

Form 51-102F3
Material Change Report

Item 1 Name and Address of Corporation

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

Item 2 Date of Material Change

September 20, 2023

Item 3 News Release

Not required.

Item 4 Summary of Material Change

On September 20, 2023, Goodness Growth Holdings, Inc. (the “Company”), entered into a First Amendment to Consulting Agreement (“First Amendment”) by and between the Company and Grown Rogue Unlimited ULC (“Grown Rogue”), which First Amendment modified certain provisions of the Consulting Agreement dated May 24, 2023, between the Company and Grown Rogue.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On September 20, 2023, Goodness Growth Holdings, Inc. (the “Company”), entered into a First Amendment to Consulting Agreement (“First Amendment”) by and between the Company and Grown Rogue Unlimited ULC (“Grown Rogue”), which First Amendment modified certain provisions of the Consulting Agreement dated May 24, 2023, between the Company and Grown Rogue.

The First Amendment to Consulting Agreement modifies certain aspects of the consulting fee due from the Company to Grown Rogue; the most significant change increase the “Baseline ANI” (adjusted net income from operations) number used to calculate the fees payable to Grown Rogue, thereby lowering the amount due to Grown Rogue for each period. The First Amendment also adds a provision that states that the warrants issued by Grown Rogue to the Company are immediately canceled if the Consulting Agreement is terminated because of a “Company Insolvency Event.”

This summary of the First Amendment to Consulting Agreement is qualified in its entirety by reference to the full text of the First Amendment to Consulting Agreement, a copy of which, subject to any applicable confidential treatment, will be filed as an exhibit to the Company’s Quarterly Report for the quarter ending September 30, 2023.

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

Item 9 Date of Report

September 26, 2023