(10,492)		
Investing:										
Additions to fixed assets			-		(3)		(32)	(689)		
Additions to intangible assets			(118)		(494)		(246)	(620)		
Proceeds from disposal of non-financia	I									
assets			_		222		-	2,629		
Interest received			262		231		564	493		
Net cash provided by (used in) investi	ng									
activities			144		(44)		286	1,813		
Financing:										
Net proceeds from issuance of										
convertible debentures	8		_		12,344		-	12,344		
Net repayment of debt	7		(313)		(6,875)		(2,301)	(7,188)		
Net proceeds from revolving facility			_		600		-	600		
Interest paid			(228)		(788)		(1,613)	(2,945)		
Payments of lease obligations			(828)		(1,252)		(1,500)	(2,895)		
Shares purchased under employee					. ,			. ,		
share purchase plan			(15)		(31)		(33)	(58)		
Other			_		26		21	52		
Net cash (used in) provided by financi	na									
activities			(1,384)		4,024		(5,426)	(90)		
Decrease in cash and cash equivalents			(1,150)		(437)		(1,213)	(8,769)		
Cash and cash equivalents, beginning of			(1,100)		()		(·,=·•)	(0,100)		
period			24,862		28,553		24,925	36,885		
Cash and cash equivalents, end of			21,002		20,000		_ ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	00,000		
period		\$	23,712	\$	28,116	¢	23,712	\$ 28,116		
Supplemental cash flow information	11	Ψ	23,112	Ψ	20,110	ψ	20,112	ψ 20,110		

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

### 1. **REPORTING ENTITY**

Goodfood Market Corp. is a digital meal solutions brand in Canada, delivering fresh meal and add-ons that make it easy for customers from across Canada to enjoy delicious meals at home every day. References to Goodfood Market Corp. (or "Goodfood", the "Company") represent the financial position, financial performance, cash flows and disclosures of Goodfood Market Corp. and its subsidiary on a consolidated basis.

Goodfood Market Corp. is incorporated under the *Canada Business Corporations Act* and is listed on the Toronto Stock Exchange ("TSX") under the symbol "FOOD". The Company's main production facility and administrative offices are based in Montreal, Québec with additional locations in the provinces of Ontario and Alberta.

### 2. BASIS OF PREPARATION

### 2.1 STATEMENT OF COMPLIANCE

These interim condensed consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). These interim condensed consolidated financial statements do not include all the disclosures required for annual consolidated financial statements prepared in accordance with IFRS Accounting Standards ("IFRS") and should be read in conjunction with the annual audited consolidated financial statements of the Company for the year ended September 2, 2023.

These interim condensed consolidated financial statements of the Company were approved by the Board of Directors ("Board") on April 15, 2024 for publication on April 16, 2024.

### 2.2 BASIS OF MEASUREMENT

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for the following:

- equity share-based payment arrangements which are measured at fair value at grant date; and
- lease obligations, which are measured at the present value of minimum lease payments at lease inception.

### 2.3 FUNCTIONAL AND PRESENTATION CURRENCY

The interim condensed consolidated financial statements are stated in Canadian dollars, which is the functional and presentation currency of Goodfood Market Corp.

### 2.4 SEASONALITY OF THE BUSINESS

The Company's net sales and expenses are impacted by seasonality. During the winter holiday season and summer season, the Company anticipates net sales to be lower as a higher proportion of customers elect to skip their delivery. During periods with warmer weather or very cold weather, the Company anticipates packaging costs to be higher due to the additional packaging required to maintain food freshness and quality. The Company also anticipates food costs to be positively affected during the summer season due to improved availability during periods with warmer weather.

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

### 3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies applied in these interim condensed consolidated financial statements are the same as those applied to the Company's annual audited consolidated financial statements for the year ended September 2, 2023.

### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's interim condensed consolidated financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses and accompanying disclosures. Uncertainty about these assumptions and estimates, including the current economic environment, could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. These assumptions and estimates are regularly reviewed. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are the same as those applied to the Company's annual audited consolidated financial statements for the year ended September 2, 2023.

		13 weel	s			26 wee	ks	
	March 2, 2024		March 4, 2023		March 2, 2024		Ν	March 4, 2023
Reversal of impairment of non-financial assets	\$	(981)	\$	_	\$	(981)	\$	_
(Gains) charges related to facility closures		-	(5,	588)		-		(8,274)
Write-offs of non-financial assets		-	1,	701		-		1,701
Net loss on disposal of non-financial assets		-		323		-		2,381
Employee termination and benefit costs		-		492		-		1,297
External advisor fees		-		163		_		953
Other		(383)		140		(380)		292
	\$	(1,364)	\$(2,	769)	\$	(1,361)	\$	(1,650)

# 5. REORGANIZATION AND OTHER RELATED GAINS

In Fiscal 2022, as a result of the Company's reorganization plan, the Company decided to close several facilities as well as to shutdown its on-demand grocery product offering. Consequently, the Company performed an impairment test of its non-financial assets and recorded an impairment charge on fixed assets, right-of-use assets and intangible assets.

