

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: GOODNESS GROWTH HOLDINGS, INC. (the "Issuer").

Trading Symbol: GDNS

Number of Outstanding Listed Securities: 86,721,030

Date: November 7, 2022

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.
The Issuer is a leading US science-focused, multi-state cannabis company. The Issuer's physician-led team of more than 450 employees provides best- in-class cannabis products and customer experience. The Issuer cultivates cannabis in environmentally-friendly greenhouses and

other facilities, manufactures pharmaceutical-grade cannabis extracts, and sells its products at both company-owned and third-party dispensaries. Headquartered in Minneapolis, Minnesota, the Issuer currently has active operations four states and holds licenses in two additional states and the Commonwealth of Puerto Rico.

2. Provide a general overview and discussion of the activities of management.

The Issuer's management team focused on developing licensed facilities, reducing costs, and improving operations.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

N/A

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

N/A

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

N/A

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

On January 31, 2022, the Issuer entered into an arrangement agreement (the "Arrangement Agreement") with Verano Holdings Corp. ("Verano"), pursuant to which, Verano agreed, subject to the terms and conditions thereof, to acquire all of the Issuer's issued and outstanding subordinate voting shares, multiple voting shares, and super voting shares, pursuant to a plan of arrangement under the Business Corporations Act (British Columbia).

On October 13, 2022, the Issuer received a notice of purported termination of the Arrangement Agreement (the "Notice") from Verano. The Notice asserts certain breaches of the Arrangement Agreement, including claims that the Issuer's public filings and communications with respect to its business and ongoing operations were misleading and that it breached its representations to Verano under the Arrangement Agreement. Verano also claims, as a result of such breaches, it is entitled to payment of the termination fee and its transaction expenses. The Issuer denies all of Verano's allegations and has complied with its obligations under the Arrangement Agreement in all material respects at all times. Verano has no factual or legal basis to justify or support its purported grounds for termination of the Arrangement Agreement.

On October 21, 2022, the Issuer commenced an action in the Supreme Court of British Columbia against Verano seeking damages after Verano wrongfully terminated the Arrangement Agreement. The Issuer is seeking damages for breach of contract, as well as other damages, costs and interest, based on Verano's breach of contract and of its duty of good faith and honest performance. Due to uncertainties inherent in litigation, it is not possible for the Issuer to predict the timing or final outcome of the legal proceedings against Verano or to determine the amount of damages, if any, that may be awarded.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

N/A

8. Describe the acquisition of new customers or loss of customers.

N/A

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trademarks.

N/A

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

The Issuer hired 19 employees and 28 employees left the organization.

11. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

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13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

N/A

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾
N/A			

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

N/A

16. Provide details of any changes in directors, officers or committee members.

N/A

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

N/A

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated November 7, 2022

Michael Schroeder
Name of Director or Senior
Officer

/s/ Michael Schroeder
Signature
General Counsel
Official Capacity

<i>Issuer Details</i> Name of Issuer Goodness Growth Holdings, Inc.	For October 2022 Month End	Date of Report YY/MM/D 22/11/7
Issuer Address 2200 HSBC Building, 885 West Georgia Street		
City/Province/Postal Code Vancouver/BC/V6C 3E8	Issuer Fax No. ()	Issuer Telephone No. (612) 314-8996
Contact Name Michael Schroeder	Contact Pos. – General Counsel	Contact Telephone No. (612) 314-8996
Contact Email Address michaelschroeder@vireohealth.com	Web Site Address: goodnessgrowth.com	