4Q22 Results & Overview
April 3, 2023

goodness growth holdings™

CSE: GDNS OTCQX: GDNSF

Forward Looking Statement Disclaimer

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION: This presentation includes information, statements, beliefs, and opinions which are forward-looking, and which reflect current estimates, expectations, and projections about future events, referred to herein and which constitute “forward-looking statements” or “forward-looking information” within the meaning of Canadian and U.S. securities laws. Statements containing words such as “believe”, “expect”, “intend”, “should”, “seek”, “anticipate”, “will”, “positioned”, “plan”, “may”, “estimate”, “could”, “continue”, “outlook”, “strategy”, “initiative”, “foreseeable”, “potential”, “guidance”, “future”, “priorities”, “opportunity”, or, in each case, their negative, plural, and words of similar meaning are intended to identify forward-looking statements. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions concerning, among other things, the Company’s anticipated business strategies, anticipated trends in the Company’s business and anticipated market share, that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated, or intended, including those described in the Risk Factors section of our Form 10-K for the year ended December 31, 2022 filed with the U.S. Securities and Exchange Commission. Forward-looking information contained in this presentation is based on the Company’s current estimates, expectations and projections, which the Company believes are reasonable as of the current date. The Company can give no assurance that these estimates, expectations and projections will prove to have been correct. You should not place undue reliance on forward-looking statements, which are based on the information available as of the date of this document. Forward-looking statements contained in this document are made of the date of this presentation and, except as required by applicable law, the Company assumes no obligation to update or revise them to reflect new events or circumstances.

Historical statements contained in this presentation regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by the Company. In particular historical results should not be taken as a representation that such trends will be replicated in the future. No statement in this document is intended to be nor may be construed as a profit forecast.

CAUTIONARY NOTE REGARDING FUTURE-ORIENTED FINANCIAL INFORMATION: To the extent any forward-looking information in this presentation constitutes “future-oriented financial information” or “financial outlooks” within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading “Cautionary Note Regarding Forward-Looking Information”. Goodness Growth’s actual financial position and results of operations may differ materially from management’s current expectations and, as a result, Goodness Growth’s revenue and expenses may differ materially from the revenue and expenses profiles provided in this presentation. Such information is presented for illustrative purposes only and may not be an indication of Goodness Growth’s actual financial position or results of operations.

NON-GAAP FINANCIAL MEASURES: EBITDA and Adjusted EBITDA are non-GAAP measures and do not have standardized definitions under U.S. GAAP accounting principles. EBITDA, is a non-GAAP measure which represents net income (loss) adjusted to exclude interest, income taxes, depreciation, and amortization. Adjusted EBITDA, is a non-GAAP measure which represents EBITDA adjusted to exclude all non-cash income and expenses, as well as any one-time gains, losses, or charges. These supplemental non-GAAP financial measures should not be considered superior to, as a substitute for or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented.

Restructuring to Prioritize Operational Excellence

Josh Rosen
Interim Chief Executive Officer
- Transitioned from Interim President in December 2022; Board member since August 2021
- Ex-CEO of 4Front—Experienced cannabis leader with broad exposure to competitive and limited license medical and adult-use markets
- Board Mandate to augment operational capabilities and manage the balance sheet to support long-term success

Amber Shimpa
President, CEO of Vireo Health of Minnesota
- Proven organizational leader promoted in February 2023
- Oversees corporate staff and leads Vireo Health of Minnesota
- Joined Company as first CFO in 2015

John Heller
Chief Financial Officer
- Joined Company in June 2020
- 30+ years of financial executive experience
- Focused on cost controls and improving working capital

Kyle Kingsley, M.D.
Executive Chairman
- Founded Company in 2014
- Focused on product safety, access and excellence
- Leading gov't and labor relations in key markets

Priorities → Year of CREAM & Fire

2023 is a transformation year in which our teams are focused on driving improvements in financial and operating performance

