

A close-up photograph of a person's hands rolling a cigarette on a wooden table. The person is using a white paper and a yellow filter. In the foreground, there is a metal grinder with a perforated top. The lighting is warm and focused on the hands and the cigarette.

**VERANO**<sup>TM</sup>

# INVESTOR PRESENTATION

2022  
FINANCIALS

(CSE:VRNO)  
(OTCQX:VRNOF)

Geographic footprint data as of 10.07.22

# BEFORE WE BEGIN

## Forward-Looking Information

This presentation contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. 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 Company's position in the marketplace, the proposed completion or buildout of Company facilities, the Company's cultivation capacity, the completion of pending acquisitions, the accretive nature of acquisitions, the fortification of the Company's presence in core markets, the possibility of material organic expansion, delivery of shareholder value and the ability to maintain industry-leading margins and add depth to leadership.

Forward-looking information and statements involve and are subject to assumptions and 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, including, without limitation, the risk factors discussed in the Company's filings on EDGAR at [www.sec.com/edgar](http://www.sec.com/edgar). The forward-looking information and forward-looking statements contained in this presentation are made as of the date of this presentation, 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. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.

# BEFORE WE BEGIN

## Non-GAAP Financial Measures

This presentation refers to certain non-GAAP measures to evaluate the performance of the Company. The terms “EBITDA”, “Adjusted EBITDA” and “Free Cash Flow” do not have any standardized meaning prescribed within International Financial Reporting Standards (“GAAP”) and therefore may not be comparable to similar measures presented by other companies.

Such measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. EBITDA is calculated herein as net earnings from operations before interest expense, tax expense, depreciation, and amortization. The Company presents Adjusted EBITDA on a consistent basis from period to period and gains and losses from one-time non-recurring events are eliminated. Adjusted EBITDA is calculated herein as EBITDA adjusted for one-time expenses related to other expenses, gain from investment in associates and acquisition related costs. Free Cash Flow is calculated herein as Cash Flow from Operations minus Capital Expenditures. Management believes that these non-GAAP financial measures provide useful information to readers as a supplement to reported GAAP financial information. Management reviews these non-GAAP financial measures on a regular basis and uses them to evaluate and manage the performance of the Company’s operations. These measures should be evaluated only in conjunction with the Company’s comparable GAAP financial measures.

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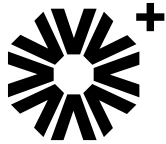
**42 APPENDIX**

