FORM 7  
  
MONTHLY PROGRESS REPORT

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

Trading Symbol: VRNO

Number of Outstanding Listed Securities: 201,630,761.7538 Class A subordinate voting shares

Date: October 4, 2021

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 September 13, 2021, the Issuer’s wholly-owned subsidiary, Verano Connecticut, LLC, entered into an Equity Purchase Agreement to acquire all of the issued and outstanding equity interests of Willow Brook Wellness, LLC, a Connecticut limited liability company (“**Willow**”). Willow holds a medical marijuana dispensary license issued by the State of Connecticut Department of Consumer Protection and operates a medical marijuana dispensary in Connecticut under the license. The aggregate consideration for the acquisition of US$22,000,000, subject to adjustment, consists of (i) US$7,000,000 in cash to be paid at the closing; (ii) US$7,000,000 in cash pursuant to a 12 month promissory note; and (iii) the issuance at closing of US$8,000,000 in Class A Subordinate Voting Shares of the Issuer (“**SV Shares**”) valued at the ten day volume weighted average trading price of the SV Shares for the ten consecutive trading days prior to the closing of the acquisition. The acquisition is subject to regulatory approval and other customary closing conditions.
* On September 20, 2021, the Issuer’s wholly-owned subsidiary, VHMD Processor, LLC, entered into a Transaction Closing Agreement and acquired all of the issued and outstanding equity interests of FGM Processing, LLC, a Maryland limited liability company (“**FGM**”), pursuant to a Membership Interest Purchase Option Agreement previously entered into on December 28, 2020. FGM holds a medical cannabis processor license issued by the Maryland Department of Health, Maryland Cannabis Commission. The aggregate consideration for the acquisition of US$6,900,000 consists of (i) US$6,000,000 in cash paid in installments, and (ii) the issuance at closing of 37,657 SV Shares and 376.56 Class B Proportionate Voting Shares of the Issuer (“**PV Shares**”) with a combined value of US$900,000.
* On September 29, 2021, the Issuer announced the October 1st opening of its 38th MÜV Florida dispensary, which is the Issuer’s 86th dispensary nationwide. The new dispensary is centrally located in the Pinellas Peninsula in one of the State’s most densely populated counties. Patients may order ahead for express in-store pickup or take advantage of home delivery service that is available within a 20-mile radius of the MÜV storefront.

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™, and MÜV™. The Issuer’s portfolio encompasses 14 U.S. States, with active operations in 11, which includes ten production facilities comprising approximately 832,000 square feet of cultivation (including a 26,000 sq. ft. facility in Massachusetts nearing completion of construction). 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.

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.

As set forth in Part 1 above, in September 2021 the Issuer (i) acquired ownership of FGM, a holder of a medical cannabis processor license in Maryland; and (iii) opened its 38th MÜV dispensary in Florida.

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.

1. 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.

As set forth in Part 1 above, in September 2021 the Issuer (i) entered into an agreement to acquire ownership of Willow, an operator of a medical marijuana dispensary in Connecticut for aggregate consideration of US$22,000,000 to be comprised of cash, a promissory note and SV Shares; and (ii) acquired ownership of FGM, a holder of a medical cannabis processor license in Maryland for aggregate consideration of US$6,900,000 comprised of cash, SV Shares and PV Shares. The acquisitions are not with a Related Person.

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

As set forth in Part 1 above, in September 2021 the Issuer (i) acquired ownership of FGM, a holder of a medical cannabis processor license in Maryland; and (iii) announced the opening of a new dispensary in Florida. The Issuer expects it will attract new customers in these markets.

1. 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.

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

Not applicable.

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

Not applicable.

1. 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.

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

Not applicable.

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

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| **Security** | **Number Issued** | **Details of Issuance** | **Use of Proceeds(1)** |
|  |  |  |  |
| SV Shares | 37,657 | Issued on September 20, 2021 to sellers as part of the consideration for the equity interests of FGM. The aggregate value of the SV Shares was US$450,000 (US$11.95 per SV Share). | Not applicable |
| PV Shares | 376.56 | Issued on September 20, 2021 to sellers as part of the consideration for the equity interests of FGM. The aggregate value of the PV Shares was US$450,000 (US$1,195.00 per PV Share). | Not applicable |
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*(1) State aggregate proceeds and intended allocation of proceeds.*

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

Not applicable

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

Not applicable.

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

The safety of the Issuers’ customers and employees is its highest priority. The Issuer continues to monitor the COVID-19 situation in the U.S. and has proactively modified and implemented precautions and mandates to adhere to applicable laws and take into account public health guidance.

**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 were 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 October 4, 2021

Darren Weiss

Name of Director or Senior Officer

*/s/ Darren Weiss*Signature

General Counsel and Chief Legal Officer

Official Capacity

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|  | For Month End  September 30, 2021 | Date of Report  YY/MM/D  21/10/4 |
| Issuer Address  415 Dearborn St., 4th Floor, Chicago, IL, United States | | |
| City/Province/Postal Code  60654 | Issuer Fax No.  ( - ) | Issuer Telephone No.  (312) 265-0730 |
| Contact Name  Aaron Miles | Contact Position  Chief Investment Officer | Contact Telephone No.  (312) 265-0730 |
| Contact Email Address  [investors@verano.holdings](mailto:investors@verano.holdings) | Web Site Address  <http://www.verano.com> | |