FINANCIAL	OPERATIONAL
• CREAM (Cash Rules Everything Around Me) → Focus on building a valuable long-term business as defined by the ability to generate and grow cash flow • Manage the balance sheet with capital partners to support the transformational year and growing into being a strong credit • Prudently deploy capital expenditures against high-returning projects • Pursuing non-core asset divestitures • Ongoing litigation against Verano seeking significant damages	• Passion for producing and selling fire product • Improving quality and efficiency of flower production • Enhancing and optimizing manufacturing capabilities to support quality and efficiency initiatives • Right-sizing production, assortment and pricing to avoid inventory accumulation • Implementing a decentralized leadership structure, empowering local level decision makers with the right inputs for support

Asset Portfolio Overview

Regulatory approvals for adult-use in Maryland and New York likely beginning in 2023; adult-use legislation expected to pass in Minnesota in 2023

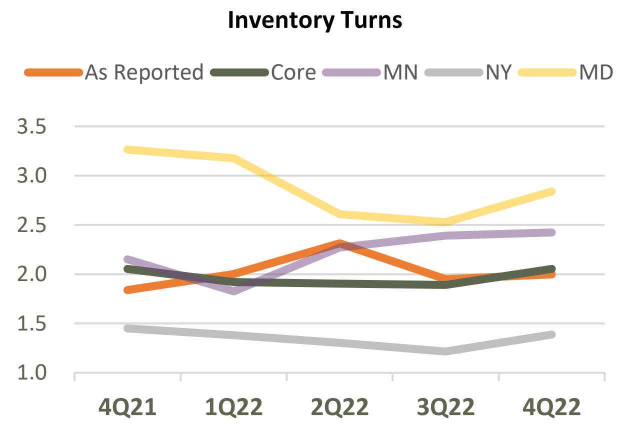
Vertically-Integrated Active Operations

	Operating Infrastructure	Regulatory Framework
Minnesota  **Pop: 5.6M**	• 8 operational dispensaries out of 14 state-wide • 87,200 sq. ft. existing greenhouse and manufacturing facility • Planned expansion to include indoor capacity	• One of two existing vertically-integrated medical license operators • Potential for adult-use legislation to pass in 2023
New York  **Pop: 19.9M**	• 4 operational dispensaries • 64,000 sq. ft. existing manufacturing, indoor and greenhouse cultivation facility • 170,000 sq. ft. indoor facility expansion well underway expected to be completed in Summer of 2023	• One of 11 existing vertically-integrated medical license operators • Adult-use legislation passed in March of 2021 • Uncertain timing for adult-use activation for incumbent medical license holders
Maryland  **Pop: 6.0M**	• 2 operational dispensaries • 121,000 sq. ft. greenhouse facility with potential for future expansion	• One of 18 cultivation and processing medical license holders • Two of 102 medical dispensary license holders • Likely to implement adult-use program in 2H'23
New Mexico  **Pop: 2.1M**	• 4 operational dispensaries • 14,650 sq. ft. existing cultivation facility • Not considered a core market	• Adult-use sales began in Q2 2022 • State has no restriction on number of retail dispensaries

Core Market Key Performance Indicators (KPIs)

Recently formed "Weed Hustle Office" comprised of our state leaders and third-party partners satisfies COO responsibilities and is focused on driving improvements in several core market key performance indicators

	4Q21	1Q22	2Q22	3Q22	4Q22
Total Harvested lbs (Biomass)	5,458	5,344	7,854	7,530	7,023
Δ YoY	-	*155%*	*163%*	*41%*	*29%*
% "A" Flower	19%	15%	17%	19%	17%
Total Retail Revenue (US $ M)	$9.8	$11.5	$14.7	$14.7	$15.2
Same Store Sales *Δ YoY*	-11%	16%	52%	49%	49%
# Stores in SSS Calculation	8	12	13	13	13
Total Wholesale Revenue (US $ M)	$1.4	$2.2	$2.7	$2.5	$2.8



