



VERANOTM

INVESTOR PRESENTATION

4Q + FY 22
FINANCIALS

(CSE:VRNO)
(OTCQX:VRNOF)

Geographic footprint data as of 03.31.2023.

BEFORE WE BEGIN

Forward-Looking Information

This presentation contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and also contains 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 Verano Holding Corp.'s (the "Company") 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, proposed budgets and guidance, the proposed completion or buildout of Company facilities, the Company's cultivation capacity, the completion of pending acquisitions and debt transactions, 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 forward-looking statements herein, including, without limitation, the risk factors discussed in the Company's filings on EDGAR at 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 U.S. Generally Accepted Accounting Principles (“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 EBITDA on a consistent basis from period to period. Adjusted EBITDA is calculated herein as EBITDA adjusted for one-time expenses related to other expenses, intangible and goodwill impairments, employee stock compensation, 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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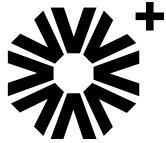
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VERANO AT A GLANCE



VERANO™

EST.
2014



**6
BRANDS**



**3,800+
EMPLOYEES**



**13 ACTIVE
STATES**



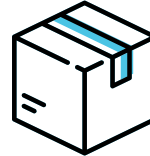
**126 OPERATING
RETAIL LOCATIONS**



14 FACILITIES
CULTIVATION &
PRODUCTION FACILITIES
SPANNING 1M+ FT²



**115M+ AMERICAN
ADULT POPULATION**
WITHIN GEOGRAPHIC
FOOTPRINT

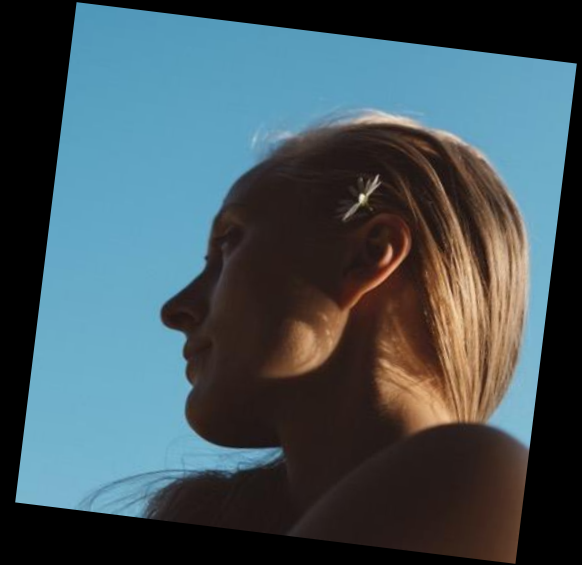


**~700 ACTIVE
WHOLESALE
ACCOUNTS**

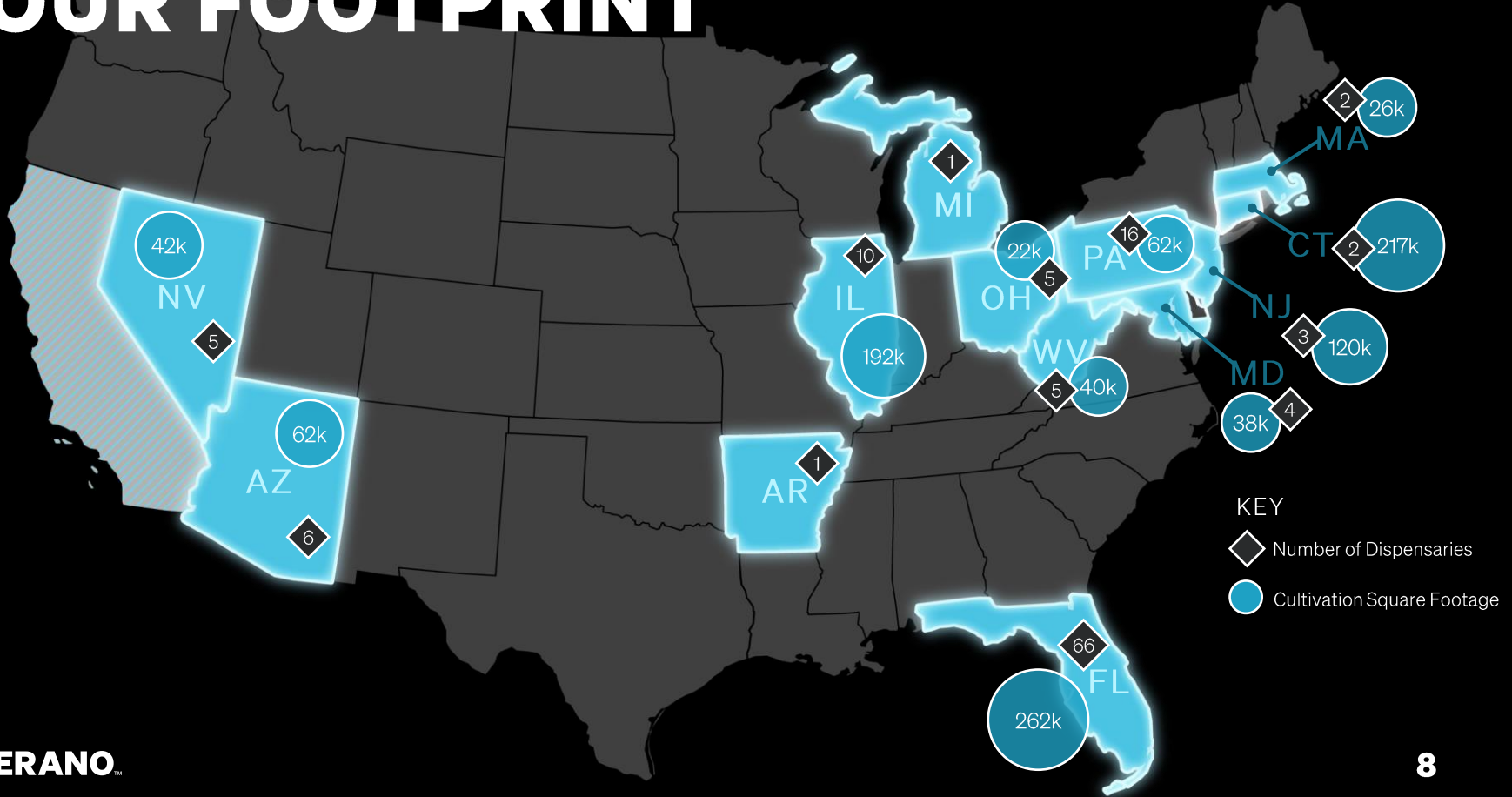


**>140
PLANNED RETAIL
LOCATIONS**

OUR FOOTPRINT



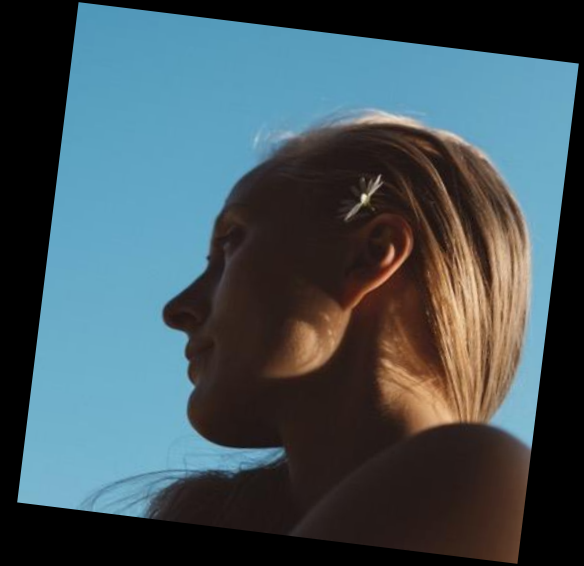
OUR FOOTPRINT



SCALABLE PLATFORM

													
State	IL	FL	AZ	NJ	PA	NV	MD	CT	OH	MA	MI	WV	AR
Population	12.7M	21.5M	7.3M	8.9M	12.8M	3.1M	6.1M	3.5M	11.7M	6.9M	10.0M	1.8M	3.0M
Medical?	X	X	X	X	X	X	X	X	X	X	X	X	X
Adult Use?	X		X	X		X		X		X	X		
# Operating Dispensaries	10	66 <i>With Additional Openings Planned</i>	6	3	16 <i>With 2 Additional Openings Planned</i>	5	4	2	5	2	1	5 <i>With Option to Open 2 More</i>	1
Facility Size	192k ft ²	262k ft ²	62k ft ²	120k ft ²	62k ft ²	42k ft ²	38k ft ²	216k ft ²	22k ft ²	26k ft ²	n/a	40k ft ²	n/a
Cultivation?	X	X	X	X	X	X	X	X	X	X		X	
Processing?	X	X	X	X	X	X	X	X	X	X		X	
Location(s)	Albion	Apollo Beach & Palatka	Coolidge & Winslow	Branchburg	Chester & Upland	North Las Vegas	Jessup	Rocky Hill	Canton	Sharon	n/a	Beaver	n/a

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 **11 of 13** active markets.



