

Interim Condensed Consolidated Financial Statements of

GOODFOOD MARKET CORP.

13 and 39 weeks period ended June 7, 2025 and June 1, 2024
(Unaudited)

GOODFOOD MARKET CORP.

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

GOODFOOD MARKET CORP.

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

	Note	13 weeks ended		39 weeks ended	
		June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Net sales		\$ 30,683	\$ 38,561	\$ 95,845	\$ 118,775
Cost of goods sold		17,090	21,612	55,533	68,788
Gross profit		13,593	16,949	40,312	49,987
Selling, general and administrative expenses		11,217	13,700	35,473	42,081
Reorganization and other related gains		—	—	—	(1,361)
Depreciation and amortization		1,333	1,729	4,584	5,502
Operating income		1,043	1,520	255	3,765
Net finance costs	6	964	1,213	4,251	4,038
Income (loss) before income taxes		79	307	(3,996)	(273)
Deferred income tax recovery		(14)	—	(14)	—
Income tax expense		39	—	39	—
Net income (loss), being comprehensive income (loss)		\$ 54	\$ 307	\$ (4,021)	\$ (273)
Basic and diluted income (loss) per share		\$ 0.00	\$ 0.00	\$ (0.05)	\$ (0.00)
Basic weighted average number of common shares outstanding	8	93,486,557	77,061,424	82,913,098	76,831,910
Diluted weighted average number of common shares outstanding	8	94,055,780	78,248,306	82,913,098	76,831,910

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

GOODFOOD MARKET CORP.

Interim Condensed Consolidated Statements of Financial Position

(In thousands of Canadian dollars - unaudited)

As at	Note	June 7, 2025	September 7, 2024
Assets			
Current assets:			
Cash and cash equivalents		\$ 13,681	\$ 24,010
Marketable securities	3.1	3,182	–
Accounts and other receivables		3,487	2,178
Inventories		3,023	3,157
Other current assets		941	433
		24,314	29,778
Non-current assets:			
Fixed assets		6,866	7,655
Right-of-use assets		6,875	9,573
Intangible assets and goodwill	5	3,292	1,958
Lease receivables		3,531	3,042
Other non-current assets		310	309
		\$ 45,188	\$ 52,315
Liabilities and Shareholders' Deficiency			
Current liabilities:			
Accounts payable and accrued liabilities		\$ 12,224	\$ 14,903
Deferred revenues		2,689	3,616
Debt		–	1,138
Current portion of convertible debentures	7	–	6,029
Current portion of lease obligations		3,234	2,961
		18,147	28,647
Non-current liabilities:			
Convertible debentures	7	40,405	39,376
Lease obligations		8,529	10,370
Other non-current liabilities	5	1,358	–
		68,439	78,393
Shareholders' deficiency:			
Common shares	8	188,729	181,727
Contributed surplus		7,294	7,448
Convertible debentures	7	4,600	5,367
Deficit		(223,874)	(220,620)
Total shareholders' deficiency		(23,251)	(26,078)
Total liabilities and shareholders' deficiency		\$ 45,188	\$ 52,315

The accompanying notes are an integral part of these interim condensed consolidated financial statements.
Approved on behalf of Goodfood Market Corp. by:

Signed

 Jonathan Ferrari, Director and
 Chair of the Board

Signed

 Donald Olds, Director and
 Chair of the Audit Committee

GOODFOOD MARKET CORP.

Interim Condensed Consolidated Statements of Changes in Deficiency

(In thousands of Canadian dollars - unaudited)

