

GOODNESS GROWTH HOLDINGS, INC.
 207 SOUTH 9TH STREET
 MINNEAPOLIS, MINNESOTA 55402
 USA



**SCAN TO
 VIEW MATERIALS & VOTE**



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 20, 2024 or if the Meeting is postponed or adjourned, at least 48 hours (excluding non-business days) prior to the date of the postponed or adjourned Meeting. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/GDNSF2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 20, 2024 or if the Meeting is postponed or adjourned, at least 48 hours (excluding non-business days) prior to the date of the postponed or adjourned Meeting. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V51386-P13948

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

GOODNESS GROWTH HOLDINGS, INC.

The Board of Directors recommends you vote FOR the following proposals:

- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1. Fix the Number of Directors. To fix the number of directors for the ensuing year at five, subject to such increases as may be permitted by Goodness Growth's articles of incorporation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Election of Directors. To elect the five nominees proposed by management of Goodness Growth as directors of Goodness Growth for the ensuing year. | | | |
| Nominees: | For | Against | Abstain |
| 2a. Dr. Kyle E. Kingsley | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2b. Ross M. Hussey | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2c. Victor E. Mancebo | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2d. Judd T. Nordquist | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2e. Joshua N. Rosen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the 2019 Incentive Plan and the unallocated Awards thereunder. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 4. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the Awards granted since March 18, 2022 under the 2019 Incentive Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To appoint Davidson & Company LLP as the auditors of Goodness Growth for the ensuing year and to authorize the Board of Directors to fix their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the
Annual General and Special Meeting of Shareholders:**

The Notice of Meeting, the Circular, form of proxy and Annual Report to Shareholders are available at
www.proxyvote.com.

V51387-P13948

**GOODNESS GROWTH HOLDINGS, INC.
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
JUNE 21, 2024 10:00 AM CT
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The shareholder(s) hereby appoint(s) Amber H. Shimpa and Joshua N. Rosen, or either of them, as proxies and attorneys-in-fact, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the subordinate voting shares and multiple voting shares of GOODNESS GROWTH HOLDINGS, INC. that the shareholder(s) is/are entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual General and Special Meeting of Shareholders to be held at 10:00 a.m. Central Time, on June 21, 2024, at www.virtualshareholdermeeting.com/GDNSF2024, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" Proposal 1, "FOR" each nominee for director listed in Proposal 2, and "FOR" Proposals 3, 4 and 5.

Continued and to be signed on the reverse side