Management’s Discussion and Analysis of

GOODFOOD MARKET CORP.

For the 13 weeks and 39 weeks ended June 1, 2024

TABLE OF CONTENTS

BASIS OF PRESENTATION

The following Management's Discussion and Analysis ("MD&A") is intended to assist readers in understanding the business environment, trends and significant changes in the results of operations and financial condition of Goodfood Market Corp. and its subsidiary (the "Company" or "Goodfood") for the 13 and 39 weeks ended June 1, 2024 and should be read in conjunction with our audited annual consolidated financial statements and the accompanying notes for the 52 weeks ended September 2, 2023 and our interim condensed consolidated financial statements and notes for the 13 and 39 weeks ended June 1, 2024. Please also refer to Goodfood's press release announcing its results for the 13 and 39 weeks ended June 1, 2024 issued on July 16, 2024. Quarterly reports, the Annual Report, and the Annual Information Form can be found on SEDAR+ at www.sedarplus.ca and under the "Investor Relations – Financial Information" section of our website: https://www.makegoodfood.ca/en/investors. Press releases are available on SEDAR+ and under the "Investor Relations – Press Releases" section of our corporate website.

The Company's unaudited interim condensed consolidated financial statements were prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB") and the financial information herein was derived from those statements.

During Fiscal 2023, the Company completed its cost reduction initiatives. The cost saving initiatives consisted of a review of its operations and overall business to drive efficiencies, return the Company to positive adjusted EBITDA[1] and to form the basis for the path to consistent positive cash flow and long-term profitable growth.

All amounts herein are expressed in Canadian dollars unless otherwise indicated. Certain totals, subtotals and percentages may not agree due to rounding.

In this MD&A, references to "we", "our", "Goodfood" or the "Company" refer to Goodfood Market Corp. and its wholly owned subsidiary.

Management determines whether information is material based on whether they believe a reasonable investor's decision to buy, sell or hold securities of the Company would likely be influenced or changed should the information be omitted or misstated, and discloses material information accordingly.

The information in this MD&A is current to July 16, 2024, unless otherwise noted.

[1] Please refer to the "Metrics and Non-IFRS Financial Measures" section of this MD&A for corresponding definitions.

KEY FINANCIAL HIGHLIGHTS

This section provides a summary of our financial performance for the third quarter and year-to-date of Fiscal 2024 compared to the same period in 2023. We present metrics and measures to help investors better understand our performance, including certain metrics and measures which are not recognized by IFRS. Definitions of these non-IFRS financial measures are provided in the "Metrics and Non-IFRS Financial Measures" section of this MD&A and are important metrics to be considered when analyzing our performance. For a reconciliation of these non-IFRS financial measures to the most comparable IFRS financial measures, as applicable, see the "Metrics and Non-IFRS Financial Measures – Reconciliation" section of this MD&A.

HIGHLIGHTS OF THE THIRD QUARTER OF 2024 COMPARED TO THE THIRD QUARTER OF 2023

- Net sales were $38.6 million, an 8% decrease from $42.1 million compared to the same quarter last year.
- Gross margin grew to 44.0%, an increase of 3.0 percentage points and gross profit totalled $16.9 million, a $0.3 million decrease compared to the same quarter last year.
- Net income was $0.3 million, an improvement of $1.5 million from negative $1.2 million compared to the same quarter last year.
- Adjusted EBITDA margin[1] was 9.2%, an improvement of 1.4 percentage points compared to the same quarter last year.
- Net cash flows provided by operating activities totalled $4.5 million, an improvement of $1.4 million compared to the same quarter last year.
- Adjusted free cash flow[1] was $4.4 million, an improvement of $0.3 million compared to the same quarter last year.
- Active customers[1] of 105,000 compared to 119,000 for the same quarter last year.

HIGHLIGHTS OF FISCAL 2024 COMPARED TO FISCAL 2023

- Net sales were $118.8 million, a 10% decrease from $131.3 million compared to the same period last year.
- Gross margin grew to 42.1%, an increase of 3.1 percentage points and gross profit of $50.0 million decreased by $1.2 million or 2% compared to the same period last year.
- Net loss was $0.3 million, an improvement of $12.5 million, compared to a net loss of $12.8 million in the same period last year.
- Adjusted EBITDA margin[1] was 7.2%, an improvement of 4.2 percentage points compared to the same period last year.
- Net cash flows provided by operating activities were $8.4 million, an improvement of $15.8 million compared to the same period last year.
- Adjusted free cash flow[1] is positive $8.7 million, an improvement of $11.6 million compared to the same period last year.

[1] Please refer to the "Metrics and Non-IFRS Financial Measures" section of this MD&A for corresponding definitions.

FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking information includes, but is not limited to, information with respect to our objectives and the strategies to achieve these objectives, as well as information with respect to our beliefs, plans, expectations, anticipations, assumptions, estimates and intentions, including, without limitation, statements in the "Financial Outlook" section of the MD&A. This forward-looking information is identified by the use of terms and phrases such as "may", "would", "should", "could", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", and "continue", as well as the negative of these terms and similar terminology, including references to assumptions, although not all forward-looking information contains these terms and phrases. Forward-looking information is provided for the purposes of assisting the reader in understanding the Company and its business, operations, prospects and risks at a point in time in the context of historical trends, current condition and possible future developments and therefore the reader is cautioned that such information may not be appropriate for other purposes.

Forward-looking information is based upon a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in, or implied by, such forward-looking information. These risks and uncertainties include, but are not limited to, the following risk factors which are discussed in greater detail under "Risk Factors" in the Company's Annual Information Form for the 52 weeks ended September 2, 2023 available on SEDAR+ at www.sedarplus.ca : limited operating history, negative operating cash flows and net losses, going concern risk, food industry including current industry inflation levels, indebtedness and impact upon financial condition, future capital requirements, quality control and health concerns, regulatory compliance, regulation of the industry, public safety issues, product recalls, damage to Goodfood's reputation, transportation disruptions, storage and delivery of perishable foods, product liability, unionization activities, consolidation trends, ownership and protection of intellectual property, evolving industry, reliance on management, fulfillment centers and logistics channels, factors which may prevent realization of growth targets, competition, availability and quality of raw materials, environmental and employee health and safety regulations, online security breaches and disruptions, reliance on data centers, open source license compliance, operating risk and insurance coverage, management of growth, limited number and scope of products, conflicts of interest, litigation, food costs and availabilities, catastrophic events, risks associated with payments from customers and third parties, being accused of infringing intellectual property rights of others and, climate change and environmental risks, as well as an inability to maintain high social responsibility standards could lead to reputational damage and adversely affect our business. This is not an exhaustive list of risks that may affect the Company's forward-looking statements. Other risks not presently known to the Company or that the Company believes are not significant could also cause actual results to differ materially from those expressed in its forward-looking statements. Although the forward-looking information contained herein is based upon what we believe are reasonable assumptions, readers are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking information. Certain assumptions were made in preparing the forward-looking information concerning the availability of capital resources, business performance, market conditions, as well as customer demand.

