

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Goodness Growth Holdings, Inc. (the “**Company**”)
207 South 9th Street
Minneapolis, Minnesota
55402

Item 2 Date of Material Change

November 1, 2021

Item 3 News Release

The news release concerning the material change described herein was disseminated on November 2, 2021 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that its subsidiary, Vireo Health of Arizona, LLC (“**Vireo Health**”), reached a definitive license purchase agreement (the “**Agreement**”) with Copperstate Farms, LLC (“**Copperstate**”), to sell its dispensary license, all remaining inventory and equipment at its Phoenix dispensary, the Phoenix dispensary property lease and all revenue producing contracts in an all-cash transaction valued at US\$15.0 million (the “**Transaction**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On November 1, 2021, Vireo Health entered into an Agreement with Copperstate, pursuant to which Vireo Health will sell its dispensary license, all remaining cannabis and non-cannabis inventory, equipment and fixtures at its Phoenix dispensary, the Phoenix dispensary property lease, product license agreements and all revenue producing contracts to Copperstate for a purchase price of US\$15,000,010 in cash.

The Transaction also includes related cultivation licenses for both medical and adult-use, only one of which is currently operational at the Company’s 18-acre outdoor farm in Amado, AZ, south of Tucson. The Company has entered into a separate cultivation management services agreement with Copperstate which will allow the Company to continue cultivating and selling cannabis products through the medical and adult-use wholesale sales channels in Arizona. The cultivation management services agreement has an initial term of five years and will be subject to renewal for up to 20 years.

Closing of the Transaction is anticipated to occur later this year subject to receipt of regulatory approval and other customary closing conditions.

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

November 10, 2021