

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Vireo Health International, Inc. (the “Company”)
207 South 9th Street
Minneapolis, Minnesota
55402

Item 2 Date of Material Change

June 8, 2021

Item 3 News Release

The news release concerning the material change described herein was disseminated on June 8, 2021 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced a series of corporate updates in conjunction with 2021 Investor Day events and also announced that it has changed its name to Goodness Growth Holdings, Inc. and stock symbol to “GDNS”.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced a series of corporate updates in conjunction with its 2021 Investor Day events. In addition to unveiling its Horizon Strategy and outlook ranges for FY22 revenue and adjusted EBITDA performance, the Company also announced that effective June 9, 2021 at market open, its subordinate voting shares will begin trading as Goodness Growth Holdings, Inc., under the ticker symbol “GDNS” on the Canadian Securities Exchange (CSE: GDNS) and on the OTCQX Market in the United States under ticker symbol “GDNSF” (OTCQX: GDNSF).

“Our evolution to Goodness Growth reflects the progression of our business from a predominantly early- stage, medical-market operator to one of the strongest organic growth generators across recreational-use and medical cannabis markets in the United States,” said Chairman and Chief Executive Officer, Kyle Kingsley, M.D. “Vireo always has been and will continue to be a flagship brand of medical products, but this holding company model reflects a much more expansive view of our future and clearly differentiates our plant-touching assets from our science and IP incubator, Resurgent Biosciences.”

The Horizon Strategy and FY22 Outlook

The Company’s Horizon strategy is a plan for growth through fiscal year 2022, a period in which a majority of the Company’s markets are expected to begin to generate more substantial revenue growth as currently- pending changes to regulatory regimes take effect. Over this timeframe, the Company expects to open an additional 6-10 Green Goods™ retail dispensaries. Management also

provided several additional outlook updates in conjunction with this strategy, which are subject to the on-time completion of various development projects, commencement of adult-use sales in New Mexico beginning in Q1 of 2022, commencement of adult-use sales in New York in the summer of 2022, and the commencement of flower sales in the Minnesota medical market in the spring of 2022.

- The Company expects to generate total revenue in the range of \$140 to \$180 million in FY22;
- The Company expects to generate adjusted EBITDA in the range of \$35 to \$55 million in FY22;
- Management reminds investors that the Company had approximately \$40 million in cash on its balance sheet as of March 31, 2021;
- Management expects net capex, excluding financing from real estate partners, to be in the range of approximately \$15 to \$20 million over this planning horizon;
- The Company expects to begin generating positive cash flow from operations during 1H22.

Dr. Kingsley continued, “We expect that recent growth investments we’ve made, combined with the expansion projects we have planned and growth catalysts driven by changing regulatory frameworks will result in substantial improvements in revenue growth and profitability over the next 18 months. We expect to support this more than tripling of our revenue through an increase of more than 300 percent in biomass production capacity as we execute the Horizon strategy, and are pleased to be showcasing the potential of our asset portfolio to investors at our investor day events later tonight and tomorrow morning.”

2021 Investor Day Event Information

Tonight’s pre-recorded video webcast will introduce investors to the Goodness Growth Holdings vision, mission, and management team, and examine critical components of the Horizon strategy in more detail. The video will also allow investors to experience the Company’s new Green Goods™ retail dispensaries, visit several of the Company’s largest manufacturing facilities, and showcase the various expansion projects that are currently underway.

Tomorrow morning’s live conference call and webcast presentation will complement the video component of the Company’s Investor Day events and enable members of the investment community to engage directly with management and ask questions. Both of these virtual events will be webcast live from the Investor Day section of the Company’s website at www.goodnessgrowth.com, and all interested parties may also join by registering in advance using the registration links contained in this news release.

2021 Investor Day Video Webcast

Date: Tuesday, June 8, 2021

Time: 4:00 p.m. Eastern Time

Webcast Registration:

<https://event.on24.com/wcc/r/3192578/ECC0B9E645DB41B7F86E92F94DD4BEB3>

2021 Investor Day Conference Call and Webcast

Date: Wednesday, June 9, 2021

Time: 8:30 a.m. Eastern Time

Conference Call Registration:

<http://www.directeventreg.com/registration/event/2871533>

Webcast Registration:

<https://event.on24.com/wcc/r/3192578/ECC0B9E645DB41B7F86E92F94DD4BEB3>

Webcast replays of these events will be posted to the Investor Day section of the Company's website at www.goodnessgrowth.com and will be available online for a period of one year.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Kyle Kingsley
Chief Executive Officer
Phone: 1 844 484-7366

Item 9 Date of Report

June 9, 2021