

Management's Discussion and Analysis of

GOODFOOD MARKET CORP.

For the 13 weeks and 52 weeks ended September 6, 2025

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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 subsidiaries (the "**Company**" or "**Goodfood**") for the 13 weeks and 52 weeks ended September 6, 2025 and should be read in conjunction with its audited annual consolidated financial statements and the accompanying notes for the 52 weeks ended September 6, 2025. Please also refer to Goodfood's press release announcing its results for the 13 weeks and 52 weeks ended September 6, 2025, issued on November 27, 2025.

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 annual audited consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the financial information herein was derived from those statements.

The Company follows a floating year-end ending on the first Saturday of September each year. As a result, the fiscal year is usually 52 weeks with a 53rd week every five to six years. Fiscal year 2025 had 52 weeks whereas Fiscal 2024 had 53 weeks. The additional week occurred in the fourth quarter of Fiscal 2024.

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 subsidiaries on a consolidated basis.

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 November 27, 2025, unless otherwise noted.

KEY FINANCIAL HIGHLIGHTS

This section provides a summary of our financial performance for Fiscal 2025 and the fourth quarter compared to the same period in 2024. 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 FISCAL 2025 COMPARED TO FISCAL 2024

- Net sales were \$120.9 million, a 21% decrease from \$152.8 million compared to the same period last year.
- Gross margin¹ was 41.7%, a 0.5 percentage points increase compared to the same period last year and gross profit of \$50.4 million decreased by \$12.6 million or 20% compared to the same period last year.
- Net loss was \$8.1 million, an increase of \$4.7 million, compared to a net loss of \$3.4 million in the same period last year.
- Adjusted EBITDA margin² was 5.0%, a decrease of 0.9 percentage points compared to the same period last year.
- Net cash flows provided by operating activities were \$2.0 million compared to \$7.5 million, a \$5.5 million decrease compared to the same period last year
- Adjusted free cash flow² was \$2.2 million compared to \$7.6 million, a \$5.4 million decrease compared to the same quarter last year.

HIGHLIGHTS OF THE FOURTH QUARTER OF 2025 COMPARED TO THE FOURTH QUARTER OF 2024

- Net sales were \$25.0 million, a 27% decrease from \$34.1 million compared to the same quarter last year.
- Gross margin¹ was 40.3%, an increase of 2.2 percentage points and gross profit was \$10.1 million, a decrease of \$2.9 million or 22% compared to the same quarter last year.
- Net loss was \$4.1 million, an increase of \$1.0 million from net loss of \$3.2 million in the same quarter last year.
- Adjusted EBITDA margin² of 1.7%, an increase of 0.2 percentage points compared to the same quarter last year.
- Net cash flows provided by operating activities were \$0.3 million, compared to net cash flows used in operating activities of \$0.9 million, a \$1.3 million increase compared to the same quarter last year.
- Adjusted free cash flow² was \$1.7 million compared to negative \$1.1 million, a \$2.8 million increase compared to the same quarter last year.
- Active customers² of 66,000 compared to 101,000 for the same quarter last year.

¹ Gross margin is defined as gross profit divided by net sales.

² 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 6, 2025 available on SEDAR+ at www.sedarplus.ca and under the “Events and Presentations” section of our website at www.makegoodfood.ca/en/investors : history of negative operating cash flow, 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, social media, 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 centres and logistics channels, factors which may prevent realization of growth targets, general economic conditions and disposable income levels, 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, climate change and environmental risks, losing our certified B Corp status, as well as an inability to maintain high social responsibility standards could lead to reputational damage and adversely affect our business and Environment, Social and Governance (“**ESG**”) matters. 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.

The Company’s sales and financial results are impacted by the health of the economy in Canada and are subject to numerous uncertainties such as the tariffs imposed by the government of the United States. Weakness in sales or consumer confidence could result in an increasingly challenging operating environment. Despite the Company sourcing most of its products in Canada, these tariffs can increase costs of goods sourced locally.

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 2025, the Company ceased the review of its adjusted gross profit and adjusted gross margin non-IFRS measures. These non-IFRS measures were used to measure the Company's performance excluding the impact of the discontinuance of products related to Goodfood On-Demand offering pursuant to the Company's costs saving initiatives. The Company has not had significant adjustments to its adjusted gross profit and adjusted gross margin since the third quarter of Fiscal 2023. Therefore, these non-IFRS measures no longer represent the best measures used by the Company to assess performance.

Metrics	Definitions
Active customers	An active customer is a customer that has placed an order on our e-commerce platforms, including our subsidiaries, 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.
EBITDA, Adjusted EBITDA & Adjusted EBITDA margin	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, impairment and reversal of impairment of non-financial assets and reorganization and other related net costs (gains) pursuant to the Company's costs saving initiatives as well as acquisition costs. Adjusted EBITDA 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 from 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 as well as acquisition costs. 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.
Total net debt to adjusted EBITDA (also named net leverage)	Total net debt to adjusted EBITDA is calculated as total net debt divided by the last four quarters adjusted EBITDA. Total net debt consists of debt and the liability component of the convertible debentures less cash and cash equivalents and marketable securities. The last four quarters adjusted EBITDA is calculated by summing the actual adjusted EBITDA results of the current quarter and the three immediately preceding quarters. We believe that total net debt to adjusted EBITDA is a useful metric to assess the Company's ability to manage debt and liquidity. Please refer to the "Liquidity and Capital Resources" section of the MD&A for a reconciliation of this non-IFRS financial measure 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's mission is 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 exceptional 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.