For the 39 weeks ended

							June 7, 2025	
	Note	Common Shares	Contributed Surplus	Convertible Debentures	Deficit	Total	Non-controlling interest	Total Deficiency
Balance as at September 7, 2024		\$ 181,727	\$ 7,448	\$ 5,367	\$ (220,620)	\$ (26,078)	\$ –	\$ (26,078)
Net loss for the period		–	–	–	(4,021)	(4,021)	–	(4,021)
Net convertible debentures repaid in common shares	7	6,186	–	(767)	767	6,186	–	6,186
Share-based payments expense		–	697	–	–	697	–	697
Restricted share units vested	8	839	(839)	–	–	–	–	–
Employee share purchase plan	8	(23)	(12)	–	–	(35)	–	(35)
Non-controlling interest arising from a business combination	5	–	–	–	–	–	352	352
Long-term liability for the obligation to repurchase a non-controlling interest	5	–	–	–	–	–	(352)	(352)
Balance as at June 7, 2025		\$ 188,729	\$ 7,294	\$ 4,600	\$ (223,874)	\$ (23,251)	\$ –	\$ (23,251)
							June 1, 2024	
Balance as at September 2, 2023		\$ 180,369	\$ 8,009	\$ 5,367	\$ (217,187)	\$ (23,442)	\$ –	\$ (23,442)
Net loss for the period		–	–	–	(273)	(273)	–	(273)
Share-based payments expense		–	635	–	–	635	–	635
Restricted share units vested	8	1,118	(1,118)	–	–	–	–	–
Employee share purchase plan	8	(47)	(3)	–	–	(50)	–	(50)
Balance as at June 1, 2024		\$ 181,440	\$ 7,523	\$ 5,367	\$ (217,460)	\$ (23,130)	\$ –	\$ (23,130)

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

GOODFOOD MARKET CORP.

Interim Condensed Consolidated Statements of Cash Flows

(In thousands of Canadian dollars - Unaudited)

		13 weeks		39 weeks	
For the periods ended	Note	June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Operating:					
Net income (loss)		\$ 54	\$ 307	\$ (4,021)	\$ (273)
Adjustments for:					
Depreciation and amortization		1,333	1,729	4,584	5,502
Reversal of impairment of non-financial assets		—	—	—	(981)
Net gains on disposal of non-financial assets		(10)	—	(251)	(662)
Share-based payments expense		261	305	696	634
Net finance costs	6	964	1,213	4,251	4,038
Deferred income tax recovery		(14)	—	(14)	—
Change in non-cash operating working capital	10	(2,007)	933	(3,825)	156
Other		17	12	215	12
Net cash provided by operating activities		598	4,499	1,635	8,426
Investing:					
Business combination, net of cash acquired	5	18	—	(1,182)	—
Additions to marketable securities		(1,000)	—	(3,001)	—
Additions to fixed assets		(358)	(12)	(811)	(44)
Additions to intangible assets		(144)	(167)	(465)	(413)
Interest received		209	275	736	839
Other		12	—	(4)	—
Net cash (used in) provided by investing activities		(1,263)	96	(4,727)	382
Financing:					
Repayment of debt		—	(313)	(1,138)	(2,614)
Payments of lease obligations		(767)	(516)	(2,296)	(2,016)
Interest paid		(2,213)	(1,260)	(3,719)	(2,873)
Other		(57)	(17)	(84)	(29)
Net cash used in financing activities		(3,037)	(2,106)	(7,237)	(7,532)
(Decrease) increase in cash and cash equivalents		(3,702)	2,489	(10,329)	1,276
Cash and cash equivalents, beginning of period		17,383	23,712	24,010	24,925
Cash and cash equivalents, end of period		\$ 13,681	\$ 26,201	\$ 13,681	\$ 26,201
Supplemental cash flow information		10			

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

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025

(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 meals 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 subsidiaries 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 has its main production facility and administrative offices based in Montreal, Québec with additional operating facilities in Calgary, Alberta and Toronto, Ontario.

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 as issued by the IASB and should be read in conjunction with the annual audited consolidated financial statements of the Company for the year ended September 7, 2024.

These interim condensed consolidated financial statements of the Company were approved by the Board of Directors ("Board") on July 21, 2025 for publication on July 22, 2025.

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;
- lease obligations, which are measured at the present value of minimum lease payments at lease inception; and
- Financial instruments measured at fair value through profit and loss including marketable securities and future contingent performance-based payment.

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.