In the 13 weeks ended March 2, 2024, the Company subleased a facility as well as leased fixed assets included in this facility that were previously impaired. As a result, the Company recalculated the recoverable amount of this cash-generating unit (CGU), which now exceeds the carrying value of the CGU, and reversed a previously recorded impairment charge for an amount of \$1.0 million. As a result, a lease receivable was recorded in the amount of \$3.5 million on the consolidated balance sheet.

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

When determining the recoverable amount using the value-in-use (VIU) of its leased facility and the fixed assets included in the facility, the Company used a discounted cash flow model including the agreed upon lease terms. In addition, the discount rate employed for each cash flow projection was determined to be 8.5% based on capitalization rates according to the market in which the facility is located.

# 6. NET FINANCE COSTS

		13 week						
	March 2, 2024		March 4, 2023		March 2, 2024		Ν	larch 4, 2023
Interest expense on debt	\$	47	\$	156	\$	179	\$	426
Interest expense on lease obligations Interest expense on debentures, including		174		414		354		1,057
accretion interest		1,383		967		2,738		1,834
Interest income		(262)		(231)		(564)		(493)
Foreign exchange loss (gain)		5		1		15		(44)
Other finance costs		22		163		103		260
	\$	1,369	\$	1,470	\$	2,825	\$	3,040

### 7. DEBT

During the first quarter of Fiscal 2024, the Company reached an agreement to amend and extend the syndicated credit agreement with its existing lenders providing bank financing of \$4.8 million. The facilities include a \$2.1 million term loan, a \$1.3 million revolving credit facility, and \$1.4 million in additional short-term financing. The facilities bear variable interest rates of prime rate plus 3.00% and mature in November 2024. The term loan is repayable in quarterly installments of \$0.3 million with a bullet repayment of the balance of \$0.8 million at the end of the term in November 2024. As at March 2, 2024, no amount was drawn from the revolving facility. The total drawn credit facility is presented as a current liability.

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

### 8. CONVERTIBLE DEBENTURES

The following table summarizes the continuity of the Company's Debentures:

	Marc	:h 2, 2024	Septemb	er 2, 2023
Convertible debentures, liability component balance, beginning of period	\$	41,752	\$	27,469
Net proceeds from issuance of the Debentures		-		11,970
Accretion interest		1,723		2,489
Conversion of the Debentures		-		(176)
Convertible debentures, liability component balance, end of period	\$	43,475	\$	41,752

The following summarizes convertible debentures for the 13 and 26 weeks ended March 2, 2024 and March 4, 2023:

	1	3 week	s			26 weel	ks	
		March 2, 2024		March 4, 2023		ch 2, 2024	March 4, 2023	
Reclassification from Convertible								
debentures liability component to								
common shares	\$	-	\$	_	\$	-	\$	176
Reclassification from Convertible								
debentures equity component to								
common shares		-		-		-		20
Deferred income tax expense recognized								
upon Debentures conversion		-		-		-		11
Deferred income tax recovery recognized								
upon Debentures issuance		-		72		-		72
In number of debentures or common shares								
Number of debentures converted		-		_		_		210
Number of common shares issued from								
converted debentures (Note 9)		_		_		_	4	5,652
Total number of outstanding Debentures,							-	-,
end of period	47	,953	47	,953	47	7,953	4	7,953

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

#### 9. SHAREHOLDERS' EQUITY

#### **COMMON SHARES**

The Company is authorized to issue an unlimited number of no par value common shares.

The movements in common shares were as follows for the 26 weeks ended:

		Marc	:h 2, 2024		Marc	ch 4, 2023
	Number of shares		Carrying amount	Number of shares		Carrying amount
Balance, beginning of period	76,525,507	\$	180,369	75,233,023	\$	173,788
Debenture conversions (Note 8) Purchased and held in trust through	-		-	45,652		196
employee share purchase plan	(101,862)		(34)	(98,647)		(58)
Restricted share units vested	555,699		796	1,216,843		5,397
Employee share purchase vested	12,513		2	5,371		2
Balance, end of period	76,991,857	\$	181,133	76,402,242	\$	179,325

### **INCOME (LOSS) PER SHARE**

	13 we	eks	26 we	eks
For the periods ended	March 2, 2024	March 4, 2023	March 2, 2024	March 4, 2023
Basic weighted average number of common shares outstanding	76,937,849	76,247,164	76,717,152	75,753,539
Dilutive effect of restricted share units andstock options <sup>(1)</sup>	411,633	583,050	_	_
Diluted weighted average number of common shares outstanding	77,349,482	76,830,214	76,717,152	75,753,539

(1) Includes 398,365 shares related to restricted share units (March 4, 2023 - 583,050).

