



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON
November 18, 2022**

NOTICE IS HEREBY GIVEN that, an annual meeting (the “**Meeting**”) of holders (“**Shareholders**”) of the subordinate voting shares (the “**Subordinate Voting Shares**”), multiple voting shares (the “**Multiple Voting Shares**”), and super voting shares (the “**Super Voting Shares**”), each without par value (collectively, the “**Goodness Shares**”) of Goodness Growth Holdings, Inc. (“**Goodness Growth**”) will be held on November 18, 2022 at 10:00 a.m. Central Time via live webcast at <https://web.lumiagm.com/233296322>. There will be no physical location for Shareholders to attend. Online check-in will begin at 9:30 a.m. Central Time, and we encourage you to allow ample time for the online check-in procedures. The accompanying proxy statement and management information circular (the “**Circular**”) contains defined terms.

The Meeting is being called for the following purposes:

1. to fix the number of directors for the ensuing year at seven, subject to such increases as may be permitted by Goodness Growth’s articles of incorporation;
2. to elect the seven nominees proposed by management of Goodness Growth as directors of Goodness Growth for the ensuing year;
3. to appoint Davidson & Company LLP as the auditors of Goodness Growth for the ensuing year and to authorize the board of directors of Goodness Growth (the “**Board**”) to fix their remuneration; and
4. to transact such further or other business as may properly come before the Meeting or any other adjournments or postponements thereof.

The Shareholders will also receive the audited consolidated financial statements of Goodness Growth for the year ended December 31, 2021, and the report of the auditors thereon. No shareholder vote is required in connection with this item.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies this Notice of Annual Meeting of Shareholders (the “**Notice of Meeting**”). The Board is not aware of any other business to be presented for a vote at the Meeting.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on October 14, 2022 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. As of the Record Date, (i) the number of Subordinate Voting Shares outstanding and entitled to vote at the Meeting is 86,721,030, each of which is entitled to one vote; (ii) the number of Multiple Voting Shares outstanding and entitled to vote at the Meeting is 348,642, each of which is entitled to 100 votes; and (iii) the number of Super Voting Shares outstanding and entitled to vote at the Meeting is 65,411, each of which is entitled to 1,000 votes.

Whether or not you are able to virtually attend the Meeting, you are encouraged to provide voting instructions in accordance with the instructions set forth on the enclosed form of proxy or voting instruction form provided to you by your broker or other intermediary as soon as possible by (1) visiting the internet site listed on the form of proxy or voting instruction form, (2) calling the toll-free number listed on the form of proxy or voting instruction form or (3) submitting your enclosed form of proxy or voting instruction form by mail by using the provided self-addressed, stamped envelope. To be counted at the Meeting, a Shareholder’s proxy or voting instructions must be received by 10:00 a.m. (Central Time) on November 16, 2022 or if the Meeting is postponed or adjourned, at least 48 hours (excluding non-business days) prior to the

date of the postponed or adjourned Meeting. Please note, if you received a voting instruction form and you hold your Goodness Shares through a broker or other intermediary, you must provide your instructions to your broker, investment dealer or other intermediary as specified in the voting instruction form and by the deadline set out therein (which may be an earlier time than set out above). Goodness Growth reserves the right to accept late proxies and to waive the proxy cut-off, with or without notice, but is under no obligation to accept or reject any particular late proxy.

The Board unanimously recommends that Shareholders vote “FOR” the setting of the number of directors at seven in Proposal 1, “FOR” the election of the nominees to the Board in Proposal 2, and “FOR” the appointment and remuneration of auditors in Proposal 3.

Shareholders who are planning to provide voting instructions in accordance with the enclosed form of proxy or voting instruction form are encouraged to review the Circular carefully before submitting such form.

**Important Notice Regarding the Availability of Proxy Materials for
the Shareholders Meeting to Be Held on November 18, 2022**

The Notice of Meeting, the Circular, and form of proxy are available on the internet at the following website: investors.vireohealth.com/financials/regulatory-filings/

DATED as of October 19, 2022.

BY ORDER OF THE BOARD

/s/ Dr. Kyle E. Kingsley

Name: Dr. Kyle E. Kingsley

Title: Chief Executive Officer and Chair of the Board