In the past year, Goodfood has sought to expand its platform by launching a strategy to acquire brands to add to its platform and reach more customers across new verticals. In November 2024, the Company completed its first acquisition, Genuine Tea, a leading Canadian craft tea company, broadening its offering to Canadians coast-to-coast.

OUR OPERATIONS

The Company's main production facility and administrative offices are based in Montreal, Quebec 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. Genuine Tea also has a production and fulfilment facility in the Greater Toronto Area that is also used as their administrative office.

The following table provides a summary of our operating locations as at November 27, 2025:

	Total number of locations	Administrative offices	Manufacturing centres	Fulfillment facilities
Greater Montreal Area (Quebec)	1	X	X	X
Greater Toronto Area (Ontario)	3	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 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. Goodfood is also broadening its offering of differentiated brands and products to Canadians through acquisitions, with Genuine Tea, a leading craft tea company based out of Toronto, the first acquisition, completed in late 2024.

In recent quarters, our focus has been and continues to be on consistently generating positive cash flows, deleveraging and creating experiences that spark joy in Canadians' kitchens. We continue to deliver positive Adjusted EBITDA¹ on a quarterly and annual basis, and more importantly, we are also increasingly enhancing product variety to delight our customers. We increased the diversity of our recipe and ingredient offering to provide additional choices. With a focus on *Better-for-You* products, we plan on offering a growing and mouth-watering selection of recipes inspired by global cuisine and unique ingredients. Also, to capture customers increasingly looking for value, we have launched a new Value plan, starting at \$9.99 a portion and we are testing various plan adjustments to attract a broader set of customers to our delicious meals. Finally, in recent months, we launched our Heat & Eat offering, providing Canadians with an increasing variety of meal solutions options to put in their baskets.

As a result, the dollar-value of the baskets our customers are building is also increasing and reached a record this year as 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. In addition, we have provided and continue to provide more choice of proteins to our customers, with the 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.

We are also continuously looking to enhance our sustainability initiatives by prioritizing planet-friendly options. Not only do we offer perfectly portioned ingredients to reduce food waste, we also constantly look to simplify our supply chain by removing middlemen from farm to kitchen table and we are also offsetting carbon emissions on deliveries while introducing planet-friendly packaging innovations. Our goal is clear, build a business that helps our customers live healthier lives on a healthier planet. We also recently received our B Corp certification, further cementing our commitment to sustainability.

In addition to focusing on these key pillars of top-line growth, we are increasingly considering various other growth avenues, including acquisitions. In November of 2024, we announced our first acquisition, Genuine Tea. Genuine Tea is a leading third-wave craft tea Company with an attractive growth and margin profile. This acquisition is the first step in building our platform of next-generation brands.

Our strategic execution to drive profitability and cash flows continues to position us for growth and profitability, underpinned by consistent improvement in adjusted EBITDA¹ 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 portfolio of next-generation brands.

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

FISCAL 2025 AT A GLANCE

CEO Transition and New Board Chair Appointment

On August 20, 2025, the Company announced that co-founder, Chair and CEO Jonathan Ferrari stepped down from his executive roles. In parallel, Selim Bassoul was appointed Chair of the Board, bringing extensive board and executive leadership experience, including his role as Executive Chairman of Six Flags Entertainment Corporation. Jonathan Ferrari stepped down as a director of the Board as of September 22, 2025.

The Company also announced that Neil Cuggy, co-founder, President and COO, would continue his executive functions, leading the day-to-day operations and assist the Board as it launches a formal operating review to enhance its long-term strategy, aimed at securing a sustainable competitive edge and reinforcing the Company's business model to navigate its next critical phase.

B Corp Certification

On April 1, 2025, the Company announced its newly achieved B Corp certification, a testament to its unwavering commitment to social and environmental responsibility, and the Canadian economy. The B Corp certification recognizes that Goodfood is at the highest level of governance and ethical standards to all of their stakeholders including suppliers, customers, employees, and shareholders, alongside consciously reducing the use of water and electricity resources in their facilities. This milestone aligns with Goodfood's ongoing mission to deliver high-quality Canadian meals, while supporting sustainable practices and providing consumers with true assurance of their environmental commitment. Delivering fresh, healthy and local ingredients and easy-to-follow recipes to Canadians' doorsteps, Goodfood supports Canadians in living healthier, sparking joy and impact through their food.

Common Share Repayment of 2025 Debentures

On March 17, 2025, the Company announced its decision to exercise its Common Share Repayment Right (as defined herein) for the repayment of its outstanding \$6.232 million in 5.75% convertible unsecured subordinated debentures due March 31, 2025 (the "**2025 Debentures**"). This decision, approved by the Board, aims to preserve cash and maintain financial flexibility in the current economic environment.

Goodfood elected to satisfy its obligation to pay the principal in respect of the 2025 Debentures by delivering common shares (valued at 95% of the 20-day volume-weighted average price of the common shares on the TSX ending 5 trading days prior to March 31, 2025) in lieu of cash (the "**Common Share Repayment Right**").

On March 24, 2025, the Company announced it would issue Common Shares to holders of its \$6.232 million of outstanding debentures in full satisfaction of the principal amount owing upon maturity, at an issue price of approximately \$0.32 in connection with the Common Share Repayment Right. The number of Common Shares issued was 19,184,573. By utilizing Common Shares instead of cash, Goodfood seeks to enhance its ability to pursue strategic acquisitions and other growth initiatives while maintaining a strong balance sheet.

Bitcoin Strategy

In Fiscal 2025, the Company announced that it would be adopting Bitcoin as a reserve asset through a spot Exchange-Traded Fund (ETF) as part of its treasury management strategy and that it planned to allocate a portion of future excess cash flows to Bitcoin. This initiative aligns with the Company's long-term value creation strategy, serving as an economic hedge against inflation and currency depreciation while reinforcing Goodfood's commitment to financial resilience and innovation.

