



Goodness Growth Holdings Commences Litigation Against Verano for unlawful termination of Arrangement Agreement

MINNEAPOLIS, MN – October 21, 2022 – Goodness Growth Holdings, Inc. ("Goodness Growth") (CSE: GDNS; OTCQX: GDNSF), announces that it has commenced an action in the Supreme Court of British Columbia against Verano Holdings Corp. ("Verano"), seeking damages after Verano wrongfully terminated the share exchange agreement (the "Arrangement Agreement") between the parties pursuant to which Verano agreed to acquire all of outstanding capital stock of Goodness Growth.

Goodness Growth's notice of civil claim was filed with the British Columbia Supreme Court and was served on Verano today. Goodness Growth is seeking damages for breach of contract, as well as other damages, costs and interest, based on Verano's breach of contract and of its duty of good faith and honest performance.

Goodness Growth's action follows Verano's purported termination of the Arrangement Agreement on October 14, 2022, for which Goodness Growth believes Verano had no factual or legal basis.

Due to uncertainties inherent in litigation, it is not possible for Goodness Growth to predict the timing or final outcome of the legal proceedings against Verano or to determine the amount of damages, if any, that may be awarded.

About Goodness Growth Holdings, Inc.

Goodness Growth Holdings, Inc., is a physician-led, science-focused holding company whose mission is to bring the power of plants to the world. The Company's operations consist primarily of its multi-state cannabis company subsidiary, Vireo Health, Inc., and its science and intellectual property developer, Resurgent Biosciences, Inc. The Company manufactures proprietary, branded cannabis products in environmentally friendly facilities and state-of-the-art cultivation sites and distributes its products through its growing network of Green Goods® and other retail locations and third-party dispensaries. Its team of more than 450 employees is focused on the development of differentiated products, driving scientific innovation of plant-based medicines, and developing meaningful intellectual property. The Company is licensed to grow, process, and/or distribute cannabis in five markets and operates 18 dispensaries across the United States. For more information about Goodness Growth Holdings, please visit www.goodnessgrowth.com.

Contact:

Sam Gibbons
Vice President, Investor Relations
samgibbons@goodnessgrowth.com
(612) 314-8995

Forward-Looking Statement Disclosure

This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable United States and Canadian securities legislation (collectively, "forward-looking information"). Forward-looking information contained in this press release may be identified by the use of words such as "should," "may," "continue," "expect," "outlook," "will," "believe," "subject to," "plans," and "pending," or variations of such words and phrases. These statements should not be read as guarantees of future performance or results. Forward-looking information includes both known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Company or its subsidiaries to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements or information contained in this press release. Forward-looking information is based upon a number of estimates and assumptions of management, believed but not certain to be reasonable, in light of management's experience and perception of trends, current conditions, and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future litigation matters and award claims. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. Forward-looking information is subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking information. Such risks and uncertainties include, but are not limited to: the timing, cost and outcome of the pending litigation with Verano; the recovery of all damages available to Goodness under the Arrangement Agreement; Goodness' ability to hold Verano responsible for its breaches of the Arrangement Agreement and failure to consummate the transactions contemplated thereunder; the impact of the termination of the Arrangement Agreement on Goodness; timing of adult-use legislation in markets where the Company currently operates; current and future market conditions, including the market price of the subordinate voting shares of the Company; risks related to pandemics, including the COVID-19 pandemic; federal, state, local, and foreign government laws, rules, and regulations, including federal and state laws in the United States relating to cannabis operations in the United States and any changes to such laws or the enforcement of such laws; operational, regulatory and other risks; execution of business strategy; management of growth; difficulty to forecast; conflicts of interest; risks inherent in an agricultural business; liquidity and additional financing; labor union relations; the timing of adult-use sales in New York; and the Company's ability to meet the demand for smokable cannabis flower in Minnesota.

The statements in this press release are made as of the date of this release. Except as required by law, we undertake no obligation to update any forward-looking statements or forward-looking information to reflect events or circumstances after the date of such statements.