In addition, net sales and operating results could be impacted by changes in the overall economic condition in Canada and by the continuing inflationary pressures and by the impact these conditions could have on consumer discretionary spending. Fears of a looming recession, increases in interest rates, continuing supply chain disruptions and increased input costs are expected to have a continuing significant impact on our economic condition that could materially affect our financial condition, results of operations and cash flows.

Consequently, all of the forward-looking information contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained herein is provided as of the date hereof, and we do not undertake to update or amend such forward-looking information whether as a result of new information, future events or otherwise, except as may be required by applicable law.

METRICS AND NON-IFRS FINANCIAL MEASURES

The table below defines metrics and non-IFRS financial measures used by the Company throughout this MD&A. Non-IFRS financial measures do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. They are provided as additional information to complement IFRS measures and to provide a further understanding of the Company's results of operations from our perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS and should be read in conjunction with the consolidated financial statements for the periods indicated.

In the first quarter of Fiscal 2024, the Company ceased the review of its total net (debt) cash and the total net (debt) cash to total capitalization non-IFRS measures. They no longer represent the best measures used by the Company to assess cash flow profitability and financial leverage considering that its debt balance was significantly reduced in the last year with its amended credit facilities. Furthermore, in Fiscal 2023, the Company added the free cash flow and adjusted free cash flow non-IFRS measures to assess its financial strength and liquidity as well as to assess how much cash is generated and available to invest in growth opportunities, to finance its ongoing operations and to service its debt. These new measures are more closely related to the Company's profitability. As a result, the Company will no longer present its total net (debt) cash and the total net (debt) cash to total capitalization non-IFRS measures in its MD&A.

Metrics	Definitions
Active customers	An active customer is a customer that has placed an order within the last three months. For greater certainty, an active customer is only accounted for once, although different products and multiple orders might have been purchased within a quarter. While the active customers metric is not an IFRS or non-IFRS financial measure, and, therefore, does not appear in, and cannot be reconciled to a specific line item in the Company's consolidated financial statements, we believe that the active customers metric is a useful metric for investors because it is indicative of potential future net sales. The Company reports the number of active customers at the beginning and end of the period, rounded to the nearest thousand.
Adjusted gross profit **&** **Adjusted gross margin**	Adjusted gross profit is defined as gross profit excluding the impact of the discontinuance of products related to Goodfood On-Demand offering pursuant to the Company's costs saving initiatives. Adjusted gross margin is defined as the percentage of adjusted gross profit to net sales. The Company uses adjusted gross profit and adjusted gross margin to measure its performance from one period to the next excluding the variation caused by the items described above. Adjusted gross profit and adjusted gross margin are non-IFRS financial measures. We believe that these metrics are useful measures of financial performance to assess how efficiently the Company uses its resources to service its customers as well as to assess underlying trends in our ongoing operations without the variations caused by the impacts of strategic initiatives such as the items described above and facilitates the comparison across reporting periods. Please refer to the "Metrics and non-IFRS financial measures – reconciliation" section of the MD&A for a reconciliation of these non-IFRS financial measures to the most comparable IFRS financial measures.
EBITDA, **Adjusted EBITDA** **&**	EBITDA is defined as net income or loss before net finance costs, depreciation and amortization and income taxes. Adjusted EBITDA is defined as EBITDA excluding share-based payments expense, the impact of the inventories write-downs due to the discontinuance of products related to Goodfood On-Demand offering, impairment and reversal of impairment of non-financial assets and reorganization and other related (gains) costs pursuant to the Company's costs saving initiatives. Adjusted EBITDA

Adjusted EBITDA margin	margin is defined as the percentage of adjusted EBITDA to net sales. EBITDA, adjusted EBITDA, and adjusted EBITDA margin are non-IFRS financial measures. We believe that EBITDA, adjusted EBITDA, and adjusted EBITDA margin are useful measures of financial performance to assess the Company's ability to seize growth opportunities in a cost-effective manner, to finance its ongoing operations and to service its debt. They also allow comparisons between companies with different capital structures. We also believe that these metrics are useful measures of financial performance to assess underlying trends in our ongoing operations without the variations caused by the impacts of the items described above and facilitates the comparison across reporting periods. Please refer to the "Metrics and non-IFRS financial measures – reconciliation" section of the MD&A for a reconciliation of these non-IFRS financial measures to the most comparable IFRS financial measures.
Free cash flow & Adjusted free cash flow	Free cash flow is defined as net cash used in or provided by operating activities less additions to fixed assets and additions to intangible assets. This measure allows the Company to assess its financial strength and liquidity as well as to assess how much cash is generated and available to invest in growth opportunities, to finance its ongoing operations and to service its debt. It also allows comparisons between companies with different capital structures. Adjusted free cash flow is defined as free cash flow excluding cash payments made to costs related to reorganization activities. We believe that adjusted free cash flow is a useful measure when comparing between companies with different capital structures by removing variations caused by the impacts of the items described above. We also believe that this metric is a useful measure of financial and liquidity performance to assess underlying trends in our ongoing operations without the variations caused by the impacts of the items described above and facilitates the comparison across reporting periods. Please refer to the "Metrics and non-IFRS financial measures – reconciliation" section of the MD&A for a reconciliation of these non-IFRS financial measures to the most comparable IFRS financial measures.

COMPANY OVERVIEW

WHO WE ARE AND OUR VISION

Goodfood (TSX: FOOD) is a leading digitally native meal solutions brand in Canada, delivering fresh meals and add-ons that make it easy for customers from across Canada to enjoy delicious meals at home every day. The Goodfood team is building Canada's most loved millennial food brand, with the mission to create experiences that spark joy and help our community live longer on a healthier planet. Goodfood customers have access to uniquely fresh and delicious products, as well as exclusive pricing, made possible by its world-class culinary team and direct-to-consumer infrastructures and technology. Goodfood is passionate about connecting its partner farms and suppliers to its customers' kitchens while eliminating food waste and costly retail overhead.

OUR OPERATIONS

The Company's main production facility and administrative offices are based in Montreal, Québec with additional locations in the provinces of Ontario and Alberta.

Together, our Montreal and Calgary facilities serve the whole of Canada, aligned with our go-forward strategy centered around building the Goodfood brand through our weekly meal plans and add-ons nationally, providing Goodfood branded grocery and ready-to-eat products, as well as increasing flexibility and access to our products over time.

