



GOODNESS GROWTH HOLDINGS, INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, an annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of the subordinate voting shares (the “**Subordinate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**”), each without par value (collectively, the “**Goodness Shares**”) of Goodness Growth Holdings, Inc. (“**Goodness Growth**”) will be held on June 21, 2024 at 10:00 a.m. Central Time via live webcast at www.virtualshareholdermeeting.com/GDNSF2024. There will be no physical location for Shareholders to attend. Online check-in will begin at 9:30 a.m. Central Time, and we encourage you to allow ample time for the online check-in procedures. The accompanying proxy statement and management information circular (the “**Circular**”) contains defined terms.

The Meeting is being called for the following purposes:

1. 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;
2. to elect the five nominees proposed by management of Goodness Growth as directors of Goodness Growth for the ensuing year;
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 under the 2019 Incentive Plan, as defined and more particularly described in the accompanying Circular;
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, as more particularly described in the accompanying Circular;
5. to appoint Davidson & Company LLP as the auditors of Goodness Growth for the ensuing year and to authorize the board of directors of Goodness Growth (the “**Board**”) to fix their remuneration; and
6. to transact such further or other business as may properly come before the Meeting or any other adjournments or postponements thereof.

At the Meeting, Shareholders will also receive the audited consolidated financial statements of Goodness Growth for the fiscal years ended December 31, 2023 and 2022, and the reports of the auditors thereon. No shareholder vote is required in connection with this item.

As permitted by the rules adopted by the Securities and Exchange Commission (the “**SEC**”), we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials (“**Notice of Internet Availability**”) instead of a printed copy of our proxy materials (*i.e.*, the Notice of Annual General and Special Meeting of Shareholders, the proxy statement, and our 2023 Annual Report to Shareholders, and a form of proxy card or voting instruction form). The Notice of Internet Availability contains instructions on how to access those documents via the Internet and how to submit your proxy. The Notice of Internet Availability also contains instructions on how to request a printed copy of our proxy materials. Shareholders who do not receive a Notice of Internet Availability will receive a printed copy of the proxy materials by mail. You may also access the audited annual consolidated financial statements of Goodness Growth for the years ended December 31, 2023 and 2022, and the reports of the auditors thereon. No vote is required in connection with this item.

We are relying on certain exemptions from Canadian securities legislation for compliance with SEC notice and access rules, which permit a reporting issuer to use a delivery method permitted under U.S. federal securities law under certain circumstances.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies this Notice of Annual General and Special Meeting of Shareholders (the “**Notice of Meeting**”). The Board is not aware of any other business to be presented for a vote at the Meeting.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on May 7, 2024 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. As of the Record Date, (i) the number of Subordinate Voting Shares outstanding and entitled to vote at the Meeting is 111,041,230, each of which is entitled to one vote; and (ii) the number of Multiple Voting Shares outstanding and entitled to vote at the Meeting is 320,851, each of which is entitled to 100 votes.

Whether or not you are able to virtually attend the Meeting, you are encouraged to provide voting instructions as soon as possible by (1) dating, signing and promptly returning the proxy card in the envelope provided to you, if you receive a printed copy of the proxy materials, or (2) using the methods of voting described on your proxy card, voting instruction form or Notice of Internet Availability. To be counted at the Meeting, a Shareholder’s proxy or voting instructions must be received by 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. Please note, if you received a voting instruction form and you hold your Goodness Shares through a broker or other intermediary, you must provide your instructions to your broker, investment dealer or other intermediary as specified in the voting instruction form and by the deadline set out therein (which may be an earlier time than set out above). Goodness Growth reserves the right to accept late proxies and to waive the proxy cut-off, with or without notice, but is under no obligation to accept or reject any particular late proxy.

The Board unanimously recommends that Shareholders vote “FOR” the setting of the number of directors at five in Proposal 1, “FOR” the election of the five nominees to the Board in Proposal 2, “FOR” the resolution ratifying, confirming and approving the 2019 Incentive Plan in Proposal 3, “FOR” the resolution ratifying the Awards granted under the 2019 Incentive Plan since March 18, 2022 in Proposal 4 and “FOR” the appointment and remuneration of auditors in Proposal 4.

Shareholders who are planning to provide voting instructions in accordance with the Notice of Internet Availability or voting instruction form are encouraged to review the Circular carefully before submitting such form.

DATED as of May 10, 2024

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Dr. Kyle E. Kingsley

Name: Dr. Kyle E. Kingsley

Title: *Executive Chair of the Board*

**Important Notice Regarding the Availability of Proxy Materials for
the Shareholders Meeting to Be Held on June 21, 2024**

**The Notice of Meeting, the Circular, form of proxy and Annual Report to Shareholders are available on the
internet at the following website: www.proxyvote.com**

And under Goodness Growth’s profiles on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov