
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VERANO HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

98-1583243
(I.R.S. Employer
Identification No.)

**415 North Dearborn Street, 4th Floor,
Chicago, Illinois 60654**
(Address of Principal Executive Offices)

Verano Holdings Corp. Stock and Incentive Plan
(Full title of the plan)

George Archos
Chief Executive Officer
415 North Dearborn Street, 4th Floor
Chicago, Illinois 60654
(312) 265-0730

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I of Form S-8 will be delivered as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the SEC, either as part of this Registration Statement on Form S-8 (this "Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 of Part I of Form S-8 is included in documents that will be delivered to participants in the plan covered by this Registration Statement pursuant to Rule 428(b) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents, which have been filed by Verano Holdings Corp. (the "Registrant") with the SEC, are incorporated into this Registration Statement by reference:

- the Registrant's Registration Statement on Form 10 (File No. 000-56342) filed with the SEC on April 26, 2022, as amended on June 17, 2022, including the description of the Registrant's proportionate voting shares and subordinate voting shares contained therein.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference into this Registration Statement, modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Business Corporations Act (British Columbia)

Section 160 of the *Business Corporations Act* (British Columbia) provides that the Registrant may indemnify an “Eligible Party” against all judgments, penalties or fines awarded or imposed in, or an amount paid in settlement of, an eligible proceeding to which the Eligible Party is or may be liable. An “Eligible Party” is an individual who: (i) is or was a director or officer of the Registrant; (ii) is or was a director or officer of another corporation: (a) at a time when such other corporation is or was an affiliate of the Registrant; or (b) at the request of the Registrant; or (iii) at the request of the Registrant, is or was, or holds or held a position equivalent to that of, a director or officer of a partnership, trust, joint venture or other unincorporated entity, and, except in certain circumstances, his or her heirs and personal or other legal representatives of that individual. The Registrant may also after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an Eligible Party in respect of that proceeding. Expenses include costs, charges and expenses, including legal and other fees, but excluding judgments, penalties, fines or amounts paid in settlement of a proceeding. The Registrant must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by the Eligible Party in respect of that proceeding if the Eligible Party, (a) has not been reimbursed for those expenses; and (b) is wholly successful, on the merits or otherwise, in the outcome of the proceeding or is substantially successful on the merits in the outcome of the proceeding. The Registrant may pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an Eligible Party in respect of that proceeding. However, the Registrant must not make such payments unless it first receives from the Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited by the following sentence, the Eligible Party will repay the amounts advanced.

The Registrant must not indemnify an Eligible Party or pay its expenses if, (a) in relation to the subject matter of the eligible proceeding, the Eligible Party did not act honestly and in good faith with a view to the best interests of the applicable corporation; (b) in the case of an eligible proceeding other than a civil proceeding, the Eligible Party did not have reasonable grounds for believing that the Eligible Party’s conduct in respect of which the proceeding was brought was lawful, (c) the indemnity or payment is made under an earlier agreement to indemnify or pay expenses and, at the time that the agreement to indemnify or pay expenses was made, the Registrant was prohibited from giving the indemnity or paying the expenses by its memorandum or articles, or (d) the indemnity or payment is made otherwise than under an earlier agreement to indemnify or pay expenses and, at the time that the indemnity or payment is made, the Registrant is prohibited from giving the indemnity or paying the expenses by its memorandum or articles. If an eligible proceeding is brought against an Eligible Party by or on behalf of the Registrant or by or on behalf of an associated corporation, the Registrant must not indemnify the Eligible Party or pay the expenses of the Eligible Party in respect of the proceeding as aforesaid.

In addition, a court may, on the application of the Registrant or an Eligible Party: (i) order the Registrant to indemnify an Eligible Party against any liability incurred by the Eligible Party in respect of an eligible proceeding; (ii) order the enforcement of, or any payment under, an agreement of indemnification entered into by the Registrant; (iii) order the Registrant to pay some or all of the expenses incurred by an Eligible Party in respect of an eligible proceeding; (iv) order the Registrant to pay some or all of the expenses actually and reasonably incurred by any person in obtaining an order under this section; or (v) make any other order the court considers appropriate.

The Registrant may purchase and maintain insurance for the benefit of an Eligible Party or the heirs and personal or other legal representatives of the Eligible Party against any liability that may be incurred by reason of the Eligible Party being or having been a director or officer of, or holding or having held a position equivalent to that of a director or officer of, the Registrant or an associated corporation.

