

Mira VII Acquisition Corp. Announces Proposed Qualifying Transaction with Goodfood Market Inc.

Toronto, Ontario – March 10, 2017 – Mira VII Acquisition Corp. (“Mira VII”) (TSXV: MVA.P) is pleased to announce that it has entered into a letter of intent dated March 10, 2017 with Goodfood Market Inc. (“Goodfood”) to complete a going-public transaction in Canada for Goodfood (the “Proposed Transaction”). It is intended that the Proposed Transaction will proceed by way of a “three-cornered” amalgamation of Goodfood with a wholly-owned subsidiary of Mira VII (“Mira VII Subco”) pursuant to the terms of a definitive agreement to be entered into by Mira VII, Mira VII Subco and Goodfood (the “Definitive Agreement”). For convenience, Mira VII, as it will exist after completion of the Proposed Transaction, is sometimes referred to herein as the “Resulting Issuer”.

Mira VII intends that the Proposed Transaction will constitute its “Qualifying Transaction” under Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange (the “TSXV”). The Proposed Transaction will be an arm's length transaction.

Goodfood is a Montreal-based dinner subscription service delivering fresh ingredients that make it easy for consumers to prepare delicious original recipes at home every week. Launched in 2014, Goodfood delivers meals to subscribers across Ontario, Quebec and the Maritimes and employs over 150 people. Subscribers select their favourite among 11 new recipes each week from a collection of original dishes and Goodfood prepares a personalized box of ingredients delivered to your doorstep with easy step-by-step instructions. Goodfood addresses consumer trends for healthy, fresh and locally sourced food while minimizing waste and bypassing the traditional grocery supply chain. If the Proposed Transaction is completed, it is anticipated that the board of directors of the Resulting Issuer (the “New Directors”) will consist of 5 directors, each of which will be nominated by Goodfood, and the executive officers of the Resulting Issuer will be appointed by the New Directors. The New Directors will be put forth and nominated at a meeting of Mira VII’s shareholders to be held prior to the completion of the Proposed Transaction.

In conjunction with, and prior to the closing of the Proposed Transaction, Goodfood intends to complete a brokered private placement of subscription receipts for gross proceeds of not less than \$20 million, with an option to be granted to the agents to increase the size of the private placement by up to 15%, led by GMP Securities L.P. and including National Bank Financial Inc. and Cormark Securities Inc. (the “Private Placement”). It is expected that each subscription receipt will be automatically exchanged for one common share of Goodfood immediately prior to the completion of the Proposed Transaction and upon the satisfaction of specified escrow release conditions, including the completion or waiver of all conditions precedent to the Proposed Transaction and the conditional approval for listing of the common shares of the Resulting Issuer.

For the purposes of the Proposed Transaction, the deemed value of each outstanding common share of Mira VII will be \$0.09 (on a pre-consolidation basis). Pursuant to the Proposed Transaction it is intended that: (i) the outstanding common shares of Mira VII will be consolidated on the basis of a consolidation ratio to be determined based on the per share price of the Private Placement (the “Consolidation”); and (ii) the holders of Goodfood shares (including

those investors in the Private Placement) will receive one common share of the Resulting Issuer in exchange for each outstanding Goodfood common share (on a post-Consolidation basis). The outstanding options of Mira VII will be adjusted accordingly to reflect the Consolidation. Following the completion of the Proposed Transaction, the securityholders of Goodfood (including those investors under the Private Placement) will hold a significant majority of the outstanding common shares of the Resulting Issuer.

A comprehensive press release with further particulars relating to the Proposed Transaction and the Resulting Issuer will follow in accordance with the policies of the TSXV.

Completion of the Proposed Transaction is subject to a number of conditions including, but not limited to: completion of satisfactory due diligence; execution of the Definitive Agreement; receipt of regulatory approvals; acceptance of the Proposed Transaction as Mira VII's Qualifying Transaction by the TSXV; receipt of approval for the listing of the common shares of the Resulting Issuer; shareholders of Goodfood approving the Proposed Transaction and such other matters necessary to complete the Proposed Transaction; and shareholders of Mira VII approving certain matters ancillary to the Proposed Transaction, including the appointment of the New Slate, subject to the completion of the Proposed Transaction. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

Trading in securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this press release. **THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION, NOR SHALL THERE BE ANY OFFER, SALE, OR SOLICITATION OF SECURITIES IN ANY STATE IN THE UNITED STATES IN WHICH SUCH OFFER, SALE, OR SOLICITATION WOULD BE UNLAWFUL.**

ANY SECURITIES REFERRED TO HEREIN WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "1933 ACT") AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO A U.S. PERSON IN THE ABSENCE OF SUCH REGISTRATION OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT.

Notice on forward-looking statements:

This release includes forward-looking information within the meaning of Canadian securities laws regarding Mira VII, Goodfood and their respective businesses, which may include, but are not limited to, statements with respect to the completion of the Proposed Transaction, the terms on which the Proposed Transaction is intended to be completed, the ability to obtain regulatory and shareholder approvals and other factors. Often but not always, forward-looking information

can be identified by the use of words such as “expect”, “intends”, “anticipated”, “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would” or “will” be taken, occur or be achieved. Such statements are based on the current expectations and views of future events of the management of each entity, and are based on assumptions and subject to risks and uncertainties. Although the management of each entity believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. The forward-looking events and circumstances discussed in this release, including completion of the Proposed Transaction (and the proposed terms upon which the Proposed Transaction is proposed to be completed), may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting the companies, including risks regarding the food service industry, market conditions, economic factors, management’s ability to manage and to operate the business of the Resulting Issuer and the equity markets generally. Although Mira VII and Goodfood have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on any forward-looking statements or information. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and neither Mira VII nor Goodfood undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Mira VII is a capital pool company governed by the policies of the TSXV. The principal business of Mira VII is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

For further information:

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