FORM 6

**CERTIFICATE OF COMPLIANCE**

**TO: CANADIAN SECURITIES EXCHANGE (“CSE”)**

Verano Holdings Corp.(the “Listed Issuer”) hereby certifies to CSE 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 Policy 1).

 Date: February 22, 2022

 Signed:\_*/s/Darren Weiss\_\_\_*\_

 (Signature)

 Darren Weiss

 (Print Name)

 Chief Operating Officer, Chief Legal Officer and General Counsel

 (Print Office)