** Core markets reflect Maryland, Minnesota, and New York. Excludes current and prior results from Arizona and New Mexico. Inventory turns reflect annualized inventory turnover per quarter. "A Flower" refers to produced biomass that meets the Company's highest internal standards for flower quality, size and appearance.*

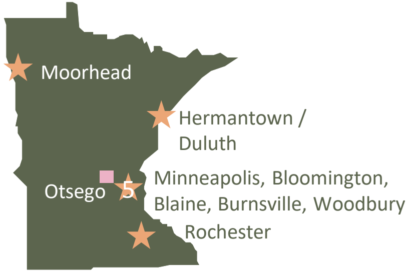
Core Market Revenue Performance[1]

	Q4 Sequential			Q4 YoY			Full Year Performance		
	4Q22	3Q22	% Δ	4Q22	4Q21	% Δ	FY22	FY21	% Δ
Total Retail:	**$ 15,230,064**	**14,668,209**	**4 %**	**$ 15,230,064**	**9,853,970**	**55 %**	**$ 56,082,510**	**36,537,913**	**53 %**
Minnesota	10,622,384	10,252,523	4 %	10,622,384	5,668,492	87 %	37,461,646	21,795,356	72 %
New York	2,482,884	2,541,913	(2) %	2,482,884	2,894,794	(14) %	10,676,424	11,473,918	(7) %
Maryland	2,124,796	1,873,773	13 %	2,124,796	1,290,684	65 %	7,944,440	3,268,639	143 %
Total Wholesale:	**$ 2,757,080**	**2,464,875**	**12 %**	**$ 2,757,080**	**1,445,580**	**91 %**	**$ 10,141,277**	**6,167,265**	**64 %**
Minnesota	—	—	NA %	—	—	NA %	672,140	—	100 %
New York	1,444,543	1,131,011	28 %	1,444,543	328,272	340 %	3,994,313	2,478,906	61 %
Maryland	1,312,537	1,333,864	(2) %	1,312,537	1,117,308	17 %	5,474,824	3,688,359	48 %
Total Revenue:	**$ 17,987,144**	**17,133,084**	**5 %**	**$ 17,987,144**	**11,299,550**	**59 %**	**$ 66,223,787**	**42,705,178**	**55 %**

[1] Please refer to form 10-K for the year ended December 31, 2022 for complete detail on state-by-state revenue performance including non-core markets and discontinued operations.

Core Market Updates

MINNESOTA



- Performance in 2022 was driven by expansion of medical market to include flower (medical flower sales began March 1, 2022)
- An adult use legalization bill was proposed in January 2023 and proactive conversations regarding adult-use legislation are ongoing
- Desire to increase indoor capacity if permitted

NEW YORK

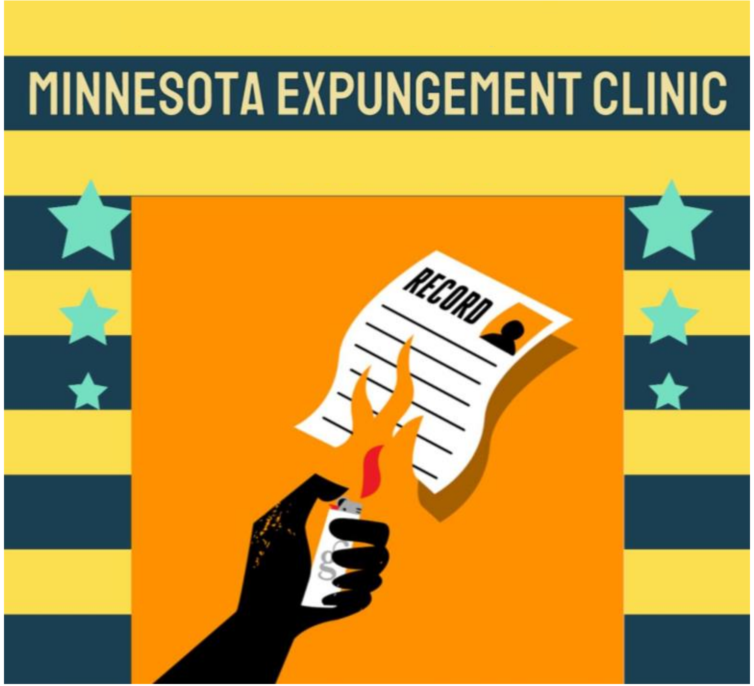
- We are balancing our need to control cash burn with need to prepare for adult-use implementation, especially “A” Flower which we believe will be in high demand
- However, regulatory uncertainty continues
- Our 170,000 square foot indoor cultivation facility is anticipated to be completed by mid-summer, and we believe it will be one of only a few large capacity indoor cultivation facilities in the State