Acquisition of Genuine Tea

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.

The founding shareholders hold the remaining shares of Genuine Tea, with Goodfood having a right to acquire their shares in the future. As at September 6, 2025, total acquisition costs relating to Genuine Tea amounted to \$0.1 million and were included in selling, general and administrative expense. The details of the net assets acquired are disclosed in Note 7 of the Company's audited consolidated financial statements.

New Partnership

Since Fiscal 2024, to demonstrate Goodfood's commitment to delivering high-quality meals to consumers by providing them with an elevated dining experience, the Company offers limited-time only partnerships. In the first quarter of Fiscal 2025, the Company has teamed up with Michelin-recommended restaurant L'Abattoir. This partnership brought elevated French inspired cuisine from one of Canada's best 100 restaurants to subscribers nationwide.

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 and 14 weeks ended		For 52 and 53 weeks ended	
	September 6, 2025	September 7, 2024	September 6, 2025	September 7, 2024
Active customers, beginning of period	76,000	105,000	101,000	116,000
Net change in active customers	(10,000)	(4,000)	(35,000)	(15,000)
Active customers, end of period	66,000	101,000	66,000	101,000
% net change in active customers	(13)%	(4)%	(35)%	(13)%

Active customers decreased by 10,000 for the 13 weeks ended September 6, 2025, compared to a decrease of 4,000 in the same quarter last year. The decrease was largely driven by lower order rates as a result of lower marketing and incentive offerings as well as one less week in the fourth quarter of Fiscal 2025. This decline was partially offset by growth from the Genuine Tea acquisition.

Active customers decreased by 35,000 for the 52 weeks ended September 6, 2025, compared to a decrease of 15,000 in the same period last year. The decrease was largely driven by a decrease in marketing spend and incentive offerings, uncertainties regarding economic outlook and consumer spending driving customers towards spending more carefully and trading down, as well as a more pronounced seasonality in Fiscal 2025. This decline was partially offset by growth from the Genuine Tea acquisition.

EBITDA, ADJUSTED EBITDA AND ADJUSTED EBITDA MARGIN

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

(In thousands of Canadian dollars, except percentage information)

	For the 13 and 14 weeks ended		For 52 and 53 weeks ended	
	September 6, 2025	September 7, 2024	September 6, 2025	September 7, 2024
Net loss	\$ (4,074)	\$ (3,160)	\$ (8,095)	\$ (3,433)
Net finance costs	1,124	1,476	5,375	5,514
Depreciation and amortization	1,373	1,879	5,957	7,381
Income tax (recovery) expense	(15)	—	10	—
EBITDA	\$ (1,592)	\$ 195	\$ 3,247	\$ 9,462
Share-based payments expense	240	231	944	879
Reorganization and other related net costs (gains)	1,789	34	1,789	(1,327)
Acquisition costs	—	49	113	49
Adjusted EBITDA	\$ 437	\$ 509	\$ 6,093	\$ 9,063
Net sales	\$ 25,034	\$ 34,063	\$ 120,879	\$ 152,838
Adjusted EBITDA margin (%)	1.7%	1.5%	5.0%	5.9%

For the 13 weeks ended September 6, 2025, adjusted EBITDA margin increased by 0.2% compared to the same quarter last year. This result was mainly driven by improved gross margin due to higher average order value, lower marketing spend and wages and salaries in selling, general and administrative expenses, partially offset by higher shipping, fulfilment and labour costs due to lower orders. The increase was also partially offset by lower net sales as a result of lower active customers and lower order rates. Overall, adjusted EBITDA decreased by \$0.1 million this quarter compared to the same quarter last year while net sales decreased by \$9.0 million.

For the 52 weeks ended September 6, 2025, adjusted EBITDA margin decreased by 0.9% compared to the same period last year mainly driven by lower net sales as a result of lower active customers and lower order rates. Overall, adjusted EBITDA decreased by \$3.0 million compared to the same period last year while net sales decreased by \$32.0 million. The lower net sales impact on the adjusted EBITDA was partially offset by lower marketing spend and wages and salaries as well as a slight improvement in gross margin mainly due to an increase in average order value.

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 and 14 weeks ended		For 52 and 53 weeks ended	
	September 6, 2025	September 7, 2024	September 6, 2025	September 7, 2024
Net cash provided by (used in) operating activities	\$ 346	\$ (932)	\$ 1,981	\$ 7,494
Additions to fixed assets	(121)	(5)	(932)	(49)
Additions to intangible assets	(120)	(165)	(585)	(578)
Free cash flow	\$ 105	\$ (1,102)	\$ 464	\$ 6,867
Payments made to reorganization and other related costs	1,608	–	1,608	736
Payments made to acquisition costs	–	–	165	–
Adjusted free cash flow	\$ 1,713	\$ (1,102)	\$ 2,237	\$ 7,603

For the 13 weeks ended September 6, 2025, adjusted free cash flow was \$1.7 million compared to negative \$1.1 million in the same period last year. This \$2.8 million improvement is driven mainly by a favorable change in accounts payable and accrued liabilities due to timing of vendor payments and lower volume partially offset by a decrease in profitability resulting from lower net sales.

For the 52 weeks ended September 6, 2025, adjusted free cash flow decreased by \$5.4 million compared to the same period last year mainly driven by a decrease in profitability resulting from lower net sales as well as an unfavorable change in accounts and other receivables due to government refunds in the third quarter of Fiscal 2024 partially offset by a favorable change in inventories due to continued improvements in inventory management. In addition, in Fiscal 2025, the Company invested more in capital expenditures driven by mandated fire compliance work in the Montreal warehouse.

