



Majority Voting Policy

The board of directors of Goodfood Market Corp (the "Corporation") believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this majority voting policy. Each of the directors has agreed to abide by the provisions of this policy and any subsequent nominee recommended by the board of directors will, as a condition to such nomination, be required to abide by this policy.

Forms of proxy for shareholders' meeting at which directors are to be elected will enable the shareholder to vote for or to withhold from voting for each individual nominee. If, with respect to any particular nominee, the number of votes withheld exceeds the number of votes for the nominee, then for the purpose of this policy the nominee will be considered not to have received the confidence and support of the shareholders, even though duly elected as a matter of corporate law. If the vote is conducted at the meeting by show of hands, the number of votes for and withheld for the purpose of this policy will correspond to the number of votes for and withheld received by proxy.

A person elected as a director who is considered for the purpose of this policy not to have received the confidence and support of the shareholders is required to immediately tender his or her resignation as a director, to be effective on acceptance by the board of directors.

The board of directors will consider the tendered resignation and disclose by news release its decision whether or not to accept that resignation and the reasons for its decision no later than 90 days after the date of the relevant shareholders' meeting (and will provide a copy of the news release to the Toronto Stock Exchange). The board of directors will accept the tendered resignation, absent exceptional circumstances. In considering whether or not to accept the tendered resignation, the board of directors will consider all factors that it deems in its discretion to be relevant, including, without limitation, any stated reasons why shareholders withheld votes for election of such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contribution to the Corporation and the Corporation's corporate governance policies. The board of directors may refer the resignation to the governance, human resources and compensation committee (or equivalent) for consideration and the making of a recommendation to the board of directors. A director who tenders his or her resignation pursuant to this policy will not be permitted to participate in any board or committee meeting at which his or her resignation is to be considered.

To the extent that one or more director's resignations are accepted by the board of directors, the board of directors may in its discretion, subject to any restrictions imposed by applicable corporate or securities law, (i) leave the resultant vacancy unfilled until the next annual shareholders' meeting, (ii) fill the vacancy through the appointment of a director whom the board of directors considers to merit the confidence and support of the shareholders, or (iii) call a special shareholders' meeting to consider the election of a nominee to fill the vacant position(s).

In the event that any director refuses to tender his or her resignation in accordance with this policy, he or she will not be re-nominated for election by the board of directors.

This policy does not apply to contested meetings (i.e., meetings at which the number of directors nominated for election is greater than the number of seats available on the board of directors).

August 23, 2017