The following table provides a summary of our operating locations as at July 15, 2024 :

	Total number of locations	Administrative offices	Manufacturing centres	Fulfillment facilities
Greater Montreal Area (Quebec)	1	X	X	X
Greater Toronto Area (Ontario)	2	X		X
Calgary (Alberta)	1		X	X

FINANCIAL OUTLOOK

Goodfood's core purpose is to create experiences that spark joy and help our community live longer on a healthier planet. As a food brand with a strong following from Canadians coast to coast, we are focused on growing the Goodfood brand through our meal solutions including meal kits and prepared meals, with a range of exciting Goodfood branded add-ons to complete a unique food experience for customers.

We believe there is runway for additional penetration of meal kits into Canadian households, as evidenced by 2023 and 2024 industry research estimating the Canadian meal kit market to grow at a CAGR in the mid-teen percentage points through 2028 (See Goodfood's Annual Information Form for the 52 weeks ended September 2,2023, available on SEDAR+ at wwww.sedarplus.ca for additional information and details).

Before scaling our efforts to endeavour to capture an outsized share of the Canadian meal solutions market, our focus has been and continues to be on further improving and growing cash flows. We are pleased to have now reported six consecutive quarters of positive adjusted EBITDA[1], which on a last twelve months basis surpasses $9 million. The substantial rise in adjusted EBITDA[1] has led to significant adjusted free cash flow[1] improvement which has now been positive in four of our last five quarters. These results help position Goodfood to grow its top-line and to fund this growth with internally generated cash flows.

To grow our customer base, we aimed to build customer acquisition cost efficiencies through a review and consistent improvement in our investments. We have also made and continue to make investments in our digital product to elevate the customer experience by reducing friction and enhancing ease of use. Combined with reactivations of previous Goodfood members, these initiatives have driven a double-digit percentage reduction of our customer acquisition costs since the fourth quarter of Fiscal 2023 and improved the profitability and unit economics of customers.

A key driver that can enhance order frequency is product variety. In addition to launching our VIP program, which rewards high-frequency customers, we have increased the diversity of our recipe and ingredient offering to provide additional choices to enhance order rate. With a focus on *Better-for-You* products like organic chicken breasts, organic lean ground beef, bison, sustainably raised steelhead trout and paleo and keto meals, combined with exciting partnerships with first-rate restaurants and chefs, we plan on offering a growing and mouth-watering selection to customers to drive consistently increasing order frequency.

The dollar-value of the baskets our customers are building is also increasing and we are building a differentiated set of meal kits, ready-to-eat meals and grocery add-ons to provide Canadians with an exciting online meal solutions option and increasingly capture a larger share of their food wallet. In addition, we have provided and continue to provide more choice of proteins to our customers, with the launch of

[1] Please refer to the "Metrics and Non-IFRS Financial Measures" section of this MD&A for corresponding definitions.

upsells and upcoming launch of customization within our meal-kit recipes allowing customers to swap or double the proteins included in their chosen recipes. With these initiatives, we aim to provide customers with an array of options to easily make their meals better and their baskets bigger. With that said, to capture customers increasingly looking for value, we have launched a new set of Value Meals starting at $10.99 a portion and are testing various plan adjustments to enable a broader set of customers to enjoy our delicious meals.

We are also continuously looking to enhance our sustainability initiatives by prioritizing planet-friendly options. Not only do we offer perfectly portioned ingredients that save from food waste, we also constantly look to simplify our supply chain by removing middlemen from farm to kitchen table. This year, we are also offsetting carbon emissions on deliveries and introducing packaging innovations that have helped us to remove the equivalent of 2.4 million plastic bags annually from our deliveries. Our goal is clear, build a business that helps our customers live healthier lives on a healthier planet.

In addition to focusing on these key pillars of top-line growth, we will consider and evaluate various other growth avenues, including acquisitions.

Our strategic execution to drive profitability and cash flows continues to position us for growth and profitability, underpinned by consistent improvement in adjusted EBITDA[1] and cash flows. Coupled with our unrelenting focus on nurturing our customer relationships, profitable growth remains our top priority. The Goodfood team is fully focused on building and growing Canada's most loved millennial food brand.

FISCAL 2024 AT A GLANCE

New Credit Facility

On December 1, the Company announced it reached an agreement for an extension of its credit facilities with Desjardins Capital Markets and Investissement Québec. The facilities will now provide bank financing totalling $4.8 million consisting of a $2.1 million term loan, a $1.3 million revolving credit facility, and $1.4 million in additional short-term financing. The facilities mature in November 2024. Please refer to the "Debt" sub-section of the "Liquidity and capital resources" section of this MD&A.

New Partnerships

In Fiscal 2024, to demonstrate Goodfood's commitment to delivering high-quality meals to consumers, providing them with an elevated dining experience, the Company will have limited-time only partnerships. The following describes those put in place up to now.

The Company partnered with iconic east coast restaurant, The Bicycle Thief, to bring Canadians exclusive meal-kits developed in collaboration with their chefs for a limited-time.

Just in time for the Valentine's Day period, the Company coupled up with Bumble, the women-first dating and social networking app built on the importance of equitable relationships, to help Canadians spice up their winter dating routines with its newly released 3rd Date Meal-Kit series.

In addition, the Company has partnered up with several chefs and food influencers, such as Laurent Dagenais, to create mouth-watering meal-kits offered to its customers for a limited-time.

[1] Please refer to the "Metrics and Non-IFRS Financial Measures" section of this MD&A for corresponding definitions.

METRICS AND NON-IFRS FINANCIAL MEASURES – RECONCILIATION

We present certain metrics to assist investors in better understanding our performance, including metrics which are not measures recognized by IFRS. Definitions of these non-IFRS financial measures are provided in the "Metrics and Non-IFRS Financial Measures" section at the beginning of this MD&A and are important metrics to be considered when analyzing our performance.

ACTIVE CUSTOMERS

	For the 13 weeks ended		For the 39 weeks ended	
	June 1, 2024	June 3, 2023	**June 1, 2024**	June 3, 2023
Active customers, beginning of period	**117,000**	124,000	**116,000**	157,000
Net change in active customers	**(12,000)**	(5,000)	**(11,000)**	(38,000)
Active customers, end of period	**105,000**	119,000	**105,000**	119,000

Active customers decreased by 12,000 for the 13 weeks ended June 1, 2024. The decrease is mainly the result of the Company's continued focus on attracting and retaining active customers providing stronger unit economics. While the change in active customers negatively impacted net sales, it was partially offset by increases in average order value and order frequency.