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025
(All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

3. MATERIAL ACCOUNTING POLICIES

Material 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 7, 2024 in addition to the following:

3.1 MARKETABLE SECURITIES

Marketable securities consist of a liquid Bitcoin investment made through a non-currency hedged spot Exchange-Traded Fund (ETF). They are measured at fair value using Level 1 inputs. Realized and unrealized gains and losses are recognized in the interim condensed consolidated statements of income (loss) and comprehensive income (loss).

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 7, 2024.

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025
(All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

5. BUSINESS COMBINATION

On November 13, 2024, the Company entered into a share purchase agreement to acquire 81% of the shares of Genuine Tea Inc. ("Genuine Tea") for a total consideration of \$2.2 million, including future consideration that is partially performance based. Genuine Tea is a leading Canadian craft tea company selling products directly to customers and also through cafés, restaurants, and grocery stores. The founding shareholders ("non-controlling shareholders") hold the remaining shares of Genuine Tea, with Goodfood having a right to acquire their shares in the future. For the 39 weeks ended June 7, 2025, total acquisition costs relating to Genuine Tea amounted to \$0.1 million and were included in selling, general and administrative expense.

During the third quarter of Fiscal 2025, the Company completed the assessment of the fair value of the assets acquired and liabilities assumed arising from the Genuine Tea acquisition:

Current assets ⁽¹⁾	\$	1,273
Current liabilities		(544)
Property, plant and equipment		4
Intangible assets and goodwill ⁽²⁾		1,790
Right-of-use assets		24
Lease obligations		(24)
Other non-current liabilities		(641)
Fair value of the net assets acquired, excluding cash position at acquisition	\$	1,882
Cash and cash equivalents acquired		318
Fair value of net assets acquired	\$	2,200
Purchase price payable ⁽³⁾		700
Total cash consideration	\$	1,500

⁽¹⁾ Excluding cash acquired.

⁽²⁾ Includes \$0.7 million of goodwill.

⁽³⁾ Includes \$0.5 million of future contingent performance-based payment.

As part of the purchase agreement, the non-controlling shareholders of Genuine Tea were granted a put option, exercisable following, amongst other events, the seventh-year anniversary of the acquisition, allowing them to sell all the remaining shares of Genuine Tea to the Company. The purchase price will be a multiple of the applicable EBITDA, defined as net income or loss before net finance costs, depreciation and amortization and income taxes, for the twelve-month period before the put option is exercised. As at the acquisition date, the Company recorded a put option liability of \$0.4 million in non-current liabilities and reduced the non-controlling interest by the same amount.

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025
(All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

6. NET FINANCE COSTS

	13 weeks		39 weeks	
	June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Interest expense on debt	\$ –	\$ 45	\$ 26	\$ 223
Interest expense on lease obligations	211	193	667	547
Interest expense on debentures, including accretion interest	1,371	1,416	4,347	4,155
Interest income	(209)	(384)	(714)	(948)
Fair value gain in marketable securities	(461)	–	(181)	–
Foreign exchange loss	14	8	37	23
Other finance costs (gains)	38	(65)	69	38
	\$ 964	\$ 1,213	\$ 4,251	\$ 4,038

7. CONVERTIBLE DEBENTURES

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

	June 7, 2025	September 7, 2024
Convertible debentures, liability component balance, beginning of period	\$ 45,405	\$ 41,752
Accretion interest	1,232	3,653
Debentures repaid in common shares	(6,232)	–
Convertible debentures, liability component balance, end of period	\$ 40,405	\$ 45,405
Current portion of convertible debentures, liability component	–	(6,029)
Non-current portion of convertible debentures, liability component balance	\$ 40,405	\$ 39,376

During the 13 week period ended June 7, 2025, the Company exercised its common share repayment right for the repayment of its outstanding \$6.232 million in 5.75% convertible unsecured subordinated debentures due March 31, 2025. The Company issued a total of 19,184,573 common shares to holders of its \$6.232 million of outstanding debentures to repay the principal amount owing upon maturity, at an issue price of approximately \$0.32 in connection with the common share repayment right (Refer to Note 8).