RESULTS OF OPERATIONS – FISCAL 2025 AND 2024

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

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

For the 52 and 53 weeks ended	September 6, 2025	September 7, 2024	(\$)	(%)
Net sales	\$ 120,879	\$ 152,838	\$ (31,959)	(21)%
Cost of goods sold	70,480	89,860	(19,380)	(22)%
Gross profit	\$ 50,399	\$ 62,978	\$ (12,579)	(20)%
Gross margin	41.7%	41.2%	N/A	0.5 p.p.
Selling, general and administrative expenses	45,363	54,843	(9,480)	(17)%
Depreciation and amortization	5,957	7,381	(1,424)	(19)%
Reorganization and other related net costs (gains)	1,789	(1,327)	3,116	N/A
Net finance costs	5,375	5,514	(139)	(3)%
Loss, before income taxes	\$ (8,085)	\$ (3,433)	\$ (4,652)	136%
Income tax expense	10	–	10	N/A
Net loss, being comprehensive loss	(8,095)	(3,433)	(4,662)	136%
Basic and diluted loss per share	\$ (0.09)	\$ (0.05)	\$ (0.04)	80%

VARIANCE ANALYSIS FOR FISCAL 2025 COMPARED TO FISCAL 2024

- The decrease in net sales is driven by the decrease in active customer and order rates, driving lower orders partially offset by an increase in average order value. The decrease in active customers can be explained mainly by a decrease in marketing spend and incentive offerings, uncertainties regarding economic outlook and consumer spending driving customers towards spending more carefully and trading down, as well as a more pronounced seasonality in Fiscal 2025. The decrease in net sales was partially offset by Genuine Tea's net sales in Fiscal 2025.
- The decrease in gross profit is driven by lower net sales and higher shipping and packaging costs driven by lower orders compared to the same period last year. This was partially offset by improved average order value as well as decreased credits and incentives as a percentage of net sales. Gross margin increased slightly by 0.5 percentage points mainly driven by higher average order value and lower labour costs partially offset by higher shipping costs.
- The decrease in selling, general and administrative expenses is primarily due to lower marketing spend, wages and salaries as well as other general and administrative expenses. Selling, general and administrative expenses as a percentage of net sales increased by 1.6 percentage points from 35.9% to 37.5% primarily driven by lower net sales.
- The reorganization and other related net costs in Fiscal 2025 relate to severance related costs compared to net gains in Fiscal 2024 mainly due to reversal of impairment resulting from a sublease agreement.
- The decrease in depreciation and amortization is mainly driven by derecognition of right-of-use assets due to sublease agreements.
- The increase in net loss is primarily driven by lower profitability as a result of lower net sales as well as restructuring activities partially offset by lower selling, general and administrative expenses and improved gross margin.

RESULTS OF OPERATIONS – FOURTH QUARTER OF FISCAL 2025 AND 2024

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

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

For the 13 and 14 weeks ended	September 6, 2025	September 7, 2024	(\$)	(%)
Net sales	\$ 25,034	\$ 34,063	\$ (9,029)	(27)%
Cost of goods sold	14,947	21,072	(6,125)	(29)%
Gross profit	\$ 10,087	\$ 12,991	\$ (2,904)	(22)%
Gross margin	40.3%	38.1%	N/A	2.2 p.p.
Selling, general and administrative expenses	9,890	12,762	(2,872)	(23)%
Depreciation and amortization	1,373	1,879	(506)	(27)%
Reorganization and other related net costs	1,789	34	1,755	5,162%
Net finance costs	1,124	1,476	(352)	(24)%
Loss, before income taxes	\$ (4,089)	\$ (3,160)	\$ (929)	29%
Income tax recovery	(15)	–	(15)	N/A
Net loss, being comprehensive loss	(4,074)	(3,160)	(914)	29%
Basic and diluted loss per share	\$ (0.04)	\$ (0.05)	\$ 0.01	(20)%

VARIANCE ANALYSIS FOR THE FOURTH QUARTER OF 2025 COMPARED TO FOURTH QUARTER OF 2024

- The decrease in net sales is driven by the decrease in active customer driving lower orders partially offset by an increase in average order value. The decrease in active customers can be explained mainly by lower marketing and incentive offerings and customer shifting to more value offerings, as well as one less week in the quarter compared to last year. The decrease in net sales was partially offset by Genuine Tea's net sales.
- The decrease in gross profit is driven mainly by a decrease in net sales as well as higher shipping and fulfilment costs as well as production and fulfilment labour costs driven by lower fixed cost absorption as a result of lower orders. This decrease was mostly offset by lower incentives as a percentage of net sales as well as an increase in average order value compared to the same quarter last year. Gross margin increased by 2.2 percentage points mainly due to improved average order rate.
- The decrease in selling, general and administrative expenses is primarily due to lower marketing spend and wages and salaries. Selling, general and administrative expenses as a percentage of net sales increased by 2.0 percentage points to 39.5% compared to 37.5% in the same quarter last year primarily driven by lower net sales.
- The increase in reorganization and other related net costs is mainly due to severance related costs in the fourth quarter of Fiscal 2025.
- The increase in net loss is primarily driven by lower profitability as a result of lower net sales partially offset by lower selling, general and administrative expenses and improved gross margin.