The Registrant’s Articles

The Registrant’s articles contain a provision permitting it to eliminate the personal liability of its directors to the Registrant and its shareholders for damages incurred by a director or officer to the extent provided for under British Columbia law. The Registrant may also have contractual indemnification obligations under employment agreements with its officers or agreements entered into with its directors. These indemnification obligations could result in the Registrant incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which the Registrant may be unable to recoup. These provisions and the resulting costs may also discourage it from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by shareholders against the Registrant’s directors and officers even though such actions, if successful, might otherwise benefit it and its shareholders.

D&O Insurance

The Registrant obtained directors and officers liability insurance (“D&O Insurance”) for the benefit of the directors and the Registrant’s officers and intends to maintain D&O Insurance. D&O Insurance is insurance coverage intended to protect individuals from personal losses if they are sued as a result of serving as a director or an officer of a business or other type of organization. It can also cover the legal fees and other costs the organization may incur as a result of such a suit.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Articles of Verano Holdings Corp., dated February 11, 2021 (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form 10 filed on April 26, 2022, File No. 000-56342).
4.2	Notice of Articles of Verano Holdings Corp., dated February 11, 2021 (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form 10 filed on April 26, 2022, File No. 000-56342).
4.3	Verano Holdings Corp. Stock and Incentive Plan (incorporated by reference to Exhibit 10.10 of the Registrant's Registration Statement on Form 10 filed on April 26, 2022, File No. 000-56342).
5.1*	Opinion of Fasken Martineau DuMoulin LLP.
10.1	Form of Equity Award Agreement for Stock Option (incorporated by reference to Exhibit 10.11 of the Registrant's Registration Statement on Form 10 filed on April 26, 2022, File No. 000-56342).
10.2	Form of Equity Award Agreement for RSU (incorporated by reference to Exhibit 10.12 of the Registrant's Registration Statement on Form 10 filed on April 26, 2022, File No. 000-56342).
23.1*	Consent of Baker Tilly.
23.2*	Consent of Macias Gini & O'Connell LLP.
23.3*	Consent of Hill, Barth & King LLC.
23.4*	Consent of Hill, Barth & King LLC.
23.5*	Consent of Atlas CPAs & Advisors PLLC.
23.6*	Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).
107*	Filing Fee Table

* Filed with this Registration Statement.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 30, 2022.

VERANO HOLDINGS CORP.

By: /s/ George Archos
Name: George Archos
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of George Archos and Brett Summerer, acting alone or with another attorney-in-fact, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 of the Registrant and any subsequent registration statements related thereto pursuant to Instruction E to Form S-8 (and all further amendments, including post-effective amendments thereto), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, and generally to do all such things in their names and behalf in their capacities as officers and directors, as applicable, to enable the Registrant to comply with the provisions of the Securities Act and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below as of June 30, 2022.

<u>Signature</u>	<u>Capacity in Which Signed</u>
<u>/s/ George Archos</u> George Archos	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Brett Summerer</u> Brett Summerer	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ R. Michael Smullen</u> R. Michael Smullen	Director
<u>/s/ Cristina Nuñez</u> Cristina Nuñez	Director
<u>/s/ Edward Brown</u> Edward Brown	Director

FASKEN

Fasken Martineau DuMoulin LLP
Barristers and Solicitors
Patent and Trade-mark Agents

550 Burrard Street, Suite 2900
Vancouver, British Columbia V6C 0A3
Canada

T +1 604 631 3131
+1 866 635 3131
F +1 604 631 3232

fasken.com

June 30, 2022
File No.: 315663.00006

Verano Holdings Corp.
415 North Dearborn Street, 4th Floor
Chicago, Illinois 60654

Dear Sirs/Mesdames:

Re: Verano Holdings Corp. – Registration Statement on Form S-8

We have acted as Canadian counsel to Verano Holdings Corp., a corporation amalgamated under the laws of the Province of British Columbia (the “**Corporation**”), in connection with the filing of a registration statement on Form S-8 (as may be amended, the “**Registration Statement**”), with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”). The Registration Statement relates to registering the issuance of an aggregate of 30,000,000 Class A subordinate voting shares without par value in the capital of the Corporation (the “**2021 Plan Shares**”) issuable upon exercise of the awards (the “**2021 Plan Awards**”) outstanding under and in accordance and in compliance with the terms of the 2021 Stock and Incentive Plan of the Corporation (the “**2021 Plan**”).

A. Documents Reviewed and Reliance

As Canadian counsel to the Corporation, we have examined original executed or electronically delivered copies, which have been certified or otherwise identified to our satisfaction, of:

1. the Registration Statement; and
2. the 2021 Plan.

