



# 2024 Annual General Meeting of Shareholders

January 21, 2025

# Meeting Agenda

	Items of Business	Management's Recommendation	Disclosure Reference
1	Receive the Audited Consolidated Financial Statements of the Company for the fiscal year ended September 7, 2024, and the auditor's report thereon.	✓ FOR	p. 7 of the Circular
2	Elect the five (5) director nominees named in the management proxy circular.	✓ FOR	p. 7-14 of the Circular
3	To appoint KPMG LLP as auditors and authorize the directors to fix their remuneration.	✓ FOR	p. 7 of the Circular and p. 42 of the AIF
4	Any other business as may properly come before the Meeting or any adjournment or postponement thereof.		

## 2024 AT A GLANCE



**2**  
PRODUCTION FACILITIES

**570**  
EMPLOYEES

**101K**  
QUARTERLY ACTIVE MONTHLY CUSTOMERS<sup>1</sup>

**\$153 M**  
NET SALES

1.This is a metric or non-IFRS financial measure which does not have a standardized meaning prescribed by IFRS and may therefore not be comparable to similar measures presented by other issuers. Please refer to the Metrics and Non-IFRS financial measures section in the Management's Discussion and Analysis.

# Notice of Meeting and Voting Procedures

Unless there is an objection, Goodfood intends to dispense with reading the notice of meeting.

## Notice of Meeting Details

On **December 19, 2024**, the Notice of Meeting, along with the Notice of Electronic Availability of Meeting Materials and Proxy Form, was distributed to all shareholders of record as of the close of business on **December 2, 2024** (the record date for the meeting).

**TSX Trust**, the registrar and transfer agent for our common shares, provided an affidavit confirming the distribution of these materials on December 19, 2024.

### Access to Materials:

- The affidavit is available for examination by any shareholder and will be attached to the minutes of this meeting.
- Additional copies of the Notice of Meeting, Proxy Form, and Circular are available during the meeting.

## Voting Procedures

One share equals one vote.

Each item will be determined by a majority of the votes cast.

Voting will be allowed during the formal part of the meeting.

To simplify the voting procedures, the same two shareholders will propose and second each motion:

- Neil Cuggy
- Roslane Aouameur

# Rules of Conduct & Quorum

## Rules of Conduct

### Question Protocol

- Questions specific to motions can be asked prior to voting.
- General questions or comments will be addressed after the formal business.

### Questions

- Use the “Ask a Question” feature on the platform:
- Click the question icon.
- Type your statement and press “Ask Now”.
- Once recognized, state your name and role (shareholder or proxy holder).
- Proxy holders must state the name of the shareholder they represent.

Keep statements brief and relevant to the item being discussed.

Questions or statements may be interrupted if they are excessively long or unrelated to the meeting matter.

## Quorum

**A quorum is present at this annual general meeting of shareholders.**

## Reference

Two (2) or more persons present in person or represented by proxy and holding not less than twenty-five percent (25%) plus one of the aggregate number of votes attached to all the voting shares for such meeting.

*(s. 12 of By-Laws, dated November 28, 2017)*

# Appointment of Scrutineer

## Scrutineer & Tabulation of Votes

Julien Lavalliere of **TSX Trust**, Goodfood's Registrar and Transfer Agent will act as scrutineer of the meeting.

A copy of the scrutineer's report on attendance be attached to the minutes of this meeting.

The scrutineers have the shareholder list of the Corporation as of the close of business on December 2, 2024, the record date for determining shareholders eligible to vote at the meeting. **This list is available for any shareholder who wishes to examine it.**