FINANCIAL POSITION

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

(In thousands of Canadian dollars)

As at	September 6, 2025	September 7, 2024	Variance	Main Components
Cash and cash equivalents	\$ 12,345	\$ 24,010	\$ (11,665)	Mainly due to payments made to purchase marketable securities (Bitcoin ETF), payments made for reorganization and other related costs, payment made for Genuine Tea's acquisition, de-leveraging from the repayment of debt upon maturity of the term loan, interest on debentures and lease payments
Marketable securities	3,425	—	3,425	As a result of the Company's Bitcoin strategy as well as gains related to revaluation to its fair value
Accounts and other receivables	3,293	2,178	1,115	Due to timing of customer deposits and sales tax refunds as well as the current portion of lease receivables related to a new sublease agreement
Right-of-use assets	6,225	9,573	(3,348)	Mainly due to the derecognition of a right-of-use asset pursuant to a new sublease agreement and depreciation
Intangible assets and goodwill	2,930	1,958	972	Mainly due to intangible assets and goodwill recognized on the Genuine Tea acquisition partially offset by intangible assets amortization
Accounts payable and accrued liabilities	13,683	14,903	(1,220)	Mainly due to the decrease in wages and salary accruals explained by the reduction in wages and salaries expenses
Deferred revenues	2,507	3,616	(1,109)	Mainly due to lower net sales
Debt ⁽¹⁾	—	1,138	(1,138)	Due to repayment of debt upon maturity of the term loan
Convertible debentures, including current portion	40,871	45,405	(4,534)	Mainly due to the reduction in convertible debentures following the maturity of the 2025 Debentures which were repaid in common shares
Lease obligations, including current portion	10,933	13,331	(2,398)	Mainly due to recurring lease payments
Other non-current liabilities	1,035	—	1,035	Due to obligations related to Genuine Tea's acquisition such as future considerations payable, the put option liability and deferred tax liabilities

⁽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 STRUCTURE

(In thousands of Canadian dollars, except ratio information)

	September 6, 2025	September 7, 2024
Debt	\$ —	\$ 1,138
Convertible debentures, liability component, including current portion	40,871	45,405
Total debt	40,871	46,543
Cash and cash equivalents	12,345	24,010
Marketable securities	3,425	—
Total net debt ⁽¹⁾	25,101	22,533
Adjusted EBITDA (trailing 12 months) ⁽¹⁾	6,093	9,063
Total net debt to adjusted EBITDA ⁽¹⁾	4.12	2.49

⁽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.

The Company's total net debt increased by \$2.6 million and its total net debt to adjusted EBITDA ratio was 4.12 compared to 2.49 last year. This is mainly explained by the Company's reduction in cash and cash equivalents driven by an increase in net loss and the Genuine Tea acquisition partially offset by the reduction in convertible debentures following the maturity of the 2025 Debentures.

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 defined its capital as debt, if any, the liability component of its convertible debentures and its shareholders' deficit net of cash and cash equivalents and marketable securities.

In managing its capital structure, the Company monitors performance throughout the year to ensure anticipated working capital requirements and capital expenditures are funded from operations and available cash. The Company manages its capital structure and may make adjustments to it in order to support the broader corporate strategy or in response to changes in economic conditions and risk. In order to maintain or adjust its capital structure, the Company issues new shares, issues new debt, or reduces the amount of existing debt.

The Company has generated positive cash flows from operations and adjusted free cash flow in six of the eight last quarters, providing a base for capital structure flexibility to fund its operations and capital expenditures.

In Fiscal 2025, the Company invested \$3.0 million in Bitcoin through a spot ETF. This initiative aligns with the Company's long-term value creation strategy, serving as a hedge against inflation and currency depreciation while reinforcing Goodfood's commitment to financial resilience and innovation.

In November 2024, the Company's term loan and revolving credit facility matured, and the term loan was fully repaid, and the revolving credit facility was not renewed. On March 31, 2025, the Company's 2025 Debentures matured. In order to maintain future financial flexibility, the Company elected to repay the 2025 Debentures in Common Shares rather than cash.

In order to manage its capital structure, the Company has the option to redeem its 2027 Debentures in common shares in accordance with its 2027 Redemption Right when it matures. Based on the Company's common share price at the date of this MD&A, the Company would have to issue approximately 114.2 million common shares to redeem the 2027 Debentures if settled in common shares at the March 31, 2027 maturity date.

CASH FLOWS

A summary of net cash flows by activity for the 52 and 53 weeks ended September 6, 2025 and September 7, 2024 is presented below:

(In thousands of Canadian dollars)

For the 52 and 53 weeks ended	September 6, 2025	September 7, 2024	Variance
Net cash flows provided by operating activities ⁽¹⁾	\$ 1,981	\$ 7,494	\$ (5,513)
Net cash flows (used in) provided by investing activities	(4,770)	773	(5,543)
Net cash flows used in financing activities	(8,876)	(9,182)	306
Net change in cash and cash equivalents	\$ (11,665)	\$ (915)	\$ (10,750)
Cash and cash equivalents, beginning of period	24,010	24,925	(915)
Cash and cash equivalents, end of period	\$ 12,345	\$ 24,010	\$ (11,665)

⁽¹⁾ Net cash flows provided by operating activities include \$1.9 million of negative change in non-cash operating working capital (September 7, 2024 – negative \$1.2 million).

Operating Activities

↓ \$ 5.5 million change

Mainly driven by a decrease in profitability resulting from lower net sales as well as an unfavorable change in accounts and other receivables due to government refunds in the third quarter of Fiscal 2024 partially offset by a favorable change in inventories due to continued improvements in inventory management.

Investing Activities

↓ \$5.5 million change

Mainly driven by investment in marketable securities, Genuine Tea's acquisition and investment in the Company's facilities mainly in relation to mandated fire compliance work in the Montreal warehouse.

Financing Activities

↑ \$0.3 million change

Mainly driven by lower debt repayment upon maturity of the term loan in the first quarter of Fiscal 2025 partially offset by interest paid in cash mainly on 2028 Debentures previously added to the debt capital.