GEOGRAPHIC OVERVIEW

CULTIVATION & PRODUCTION

14

Cultivation &
production facilities

RETAIL SPACES

126

Operational locations
across 13 active states

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 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.





AvexiaTM
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.





BITS

Do more with less.

Bits are the everyday cannabis consumable intended to enhance, not overtake. A gentle alternative to indulging without overdoing it. Each bit contains 5mg of THC and a dash of adaptogens, with tailored varieties that add CBD, CBN, or CBG so that you can do more with less.





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



- 66 operational retail locations in Florida
- State-of-the-art dispensaries offering an extensive selection of award-winning products
- Offers a suite of in-house brands including MÜV, Verano Reserve, Savvy, and Sweet Supply
- One of the widest selections of concentrates for patients needing macro-dosing options
- Knowledgeable and friendly staff dedicated to helping medical patients

4Q + FY 22 FINANCIALS

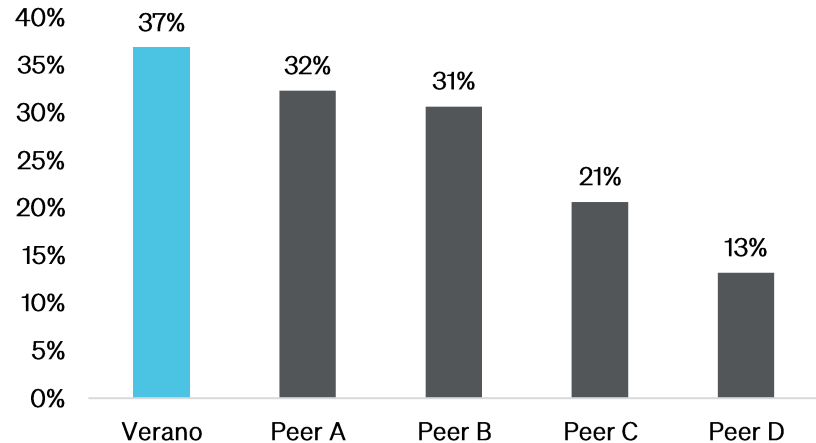


A TOP COMPETITOR WITH STRONG GROWTH

- Top 5 MSO by revenue
- 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

THE CANNABIS INDUSTRY'S LEADING EBITDA PROFILE

FY2022 Adjusted EBITDA Margin¹



¹Peer set includes the largest MSOs by revenue that have reported FY 2022 earnings as of 3.31.2023.

FY 2022 FINANCIAL RESULTS

- Retail / wholesale revenue split of 72% / 28% for the year¹
- \$119M of FY 2022 CAPEX fully funded by operating cash flow
- Loss from Operations driven by impairments of \$229M in the fourth quarter

\$USD thousands	FY 2022 Results
Revenue	\$879,412
Gross Profit	\$423,062
Loss from Operations	\$(161,131)
Net Loss	\$(269,164)

4Q 2022 FINANCIAL RESULTS

- Retail / wholesale revenue split of 71% / 29% for the quarter¹
- \$9M of 4Q 2022 CAPEX fully funded by operating cash flow
- SG&A expenses for the fourth quarter were 36% of revenues, a 180+ bps decrease from the third quarter driven by headcount optimization
- Loss from Operations driven by impairments of \$229M in the fourth quarter

\$USD thousands	4Q 2022 Results
Revenue	\$225,927
Gross Profit	\$103,335
Loss from Operations	\$(206,976)
Net Loss	\$(216,109)

FORTIFYING THE BALANCE SHEET

- Refinanced credit facility with new maturity of October 2026
 - Goal to leverage real estate in effort to decrease blended cost of capital
- Acquisition Consideration Payable has decreased from \$54M in 3Q 2022 to \$18M in 4Q 2022
 - ~\$16M due in cash in 1Q 2023 with the remainder due in equity