ADJUSTED GROSS PROFIT AND ADJUSTED GROSS MARGIN

The reconciliation of gross profit to adjusted gross profit and adjusted gross margin is as follows:

(In thousands of Canadian dollars, except percentage information)

	For the 13 weeks ended		For the 39 weeks ended	
	June 1, 2024	June 3, 2023	**June 1, 2024**	June 3, 2023
Gross profit	**$ 16,949**	$ 17,286	**$ 49,987**	$ 51,159
Discontinuance of products related to on-demand offering	**–**	(1)	**–**	1,273
Adjusted gross profit	**$ 16,949**	$ 17,285	**$ 49,987**	$ 52,432
Net sales	**$ 38,561**	$ 42,139	**$ 118,775**	$ 131,330
Gross margin	**44.0%**	41.0%	**42.1%**	39.0%
Adjusted gross margin (%)	**44.0%**	41.0%	**42.1%**	39.9%

For the 13 weeks ended June 1, 2024, adjusted gross profit decreased by $0.3 million while adjusted gross margin increased by 3.0 percentage points compared to the same quarter last year. This adjusted gross margin improvement can mainly be explained by operational efficiencies driving lower production costs and fulfilment costs as a percentage of net sales resulting from lower production labour cost and last-mile shipping costs as well as pricing optimization. This improvement was partially offset by an increase in credits and incentives as a percentage of net sales.

For the 39 weeks ended June 1, 2024, the adjusted gross profit decreased by $2.4 million primarily due to a decrease in net sales partially offset by lower costs of goods sold mainly in food, production and fulfilment costs. The increase in adjusted gross margin of 2.2 percentage points can be explained by lower food costs, production and fulfilment costs as a percentage of net sales driven by improved inventory management to reduce waste, lower production labour cost and lower last-mile shipping costs, as well as pricing optimization. This improvement was partially offset by an increase in credits and incentives as a percentage of net sales.

EBITDA, ADJUSTED EBITDA AND ADJUSTED EBITDA MARGIN

The reconciliation of net income (loss) to EBITDA, adjusted EBITDA and adjusted EBITDA margin is as follows:

(In thousands of Canadian dollars, except percentage information)

	For the 13 weeks ended		For the 39 weeks ended	
	June 1, 2024	June 3, 2023	**June 1, 2024**	June 3, 2023
Net income (loss)	**$ 307**	$ (1,164)	**$ (273)**	$ (12,774)
Net finance costs	**1,213**	1,329	**4,038**	4,369
Depreciation and amortization	**1,729**	2,206	**5,502**	8,831
Deferred income tax recovery	**–**	–	**–**	(61)
EBITDA	**$ 3,249**	$ 2,371	**$ 9,267**	$ 365
Share-based payments expense	**310**	544	**648**	3,631
Discontinuance of products related to on-demand offering	**–**	(1)	**–**	1,273
Reorganization and other related costs (gains)	**–**	370	**(1,361)**	(1,280)
Adjusted EBITDA	**$ 3,559**	$ 3,284	**$ 8,554**	$ 3,989
Net sales	**$ 38,561**	$ 42,139	**$ 118,775**	$ 131,330
Adjusted EBITDA margin (%)	**9.2%**	7.8%	**7.2%**	3.0%

For the 13 weeks ended June 1, 2024, adjusted EBITDA margin improved by 1.4 percentage points compared to the same quarter last year mainly driven by stronger adjusted gross margin while selling, general and administrative expenses as a percentage of net sales were slightly higher compared to the same quarter last year mostly as a result of one-time favorable lease and other contract adjustments that occurred in the third quarter of Fiscal 2023. The improved adjusted EBITDA margin was partly offset by a lower net sales base. Overall, Adjusted EBITDA increased by $0.3 million this quarter compared to the same quarter of last fiscal year.

For the 39 weeks ended June 1, 2024, adjusted EBITDA margin improved by 4.2 percentage points compared to the corresponding period in 2023 mainly driven by stronger adjusted gross margin and lower selling, general and administrative expenses mostly as a result of the Company's cost savings measures which reduced wages and salaries, utilities and maintenance and software expenses. The improved adjusted EBITDA margin was partly offset by a lower net sales base. Overall, Adjusted EBITDA increased by $4.6 million for the 39 weeks ended June 1, 2024 compared to the same period of Fiscal 2023.

FREE CASH FLOW AND ADJUSTED FREE CASH FLOW

The reconciliation of net cash flows from operating activities to free cash flow and adjusted free cash flow is as follows:

(In thousands of Canadian dollars)

	For the 13 weeks ended		For the 39 weeks ended	
	June 1, 2024	June 3, 2023	**June 1, 2024**	June 3, 2023
Net cash provided by (used in) operating activities	**$ 4,499**	$ 3,100	**$ 8,426**	$ (7,392)
Additions to fixed assets	**(12)**	(9)	**(44)**	(698)
Additions to intangible assets	**(167)**	(202)	**(413)**	(822)
Free cash flow	**$ 4,320**	$ 2,889	**$ 7,969**	$ (8,912)
Payments related to discontinuance of products related to on-demand offering	**–**	184	**–**	312
Payments made to reorganization and other related costs	**47**	1,058	**736**	5,752
Adjusted free cash flow	**$ 4,367**	$ 4,131	**$ 8,705**	$ (2,848)

For the 13 weeks ended June 1, 2024, adjusted free cash flow improved by $0.3 million compared to the same period last year mainly driven by higher net income after non-cash items resulting mainly from lower selling, general and administrative expenses. The improvement to the adjusted free cash flow was partially offset by a lower favorable change in non-cash operating working capital due to a lower reduction in inventories in the third quarter of 2024 resulting from increased stability in inventory management.

For the 39 weeks ended June 1, 2024, adjusted free cash flow was $8.7 million compared to negative $2.9 million in the same period last year. This is an improvement of $11.6 million compared to the corresponding period in 2023 mainly driven by improved profitability as the lower net loss resulted from stronger adjusted gross margin and lower selling, general and administrative expenses. The improvement to the adjusted free cash flow can also be explained by a favorable change in non-cash operating working capital due to a positive change in accounts payable and accrued liabilities resulting from timing of supplier payments as well as lower spend on fixed assets and intangible assets projects in Fiscal 2024.