MARYLAND

- The purchase of our second dispensary drove increased revenue performance in 2022
- We were not satisfied with our cultivation performance and it is a prime focus for our CREAM & Fire initiatives as we anticipate Maryland’s adult-use launch sometime in 2H’23
- We anticipate some modest inventory building in order to be best positioned for adult-use launch

Operating Dispensaries   Manufacturing

We continue to work within our local communities to help right the wrongs of cannabis prohibition. Our expungement clinics and other programming initiatives will continue this Spring.



Cannabis Business Accelerator

THE IMPACT FUND 1937

CREAM & Fire In Action

We have had a productive start to 2023 and we expect to start seeing positive impacts of the CREAM & Fire strategy in our results as we move through 2023 into 2024

Before CREAM & Fire	How We Operate Today
• Siloed corporate team driving state-level decision-making • Suboptimal use of talent and resources • Often slow to respond to critical market needs and opportunities • Product assortment and quality geared mostly toward restrictive medical markets • Desire to become more data- and results-driven • Expectation to be acquired by Verano resulted in more focus on integration / transition than day-to-day ops	• Decentralized corporate structure enabling better real-time decision-making • Right people in the right places • "On the ground" leaders empowered to act quickly with support from multi-disciplinary experts • Tiering products, brands and pricing to perform better in adult-use markets • Keen focus on measuring outcomes • Leaner team operating with strong sense of urgency

Summary Financials

We delivered record revenue in fiscal year 2022 with significantly improved gross margin performance following the recent wind down of operations in Arizona

Summary of Key Financial Metrics

US $ in millions	Three Months Ended December 31, 2022	Three Months Ended December 31, 2021	Variance	Year Ended December 31, 2022	Year Ended December 31, 2021	Variance
GAAP Revenue	$19.0	$13.7	39.4%	$74.6	$54.4	37.1%
Revenue (excluding Ohio and Arizona)	$19.0	$12.2	55.8%	$72.3	$45.8	57.8%
GAAP Gross Profit	$8.5	$2.2	286.4%	$30.9	$19.8	56.1%
Gross Profit Margin	*44.7%*	*15.8%*	*2,890 bps*	*41.4%*	*36.4%*	*500 bps*
SG&A Expenses	$7.4	$9.2	-19.6%	$33.8	$33.7	0.3%
SG&A Expenses (% of Sales)	*38.9%*	*67.2%*	*-2,830 bps*	*45.3%*	*61.9%*	*-1,660 bps*
EBITDA	$0.8	($6.2)	NM	($10.0)	($15.1)	NM
EBITDA Margin	*4.4%*	*(45.3%)*	*4,970 bps*	*(13.3%)*	*(27.8%)*	*1,450 bps*
Adjusted EBITDA (non-GAAP)	$2.5	($4.4)	NM	$4.1	($9.1)	NM
Adjusted EBITDA Margin (non-GAAP)	*13.1%*	*(32.4%)*	*4,550 bps*	*5.5%*	*(16.6%)*	*2,210 bps*

Balance Sheet & Liquidity Update

We remain pleased with the partnership approach from our senior secured lender and have gained additional financial flexibility by amending our credit facility