# VERANO AT A GLANCE



# VERANO™

EST.  
2014



**5  
BRANDS**



**4K+  
EMPLOYEES**



**17  
STATES**



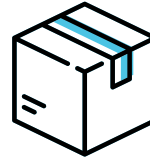
**135 OPERATING  
RETAIL LOCATIONS**



**17 FACILITIES**  
CULTIVATION &  
PRODUCTION FACILITIES  
SPANNING 1M+ FT<sup>2</sup>



**150M+  
ADDRESSABLE  
POPULATION**



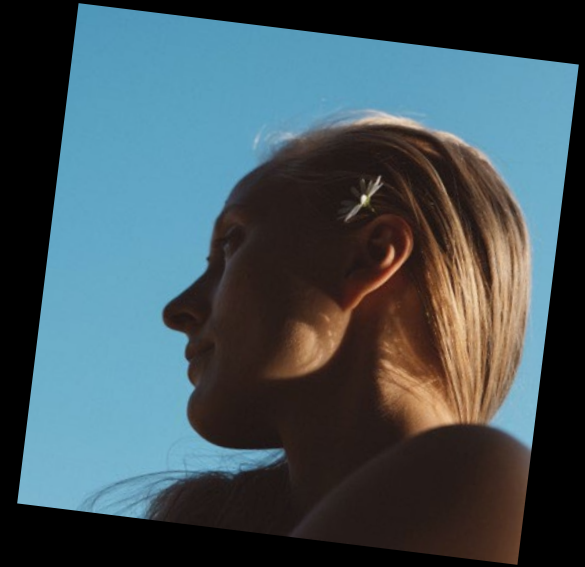
**~500 ACTIVE  
WHOLESALE  
ACCOUNTS**



**>130  
PLANNED RETAIL  
LOCATIONS**

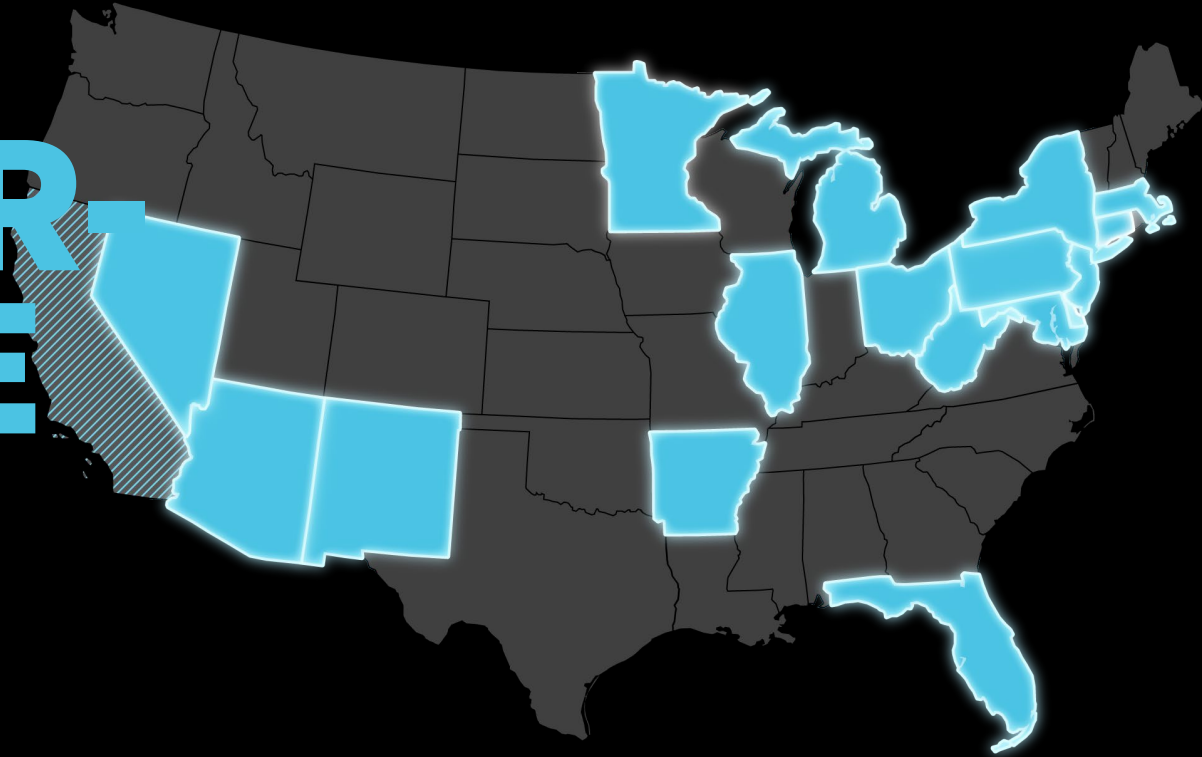
(1) Includes the contribution from the pending acquisitions and the completion of planned construction. Only includes contribution from the NY, NM, and MN markets from the Goodness Growth Holdings acquisition. In addition, includes: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements; and/or (3) those licenses to which Verano has a purchase option.