RESULTS OF OPERATIONS – THIRD QUARTER OF FISCAL 2024 AND 2023

The following table sets forth the components of the Company's interim condensed consolidated statement of income and comprehensive income:

(In thousands of Canadian dollars, except per share and percentage information)

For the 13 weeks periods ended		June 1, 2024		June 3, 2023		($)	(%)
Net sales	**$**	**38,561**	$	42,139	$	(3,578)	(8)%
Cost of goods sold		**21,612**		24,853		(3,241)	(13)%
Gross profit	**$**	**16,949**	$	17,286	$	(337)	(2)%
Gross margin		**44.0%**		41.0%		N/A	3.0 p.p.
Selling, general and administrative expenses		**13,700**		14,545		(845)	(6)%
Depreciation and amortization		**1,729**		2,206		(477)	(22)%
Reorganization and other related costs		**–**		370		(370)	N/A
Net finance costs		**1,213**		1,329		(116)	(9)%
Net income (loss), being comprehensive income (loss)	**$**	**307**	$	(1,164)	$	1,471	N/A
Basic and diluted income per share	**$**	**–**	$	(0.02)	$	0.02	N/A

VARIANCE ANALYSIS FOR THE THIRD QUARTER OF 2024 COMPARED TO THIRD QUARTER OF 2023

- The decrease in net sales is primarily driven by the decrease in the number of active customers, as we focus on customers providing stronger unit economics, partially offset by an increase in average order value as a result of price optimizations, increased variety in the meal-kit offering and a focus on meal-kit offerings with ready-to-eat meal solutions and grocery products as add-ons.
- The decrease in gross profit primarily resulted from a decrease in net sales as well as higher credit and incentives as a percentage of sales mostly offset by lower production and fulfilment costs driven by improved inventory management reducing waste, lower production labour cost and last-mile shipping costs as well as price optimizations. Gross margin increased mainly due to operational efficiencies driving lower production and fulfilment costs as a percentage of net sales, as well as pricing optimization, partially offset by an increase in credits and incentives as a percentage of net sales.
- The decrease in selling, general and administrative expenses is primarily due to lower wages and salaries primarily resulting from the Company's costs saving initiatives. Selling, general and administrative expenses as a percentage of net sales increased from 34.5% to 35.5% mainly due to one-time favorable lease and other contract adjustments that occurred in the third quarter of Fiscal 2023, and lower net sales.
- The decrease in depreciation and amortization expense is mainly due to the the derecognition of a right-of-use asset and fixed assets pursuant to a sublease agreement.
- The improvement in net income is mainly the result of lower wages and salaries in cost of goods sold and in selling, general and administrative expenses as well as operational efficiencies reducing production and fulfilment costs. This improvement can also be explained by lower depreciation and amortization expense partially offset by a lower net sales base.

RESULTS OF OPERATIONS – YEAR-TO-DATE FISCAL 2024 AND 2023

The following table sets forth the components of the Company's interim condensed consolidated statement of loss and comprehensive loss:

(In thousands of Canadian dollars, except per share and percentage information)

For the 39 weeks periods ended		June 1, 2024		June 3, 2023		($)	(%)
Net sales	**$**	**118,775**	$	131,330	$	(12,555)	(10)%
Cost of goods sold		**68,788**		80,171		(11,383)	(14)%
Gross profit	**$**	**49,987**	$	51,159	$	(1,172)	(2)%
Gross margin		**42.1%**		39.0%		N/A	3.1 p.p.
Selling, general and administrative expenses		**42,081**		52,074		(9,993)	(19)%
Depreciation and amortization		**5,502**		8,831		(3,329)	(38)%
Reorganization and other related gains		**(1,361)**		(1,280)		(81)	6 %
Net finance costs		**4,038**		4,369		(331)	(8)%
Loss before income taxes	**$**	**(273)**	$	(12,835)	$	12,562	98%
Deferred income tax recovery		**–**		(61)		61	N/A
Net loss, being comprehensive loss	**$**	**(273)**	$	(12,774)	$	12,501	98%
Basic and diluted loss per share	**$**	**–**	$	(0.17)	$	0.17	N/A

VARIANCE ANALYSIS FOR THE YEAR-TO-DATE 2024 COMPARED TO SAME PERIOD OF 2023

- The decrease in net sales is primarily driven by a decrease in the number of active customers partially offset by an increase in average order value as a result of price optimizations, increased variety in the meal-kit offering and a focus on meal-kit offerings with ready-to-eat meal solutions and grocery products as add-ons. This net sales decrease can also be explained by the Company's decision to discontinue its on-demand offering in Fiscal 2023. The decrease in active customers is mainly driven by the Company's focus on attracting and retaining customers that provide higher gross margins and by changing customer behaviours.
- The decrease in gross profit primarily resulted from a decrease in net sales as well as higher credit and incentives as a percentage of sales partially offset by lower food, production and fulfilment costs as a percentage of net sales driven by improved inventory management reducing waste, lower production labour cost and lower packaging and shipping costs. Gross margin increased mainly due to operational efficiencies driving lower food, production and fulfilment costs, as well as pricing optimization, partially offset by an increase in credits and incentives as a percentage of net sales.
- The decrease in selling, general and administrative expenses is primarily due to lower wages and salaries, marketing spend, software expenses, utilities and maintenance expenses driven primarily by the Company's costs saving initiatives. Selling, general and administrative expenses as a percentage of net sales decreased from 39.7% to 35.4%.
- The decrease in depreciation and amortization expense is mainly due to the reduction in right-of-use assets following exiting facilities as part of the Company's costs reduction initiatives as well as the derecognition of a right-of-use asset and fixed assets pursuant to a sublease agreement and amortization.
- The decrease in net finance costs is mainly due to lower interest expense on lease obligations in relation to the Company's costs saving, lower interest on debt as a result of a lower debt balance as well as lower debt renewal fees in Fiscal 2024 partially offset with higher interest expense on debentures in relation to the Company's $30 million convertible debentures issued in February 2023.
- The decrease in net loss is mainly due to lower wages and salaries in cost of goods sold and in selling, general and administrative expenses as well as lower depreciation and amortization expense, lower food costs, lower marketing spend and utilities and maintenance expenses partially offset by a lower sales base.

FINANCIAL POSITION

The following table provides the main variances in the Company's interim condensed consolidated statement of financial position:

(In thousands of Canadian dollars)

As at	June 1, 2024	September 2, 2023	Variance	Main components
Cash and cash equivalents	**$ 26,201**	$ 24,925	$ 1,276	Mainly due to improved cash flows from operations mainly through improved net loss and working capital partially offset by partial repayment of the debt upon debt facility amendment and quarterly repayments
Accounts and other receivables	**2,513**	4,136	(1,623)	Mainly due to timing of governmental refunds
Fixed assets	**8,411**	11,026	(2,615)	Mainly due to depreciation and the derecognition of fixed assets pursuant to a sublease agreement
Right-of-use assets	**7,418**	10,986	(3,568)	Mainly due to the derecognition of a right-of-use asset pursuant to a sublease agreement and depreciation
Lease receivable	**3,175**	–	3,175	Due to a sublease agreement
Debt [(1)]	**1,450**	4,036	(2,586)	Due to repayment of debt upon reaching an agreement to amend the credit agreement and quarterly repayments
Convertible debentures, liability component	**44,384**	41,752	2,632	Due to accretion interest
Lease obligations, including current portion	**11,413**	13,364	(1,951)	Mainly due to recurring lease payments

(1) Please refer to "Capital Management" sub-section of the "Liquidity and Capital Resources" section of this MD&A for repayment details.

