

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

February 14, 2023.

Item 3 News Release

A news release dated February 14, 2023, was disseminated through the facilities of Globe Newswire and was subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 4 Summary of Material Change

On February 14, 2023, the Company announced the following changes to the Company’s executive management:

- Kyle Kingsley resigned the position of Chief Executive Officer (principal executive officer) and chairman of the board of directors of the Company and was appointed to the position of Executive Chairman of the Company;
- Joshua Rosen, currently the interim President of the Company and a member of the board of directors was promoted to interim Chief Executive Officer (principal executive officer) of the Company; and
- Amber Shimpa, currently the Chief Administrative Officer of the Company and a member of the board of directors was promoted to President of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On February 14, 2023, the Company announced the following changes to the Company’s executive management:

- Kyle Kingsley resigned the position of Chief Executive Officer (principal executive officer) and chairman of the board of directors of the Company and was appointed to the position of Executive Chairman of the Company. Dr. Kingsley’s base compensation was reduced to USD\$260,000 per year in conjunction with this change;
- Joshua Rosen, currently the interim President of the Company and a member of the board of directors was promoted to interim Chief Executive Officer (principal executive officer) of the Company; and
- Amber Shimpa, currently the Chief Administrative Officer of the Company and a

member of the board of directors was promoted to President of the Company.

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, Company secretary, at michaelschroeder@vireohealth.com

Item 9 Date of Report

February 14, 2023