# M&A + CORE MARKETS



# BUILDING A POWER HOUSE

## CANNABIS COMPANY



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goodness growth  
holdings™

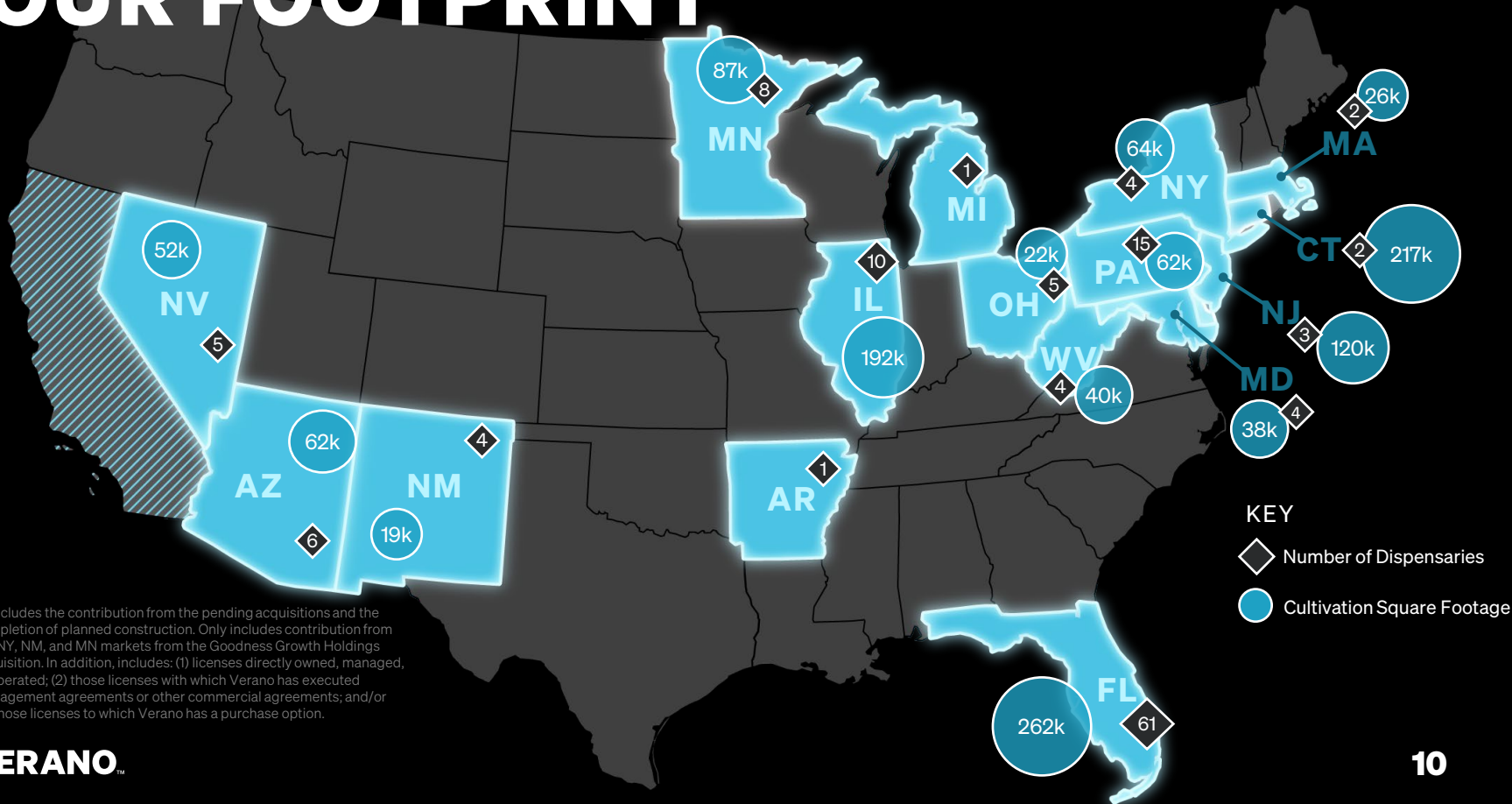
# TRANSFORMATIVE M&A CONTINUES

## Goodness Growth Acquisition

Increases our strategic Northeastern footprint in highly populated and limited license states<sup>1</sup>







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# OUR FOOTPRINT








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# SCALABLE PLATFORM

CORE MARKETS <sup>1</sup>						
	ILLINOIS	FLORIDA	ARIZONA	NEW JERSEY	PENNSYLVANIA	OHIO
POPULATION	~12.7 M	~21.5 M	~7.3 M	~8.9 M	~12.8 M	~11.7 M
MARKET TYPE	Medical & Adult Use	Medical	Medical & Adult Use	Medical (Adult Use Approved)	Medical	Medical
# OPERATING DISPENSARIES	10 <i>5 Medical/Adult Use 5 Adult Use</i>	61 <i>additional openings planned</i>	6	3	15 <i>3 additional planned</i>	5
VERANO'S FOOTPRINT	192k ft <sup>2</sup> <i>indoor + greenhouse cultivation &amp; processing facility in Albion, IL</i>	262k ft <sup>2</sup> <i>220k ft<sup>2</sup> indoor cultivation &amp; processing facility in Apollo Beach and a 42k ft<sup>2</sup> indoor cultivation &amp; processing facility in Palatka w/expansion underway</i>	62k ft <sup>2</sup> <i>42k ft<sup>2</sup> indoor cultivation &amp; processing facility in Coolidge and a 20k ft<sup>2</sup> indoor cultivation facility in Winslow</i>	120k ft <sup>2</sup> <i>indoor cultivation &amp; processing facility in Branchburg</i>	62k ft <sup>2</sup> <i>62k ft<sup>2</sup> indoor cultivation &amp; processing facility in Chester and a TBD ft<sup>2</sup> indoor cultivation &amp; processing facility in Upland (anticipated completion by Q3 2022)</i>	22k ft <sup>2</sup> <i>indoor cultivation &amp; processing facility in Canton</i>





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# SCALABLE PLATFORM

CORE MARKETS <sup>1</sup>					
	NEVADA	MARYLAND	NEW YORK	CONNECTICUT	MINNESOTA
POPULATION	~3.1 M	~6.1 M	~19.4 M	~3.5 M	~5.6 M
MARKET TYPE	Medical & Adult Use	Medical	Medical <i>(Transferring to Adult Use)</i>	Medical & Adult Use	Medical
# OPERATING DISPENSARIES	5*	4	4 <i>(option to open 4 additional dispensaries upon legalization)</i>	2	8
VERANO'S FOOTPRINT	52k ft <sup>2</sup> <i>42k ft<sup>2</sup> indoor cultivation &amp; processing facility in North Las Vegas; and a 10 ft facility w/expansion underway</i>	38k ft <sup>2</sup> <i>indoor cultivation &amp; processing facility in Jessup w/ expansion underway</i>	64k ft <sup>2</sup> <i>indoor cultivation facility</i>	217k ft <sup>2</sup> <i>indoor cultivation &amp; processing facility in Rocky Hill</i>	87k ft <sup>2</sup> <i>indoor cultivation facility</i>