We have also made such investigations and examined originals or copies, certified or otherwise identified to our satisfaction, of such certificates of public officials and of such other certificates, documents and records as we considered necessary or relevant for purposes of the opinions expressed below, including:

1. a certificate of good standing dated June 29, 2022 issued pursuant to the *Business Corporations Act* (British Columbia) relating to the Corporation; and
2. a certificate signed by the Chief Executive Officer of the Corporation dated as of the date hereof addressed to our firm, containing certain additional corporate information of a factual nature and attaching the constating documents of the Corporation, including the certificate of amalgamation, notice of articles and articles of the Corporation (the “**Constating Documents**”), and the resolutions of the directors of the Corporation authorizing and approving the 2021 Plan, and the issuance of the 2021 Plan Shares (the “**Officer’s Certificate**”).



FASKEN

As to various questions of fact material to the opinions provided herein, we have relied upon the Officer's Certificate.

B. Laws Addressed

We are qualified to practice law in the Province of British Columbia and our opinion herein is restricted to the laws of the Province of British Columbia and the federal laws of Canada applicable therein. We assume no obligation to update these opinions to take into account any changes in such laws or facts after the date hereof.

C. Assumptions

For the purposes of the opinions expressed herein, we have assumed, without independent investigation, the following:

1. with respect to all documents examined by us, the genuineness of all signatures, the authenticity, completeness and accuracy of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, conformed, telecopied, PDF or photocopied copies of originals and the legal capacity of individuals signing any documents;
2. the completeness, accuracy and currency of the indices and filing systems maintained at the public offices where we have searched or made relevant inquiries and of other documents and certificates supplied by public officials;
3. that the Officer's Certificate continues to be accurate on the date hereof;
4. that the minute books and corporate records of the Corporation made available to us in electronic form contain all of the articles and constating documents of the Corporation and any amendments thereto and all of the respective minutes, or copies thereof, of all proceedings of the shareholders and directors;
5. each of the 2021 Plan and the 2021 Plan Awards constitutes a legal, valid and binding obligation of the Corporation and the other parties thereto, enforceable against each of the parties thereto in accordance with its terms and the execution and delivery thereof was duly authorized by the parties thereto; and
6. that if any obligation under any document is required to be performed in a jurisdiction outside of the Province of British Columbia, the performance of that obligation will not be illegal under the laws of that jurisdiction.



FASKEN

D. Reliance

For the purposes of expressing the opinions set forth herein, in connection with certain factual matters pertaining to this opinion, we have relied exclusively and without independent investigation upon the Officer's Certificate.

E. Opinions

Based upon and relying on the foregoing and the qualifications hereinafter expressed, we are of the opinion that the 2021 Plan Shares, when issued in accordance with the terms of the 2021 Plan, will be validly issued, fully paid and non-assessable class A subordinate voting shares in the capital of the Corporation.

F. Qualifications

Whenever our opinion refers to securities of the Corporation, whether issued or to be issued, as being "fully-paid and non-assessable", such phrase means that the holders of such securities will not, after the issuance to them of such securities, be liable to pay further amounts to the Corporation in respect of the issue price payable for such securities, and no opinion is expressed as to the adequacy of any consideration received by the Corporation therefor or as to the actual receipt by the Corporation of any consideration for the issuance of such securities.

For greater certainty, a specific assumption, limitation or qualification in this opinion is not to be interpreted to restrict the generality of any other assumption, limitation or qualification expressed in general terms in this opinion that includes the subject matter of the specific assumption, limitation or qualification.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 or Section 11 of the Act or the rules and regulations of the Commission promulgated thereunder.

The opinions herein are given as at the date hereof and we disclaim any obligation or undertaking to advise any person of any change in law or fact that may come to our attention after the date hereof. Our opinions do not take into account any proposed rules, policies or legislative changes that may come into force following the date hereof.

Yours truly,

(signed) "*Fasken Martineau DuMoulin LLP*"

FASKEN MARTINEAU DUMOULIN LLP



Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Verano Holdings Corp. (the “Company”) of our report dated April 26, 2022, relating to the consolidated financial statements as of and for the year ended December 31, 2021 which appears in the Company’s Form 10.

/s/ Baker Tilly US, LLP

Irvine, California
June 30, 2022



Consent of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Verano Holdings Corp.

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Verano Holdings Corp. (f.k.a. Verano Holdings LLC) (the Company) of our report dated April 26, 2022, relating to the consolidated balance sheet as of December 31, 2020, and the related consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for each of the two-years ended December 31, 2020 and 2019, which appears in the December 31, 2021 Form 10-12G/A of the Company.

