

SOL Global Investments Core Portfolio Company Verano Holdings Announces Acquisition and Combination

Verano Holdings Announces Business Combination with AltMed

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TORONTO--(BUSINESS WIRE)--SOL Global Investments Corp. ("SOL Global" or the "Company") (CSE: SOL) (OTCPK: SOLCF) (Frankfurt: 9SB) is pleased to announce that Verano Holdings, LLC ("Verano"), the Company's largest core investment holding, announced today the signing of a definitive merger agreement to acquire and combine operations with Alternative Medical Enterprises, LLC, Plants of Ruskin, LLC, and affiliated companies (collectively, "AltMed"), vertically-integrated medical cannabis companies that apply pharmaceutical industry standards to developing, cultivating, producing, and dispensing medical cannabis and medical cannabis products in Florida and Arizona. The transaction is expected to result in a highly-accretive combination of Verano and AltMed with the resulting company operating under the Verano name.

"We are very excited to see Verano Holdings enter into a highly-accretive business combination"

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The transaction will have a significant positive impact on the Company's recently announced net asset value and the Company will update the market regularly as information is available.

The Company owns approximately 12.6% of Verano as of the date of signing of the merger agreement.

Verano is a leading multi-state owner, developer, operator, and manager of cannabis cultivation, manufacturing, and dispensing licenses offering innovative products to the discerning, high-end customer market. Verano produces a full suite of premium, artisanal cannabis products sold under its consumer brands, including Encore™ Edibles, Avexia™ and Verano™. Verano's unique Zen Leaf™ branded dispensary environments deliver an elevated cannabis shopping experience in both medical and adult-use markets. Active in 12 U.S. states, with 17 active retail locations and approximately 440,000 square feet of cultivation facilities, Verano has been profitable each year since its founding.

AltMed, founded in 2014 and profitable in recent years, is a fully-integrated medical cannabis company known for its robust research and development pipeline exemplified by its award-winning MÜV™ products and dispensaries. AltMed offers a full range of premium cannabis options developed in its vertically-integrated operations in Arizona and Florida. With 27 active retail locations, AltMed has 220,000 square feet of cultivation facilities in Florida, and 30,000 square feet in Arizona, which is rapidly expanding by an additional 50,000 square feet to meet increased demand.

This transformative transaction is expected to create a market leader in the United States by combining two profitable, fully-integrated platforms with the ability to scale by entering new markets and expanding deeper into existing key markets. The combination will accelerate Verano's expansion into Florida and Arizona, currently among the largest and fastest-growing cannabis markets in the United States. Following the consummation of the transaction, the combined group of companies will operate under the Verano name and will have the ability to operate in 14 states, with eight cultivation facilities and 44 active retail locations. Approximately 32 additional retail locations are planned.

The combination is expected to result in substantial benefits to AltMed and Verano, including the following reasons for the transaction:

- Establishes Verano as one of the three largest MSOs in the United States based on 2021 internal projections compared to current FactSet 2021 consensus estimates for revenue and EBITDA.
- Creates a scale market leader well positioned for growth and accelerates expansion in limited license, high-growth markets – specifically Florida and Arizona.
- Includes a premium, comprehensive product offering encompassing both medically-focused and lifestyle. Four product brands: Verano™, Avexia™, Encore™, and MÜV™; and two retail brands: Zen Leaf™ and MÜV™.
- Joins companies with aligned cultures, industry-leading management teams, and best-in-class core competencies of people, processes, research and products.
- Increases Verano's reputation as a manufacturer of high-quality products on a large scale by adding similar capabilities in new states.
- Enhances both companies' abilities to provide a superior, patient and customer-focused cannabis experience.
- Combines experienced management teams with significant and diverse industry expertise including pharmaceutical, real estate, manufacturing, agriculture and hospitality, with a proven track record as disciplined cannabis industry operators and good stewards of capital.
- Increases the combined company's financial profile with industry-leading margins and profitability.

"We are very excited to see Verano Holdings enter into a highly-accretive business combination," said SOL Global CFO Paul Kania. "The transaction will allow for two profitable entities to continue their successes together as a leading multi-state operator in high-growth US markets. As our largest core holding, the announced transaction is a positive development for SOL Global shareholders."

For further information on the transaction, please refer to the press release of Verano Holdings dated November 11, 2020.¹ There can be no assurances that the proposed transaction between Verano and AltMed will be completed as proposed or at all.

About SOL Global Investments Corp.:

SOL Global is a diversified investment and private equity holding company engaged in the small and mid-cap sectors. Our investment partnerships range from minority positions to large strategic holdings with active advisory mandates. SOL Global's seven primary business segments include Retail, Agriculture, QSR & Hospitality, Media Technology & Gaming, Energy, and New Age Wellness.

Non-IFRS Financial Measures

This press release includes reference to net asset value, which is a financial measure that does not have a standardized meaning prescribed by IFRS. Net asset value is calculated as the value of total assets less the value of total liabilities at a specific date. The Company believes this non-IFRS financial measure not only provides management with comparable financial data for internal financial analysis but also provides meaningful supplemental information to investors. In particular, management believes this financial measure can provide information useful to its shareholders in understanding the performance of the Company and may assist in the evaluation of its business relative to that of its peers. Investors are cautioned that this non-IFRS measure should not be construed as an alternative to the measurements calculated in accordance with IFRS as, given its non-standardized meaning, it may not be comparable to similar measures presented by other issuers.

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy.

The forward-looking information contained in this press release includes, without limitation, the completion of the merger transaction between Verano and AltMed, the transaction resulting in a highly accretive business combination, the anticipation that the transaction will create a market leading multi-state cannabis operator in the United States, the strategic business and expansion plans of the resulting entity and the anticipated effect of the transaction on the Company's net asset value. Forward-looking information is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. While we consider these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct.

By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this press release including the failure by Verano or Altmed to obtain all necessary corporate and regulatory approvals, national or regional economic, legal, regulatory and competitive conditions, plans for commercialization, changes in relationships with vendors, access to capital and expectations regarding market acceptance. Other risk factors include: the risks resulting from investing in the US marijuana industry, which may be legal under certain state and local laws but is currently illegal under U.S. federal law; the risks of investing in securities of private companies which may limit the Company's ability to sell or otherwise liquidate those securities and realize value; reliance on management; the ability of the Company to service its debt; the Company's ability to obtain additional financing from time to time to pursue its business objectives; competition; litigation; inconsistent public opinion and perception regarding the medical-use and adult-use marijuana industry; and regulatory or political change. Additional risk factors can also be found in the Company's current MD&A, which has been filed on SEDAR and can be accessed at www.sedar.com.

Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

¹ <https://www.globenewswire.com/news-release/2020/11/11/2124578/0/en/Verano-Holdings-Announces-Agreement-to-Acquire-and-Combine-Operations-with-AltMed-in-Florida-and-Arizona-Creating-One-of-the-Largest-U-S-Private-Cannabis-Companies.html>

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