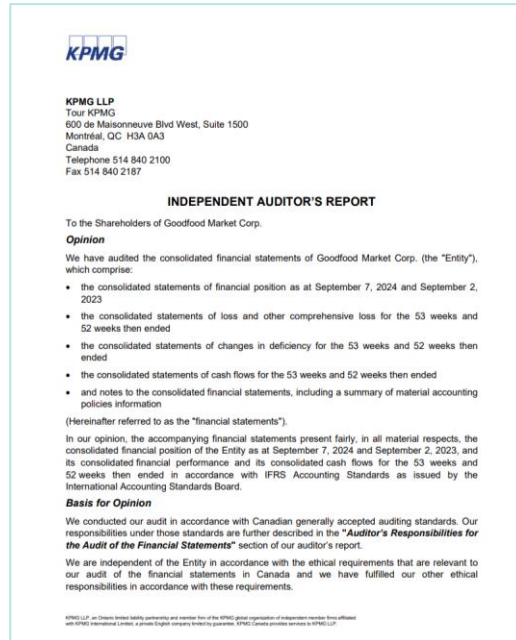
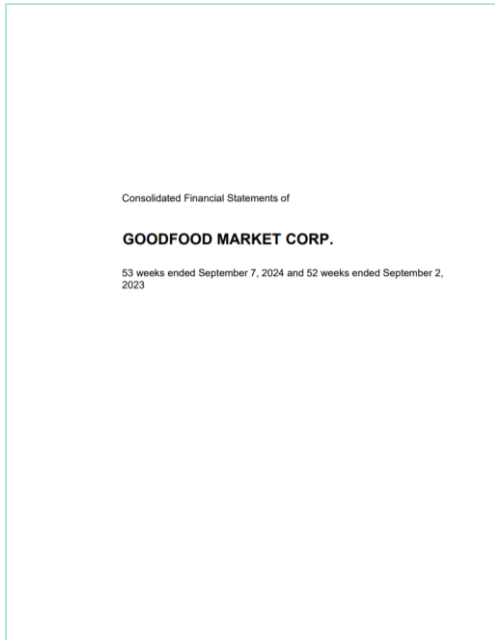


# Items of Business

- 1. Receive the Audited Consolidated Financial Statements of the Company for the fiscal year ended September 7, 2024, and the auditor's report thereon.**
2. Elect the five (5) director nominees named in the management proxy circular.
3. Appoint KPMG LLP as auditors and authorize the directors to fix their remuneration.

# Audited Consolidated Financial Statements

No vote is required on this matter.



The Audited Consolidated Financial Statements of the Company for the fiscal year ended September 7, 2024, and the auditor's report thereon are available under Goodfood's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).



Scan the QR code to access the 'Financial Information' section of Goodfood's investor relations website.

The Audited Consolidated Financial Statements, the associated MD&A and the auditor's report for the year ended September 7, 2024, are accessible.



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Non-Independent Director

**Jonathan Ferrari**  
Co-Founder, Director, CEO



Non-Independent Director

**Neil Cuggy**  
Co-Founder, Director, President and COO



Independent Director

**Donald Olds**  
Director



Independent Director

**Terry Yanofsky**  
Director



Independent Director

**John Khabbaz**  
Director

# Director Nominee Slate

Experienced Board Continues to Guide our Growth.

Skill	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		✓	✓	✓	✓

See p. 7-14 of the Circular for biographical details concerning the directors.



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# Appointment of KPMG LLP as Auditor

KPMG LLP have been Goodfood's auditors since June 1, 2017.

## External Auditor Service Fees (By Category)

	Fiscal 2023 (\$)	Fiscal 2024 (\$)
Audit Fees <sup>(1)</sup>	355,637	<b>285,343</b>
Audit-Related Fees <sup>(2)</sup>	34,668	<b>27,392</b>
Tax Fees <sup>(3)</sup>	18,495	<b>10,743</b>
All Other Fees <sup>(4)</sup>	-	-
<b>Total</b>	<b>408,800</b>	<b>323,478</b>

(1) Fees billed by our independent auditors for professional services related to the audit of the financial statements of the Company for Fiscal 2023 and Fiscal 2024.

(2) Fees billed by our independent auditors for audit-related services.

(3) Fees billed by our independent auditors for tax compliance, tax advice and tax planning services.

(4) All other fees billed by the auditor for products and services not included in the foregoing categories.

# Thank you.

The formal business of the AGM has now concluded.