LIQUIDITY AND CAPITAL RESOURCES

This section examines the Company's sources of liquidity and various financial instruments, including its debt instruments.

CAPITAL MANAGEMENT

The Company's objective in managing its capital structure is to ensure a sufficient liquidity position to finance its operations and growth and to deliver competitive returns on invested capital. The Company has generated positive cash flows from operations and free cash flow during four of the past five quarters, in the third quarter of Fiscal 2023 and again in the first three quarters of Fiscal 2024, providing a base for capital structure flexibility to fund its operations and capital expenditures. In addition, the Company has relied on public and private placements of equity securities, convertible debentures, as well as short-term or long-term debt.

In the first quarter of Fiscal 2024, the Company reached an agreement to amend and extend the syndicated credit agreement with certain of 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 and come to maturity at the end of November 2024. The facilities feature similar financial conditions to the existing credit agreement, with which the Company is in compliance.

CASH FLOWS

A summary of net cash flows by activity for the 13 weeks ended June 1, 2024 and June 3, 2023 is presented below:

(In thousands of Canadian dollars)

For the 13 weeks ended	June 1, 2024	June 3, 2023	Variance
Cash flows provided by operations, excluding change in non-cash operating working capital	**$ 3,566**	$ 1,598	$ 1,968
Change in non-cash operating working capital	**933**	1,502	$ (569)
Net cash flows provided by operating activities	**$ 4,499**	$ 3,100	$ 1,399
Net cash flows provided by investing activities	**96**	94	2
Net cash flows used in financing activities	**(2,106)**	(2,942)	836
Net change in cash and cash equivalents	**$ 2,489**	$ 252	$ 2,237
Cash and cash equivalents, beginning of period	**23,712**	28,116	(4,404)
Cash and cash equivalents, end of period	**$ 26,201**	$ 28,368	$ (2,167)

Net cash flows provided by operating activities increased by $1.4 million for the third quarter of 2024 compared to the same quarter last year primarily due to higher net income before non-cash expenses partially offset by a lower favorable change in non-cash operating working capital due to a lower reduction in inventories in the third quarter of 2024 resulting from increased stability in inventory management.

Net cash flows provided by investing activities remained flat compared to the same quarter last year primarily due to lower additions in intangible assets in the current period offset by lower interest received in the third quarter of 2024 as a result of lower cash balance.

Net cash flows used in financing activities decreased by $0.8 million compared to the same quarter last year primarily due to lower debt repayment in the third quarter of 2024 attributed to a repayment to the revolver in the third quarter of 2023 as well as lower lease payments and interest paid in the third quarter of 2024 following exiting facilities as part of the Company's costs reduction initiatives in 2023 and lower debt balance.

A summary of net cash flows by activity for the 39 weeks ended June 1, 2024 and June 3, 2023 is presented below:

(In thousands of Canadian dollars)

For the 39 weeks ended	June 1, 2024	June 3, 2023	Variance
Cash flows provided by (used in) operations, excluding change in non-cash operating working capital	**$ 8,270**	$ (3,332)	$ 11,602
Change in non-cash operating working capital	**156**	(4,060)	$ 4,216
Net cash flows provided by (used in) operating activities	**$ 8,426**	$ (7,392)	$ 15,818
Net cash flows provided by investing activities	**382**	1,907	(1,525)
Net cash flows used in financing activities	**(7,532)**	(3,032)	(4,500)
Net change in cash and cash equivalents	**$ 1,276**	$ (8,517)	$ 9,793
Cash and cash equivalents, beginning of period	**24,925**	36,885	(11,960)
Cash and cash equivalents, end of period	**$ 26,201**	$ 28,368	$ (2,167)

Net cash flows provided by operating activities were $8.4 million compared to net cash flows used in operating activities of $7.4 million. This is an improvement of $15.8 million compared to the same period last year primarily due to a lower net loss before non-cash expenses partially offset by a favorable change in non-cash operating working capital due to a positive change in accounts payable and accrued liabilities resulting from lower supplier payments during Fiscal 2024.

Net cash flows provided by investing activities decreased by $1.5 million compared to the same period last year primarily due to proceeds on disposal of non-financial assets received mainly in the first quarter of 2023 partially offset by lower investments made in fixed assets and intangible assets projects during Fiscal 2024.

Net cash flows used in financing activities increased by $4.5 million compared to the same period last year primarily due to proceeds from issuance of convertible debentures in the second quarter of 2023. The increase was partially offset by lower debt repayment and lower interest paid on debt attributed to a higher lump sum debt repayment following the debt amendment in the second quarter of 2023 and lower lease payments in 2024, including interest paid, following exiting facilities as part of the Company’s costs reduction initiatives in 2023.

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 June 1, 2024, no amount was drawn from the revolving facility. The total drawn credit facility is presented as a current liability.

CONVERTIBLE DEBENTURES

2028 Debentures

On February 6, 2023, the Company issued 12,675 convertible unsecured subordinated debentures (the "2028 Debentures") at a price of $1,000 per Debenture for gross proceeds of $12.7 million. The 2028 Debentures mature on February 6, 2028 (the "Maturity Date") and bear a fixed interest rate of 12.5% per annum. The interest portion for the period commencing on the issuance date and ending in February 2025 will be capitalized semi-annually and convertible at a price equal to the volume weighted average trading price of the Common Shares on the TSX for the five (5) consecutive trading days ending on the date on which such interest portion becomes due, plus a premium of 50%. As of February 6, 2025 and until the Maturity Date, the interest portion will be payable semi-annually in cash. Factoring in the 2028 Debentures issuance costs, the effective interest rate on the Debentures is 13.5%.

The 2028 Debentures are convertible into common shares of the Company at the option of the holder at any time prior to the close of business on the earlier of the last business day immediately preceding the Maturity Date and the last business day immediately preceding the date specified for redemption by the Company at a price of $0.75 (the "Conversion Price") per common share.

As of February 6, 2026, Goodfood may repurchase the non-converted portion of a 2028 Debenture at an amount of the principal and accrued interest plus an amount providing the holder with an internal rate of return (IRR) equal to 18% for the period during which such Debenture will have been outstanding. The holders may require a repurchase on the same terms upon a change of control of the Company.