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# SCALABLE PLATFORM

DEVELOPING MARKETS <sup>1</sup>	 <b>MASSACHUSETTS</b>	 <b>MICHIGAN</b>	 <b>NEW MEXICO</b>	 <b>ARKANSAS</b>
POPULATION	~6.9 M	~10.0 M	~2.1 M	~3.0 M
MARKET TYPE	Medical & Adult Use	Medical & Adult Use	Medical <i>(Transferring to Adult Use)</i>	Medical
# OPERATING DISPENSARIES	2	1	4 <i>(option to open additional dispensaries upon legalization)</i>	1
VERANO'S FOOTPRINT	26k ft <sup>2*</sup> <i>indoor cultivation &amp; processing facility in Sharon (estimated completion by end of Q3 2022)</i>		19k ft <sup>2</sup> <i>indoor cultivation facility</i>	

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# SCALABLE PLATFORM

DEVELOPING MARKETS <sup>1</sup>	 <b>WEST VIRGINIA</b>
POPULATION	~1.8 M
MARKET TYPE	Medical
# OPERATING DISPENSARIES	4 with option to open 3 more
VERANO'S FOOTPRINT	40k ft <sup>2</sup> * <i>indoor cultivation &amp; processing facility in Beaver</i>

## OTHER ASSETS NOT SHOWN:

### CALIFORNIA

Majority stake in pesticide remediation business

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# THE CASE FOR VERANO



# THE CASE FOR VERANO

## People

- Entrepreneurial spirit
- Culture of diversity & inclusion
- Long average tenure
- Cannabis advocacy

## Process

- Operator's mindset. Stringent SOPs. All about efficiency.
- Hospitality-driven
- Extensive R&D
- Leverage leading-edge production automation

## Product

- Leading genetics
- Premium flower & proprietary strains
- Comprehensive CPG brand offering
- Products cover nearly all formats & formulas



# OPERATIONAL EXCELLENCE

THROUGH  
VERTICAL  
INTEGRATION

**Balanced approach** reduces over-reliance on any single wholesaler or retailer.

Vertically integrated in **14 of 16** active markets.<sup>1</sup>



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# GEOGRAPHIC OVERVIEW

## CULTIVATION & PRODUCTION

# 17

Cultivation &  
manufacturing facilities

## RETAIL SPACES

# 135

Operational locations<sup>1</sup>  
across 16 active states

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# M&A STRATEGY

## A DELIBERATE APPROACH

- **Grow within states** identified to have high likelihood to pass recreational use
- **Seek well-performing stores** with potential for continued enhancement from integration
- **Look for teams** that are willing to stay on board and continue as strong operators
- **Target attractive mid-single digit** 2023 EBITDA multiples



TERRITORY



NSE



AK | AGRI-KIND

AGRONOMED  
BIOLOGICS



# HOUSE OF BRANDS





# BRANDS TO SUIT EVERY LIFESTYLE

- Extensive portfolio of trusted consumer brands
- Indoor nature allows for consistency across state lines





# VERANO™

# RESERVE TOP OF THE LINE



PREEMINENT  
GENETICS

LIMITED  
SUPPLY

HAND-TRIMMED  
& HAND-PACKED

30-DAY  
EXTENDED CURE

# ESSENCE THE CLASSICS




ICONIC  
STRAINS

PRIME INDOOR  
QUALITY

ALWAYS  
ACCESSIBLE

MID-TIER PRICE  
POSITIONING



ENG  
ORE  
E D I B L E S



# Satisfy your cravings.

Always gluten-free, non-GMO, and exceptionally delicious — Encore edibles prove that, yes, efficacy and exceptional taste can go hand in hand. Our handcrafted cannabis gummies, hard candies, mints, caramels and chocolates will elevate your palate, delight your senses, and exceed your expectations. Life is short: Get the good stuff.





**Avexia**<sup>TM</sup>  
of the elements

# Take your self care higher.

Blending THC with customized blends of CBD, CBN, CBG and adaptogens for targeted relief, Avexia offers pure, plant-powered wellness. Whether you seek to integrate a new healing ritual into your daily routine, discover a luxurious mind-body escape, or simply soothe what ails you; Avexia's cannabis lotions, body balms, bath soaks and microdosing tablets can elevate your self-care practice and help sustain your well-being.



# Savvy



**GET MORE FOR LESS WITH SAVVY**

✓ PORTABLE BUDS

✓ PENS & CARTRIDGES

# In a world full of filters, be authentic... be Savvy.

Savvy is full of passion, shaped by culture, and unafraid of change. With its large-format product line, Savvy reflects a new age of cannabis, catering to the aficionados who want more for less.