Issued shares from the exercise of stock options, Debenture conversions and share issuance are weighted from the transaction date. The purchase of common shares to fund the employee share purchase plan is weighted from the transaction date.

For the 13 weeks ended March 2, 2024, the diluted income per share calculation did not take into consideration the potential dilutive effect of unvested shares in connection with the employee share purchase plan and the Debentures conversion option as they are not dilutive.

For the 13 weeks ended March 4, 2023, the diluted income per share calculation did not take into consideration the potential dilutive effect of the stock options, unvested shares in connection with the employee share purchase plan and the Debentures conversion option as they are not dilutive.

For the 26 weeks ended March 2, 2024 and March 4, 2023, the diluted loss per share calculation did not take into consideration the potential dilutive effect of the stock options, restricted share units, unvested shares in connection with the employee share purchase plan and the Debentures conversion option as they are not dilutive.

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

#### 10. SHARE-BASED PAYMENTS

### RESTRICTED SHARE UNIT PLAN (RSU)

2,869,916 RSUs were granted during the 26 weeks ended March 2, 2024 (March 4, 2023 – 1,652,395 RSUs granted) and had a weighted average trading price for the five days immediately preceding the grant date of 0.30 per unit (March 4, 2023 – 0.44).

### 11. SUPPLEMENTAL CASH FLOW INFORMATION

The following summarizes the net changes in non-cash items related to operating working capital:

		13 weel	ĸs		26 weeks			
For the periods ended		larch 2, 2024	March 4, 2023		March 2, 2024		N	/larch 4, 2023
Accounts and other receivables	\$	612	\$	(256)	\$	775	\$	200
Inventories		(41)		831		(203)		2,946
Other current assets		(242)		47		(363)		177
Accounts payable and accrued liabilities		(3,375)		(5,122)		(931)		(9,258)
Deferred revenues		(125)		(4)		(55)		373
	\$	(3,171)	\$	(4,504)	\$	(777)	\$	(5,562)

The following transactions had no cash impact for the 13 and 26 weeks ended:

	13 weeks				26 weeks			
For the periods ended	March 2, 2024		March 4, 2023		March 2, 2024		March 4, 2023	
Financing activities								
Unpaid debenture issue costs	\$	_	\$	153	\$	-	\$	153

The following had a cash impact in the net cash generated from operating activities for the 13 and 26 weeks ended:

	13 weeks				26 weeks				
	March 2, 2024		March 4, 2023		March 2,		March 4,		
For the periods ended						2024	2023		
<b>Operating activities</b> Payments related to discontinuance of products related to on-demand offering	\$	_	\$	127	\$	_	\$	127	
Payments made to reorganization and other related costs		359		2,576		689		4,694	

Notes to the Interim Condensed Consolidated Financial Statements – March 2, 2024 (All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

### 12. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

Goodfood has determined that the fair value of cash and cash equivalents, accounts and other receivables, and accounts payable and accrued liabilities approximate their respective carrying amounts at the consolidated statements of financial position date, due to the short-term maturity of those instruments.

Goodfood determined that the fair value of its debt approximates its carrying amount as it bears a variable interest rate at prime rate plus 3.00% which is a similar market interest rate for financial instruments with similar terms and risks.

The Company determined the valuation of its Debentures at issuance using Level 3 inputs. As at March 2, 2024, the Company determined that the fair value of its Debentures approximates \$26.0 million which was determined based on market trading value for 2025 Debentures and 2027 Debentures and market conditions for 2028 Debentures.

#### Liquidity risk:

Liquidity risk is the risk that the Company will be unable to fulfill its obligations on a timely basis or at a reasonable cost. The Company manages its liquidity risk by monitoring its operating requirements. The Company prepares budgets and cash forecasts to ensure it has sufficient funds to fulfill its obligations.

The Company monitors its risk of shortage of funds by monitoring forecasted and actual cash flows and maturity dates of existing financial liabilities and commitments and is actively managing its capital to ensure a sufficient liquidity position to finance its general and administrative, working capital and overall capital expenditures.

In order to manage its liquidity risk, the Company constantly reviews its operations and overall business to drive efficiencies to form the basis for positive cash flow and long-term profitable growth. The Company expects to have sufficient liquidities in order to repay its credit facilities when they become due in November 2024 should they not be renewed.

This assessment could be affected by economic, financial and future competitive factors, and other future events that are beyond the control of the Company. Management's liquidity assessment could be impacted if the actual operational performance is lower than the one used in the forecasted cash flows.