The 2028 Debentures are direct, subordinated unsecured obligations of the Company, subordinated to any senior indebtedness of the Company, including the Company's credit facility, and ranking equally with one another and with all other existing and future subordinated unsecured indebtedness of the Company to the extent subordinated on the same terms. The Company used the net proceeds from the Offering to complete its costs saving initiatives and for general corporate purposes.

In connection with the issuance of the 2028 Debentures, 2,425 Debentures were purchased by the Board members and key management personnel at a price of $1,000 per Debenture. These transactions were recorded at the amount of consideration paid as established and agreed to by the related parties.

As at June 1, 2024, 12,675 of 2028 Debentures (September 2, 2023 – 12,675) were outstanding at a price of $1,000 per Debenture.

2027 Debentures

In Fiscal 2022, the Company issued 30,000 convertible unsecured subordinated debentures (the "2027 Debentures") at a price of $1,000 per Debenture for gross proceeds of $30 million. The Debentures mature on March 31, 2027 and bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on March 31 and September 30 of each year, commencing September 30, 2022. Factoring in the 2027 Debentures issuance costs, the effective interest rate on the 2027 Debentures is 12.6%. The Debentures are convertible into common shares of the Company at the option of the holder at any time prior to the close of business on the earlier of the last business day immediately preceding the Maturity Date and the last business day immediately preceding the date specified for redemption by the Company at a conversion price of $4.60 per common share.

On or after March 31, 2025, and prior to March 31, 2026, provided that the volume weighted average trading price of the Company's common shares on the TSX for the 20 consecutive trading days preceding the date on which the notice of redemption is given is not less than 125% of the Conversion Price, the 2027 Debentures may be redeemed in whole or in part at the option of the Company at a price equal to the principal amount thereof plus accrued and unpaid interest. On or after March 31, 2026, and prior to the Maturity Date, the 2027 Debentures may be redeemed in whole or in part at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

As at June 1, 2024, 29,046 of 2027 Debentures (September 2, 2023 – 29,046) were outstanding at a price of $1,000 per Debenture.

2025 Debentures

In Fiscal 2020, the Company issued 30,000 convertible unsecured subordinated debentures (the "2025 Debentures") at a price of $1,000 per Debenture for gross proceeds of $30 million. The 2025 Debentures mature on March 31, 2025 and bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on March 31 and September 30 of each year, commencing on September 30, 2020. Factoring in the 2025 Debentures issuance costs, the effective interest rate on the 2025 Debentures is 11.76%. The 2025 Debentures are convertible into common shares of the Company at any time at the option of the holder at a conversion price of $4.70. Starting on March 31, 2023, under certain conditions, the debentures may be redeemed in whole or in part at the option of the Company at a price equal to the principal amount thereof plus accrued and unpaid interest.

As at June 1, 2024, 6,232 of 2025 Debentures (September 2, 2023 – 6,232) were outstanding at a price of $1,000 per Debenture.

COMMON SHARES

Transactions that took place during the 13 and 39 weeks ended June 1, 2024 were as follows:

- Nil stock options were exercised;
- 219,883 and 775,582 restricted share units vested and the same number of common shares were issued;
- 8,253 and 20,766 employee share purchases vested and the same number of common shares were issued; and
- Nil Debentures were converted into common shares.

SELECTED QUARTERLY FINANCIAL INFORMATION

The table below presents selected quarterly financial information for the last eight fiscal quarters:

(In thousands of Canadian dollars, except active customers and per share and percentage information)

	Fiscal 2024						Fiscal 2023	Fiscal 2022
	Q3	**Q2**	Q1	Q4	Q3	Q2	Q1	Q4
Active customers [(1)]	**105,000**	117,000	124,000	116,000	119,000	124,000	148,000	157,000
Net sales	**$ 38,561**	$ 39,755	$ 40,459	$ 37,228	$ 42,139	$ 42,043	$ 47,148	$ 50,357
Gross profit	**16,949**	17,109	15,929	14,221	17,286	17,114	16,759	14,256
Gross margin	**44.0%**	43.0%	39.4%	38.2%	41.0%	40.7%	35.5%	28.3%
Discontinuance of products related to on-demand offering	–	–	–	–	(1)	631	643	1,194
Adjusted gross profit [(1)]	**16,949**	17,109	15,929	14,221	17,285	17,745	17,402	15,450
Adjusted gross margin [(1)]	**44.0%**	43.0%	39.4%	38.2%	41.0%	42.2%	36.9%	30.7%
Net income (loss)	**$ 307**	$ 1,393	$ (1,973)	$ (3,689)	$ (1,164)	$ 98	$ (11,708)	$ (58,407)
Net finance costs	**1,213**	1,369	1,456	1,299	1,329	1,470	1,570	1,677
Depreciation and amortization	**1,729**	1,818	1,955	2,006	2,206	2,856	3,769	4,853
Deferred income tax (recovery) expense	–	–	–	–	–	(72)	11	39
EBITDA [(1)]	**$ 3,249**	$ 4,580	$ 1,438	$ (384)	$ 2,371	$ 4,352	$ (6,358)	$ (51,838)
Share-based payments	**310**	325	13	278	544	794	2,293	1,472
Discontinuance of products related to on-demand offering	–	–	–	–	(1)	631	643	1,194
Impairment of non-financial assets	–	–	–	–	–	–	–	46,085
Reorganization and other related (gains) costs	–	(1,364)	3	812	370	(2,769)	1,119	1,160
Adjusted EBITDA [(1)]	**$ 3,559**	$ 3,541	$ 1,454	$ 706	$ 3,284	$ 3,008	$ (2,303)	$ (1,927)
Adjusted EBITDA margin [(1)]	**9.2%**	8.9%	3.6%	1.9%	7.8%	7.2%	(4.9)%	(3.8)%
Basic and diluted income (loss) per share	**$ –**	$ 0.02	$ (0.03)	$ (0.05)	$ (0.02)	$ –	$ (0.16)	$ (0.78)

(1) For the definition of these Non-IFRS financial measures, please refer to the "Metrics and Non-IFRS Financial Measures" section of this MD&A.

Quarter-over-quarter variations in net sales were caused by the various factors including the following:

- the shutdown of the on-demand grocery offering in late Fiscal 2023;
- seasonality which is the strongest in the second quarter due to the winter holidays and the fourth quarter due to summer months, when the number of active customers and order rate trend lower;
- impacts of post-COVID-19 and economic conditions which led to a shift in customer ordering behaviors;
- marketing campaigns and customer incentives;
- fluctuations in inflation.