/s/ Macias Gini & O'Connell LLP

Chicago, Illinois
June 28, 2022

Macias Gini & O'Connell LLP
155 North Wacker Drive, Suite 4350
Chicago, IL 60606

www.mgocpa.com



June 27, 2022

Verano Holdings Corp
415 N. Dearborn – 4th Floor
Chicago, IL 60654

Consent of Independent Registered Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Verano Holdings Corp., of our auditor's reports dated March 26, 2021 and October 21, 2020, relating to the financial statements of Plants of Ruskin GPS, LLC dba AltMed Florida and Affiliate for the years ended December 31, 2020 and 2019, which are included in this Registration Statement on Form S-8.

Sincerely,

Hill, Barth & King LLC

Hill, Barth & King LLC
3838 Tamiami Trail N Suite 200
Naples, FL 34103

HILL, BARTH & KING LLC | OFFICES IN OHIO, PENNSYLVANIA, NEW JERSEY & FLORIDA | HBKCPA.COM



June 27, 2022

Verano Holdings Corp
415 N. Dearborn – 4th Floor
Chicago, IL 60654

Consent of Independent Registered Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Verano Holdings Corp., of our auditor's report dated March 31, 2020, relating to the financial statements of Alternative Medical Enterprises, LLC and Affiliates for the year ended December 31, 2020, which are included in this Registration Statement on Form S-8.

Sincerely,

Hill, Barth & King LLC

Hill, Barth & King LLC
3838 Tamiami Trail N Suite 200
Naples, FL 34103

HILL, BARTH & KING LLC | OFFICES IN OHIO, PENNSYLVANIA, NEW JERSEY & FLORIDA | HBKCPA.COM

CONSENT OF ATLAS CPAS & ADVISORS PLLC

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Verano Holdings Corp., of our auditor's report dated October 26, 2020, relating to the financial statements of Alternative Medical Enterprises, LLC and Affiliates for the year ended December 31, 2019, which are included in this Registration Statement on Form S-8.

ATLAS CPAs & Advisors PLLC is not registered with the Public Company Accounting Oversight Board.

/s/ Loni Woodley

Loni Woodley, Managing Partner

June 27, 2022

Phoenix, AZ

Calculation of Filing Fee Tables

Form S-8
(Form Type)

VERANO HOLDINGS CORP.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

<u>Security Type</u>	<u>Security Class Title</u>	<u>Fee Calculation Rule</u>	<u>Amount Registered (2)</u>	<u>Proposed Maximum Offering Price Per Share (3)</u>	<u>Maximum Aggregate Offering Price</u>	<u>Fee Rate</u>	<u>Amount of Registration Fee</u>
Equity	Class A Subordinate Voting Shares, without par value (1)	457(h)	30,000,000	\$ 15.10	\$ 207,620,239.98	.0000927	\$ 19,246.40
Total Offering Amounts			30,000,000	\$ 15.10	\$ 207,620,239.98	.0000927	\$ 19,246.40
Net Fee Due							<u>\$ 19,246.40</u>

(1) Covers 30,000,000 shares of Class A Subordinate Voting Shares, without par value (the “Subordinate Voting Shares”), of Verano Holdings Corp. (the “Registrant”) issuable in connection with awards granted pursuant to the Registrant’s Stock and Incentive Plan (the “Plan”).

(2) Includes Class B Proportionate Voting Shares of the Registrant (the “Proportionate Voting Shares”) underlying awards for which the Registrant is permitted to issue Subordinate Voting Shares in lieu of Proportionate Voting Shares based on (at the date hereof) a conversion ratio of 100 Subordinate Voting Shares for every one Proportionate Voting Share (or such exchange ratio as is in effect from time to time). Upon a recapitalization, reclassification, stock dividend, stock split, combination of shares, or other similar transaction in the future during the effectiveness of the Registrant’s Form S-8 Registration Statement as filed with the Securities and Exchange Commission on June 27, 2022, and involving Subordinate Voting Shares, the number of shares registered shall be automatically increased to cover the additional securities in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, based (i) with respect to 59,078 Subordinate Voting Shares underlying stock options previously granted under the Plan, on the weighted average per Share exercise price of C\$29.97, and (ii) with respect to the remaining Subordinate Voting Shares, on the mean average of the high sales price (C\$8.90) and low sales price (C\$8.81) per Subordinate Voting Share on the Canadian Securities Exchange on June 28, 2022, as converted to United States dollars based on the average daily exchange rate as reported by the Bank of Canada for June 28, 2022, of C\$1.2864 for one United States dollar. All references to “C\$” are to Canadian dollars.