A summary of net cash flows by activity for the 13 and 14 weeks ended September 6, 2025 and September 7, 2024, is presented below:

(In thousands of Canadian dollars)

For the 13 and 14 weeks ended	September 6, 2025	September 7, 2024	Variance
Net cash flows provided by (used in) operating activities ⁽¹⁾	\$ 346	\$ (932)	\$ 1,278
Net cash flows (used in) provided by investing activities	(43)	391	(434)
Net cash flows used in financing activities	(1,639)	(1,650)	11
Net change in cash and cash equivalents	\$ (1,336)	\$ (2,191)	\$ 855
Cash and cash equivalents, beginning of period	13,681	26,201	(12,520)
Cash and cash equivalents, end of period	\$ 12,345	\$ 24,010	\$ (11,665)

⁽¹⁾ Net cash flows provided by operating activities include \$1.9 million of positive change in non-cash operating working capital (September 7, 2024 – negative \$1.3 million).

Operating Activities	<p>↑ \$1.3 million change</p> <p>Mainly driven by a favorable change in accounts payable and accrued liabilities due to timing of vendor payments and lower volume partially offset by a decrease in profitability resulting from lower net sales.</p>
Investing Activities	<p>↓ \$0.4 million change</p> <p>Mainly driven by lower interest received due to lower cash balance compared to same period last year.</p>
Financing Activities	<p>Nil change</p> <p>Mainly driven by interest paid in cash on 2028 Debentures previously added to the debt capital offset by lower debt repayment upon maturity of the term loan in the first quarter of Fiscal 2025 as well as lower lease payments in the fourth quarter of Fiscal 2025 due to timing of our floating quarter-ends.</p>

DEBT

During the first quarter of Fiscal 2025, the Company's term loan and revolving credit facility matured, and the term loan was repaid.

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 "2028 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%. Commencing on February 6, 2025 and until the 2028 Maturity Date, the interest portion will be payable semi-annually in cash in arrears on February 6 and August 6 of each year.

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 2028 Maturity Date and the last business day immediately preceding the date specified for redemption by the Company at a price of \$0.75 (the "2028 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 conversion option, net of related issuance costs and deferred income taxes, has been recorded in shareholders' deficit for an amount of \$0.2 million. Factoring in the 2028 Debentures issuance costs, the effective interest rate on the Debentures is 13.5%.

As at September 6, 2025, 12,675 of 2028 Debentures (September 7, 2024 – 12,675) were outstanding at a price of \$1,000 per Debenture.

2027 Debentures

On February 11, 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 2027 Debentures mature on March 31, 2027 (the "2027 Maturity Date") 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, 2022.

The 2027 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 2027 Maturity Date and the last business day immediately preceding the date specified for redemption by the Company at a price of \$4.60 (the "2027 Conversion Price") 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 2027 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 (the "2027 Redemption Right"). On or after March 31, 2026, and prior to the 2027 Maturity Date, the 2027 Debentures may be redeemed in cash or common

shares in whole or in part at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

In the event of a change in control, the Company will be required to make a payment to the holders of the 2027 Debentures in accordance with the make-whole premium provisions set forth by the indenture of the 2027 Debentures.

The conversion option, net of related issuance costs and deferred income taxes, was recorded in shareholders' deficit for an amount of \$4.5 million. Factoring in the 2027 Debentures issuance costs, the effective interest rate on the Debentures is 12.6%.

As at September 6, 2025, 29,046 of 2027 Debentures (September 7, 2024 – 29,046) were outstanding at a price of \$1,000 per Debenture.

2025 Debentures

On February 26, 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 Debentures matured on March 31, 2025 (the "2025 Maturity Date") and bore a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on March 31 and September 30 of each year, which commenced on September 30, 2020.

On or after March 31, 2024, and prior to the 2025 Maturity Date, the Debentures were redeemable in cash or common shares in whole or in part at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest (the "2025 Redemption Right").

During the third quarter of Fiscal 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 2025 Redemption Right.

As at September 6, 2025, the 2025 Debentures were repaid in full and nil remain outstanding.

COMMON SHARES

Transactions that took place during the 13 and 52 weeks ended September 6, 2025, were as follows:

- Nil stock options were exercised;
- 251,769 and 2,151,514 restricted share units vested and the same number of common shares were issued;
- 29,494 and 101,575 employee share purchases vested and the same number of common shares were issued; and;
- 6,232 Debentures were repaid into 19,184,573 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 2025				Fiscal 2024			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Active customers ⁽¹⁾	66,000	76,000	84,000	106,000	101,000	105,000	117,000	124,000
Net sales	\$ 25,034	\$ 30,683	\$ 30,500	\$ 34,662	\$ 34,063	\$ 38,561	\$ 39,755	\$ 40,459
Gross profit	10,087	13,593	12,998	13,721	12,991	16,949	17,109	15,929
Gross margin	40.3%	44.3%	42.6%	39.6%	38.1%	44.0%	43.0%	39.4%
Net (loss) income	\$ (4,074)	\$ 54	\$ (2,388)	\$ (1,687)	\$ (3,160)	\$ 307	\$ 1,393	\$ (1,973)
Net finance costs	1,124	964	1,856	1,431	1,476	1,213	1,369	1,456
Depreciation and amortization	1,373	1,333	1,670	1,581	1,879	1,729	1,818	1,955
Income tax (recovery) expense	(15)	25	—	—	—	—	—	—
EBITDA ⁽¹⁾	\$ (1,592)	\$ 2,376	\$ 1,138	\$ 1,325	\$ 195	\$ 3,249	\$ 4,580	\$ 1,438
Share-based payments	240	263	222	219	231	310	325	13
Reorganization and other related net costs (gains)	1,789	—	—	—	34	—	(1,364)	3
Acquisition costs	—	14	—	99	49	—	—	—
Adjusted EBITDA ⁽¹⁾	\$ 437	\$ 2,653	\$ 1,360	\$ 1,643	\$ 509	\$ 3,559	\$ 3,541	\$ 1,454
Adjusted EBITDA margin ⁽¹⁾	1.7%	8.6%	4.5%	4.7%	1.5%	9.2%	8.9%	3.6%
Basic and diluted (loss) income per share ⁽²⁾	\$ (0.04)	\$ 0.00	\$ (0.03)	\$ (0.02)	\$ (0.05)	\$ 0.00	\$ 0.02	\$ (0.03)

