FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities)

Name of Listed Issuer:	Symbol(s):
Verano Holdings Corp. (the "Issuer").	VRNO

Date: February 26, 2021 Is this an updating or amending Notice: Yes X No

If yes provide date(s) of prior Notices: *N/A*.

Issued and Outstanding Securities of Issuer Prior to Issuance:

*125,663,380.6484 Class A subordinate voting shares in the capital of the Issuer (the "**Subordinate Voting Shares**") and 1,643,366.1833 Class B proportionate voting shares in the capital of the Issuer (the **"Proportionate Voting Shares**").*

Pricing

Date of news release announcing proposed issuance: February 26, 2021

Date of confidential request for price protection: *N/A.*

Closing Market Price on Day Preceding the news release: C$28.89

Day preceding request for price protection: *N/A*.

Closing

Number of securities to be issued:

The aggregate of 904,642 Subordinate Voting Shares on an as converted basis, as the consideration for the Purchase (as defined below) and 148,283 Subordinate Voting Shares on an as converted basis for reimbursement purposes.

The Issuer will have the right to determine whether the shares issued and delivered pursuant to the Purchase (as defined below) are Subordinate Voting Shares and/or Proportionate Voting Shares as is reasonably required for the Issuer to maintain foreign private issuer status as reasonably determined by the Issuer, provided that in no event shall less than 90,464 Subordinate voting shares be issued.

Issued and outstanding securities following issuance:

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The number of Subordinate Voting Shares and Proportionate Voting Shares outstanding following the issuance will depend on the number of such shares outstanding immediately prior to the time of issuance and the number of each class of shares issued in connection with the transaction

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

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Part 1. Private Placement

This part is not applicable.

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name &Municipality of Residence of Placee	**Number of Securities Purchased or to be Purchased**	**Purchase price per Security (CDN$)**	**Conversion Price (if Applicable) (CDN$)**	**Prospectus Exemption**	**Total Securities Previously Owned, Controlled or Directed**	**Payment Date(1)**	**Describe relations-hip to Issuer (2)**

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____.

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2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____ .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

5. Description of securities to be issued:

   (a) Class _____ .

   (b) Number _____ .

   (c) Price per security _____ .

   (d) Voting rights _____

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

   (a) Number _____ .

   (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____

   _____ .

   (c) Exercise price_____ .

   (d) Expiry date _____ .

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount _____ .

   (b) Maturity date _____ .

   (c) Interest rate _____ .

   (d) Conversion terms _____ .

   (e) Default provisions _____ .

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8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .

   (b) Cash _____ .

   (c) Securities _____ .

   (d) Other _____ .

   (e) Expiry date of any options, warrants etc. _____ .

   (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship ____

   _____ .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

    _____ .

11. State whether the private placement will result in a change of control.

    _____ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

    _____

    _____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer

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until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

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Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

*Verano THC Holdings, LLC, a Delaware limited liability company, an indirect subsidiary of the Issuer (the "**Purchaser**") or its permitted assigns will acquire from [redacted], an individual (the "**Seller**"): (i) all of the issued and outstanding shares of The Herbal Care Center ("**THC**") through the acquisition of shares of SPSLE, Corp, an Illinois corporation ("**SPSLE**") and of interests in EIJNO, LP, an Illinois limited partnership ("**EIJNO**") and (ii) 100% of the membership interests in Custom Strains, LLC, an Illinois limited liability Company ("**Custom Strains**" and together with EIJNO and SPSLE, the "**Target Companies**") (together, the "**Purchase**").*

THC is the holder of certain medical cannabis licenses and operates a dispensary in the state of Illinois.

*In addition, the Purchaser will enter into a Management and Administrative Services Agreement with THC with respect to the operation of the business of distributing and selling medical and recreational cannabis in the State of Illinois (the "**Management Agreement**").*

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

*The Purchase is made pursuant to an Equity Purchase Agreement (the "**Agreement**"), dated February 25, 2021, among the Purchaser, the Issuer and Seller. The Seller is an arm's length party to the Issuer and the Agreement was negotiated at arm's length. In addition, the Purchaser and THC will enter into the Management Agreement.*

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars:

The aggregate consideration for the Purchase is US$17,500,000 (C$21,927,500)[1] in cash consideration, subject to adjustments, plus shares of the Issuer equivalent to 904,642 Subordinate Voting Shares on an as converted basis, plus an additional 148,283 Subordinate Voting Shares on an as converted basis for reimbursement purposes.

(b) Cash:

*US$17,500,000 (C$21,927,500) to be paid in three instalments; (i) US$8,750,000 (C$10,963,750) is payable on the effective date of the Management Agreement (the "**Effective Date**"); (ii) US$4,375,000 (C$5,481,875), subject to adjustments, is payable 3 months after the Effective Date; and (iii) US$4,375,000 (C$5,481,875) is payable on the earlier of the closing date of the Purchase or January 5, 2022 (unless the Seller elects a later date in writing).*

(c) Securities (including options, warrants etc.) and dollar value:

The aggregate of 904,642 Subordinate Voting Shares on an as converted basis for the Purchase, plus an additional 148,283 Subordinate Voting Shares on an as converted basis for reimbursement purposes, provided, that in no event shall less than 90,464 Subordinate Voting Shares be issued.

(d) Other: N/A.

(e) Expiry date of options, warrants, etc. if any: *N/A.*

(f) Exercise price of options, warrants, etc. if any: *N/A.*

(g) Work commitments: *N/A.*

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase price was determined by arm's length negotiation among the parties to the Agreement.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: *N/A.*

[1] Unless stated otherwise, exchange rates in this Form 9 are based on the exchange rate posted by the Bank of Canada on February 25, 2021 for illustrative purposes.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer(1)
Member 1	100% of the securities to be issued. Number of Subordinate Voting Shares and Proportionate Voting Shares issued to be determined at closing.	$24.62 per Subordinate Voting Share and $2,4626.00 per Proportionate Voting Share.	N/A	Section 2.3 of Ontario Securities Commission Rule 72-503 Distributions Outside Canada	0	Not a related person.

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Seller is providing representations and warranties in the Agreement regarding the Sellers' title to its interests in the Target Companies.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): *N/A*

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): *N/A.*

(b) Cash *N/A.*

(c) Securities *N/A.*

(d) Other *N/A.*

(e) Expiry date of any options, warrants etc. *N/A.*

(f) Exercise price of any options, warrants etc. *N/A.*

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. *N/A.*

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. *N/A.*

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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 on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. the Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. 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 CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 26, 2021.

Darren Weiss
Name of Director or Senior Officer

"Darren Weiss"
Signature

Chief Legal Officer
Official Capacity

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Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.

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