

# Form 51-102F3

## *Material Change Report*

**Item 1**            **Name and Address of Company**

**GOODNESS GROWTH HOLDINGS, INC.**  
1500 Royal Centre  
1055 West Georgia Street, P.O. Box 11117  
Vancouver, BC V6E 4N7 (the " Company ")

**Item 2**            **Date of Material Change**

December 4, 2022

**Item 3**            **News Release**

A news release dated December 5, 2022, was disseminated through the facilities of PR Newswire and was subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

**Item 4**            **Summary of Material Change**

On December 5, 2022, the Company announced the appointment of Joshua Rosen as Interim President of the Company.

**Item 5**            **Full Description of Material Change**

**Item 5.1**          **Full Description of Material Change**

On December 5, 2022, the Company announced the appointment of Joshua Rosen as Interim President of the Company.

Mr. Rosen assumes the Interim President role with over a decade of cannabis experience, having co-founded a predecessor to 4Front Ventures Corporation (CSE: FFNT)("4Front") in 2011, having served as Executive Chairman and CEO of 4Front until 2020, having served as Managing Partner of Bengal Capital, a boutique investment firm focusing on the cannabis industry, and having served as a member of the board of directors of the Company since August 2021. Prior to entering the cannabis industry, Mr. Rosen held positions at Credit Suisse and ABN AMRO Bank N.V. He currently serves on the Board of Managers of Ninety Plus Coffee, LLC. He holds a Bachelor of Arts degree in Economics and Philosophy from Beloit College

**Item 5.2**          **Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7**            **Omitted Information**

Not applicable.

**Item 8**            **Executive Officer**

For additional information, please contact Michael Schroeder, Corporate Secretary, at [michaelschroeder@vireohealth.com](mailto:michaelschroeder@vireohealth.com).

**Item 9**            **Date of Report**

December 8, 2022