Sesh creatively with our portable buds, stashed in 7G or 14G bags, 300mg pens and 1G cartridges.





müüv™

# Expect the highest standards.

MÜV makes cannabis-based medicine. In awe of the healing powers of this plant, we tapped top cannabinoid scientists and researchers to develop the MÜV medicinal cannabis line. Fueled by expertise, ingenuity, and a relentless dedication to quality, MÜV offers cannabis flower, vapes, extracts, topicals, concentrates, distillates, inhalers, patches and tinctures to help you feel better.







# EXPANDING RETAIL PRESENCE



# ZEN LEAF



Zen Leaf™ aspires to be the most influential cannabis retail brand, and to command brand loyalty of the high-end cannabis consumer. Inspiring our customers drives our mission to capture people’s imaginations, satisfy deep and important life needs, and offer unparalleled innovative products underpinning our economic success and cultural influence in an increasingly crowded marketplace.

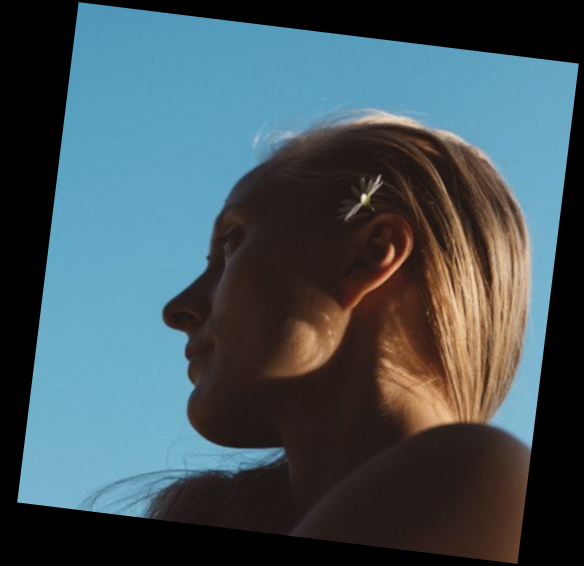
- Custom store designs provide an edge in the market and create an environment that satisfies the myriad of patron needs through reliability, accessibility, and authenticity
- Superior customer service
- Aggressive expansion underway with existing states and across our broader license footprint

# MÜV



- Locations in Florida and Arizona, two high-growth states
- 61 operational retail locations in Florida and 1 operational retail location in Arizona
- State-of-the-art dispensaries offering an extensive selection of award-winning products
- One of the widest selections of concentrates for patients needing macro-dosing options
- Won five Best of Arizona medical cannabis awards
- Knowledgeable and friendly staff dedicated to helping medical patients

# 2Q22 FINANCIALS

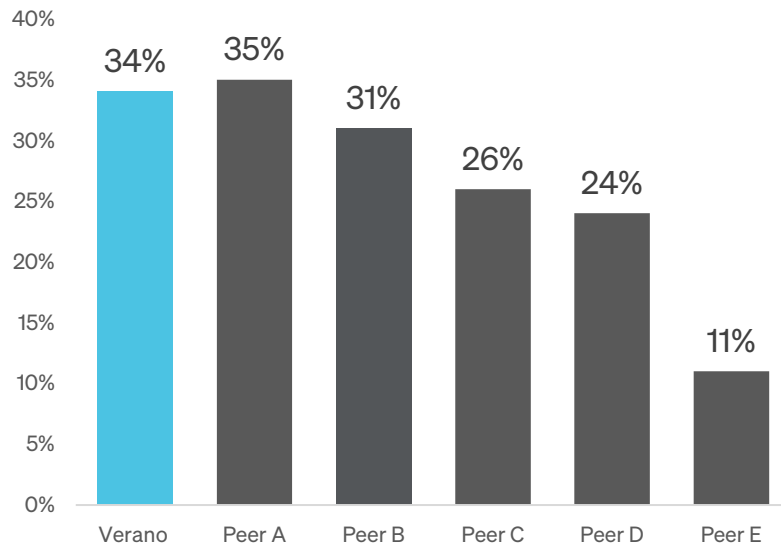


# A TOP COMPETITOR WITH STRONG GROWTH

- Top 5 MSO by revenue
- 2Q 2022 SG&A investments made ahead of anticipated growth
- Experiencing rapid growth (organically and through M&A)
- Our scale allows for operational efficiencies, more profitable cultivation and the ability to quickly adapt to changing legislation

# ONE OF THE CANNABIS INDUSTRY'S LEADING EBITDA PROFILES

**2Q22 ADJUSTED EBITDA MARGINS**



# FINANCIAL RESULTS

- Retail / wholesale revenue split of 73% / 27% for the second quarter
- \$39 million of 2Q22 capex
  - Expecting ~\$43-73 million of capex in 2H22
- SG&A expenses for the second quarter were 45% of revenues or 30% of revenues if excluding D&A and earnouts