Quarter-over-quarter variations in net income (loss) were caused by the various factors including the following:

- the shutdown of the on-demand grocery offering in late Fiscal 2023;
- seasonality which is the strongest in the fourth quarter due to summer months and the second quarter due to the winter holidays, when the number of active customers and order rate trend lower and can result in lower operating margins;
- impacts of COVID-19 and post-pandemic economic conditions which led to inflationary pressures partially offset by increase in basket prices;
- marketing campaigns and customer incentives;
- costs saving measures adopted led to a reduction in headcount and operating efficiencies in its gross profit and selling, general and administrative expenditures as well as additional reorganization and impairment charges throughout Fiscal 2022 quarters and completed in Fiscal 2023.

TRENDS AND SEASONALITY

The Company's net sales and expenses are impacted by seasonality. During the winter holiday season and the summer season, the Company anticipates net sales to be lower as a higher proportion of customers elect to skip their delivery. The Company generally anticipates the number of active customers to be lower during these periods. During periods with significantly colder or warmer weather, the Company anticipates packaging costs to be higher due to the additional packaging required to maintain food freshness and quality.

FINANCIAL RISK MANAGEMENT

CREDIT RISK

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligation. The Company regularly monitors credit risk exposure and takes steps to mitigate the likelihood of this exposure resulting in losses. The Company's exposure to credit risk is primarily attributable to its cash and cash equivalents, accounts and other receivables and lease receivable. The majority of the Company's net sales are paid prior to delivery and therefore the main credit exposure to net sales is with respect to the payment processor. The Company's maximum credit exposure corresponds to the carrying amount of these financial assets. Management believes the credit risk is limited given that the Company deals with major North American financial institutions and an internationally established payment processor.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's debt and revolving facility bear interest at variable rates which are determined by a base rate set by the lender plus a margin. As a result, the Company is exposed to interest rate cash flow risk due to fluctuations in lenders' base rates. The Company did not enter into an interest rate swap. Refer to the "Liquidity and Capital Resources" section of this MD&A. As interest rates on Debentures are fixed, the Company is not exposed to interest rate risk on those instruments.

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 flows and long-term profitable growth. The Company amended its debt agreement which now matures at the end of November 2024. The Company expects to have sufficient liquidities in order to repay its credit facility when it becomes due.

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.

BUSINESS RISK

For a detailed discussion of business risk factors, please refer to the Company’s Annual Information Form for the 52 weeks ended September 2, 2023 available on SEDAR+ at www.sedarplus.ca.

FINANCIAL INSTRUMENTS

The Company’s financial instruments primarily consist of cash and cash equivalents, accounts and other receivables, accounts payable and accrued liabilities, lease receivable, debt, Debentures and lease obligations.

INVESTMENT POLICY

The Company invests its excess cash with varying terms to maturity selected with regards to the expected timing of investments or expenditures for continuing operations, currently in a savings account earning interest.

FINANCIAL COVENANTS

As discussed in the “Liquidity and Capital Resources” section of this MD&A, the Company secured a credit facility that includes financial covenants which may restrict the Company’s ability to pursue future transactions or opportunities. As at the end of the third quarter of Fiscal 2024, the Company was in compliance with these financial covenants.

SHARE-BASED PAYMENTS

A stock option plan (the “Stock Option Plan”) was established by the Company to attract and retain employees, consultants, directors and officers. The plan provides for the granting of stock options to purchase common shares where at any given time the number of stock options reserved for issuance is equal to 10% of the Company’s issued and outstanding common shares, less any shares reserved for issuance under the restricted share unit plan. Under the plan, stock options generally vest over a period of three or four years and expire eight years from the grant date.

A restricted share unit plan (the “RSU Plan”) was established by the Company to attract and retain employees, officers and directors. The RSU Plan provides for a maximum number of common shares available and reserved for issuance to 10% of the Company’s issued and outstanding common shares, less any shares reserved for issuance under the Stock Option Plan. Under the plan, RSUs generally vest over a period of three years.

OUTSTANDING SHARE DATA

As at	July 15, 2024	June 1, 2024	September 2, 2023
Common shares outstanding (1)	77,231,699	77,162,385	76,525,507
Debentures outstanding (2) (3) (4)	24,540,305	24,540,305	24,540,305
Stock options outstanding	3,052,371	3,052,371	4,029,723
Stock options exercisable	2,275,791	2,183,840	2,252,171
Restricted share units outstanding	3,589,304	3,699,121	1,878,328

(1) As at July 15, 2024 and June 1, 2024, 502,765 and 483,382 common shares held in trust through the employee share purchase plan (September 2, 2023 – 344,678 common shares) were excluded in the common shares outstanding.

(2) As at July 15, 2024 and June 1, 2024, 6,232 2025 Debentures (September 2, 2023 – 6,232 Debentures) were outstanding which are convertible into 1,325,957 common shares of the Company, respectively, at a conversion price of $4.70. Please refer to the "Debt" subsection of the "Liquidity and Capital Resources" section of this MD&A.

(3) As at July 15, 2024 and June 1, 2024, 29,046 2027 Debentures (September 2, 2023 – 29,046 Debentures) were outstanding which are convertible into 6,314,348 common shares of the Company, respectively, at a conversion price of $4.60. Please refer to the "Debt" subsection of the "Liquidity and Capital Resources" section of this MD&A.

(4) As at July 15, 2024 and June 1, 2024, 12,675 2028 Debentures (September 2, 2023 – 12,675) were outstanding which are convertible into 16,900,000 common shares of the Company, respectively, at a conversion price of $0.75. Please refer to the "Debt" subsection of the "Liquidity and Capital Resources" section of this MD&A.

SEGMENT REPORTING

The Company has one reportable segment as its principal business activity is focused on developing and servicing the online meal-kit and grocery add-on market.

DIVIDEND POLICY

Since its incorporation, the Company has not paid any dividend on its common shares. The Company's current policy is to retain future earnings to finance its growth. Any future determination to pay dividends is at the discretion of the Company's Board of Directors and will depend on the Company's financial condition, results of operations, capital requirements and other such factors as the Board of Directors of the Company may deem relevant.

SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the interim condensed consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

The Company's significant judgements, estimates and assumptions are the same as those that were applied to the Company's consolidated financial statements for the year ended September 2, 2023.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument 52-109 C*ertification of Disclosure in Issuers' Annual and Interim Filings*, the Company has filed certificates signed by the Chief Executive Officer and the Chief Financial Officer ("Certifying Officers") that, among other things, report on the design of disclosure controls and procedures ("DC&P") and the design of internal control over financial reporting ("ICFR").

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

No changes were made during the third quarter of Fiscal 2024 to the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.