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

(2) The sum of basic and diluted (loss) income per share on a quarterly basis may not equal basic and diluted (loss) income per share on a year-to-date basis due to rounding.

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

- 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 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 (loss) income were caused by the various factors including the following:

- 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 economic conditions which led to inflationary pressures partially offset by increase in basket prices;
- marketing campaigns and customer incentives.

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, marketable securities, accounts and other receivables and lease receivables. 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. To cover its credit risk on lease receivables, the Company holds guarantees over its lessees in form of deposits and performs credit reviews prior to entering into an agreement.

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 bore interest at variable rates which were determined by a base rate set by the lender plus a margin. As a result, the Company was exposed to interest rate cash flow risk due to fluctuations in lenders' base rates. During the first quarter of Fiscal 2025, the Company fully repaid its outstanding debt obligations, effectively eliminating its exposure to interest rate risks. 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 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.

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 6, 2025, available on SEDAR+ at www.sedarplus.ca and under the "Events and Presentations" section of our website at www.makegoodfood.ca/en/investors.

OFF-BALANCE SHEET ARRANGEMENTS, CONTRACTUAL OBLIGATIONS AND OTHER COMMITMENTS

The following are amounts due on contractual maturities of financial liabilities, including estimated interest payments as at September 6, 2025:

	Total carrying amount	Contractual cash flows	Less than 1 year	1 to 5 years	More than 5 years
Accounts payable and accrued liabilities	\$ 13,683	\$ 13,683	\$ 13,683	\$ –	\$ –
Debentures, liability component, including current portion	40,871	52,791	3,776	49,015	–
Lease obligations, including current portion	10,933	12,636	3,877	8,390	369
Purchase and service contract obligations	–	3,406	3,386	20	–
	\$ 65,487	\$ 82,516	\$ 24,722	\$ 57,425	\$ 369

As at September 6, 2025, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Company's financial condition, changes in net sales or expenses, results of operations, liquidity, capital expenditures, or capital resources that are material.

FINANCIAL INSTRUMENTS

The Company's financial instruments primarily consist of cash and cash equivalents, marketable securities, accounts and other receivables, accounts payable and accrued liabilities, liability portion of convertible debentures and other non-current liabilities except deferred tax liabilities.

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 interests.

RELATED PARTIES

KEY MANAGEMENT PERSONNEL

The Company's key management personnel have authority and responsibility for planning, directing and controlling the Company's activities and consist of the Company's executive team and the Board of Directors. The chief executive officer ("CEO") and the president and chief operating officer ("President and COO") are members of the Board of the Company. The Chairman of the Board was the CEO until his departure.

The following table presents the compensation of the key management personnel recognized in net loss:

For the 52 and 53 weeks ended	September 6, 2025	September 7, 2024
Salaries, fees and other short-term employee benefits	\$ 3,922	\$ 3,212
Share-based payments expense	479	360
	\$ 4,401	\$ 3,572

RELATED PARTY TRANSACTIONS

Related parties of the Company include Directors and key management personnel, their family members, and companies over which they have significant influence or control.

For the 52 weeks ended September 6, 2025, in connection with the 2028 Debentures, \$0.2 million of interest was paid to its Board members and key management personnel.

For the 52 weeks ended September 6, 2025 and for the 53 weeks ended September 7 2024, the Company has not transacted with related parties other than those detailed above.

SHARE-BASED PAYMENTS

A stock option plan (the "**Stock Option Plan**") was established by the Company to attract and retain employees, consultants, officers and directors. The Stock Option Plan provides for the granting of 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 Stock Option Plan, 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 RSU plan, RSUs generally vest over a period of three years.

An employee share purchase plan ("**ESPP**") was established to attract and retain employees and directors. Under this plan, employees or directors are permitted to contribute between 1% and 5% of their eligible earnings, up to \$10,000 annually, to purchase the Company's equity shares. The Company, in turn, provides a matching contribution equal to 50% of the participant's personal contribution. Shares purchased with the Company's contributions become vested two years from the contribution date. All contributions are used by the plan's trustee to purchase equity shares on the open market, on behalf of employees.

OUTSTANDING SHARE DATA

As at	November 26, 2025	September 6, 2025	September 7, 2024
Common shares outstanding ⁽¹⁾	99,353,046	98,591,259	77,340,092
Debentures outstanding ^{(2) (3) (4)}	23,214,348	23,214,348	24,540,305
Stock options outstanding	3,924,712	3,924,712	3,052,563
Stock options exercisable	2,832,209	2,752,232	2,336,688
Restricted share units outstanding	3,073,076	3,237,363	3,437,733

⁽¹⁾ As at November 26, 2025 and September 6, 2025, 606,634 and 610,005 common shares held in trust through the employee share purchase plan (September 7, 2024 – 525,085 common shares) were excluded in the common shares outstanding.

