

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 26, 2023

Item 3 News Release

Not required.

Item 4 Summary of Material Change

On September 26, 2023, Goodness Growth Holdings, Inc. (the “Company”), announced that the Company’s Chief Financial Officer, John Heller (“Heller”), will depart the Company effective September 30 to accept a new external opportunity. Interim Chief Executive Officer Josh Rosen will assume the additional role of Interim Chief Financial Officer. The parties have entered into a separation agreement that provides certain benefits to Heller in exchange for a release of claims.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On September 26, 2023, Goodness Growth Holdings, Inc. (the “Company”), announced that the Company’s Chief Financial Officer, John Heller (“Heller”), will depart the Company effective September 30 to accept a new external opportunity. Interim Chief Executive Officer Josh Rosen will assume the additional role of Interim Chief Financial Officer.

The Company and Heller have entered into a separation agreement (the “Separation Agreement”) that provides Heller with certain benefits in exchange for a release of claims, including a lump-sum payment of \$100,000 in lieu of severance and accelerated vesting of 328,735 subordinate voting share options with an exercise price of US\$0.1757 and an expiration date of June 6, 2033.

This summary of the Separation Agreement is qualified in its entirety by reference to the full text of the Separation Agreement, which 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