\$USD thousands	As of December 31, 2022
Cash	\$84,851
Total Assets	\$2,396,055
Debt	\$413,004
Total Liabilities	\$1,054,505

LEGISLATIVE OUTLOOK



Encouraged by Biden's Directive

On October 6, 2022, the White House issued a pardon for simple cannabis possession along with the request that the Attorney General and HHS reevaluate cannabis' Schedule 1 drug classification

- Do not anticipate a scheduling decision in the short-term but encouraged by any progress
- Recent Maryland and Missouri legalization underscores Americans' support for the issue¹
- Continuing our work to ensure we are well positioned for the possibility of entering the US capital markets
- In the interim, we will do what we do best- keep our heads down and efficiently operate the business

THANK YOU

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VERANO[™]



APPENDIX





CORE MARKETS

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



IL



Market Overview

- Adult-use and medical
- 12.6M population
- Adult-use sales began in January 2020
- 130k medical patients; 1.5% penetration
- Total market expected to grow from \$1.9B (2022) to \$2.6B (2027E)

Verano Operations

- 10 operational dispensaries
- 192k sq. ft. cultivation and manufacturing facility in Albion

FL



Market Overview

- Medical
- 22.3M population
- Medical sales began in September 2016
- 857k medical patients; 4.5% penetration
- Total market expected to grow from \$2.2B (2022) to \$4.5B (2027E)

Verano Operations

- 66 operational dispensaries
- 220k sq. ft. cultivation and manufacturing facility in Apollo Beach
- 42k sq. ft. cultivation and manufacturing facility in Palatka with optionality for further expansion

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
- 7.4M population
- Adult-use sales began in January 2021
- 115k medical patients; 2.4% penetration
- Total market expected to grow from \$1.3B (2022) to \$1.4B (2027E)

Verano Operations

- 6 operational dispensaries
- 42k sq. ft. cultivation and manufacturing facility in Coolidge
- 20K sq. ft. cultivation and manufacturing facility in Winslow

NJ



Market Overview

- Adult-use and medical
- 9.2M population
- Adult-use sales began in April 2022
- 102k medical patients; 1.7% penetration
- Total market expected to grow from \$593M (2022) to \$2.8B (2027E)

Verano Operations

- 3 operational dispensaries
- 120k sq. ft. cultivation and manufacturing facility in Branchburg

PA



Market Overview

- Medical
- 12.9M population
- Medical sales began in February 2018
- 909k medical patients; 9.1% penetration
- Total market expected to grow from \$1.1B (2022) to \$1.9B (2027E)

Verano Operations

- 16 operational dispensaries; 2 additional openings planned
- 62k sq. ft. cultivation and manufacturing facility in Chester
- Additional cultivation and manufacturing facility in Upland

NV



Market Overview

- Adult-use and medical
- 3.3M population
- Adult-use sales began in July 2017
- 12k medical patients; 0.5% penetration
- Total market expected to grow from \$866M (2022) to \$983M (2027E)

Verano Operations

- 5 operational dispensaries
- 42k sq. ft. cultivation and manufacturing facility in North Las Vegas

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

MD



Market Overview

- Medical
- 6.2M population
- Medical sales began in December 2017
- 170k medical patients; 3.5% penetration
- Total market expected to grow from \$491M (2022) to \$1.3B (2027E)

Verano Operations

- 4 operational dispensaries
- 39k sq. ft. cultivation and manufacturing facility in Jessup

CT



Market Overview

- Adult-use and Medical
- 3.6M population
- Adult-use sales began in January 2023
- 45k medical patients; 1.8% penetration
- Total market expected to grow from \$157M (2022) to \$719M (2027E)

Verano Operations

- 2 operational dispensaries
- 216k sq. ft. cultivation and manufacturing facility in Rocky Hill

OH



Market Overview

- Medical
- 11.8M population
- Medical sales began in January 2019
- 338k medical patients; 3.7% penetration
- Total market expected to grow from \$479M (2022) to \$1.6B (2027E)

Verano Operations

- 5 operational dispensaries
- 22k sq. ft. 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