⁽²⁾ As at November 26, 2025 and September 6, 2025, nil 2025 Debentures (September 7, 2024 – 6,232 Debentures) were outstanding. Please refer to the “Debt” subsection of the “Liquidity and Capital Resources” section of this MD&A.

⁽³⁾ As at November 26, 2025 and September 6, 2025, 29,046 of 2027 Debentures (September 7, 2024 – 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 November 26, 2025 and September 6, 2025, 12,675 of 2028 Debentures (September 7, 2024 – 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.

SUBSEQUENT EVENT

On October 17, 2025, the Company was named in a proposed class action lawsuit filed in the Superior Court of Quebec. The claim alleges that the Company failed to adequately disclose delivery fees in the advertised price of its meal kits. As at the publication date of these consolidated financial statements, the Company is in the early stages of reviewing the claim and intends to vigorously defend against it. Given the preliminary status of the proceedings, it is not possible to reasonably estimate the outcome of the lawsuit or the potential financial impact, if any, on the Company. Accordingly, no provision has been recorded in the consolidated financial statements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the 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 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 Company's main judgements, estimates, and assumptions are presented below:

CRITICAL JUDGEMENTS

Impairment of non-current assets

At each reporting date, management determines whether fixed assets, right-of-use assets and intangible assets present indicators of impairment. For the purposes of its analysis, management uses its judgement considering factors such as the economic environment and the market in which the Company operates, budget, forecasts and physical obsolescence.

Goodwill is tested for impairment annually and the test is based on estimates of the recoverable amount of the CGU to which the goodwill has been allocated using a discounted cash flows model. For the purposes of this analysis, management uses its judgements considering factors such as revenue growth and margin estimates as well as the economic environment and the market in which the Company operates.

Lease term

When the Company recognizes a lease, it assesses the lease term based on the conditions of the lease and assesses whether it will exercise renewal options at the end of the lease term. The renewal options are only included in the lease term if management is reasonably certain to renew. This significant judgement could affect the Company's financial position if the lease term of the leases is reassessed differently.

KEY SOURCES OF ESTIMATES AND ASSUMPTIONS

Measurement of net sales

Net sales are presented net of refunds, sales incentives and credits, including referral credits. Credit amounts are estimated based on the Company's history and experience of the redemption percentage of those credits. The corresponding estimated liability for credits is included in deferred revenue.

Business combination

The identifiable assets and liabilities as well as any contingent consideration arising from a business combination are measured at their fair value at the date of acquisition based on forecast of expected future discounted cash flows. These evaluations are linked closely to the assumptions made by management regarding the future performance of the related assets and the discount rate used in the valuation model. Contingent consideration is measured at fair value using a discounted cash flow model which requires estimates related to future sales, margins, working capital as well as discount rate.

CHANGES IN ACCOUNTING POLICIES

NEW AND AMENDED STANDARDS ADOPTED BY THE COMPANY

Amendment to IAS 1, *Presentation of Financial Statements*

In January 2020, the IASB issued an amendment to IAS 1 Presentation of Financial Statements to clarify the classification of liabilities as current or non-current (the "2020 amendments"). For the purposes of non-current classification, the amendment removed the requirement for a right to defer settlement or roll over of a liability for at least twelve months to be unconditional. Instead, such a right must have substance and exist at the end of the reporting period.

The amendments became effective for the 52 week period ended September 6, 2025 for the Company and did not have a material impact on its consolidated financial statements.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

IFRS 18 Presentation and disclosure in financial statements

In April 2024, the IASB issued IFRS 18 which replaces IAS 1. IFRS 18 introduces new requirements to improve the reporting of financial performance and give investors a better basis for analyzing and comparing companies. Specifically, it introduces:

- three defined categories for income and expenses (operating, investing and financing) and requiring companies to provide new defined subtotals, including operating profit;
- enhanced transparency of management-defined performance measures requiring companies to disclose explanations of those company-specific measures related to the statement of earnings; and
- enhanced guidance on how companies group information in the financial statements, including guidance on whether information is included in the financial statements or is included in the notes.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. The Company continues to evaluate the potential impact of this new standard on its consolidated financial statements.

Amendments to the Classification and measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments, which amended IFRS 9 and IFRS 7, to clarify when a financial asset or a financial liability is recognized and derecognized and, amongst other elements, to introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. The Company continues to evaluate the impact of these amendments on its consolidated financial statements.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument 52-109 *Certification 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 and effectiveness of disclosure controls and procedures ("**DC&P**") and the design and effectiveness of internal control over financial reporting ("**ICFR**").

DISCLOSURE CONTROLS AND PROCEDURES

The Company has designed DC&P to provide reasonable assurance that material information relating to the Company is made known to the Certifying Officers, and that information required to be disclosed to satisfy the Company's continuous disclosure obligations is recorded, processed, summarized and reported within the time periods specified by applicable Canadian securities legislation. Management, under the supervision of the Certifying Officers, has evaluated the effectiveness of the DC&P and based on that evaluation, the Certifying Officers have concluded that the DC&P were effective as at September 6, 2025.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Certifying Officers have designed ICFR or have caused them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In designing and evaluating internal controls, it should be recognized that due to inherent limitations, any controls, no matter how well designed

and operated, can provide only reasonable assurance of achieving the desired control objectives and may not prevent or detect misstatements.

The control framework used to design the Company's ICFR is based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control–Integrated Framework (2013 framework).

Management, under the supervision of the Certifying Officers, has evaluated the effectiveness of ICFR and based on that evaluation, the Certifying Officers have concluded that the Company's ICFR was effective as at September 6, 2025.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

No changes were made during Fiscal 2025 to the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.