\$USD thousands	Second Quarter 2022 Results
Revenue	\$223,662
Gross Profit	\$98,115
Income (Loss) from Operations	\$(2,292)
Net Loss	\$(9,847)

# FINANCIAL FLEXIBILITY

- Unencumbered by sale leasebacks
- Focus on improving debt terms
- Acquisition consideration payable has decreased from \$143 million in 1Q22 to \$67 million
  - Up to ~\$10 million is due in cash with the remainder due in equity

\$USD thousands	As of June 30, 2022
Cash	\$92,833
Total Assets	\$2,604,970
Debt	\$402,629
Total Liabilities	\$1,056,245

# LEGISLATIVE OUTLOOK



## Positive momentum for the industry

Recent shift in sentiment across the aisle

Engaging representatives to ensure we have an active voice in legislation

- Encouraged by recent conversations but we can successfully operate if federal legalization is not passed
- Maintaining optimism and preparing for an up-list to the US markets once legislation change makes possible



# THANK YOU

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Website

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**VERANO**<sup>™</sup>



# APPENDIX





# CORE MARKETS

ILLINOIS, FLORIDA, ARIZONA, NEW JERSEY,  
PENNSYLVANIA, OHIO, NEVADA, MARYLAND, NEW YORK,  
CONNECTICUT, MINNESOTA



# IL



## Market Overview

- Adult-use and medical
- 12.7M population
- 150k medical patients; 1.2% penetration
- \$669M adult-use sales in 1<sup>st</sup> year
- Total market expected to grow from \$1.8B (2021) to \$2.6B (2026E)

## Verano Operations

- 10 operational dispensaries (5 combined medical & adult-use and 5 adult-use)
- 192k sq. ft. cultivation and manufacturing facility in Albion

# FL



## Market Overview

- Medical market
- 21.5M population
- 457k medical patients; 2.1% penetration
- Total market expected to grow from \$1.6B (2021) to \$3.0B (2026E)

## Verano Operations

- 61 dispensaries in operation
- 220k sq. ft. indoor cultivation and manufacturing facility in Apollo Beach
- 42k sq. ft. indoor cultivation and manufacturing facility in Palatka with additional construction underway

Market size forecasts based on BDSA estimates. Patient counts based on BDSA estimates. Includes the contribution from the following: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements

# AZ



## Market Overview

- Adult-use and medical
- 7.3M population
- Adult-use program active as of January 2021
- ~295k medical patients; 4.0% penetration
- Total market expected to grow from \$1.4B (2021) to \$1.9B (2026E)

## Verano Operations

- 6 operational dispensaries
- 30k sq. ft. indoor cultivation and manufacturing facility in Coolidge
- ~20K sq. ft. facility in Winslow

# NJ



## Market Overview

- Adult-Use and medical markets
- 8.9M population
- ~99k medical patients; 1.1% penetration
- Total market expected to grow from \$249M (2021) to \$2.3B (2026E)
- Adult-use signed into legislation in February 2021

## Verano Operations

- 3 active dispensaries; 2 dual-use and 1 med-only
- 120k sq. ft. indoor cultivation and manufacturing facility

# PA



## Market Overview

- Medical
- 12.8M population
- 380k medical patients; 3.0% penetration
- Total market expected to grow from \$1.3B (2021) to \$2.3B (2026E)

## Verano Operations

- 15 active medical dispensaries; 3 additional medical dispensaries planned
- 1 active 62k sq. ft. cultivation and manufacturing facility in Chester
- 1 additional cultivation and manufacturing facility under construction

# OH



## Market Overview

- Medical
- 11.7M population
- 160k medical patients; 1.4% penetration
- Total market expected to grow from \$369M (2021) to \$1.4B (2026E)

## Verano Operations

- 5 medical dispensaries
- 22k sq. ft. indoor cultivation and manufacturing facility in Canton

Market size forecasts based on BDSA estimates. Patient counts based on BDSA estimates. Includes the contribution from the following: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements

# NV



## Market Overview

- Adult-use and medical
- 2.9M population
- 9.8k medical patients; 0.3% penetration
- Total market expected to grow from \$1.1B (2021) to \$2.0B (2026E)

## Verano Operations

- 5 active dispensaries
- 42k sq. ft. indoor cultivation and manufacturing facility – expansion underway
- 10k sq. ft. indoor and manufacturing facility

# MD



## Market Overview

- Medical market
- 6.1M population
- 123k medical patients; 2.0% penetration
- Total market expected to grow from \$586M (2021) to \$1.3B (2026E)

## Verano Operations

- 4 operating medical dispensaries
- 39k sq. ft. cultivation facility – expansion is nearing completion

# MN



## Market Overview

- Medical
- 5.6M population
- 31k medical patients; 0.6% penetration
- Total market expected to grow from \$113M (2021) to \$166M (2026E)