As at June 7, 2025, the total number of outstanding debentures was 41,721 (September 7, 2024 – 47,953) maturing as follows:

	Total number of outstanding debentures
2027	29,046
2028	12,675

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025

(All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

8. 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 39 weeks ended:

	June 7, 2025		June 1, 2024	
	Number of shares	Carrying amount	Number of shares	Carrying amount
Balance, beginning of period	77,340,092	\$ 181,727	76,525,507	\$ 180,369
Debentures repaid in common shares (Note 7)	19,184,573	6,186	—	—
Restricted share units vested	1,899,745	839	775,582	1,118
Purchased and held in trust through employee share purchase plan	(121,635)	(35)	(159,470)	(50)
Employee share purchase vested	72,081	12	20,766	3
Balance, end of period	98,374,856	\$ 188,729	77,162,385	\$ 181,440

INCOME (LOSS) PER SHARE

	13 weeks		39 weeks	
For the periods ended	June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Basic weighted average number of common shares outstanding	93,486,557	77,061,424	82,913,098	76,831,910
Dilutive effect of restricted share units and stock options ⁽¹⁾	569,223	1,186,882	—	—
Diluted weighted average number of common shares outstanding	94,055,780	78,248,306	82,913,098	76,831,910

⁽¹⁾ Includes 558,485 shares related to restricted share units for the 13 weeks ended June 7, 2025 (June 1, 2024 - 1,173,042).

Issued shares from the exercise of stock options, Debentures repaid in common shares 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 June 7, 2025 and June 1, 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 39 weeks ended June 7, 2025 and June 1, 2024, the diluted loss per share calculation did not take into consideration the potential dilutive effect of 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.

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025
(All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

9. SHARE-BASED PAYMENTS

RESTRICTED SHARE UNIT PLAN (RSU)

2,926,250 RSUs were granted during the 39 weeks ended June 7, 2025 (June 1, 2024 – 2,869,916 RSUs granted) and had a weighted average trading price for the five days immediately preceding the grant date of \$0.43 per unit (June 1, 2024 – \$0.30).

10. SUPPLEMENTAL CASH FLOW INFORMATION

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

For the periods ended	13 weeks		39 weeks	
	June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Accounts and other receivables	\$ 499	\$ 1,166	\$ 243	\$ 1,941
Inventories	621	72	767	(131)
Other current assets	(187)	282	(492)	(81)
Accounts payable and accrued liabilities	(2,713)	(167)	(3,416)	(1,098)
Deferred revenues	(227)	(420)	(927)	(475)
	\$ (2,007)	\$ 933	\$ (3,825)	\$ 156

The following had a cash impact in the net cash generated from operating activities for the 13 and 39 weeks ended:

For the periods ended	13 weeks		39 weeks	
	June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Operating activities				
Payments made for reorganization and other related costs ⁽¹⁾	\$ –	\$ 47	\$ –	\$ 736
Payments made related to acquisition costs	63	–	165	–

⁽¹⁾ Payments made for reorganization and other related costs are mainly composed of penalties paid upon lease termination and employee termination and benefit costs paid as well as external advisors fees paid.

The following transactions had no cash impact in the net cash used in investing activities:

For the periods ended	13 weeks		39 weeks	
	June 7, 2025	June 1, 2024	June 7, 2025	June 1, 2024
Investing activities				
Unpaid fixed assets additions	\$ 188	\$ –	\$ 188	\$ –

GOODFOOD MARKET CORP.

Notes to the Interim Condensed Consolidated Financial Statements – June 7, 2025
(All tabular amounts are in thousands of Canadian dollars, except share information – Unaudited)

11. 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 the fair value of its marketable securities using level 1 input.

The Company determined the valuation of its Debentures at issuance using Level 1 and 3 inputs. As at June 7, 2025, the Company determined that the fair value of its debentures approximates \$15.7 million which was determined based on market trading value for 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.

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.