

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: September 20, 2021. Is this an updating or amending Notice: Yes No

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

Issued and Outstanding Securities of Issuer Prior to Issuance:

200,962,342.7938 Class A subordinate voting shares in the capital of the Issuer (the "Subordinate Voting Shares") and 1,140,286.3898 Class B proportionate voting shares in the capital of the Issuer (the "Proportionate Voting Shares").

Pricing

Date of news release announcing proposed issuance: N/A.

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

Closing Market Price on Day Preceding the news release: N/A.

Day preceding request for price protection: N/A.

Closing

Number of securities to be issued:

37,657 Subordinate Voting Shares and 376.56 Proportionate Voting Shares.

Issued and outstanding securities following issuance:

200,999,999.7938 Subordinate Voting Shares and 1,140,662.9498 Proportionate Voting Shares.

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

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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 places.

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:

*The Issuer's wholly-owned subsidiary, VHMD Processor, LLC, a Delaware limited liability company ("**Buyer**") shall acquire all of the issued and outstanding equity interests of FGM Processing, LLC, a Maryland limited liability company ("**FGM**" and, such acquisition, the "**Transaction**"), pursuant to a Membership Interest Purchase Option Agreement (the "**MIPOA**") dated December 28, 2020 by and among the Buyer, FGM and the holders of the membership interests of FGM (the "**Members**"), and pursuant to a transaction closing agreement (the "**Transaction Closing Agreement**" and together with the MIPOA, the "**Definitive Agreements**") to be entered into on September 20, 2021 by and among the Issuer, the Buyer, FGM and the Members. FGM is the holder of a medical cannabis processor license issued by the Maryland Department of Health, Maryland Medical Cannabis Commission.*

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 Transaction will be consummated pursuant to the Definitive Agreements, pursuant to which Buyer will acquire all of the issued and outstanding equity interests of FGM from the Members. The parties to the Definitive Agreements (other than Buyer) are all arm's length to the Issuer.

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:

C\$8,877,490,060¹ (US\$6,900,000.00), subject to adjustment; and

- (b) Cash:

C\$7,632,600 (US\$6,000,000.00), payable by the Buyer in 5 instalments of which (i) US\$5,000,000.00 has been paid ; and

¹ Unless stated otherwise, exchange rates in this Form 9 are based on the exchange rate posted by the Bank of Canada on September 17, 2021 for illustrative purposes.

US\$1,000,000 which will be paid on the closing date of the Transaction, but in no event later than December 31, 2021.

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

37,657 Subordinate Voting Shares and 376.56 Proportionate Voting Shares having a value of US\$900,000.00.

(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 Definitive Agreements. The terms of the Transaction were negotiated by management and advisors under the guidance of, and recommended for approval by, the Company's board of directors.

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

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⁾
FGM Partners, LLC	12,891 Subordinate Voting Shares and 128.91 Proportionate Voting Shares.	US\$11.95 per Subordinate Voting Share and US\$1,195 per Proportionate Voting Share	N/A	ASC Rule 72-501	0	Not a related person.
John L. Kastner 2004 Irrevocable Trust	15,245 Subordinate Voting Shares and 152.45 Proportionate Voting Shares.	US\$11.95 per Subordinate Voting Share and US\$1,195 per Proportionate Voting Share	N/A	ASC Rule 72-501	0	Not a related person.

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FGM Investors, LLC	9,521 Subordinate Voting Shares and 95.20 Proportionate Voting Shares.	US\$11.95 per Subordinate Voting Share and US\$1,195 per Proportionate Voting Share	N/A	ASC Rule 72-501	0	Not a related person.
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(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 Company performed customary legal due diligence in the course of negotiating the Definitive Agreements and the terms of the Transaction. The Member's are providing representations and warranties in the Agreement regarding the Member's title to the respective equity interests in FGM. Additionally, the Member's are providing representations and warranties in the Agreement that FGM holds the title and interest in and to all of its assets, free and clear of all encumbrances, other than as permitted under the Definitive Agreements.

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*.

Forward Looking Statements

This document contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein include, but are not limited to statements or information with respect to the proposed Transaction. Such forward-looking information and statements reflect management’s current beliefs and are based on assumptions made by and information currently available to the Company with respect to the matters described in this document. Such information, statements and assumptions involve and are subject to a number of known and unknown risks, uncertainties and other factors which may cause actual events, results, performance or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein, risks relating to fluctuations in the Company’s share price, receipt of necessary regulatory approvals, and other economic conditions, and the risk factors discussed in the Company’s filings including the financial statements and MD&A for the fiscal year ending December 31, 2020 and the financial statements and MD&A for the three and six months ended June 30, 2021 on SEDAR at www.sedar.com. The forward-looking information and forward-looking statements contained in this document are made as of the date of this document, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. We caution investors not to place considerable reliance on the forward-looking statements contained in this document.

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 September 20, 2021.

Darren Weiss
Name of Director or Senior
Officer

"Darren Weiss"
Signature

Chief Legal Officer and General
Counsel
Official Capacity

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.