## Verano Operations

- 8 operating medical dispensaries
- 87k sq. ft. indoor cultivation facility

# NY



## Market Overview

- Adult-use (in transition) and medical
- 19.4M population
- ~140k medical patients; 0.7% penetration
- Total market expected to grow from \$149M (2021) to \$2.9B (2026E)

## Verano Operations

- 4 operating medical dispensaries, with option to open 4 additional dispensaries
- 64k sq. ft. indoor cultivation and manufacturing facility



# CT



## Market Overview

- Adult-Use and medical
- 3.5M population
- ~60k medical patients; 1.6% penetration
- Total market expected to grow from \$149M (2021) to \$515M (2026E)

## Verano Operations

- 2 active dispensaries
- 217k sq. ft. indoor cultivation and manufacturing facility



Market size forecasts based on BDSA estimates. Patient counts based on BDSA estimates. Includes the contribution from the following: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements



# DEVELOPING MARKETS

MASSACHUSETTS, MICHIGAN, NEW MEXICO, ARKANSAS,  
WEST VIRGINIA



# MA



## Market Overview

- Adult-Use and medical markets
- 6.9M population
- 100k medical patients; 1.4% penetration
- Total market expected to grow from \$1.6B (2021) to \$2.3B (2026E)

## Verano Operations

- 2 adult-use dispensaries
- A 26k sq. ft. indoor cultivation and manufacturing facility under construction; first room expected to come online by end of Q3 2021

# MI



## Market Overview

- Adult-Use and medical markets
- 10M population
- 247k medical patients; 2.5% penetration
- Total market expected to grow from \$1.8B (2021) to \$2.8B (2026E)

## Verano Operations

- 1 medical & adult-use dispensary in Buchanan, MI (~30 min from South Bend and Elkhart, IN (directly across border))

# NM



## Market Overview

- Adult-use and medical
- 2.1M population
- ~92k medical patients; 4.4% penetration
- Total market expected to grow from \$264M (2021) to \$784.0M (2026E)

## Verano Operations

- 4 operating medical dispensaries, with option to open additional dispensaries
- 19k sq. ft. indoor cultivation facility

# AR



## Market Overview

- Medical
- 3M population
- 66.6k medical patients; 2.2% penetration
- Total market expected to grow from \$281M (2021) to \$623M (2026E)

## Verano Operations

- 1 medical dispensary in El Dorado



## Market Overview

- Medical market
- 1.8M population
- ~7k medical patients; 0.5% penetration
- Total market expected to grow from \$1.3M (2021) to \$32.8M (2026E)

## Verano Operations

- 4 operating adult-use dispensary with option to open and additional 3 dispensaries
- Approved for cultivation with current facility under construction



Market size forecasts based on BDSA estimates. Patient counts based on BDSA estimates. Includes the contribution from the following: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements

# FINANCIAL APPENDIX



**VERANO HOLDINGS CORP.**  
**Highlights from Unaudited Consolidated Statements of Operations**  
*(\$ in Thousands except share and per share amounts)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Revenue	\$ 223,662	\$ 199,066	\$ 425,897	\$ 319,961
Cost of Sales	125,547	129,856	229,165	196,461
<b>Gross Profit</b>	<b>98,115</b>	<b>69,210</b>	<b>196,732</b>	<b>123,500</b>
<b>Gross Profit %</b>	<b>43.9 %</b>	<b>34.8 %</b>	<b>46.2 %</b>	<b>38.6 %</b>
<b>Expenses:</b>				
Selling, General, and Administrative	100,263	70,013	189,824	112,679
<b>Total Expenses</b>	<b>100,263</b>	<b>70,013</b>	<b>189,824</b>	<b>112,679</b>
<b>Income (Loss) from Investments in Associates</b>	<b>(144)</b>	<b>645</b>	<b>1,860</b>	<b>1,448</b>
<b>Income (Loss) from Operations</b>	<b>(2,292)</b>	<b>(158)</b>	<b>8,768</b>	<b>12,269</b>
Other Income (Expense):				
Loss on Disposal of Property, Plant and Equipment	(203)	(429)	(1,192)	(429)
Gain (Loss) on Deconsolidation	(73)	—	9,485	—
Gain (Loss) on Previously Held Equity Interest	(171)	—	13,928	—
Interest Expense, net	(11,624)	(5,434)	(22,295)	(7,201)
Other Income (Expense), net	15,619	(131)	18,153	(997)
<b>Total Other Income (Expense)</b>	<b>3,548</b>	<b>(5,994)</b>	<b>18,079</b>	<b>(8,627)</b>
<b>Net Income (Loss) Before Provision for Income Taxes and Non-Controlling Interest</b>	<b>1,256</b>	<b>(6,152)</b>	<b>26,847</b>	<b>3,642</b>
<b>Provision For Income Taxes</b>	<b>(11,103)</b>	<b>(23,438)</b>	<b>(36,617)</b>	<b>(39,852)</b>
<b>Net Income Attributable To Non-Controlling Interest</b>	<b>—</b>	<b>98</b>	<b>291</b>	<b>1,364</b>
<b>Net Income (Loss) Attributable to Verano Holdings Corp.</b>	<b>(9,847)</b>	<b>(29,688)</b>	<b>(10,061)</b>	<b>(37,574)</b>
<b>Net Loss per share - basic</b>	<b>(0.03)</b>	<b>(0.10)</b>	<b>(0.03)</b>	<b>(0.14)</b>
<b>Net Loss per share - diluted</b>	<b>(0.03)</b>	<b>(0.10)</b>	<b>(0.03)</b>	<b>(0.14)</b>
<b>Weighted average number of shares outstanding - basic</b>	<b>328,519,193</b>	<b>300,715,671</b>	<b>327,402,503</b>	<b>265,842,657</b>
<b>Weighted average number of shares outstanding - diluted</b>	<b>328,519,193</b>	<b>300,715,671</b>	<b>327,402,503</b>	<b>265,842,657</b>