	December 31, 2022	December 31, 2021
Cash	$15,149,333	$15,155,279
Total Current Assets	$46,728,741	$41,639,922
Total Assets	$159,156,403	$166,970,311
Total Current Liabilities	$29,708,921	$16,406,404
Right-of-use Liability	$79,757,994	$80,228,097
Long Term Debt	$46,248,604	$27,329,907
Total Liabilities	$155,715,519	$123,964,408

- Verano's decision to wrongfully terminate our transaction put us in a vulnerable position in a challenging capital markets' environment
- We have amended the terms of our credit facility with our senior secured lender to extend the maturity date to April 30, 2024
- We've taken aggressive actions to improve the strength of our business so far this year
- We're optimistic that likely regulatory catalysts can accelerate our growth and drive improved cash flow generation in the year ahead

Summary of Debt Outstanding as of March 31, 2023*

	Principal Amount	Maturity Dates	Notes
Green Ivy Credit Facility	$60,464,628	30-Apr-24	● Prime + 10.375% paid monthly in cash ● 2.75% PIK ● $4.3M related to Baltimore dispensary acqusition due November 2024 ● Potential to extend maturity to 1/31/26 through performance-based milestones
Other	$3,050,000	Various	● Primarily related to prior M&A activity ● $2.0M due 11/19/23 ● $1.0M due 12/31/23
Total	$63,514,628		

** Does not contemplate $10.0 million convertible loan with senior secured lender expected to fund in 2Q'23.*

Capitalization Table as of March 31, 2023*

Goodness Growth Holdings Capitalization Table		
Treasury Method Fully-Diluted Shares Outstanding (as converted)		146,348,007
Stock Price @ 3/31/23		US $0.12
Market Cap ($ USD)		$17.6M
Preliminary Cash Balance as of 3/31/23		$9.9M
Preliminary Net Debt as of 3/31/23		$53.6M
Enterprise Value ($ USD)		**$71.2M**
Dilutives	**#**	**Cash Upon Exercise ($USD)**
Options (@ avg. strike US $0.55)	29,385,838	$16.1M
Warrants (@ avg. strike US $2.50)	3,187,649	$7.9M
RSUs	3,221,677	-
Fully Diluted Shares Outstanding (as converted)	178,921,494	$24.1M

** Treasury method fully-diluted shares outstanding includes 15,000,000 subordinate voting shares issued to senior secured lender in connection with the fifth amendment to the Company's Green Ivy credit facility. Does not contemplate $10.0 million convertible loan with senior secured lender expected to fund in 2Q'23.*

Adjusted EBITDA Reconciliation

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net income (loss)	$ (13,283,798)	$ (12,930,960)	$ (42,457,444)	$ (33,690,475)
Interest expense, net	7,120,667	4,538,313	22,593,552	10,575,370
Income taxes	5,948,000	1,152,000	5,893,000	4,122,000
Depreciation & Amortization	325,679	306,594	1,329,643	1,441,828
Depreciation included in cost of goods sold	723,282	726,153	2,682,818	2,404,711
EBITDA (non-GAAP)	$ 833,830	$ (6,207,900)	$ (9,958,431)	$ (15,146,566)
Inventory adjustment	636,000	2,177,080	4,293,788	2,641,080
Loss on impairment of long-lived assets	1,119,583	5,169,951	8,596,201	5,169,951
Stock-based compensation	57,603	892,821	2,694,197	5,182,641
Other income	—	—	(1,190,863)	—
Gain on disposal of assets	(157,169)	(6,465,932)	(322,181)	(6,903,039)
Adjusted EBITDA (non-GAAP)	$ 2,489,847	$ (4,433,980)	$ 4,112,711	$ (9,055,933)

Contact Information

Sam Gibbons
O: 612-314-8995
E: samgibbons@vireohealth.com

goodness growth holdings™

CSE: GDNS OTCQX: GDNSF