FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Verano Holdings Corp. (the “**Issuer**”)

Trading Symbol: VRNO

Number of Outstanding Listed Securities: 328,271,609.0738 Class A subordinate voting shares (“**SV Shares**”)

Date: March 1, 2023

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**

1. 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.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. 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.
* On February 8, 2023, Ed Brown resigned from his position as a director on the Issuer’s Board of Directors, including his positions on the Audit and Compensation Committees.
* On February 9, 2023, the Issuer announced the opening of MÜV Orlando Colonial, the Issuer’s 64th Florida location and 122nd dispensary location affiliated with the Issuer nationwide. The comprehensive product selection includes edibles, chocolates and lozenges, flower, pre-rolls, an array of vaporizer pens, concentrates, metered-dose inhalers, topicals and oral sprays, along with patented encapsulation.
* On February 16, 2023, the Issuer announced the opening of Zen Leaf Clifton Heights, the Issuer’s 16th affiliated Pennsylvania dispensary location and 123rd dispensary location affiliated with the Issuer nationwide. The comprehensive product selection includes Issuer’s signature Verano Reserve and Essence flower, concentrates and vapes, Savvy flower and extracts, and Avexia RSO cannabis oil.
* On February 24, 2023, the Issuer announced the opening of MÜV West Palm Beach Okeechobee, the Issuer’s 65th Florida location and 124th dispensary location affiliated with the Issuer nationwide. The comprehensive product selection includes edibles, chocolates and lozenges, flower, pre-rolls, an array of vaporizer pens, concentrates, metered-dose inhalers, topicals and oral sprays, along with patented encapsulation.
1. Provide a general overview and discussion of the activities of management.

The Issuer is a vertically integrated, multi-state cannabis operator in the U.S. devoted to the ongoing improvement of communal wellness by providing responsible access to regulated cannabis products. With a mission to address vital health and wellness needs, the Issuer produces a suite of cannabis products sold under its portfolio of consumer brands: Verano™, Avexia™, Encore™, MÜV™ Savvy™, and BITS™. The Issuer designs, builds, and operates dispensaries under retail brands Zen Leaf™ and MÜV™, among others, delivering a superior cannabis shopping experience in both medical and adult-use markets. The Issuer’s portfolio encompasses 14 U.S. states, with active operations in 13 U.S. states, and 124 retail dispensaries and 14 cultivation and production facilities.

1. 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.

Not applicable.

1. 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.

 Not applicable.

1. 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.

 Not applicable.

1. 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.

Not applicable.

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.

Not applicable.

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

As set forth in Part 1 above, in February 2023, the Issuer opened new dispensaries in Orlando and West Palm Beach, Florida, and Clifton Heights, Pennsylvania. The Issuer expects to attract new customers at these new dispensary locations.

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.

Not applicable.

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

Not applicable.

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

Not applicable.

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.

 Not applicable.

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

Not applicable.

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

Not applicable.

1. *State aggregate proceeds and intended allocation of proceeds.*

Not applicable.

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

Not applicable.

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

As set forth in Part 1 above, on February 8, 2023, Ed Brown resigned from his position as a director on the Issuer’s Board of Directors, including his positions on the Audit and Compensation Committees and Lawrence Hirsh was added as a member to the Issuer’s Compensation Committee.

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

Not applicable.

*[Certificate of Compliance follows]*

**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 March [1], 2023 Darren Weiss

 Name of Director or Senior Officer

 */s/ Darren Weiss*Signature

 Chief Operating Officer, General Counsel & Chief Legal Officer

Official Capacity

|  |  |  |
| --- | --- | --- |
|  | For Month EndFebruary 28, 2023 | Date of Report23/03/01 |
| Issuer Address415 Dearborn St., 4th Floor, Chicago, IL, United States |
| City/Province/Postal Code60654 | Issuer Fax No.N/A | Issuer Telephone No.(312) 265-0730 |
| Contact NameAaron Miles | Contact PositionChief Investment Officer | Contact Telephone No.(312) 265-0730 |
| Contact Email Addressinvestors@verano.com | Web Site Address<http://www.verano.com> |