**VERANO HOLDINGS CORP.**  
**Highlights from Condensed Consolidated Balance Sheets**  
*(\$ in Thousands)*

	<b>June 30, 2022</b>	<b>December 31, 2021</b>
	<i>(Unaudited)</i>	<i>(As Restated)</i>
Cash and Cash Equivalents	\$ 92,833	\$ 99,118
Other Current Assets	195,123	177,926
Property and Equipment, Net	515,698	452,232
Intangible Assets, Net	1,343,371	1,379,913
Goodwill	376,637	368,130
Other Long-Term Assets	81,308	71,336
<b>Total Assets</b>	<b>\$ 2,604,970</b>	<b>\$ 2,548,655</b>
Total Current Liabilities	\$ 586,777	\$ 470,516
Total Long-Term Liabilities	469,468	596,333
Total Shareholders' Equity	1,548,725	1,480,530
Non-controlling Interest	—	1,276
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 2,604,970</b>	<b>\$ 2,548,655</b>



**VERANO HOLDINGS CORP.**  
**Unaudited Reconciliation of Net Loss to EBITDA (Non-GAAP)**

*(\$ in thousands)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<b>Net Loss Attributable to Verano Holdings Corp.</b>	\$ (9,847)	\$ (29,688)	\$ (10,061)	\$ (37,574)
Interest Expense, net	11,624	5,434	22,295	7,201
Income Tax Expense	11,103	23,438	36,617	39,852
Depreciation and Amortization - COGS	19,089	13,963	38,814	22,282
Depreciation and Amortization - SG&A	16,388	10,311	31,097	13,775
<b>Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)</b>	<b>48,357</b>	<b>23,458</b>	<b>118,762</b>	<b>45,536</b>

**VERANO HOLDINGS CORP.**  
**Unaudited Reconciliation of Net Loss to EBIT (Non-GAAP) and Adjusted EBITDA (Non-GAAP)**

<i>(\$ in thousands)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<b>Net Loss Attributable to Verano Holdings Corp.</b>	\$ (9,847)	\$ (29,688)	\$ (10,061)	\$ (37,574)
Interest Expense, Net	11,624	5,434	22,295	7,201
Income Tax Expense	11,103	23,438	36,617	39,852
<b>Earnings Before Interest and Taxes (EBIT)</b>	<b>\$ 12,880</b>	<b>\$ (816)</b>	<b>\$ 48,851</b>	<b>\$ 9,479</b>
<b>COGS Add-backs:</b>				
Depreciation and Amortization	19,089	13,963	38,814	22,282
Acquisition, Transaction and Other Non-operating Costs	15,385	35,167	19,998	53,804
Employee Stock Compensation	2,976	—	4,027	—
<b>SG&amp;A Add-backs:</b>				
Depreciation and Amortization	16,388	10,311	31,097	13,775
Acquisition, Transaction and Other Non-operating Costs	10,720	10,038	22,972	23,316
Employee Stock Compensation	10,515	12,580	20,377	18,333
Acquisition Adjustments and Other Income (Expense), net	(12,428)	(635)	(26,573)	421
<b>Adjusted EBITDA</b>	<b>\$ 75,526</b>	<b>\$ 80,608</b>	<b>\$ 159,562</b>	<b>\$ 141,409</b>

**Unaudited Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow (Non-GAAP)**

<i>(\$ in thousands)</i>	Six Months Ended June 30,	
	2022	2021
<b>Net Cash Provided by Operating Activities</b>	<b>\$ 43,648</b>	<b>\$ 56,845</b>
Purchase of property, plant, and equipment	(85,010)	(61,785)
<b>Free Cash Flow</b>	<b>\$ (41,362)</b>	<b>\$ (4,940)</b>