DEVELOPING MARKETS

MASSACHUSETTS, MICHIGAN, WEST VIRGINIA,
ARKANSAS



MA



Market Overview

- Adult-use and medical
- 7.0M population
- Adult-use sales began in November 2018
- 92k medical patients; 1.8% penetration
- Total market expected to grow from \$1.7B (2022) to \$1.9B (2027E)

Verano Operations

- 2 operational dispensaries
- 26k sq. ft. cultivation and manufacturing facility in Sharon

MI



Market Overview

- Adult-use and medical
- 10.0M population
- Adult-use sales began in December 2019
- 162k medical patients; 2.5% penetration
- Total market expected to grow from \$2.3B (2022) to \$2.7B (2027E)

Verano Operations

- 1 operational dispensary

WV



Market Overview

- Medical
- 1.8M population
- Medical sales began in November 2021
- 26k medical patients; 1.2% penetration
- Total market expected to grow from \$24M (2022) to \$84M (2027E)

Verano Operations

- 5 operational dispensaries; option to open 2 more
- 40k sq. ft. cultivation and manufacturing facility in Beaver

AR



Market Overview

- Medical
- 3.1M population
- Medical sales began in May 2019
- 99k medical patients; 4.1% penetration
- Total market expected to grow from \$227M (2022) to 249M (2027E)

Verano Operations

- 1 operational dispensary

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 Consolidated Statements of Operations
(\$ in Thousands)

	For the Three Months Ended			For the Year Ended	
	December 31, 2022	September 30, 2022	December 31, 2021	December 31, 2022	December 31, 2021
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Audited)</i>	<i>(As Restated)</i>
Revenues, net of discounts	\$ 225,927	\$ 227,588	\$ 211,420	\$ 879,412	\$ 737,850
Cost of Goods Sold, net	122,591	104,594	102,102	456,350	406,831
Gross Profit	103,336	122,994	109,318	423,062	331,019
Gross Profit %	46 %	54 %	52 %	48 %	45 %
Operating Expenses					
Selling, General and Administrative	81,038	85,710	81,775	356,569	270,929
Loss on Impairment of Intangibles – Goodwill	113,031	—	—	113,031	—
Loss on Impairment of Intangibles – License	116,151	—	—	116,151	—
Total Operating Expenses	310,220	85,710	81,775	585,751	270,929
Income (Loss) from Investments in Associates	(93)	(209)	1,886	1,558	4,623
Income (Loss) from Operations	(206,977)	37,075	29,429	(161,131)	64,713
Other Income (Expense):					
Gain (Loss) on Disposal of Property, Plant and Equipment	(408)	1,443	(647)	(157)	(1,085)
Gain on Deconsolidation	—	75	—	9,560	—
Gain on Previously Held Equity	—	175	—	14,103	—
Loss on Notes Payable Extinguishment	(7,987)	—	—	(7,987)	—
Interest Expense, net	(15,349)	(11,785)	(8,955)	(49,431)	(24,270)
Other Income (Expense), net	14,083	(595)	10,396	31,640	9,632
Total Other Income (Expense), Net	(9,661)	(10,687)	794	(2,272)	(15,723)
Income (Loss) Before Provision for Income Taxes and Non-Controlling Interest	(216,638)	26,388	30,223	(163,403)	48,990
Provision for Income Tax (Expense) Benefit	528	(69,381)	(37,049)	(105,470)	(103,988)
Net Income Attributable To Non- Controlling Interest	—	—	593	291	2,509
Net Loss Attributable to Verano Holdings Corp.	(216,110)	(42,993)	(7,419)	(269,164)	(57,507)

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

	As of December 31,	
	2022	2021 <i>(As Restated)</i>
Cash and Cash Equivalents	\$ 84,851	\$ 99,118
Other Current Assets	233,424	177,926
Property and Equipment, Net	525,905	452,232
Intangible Assets, Net	1,180,766	1,379,913
Goodwill	269,088	368,130
Other Long-Term Assets	102,021	71,336
Total Assets	\$ 2,396,055	\$ 2,548,655
Total Current Liabilities	\$ 386,645	\$ 470,516
Total Long-Term Liabilities	667,860	596,333
Total Shareholders' Equity	1,341,550	1,480,530
Non-Controlling Interest	\$ —	1,276
Total Liabilities and Shareholders' Equity	\$ 2,396,055	\$ 2,548,655

VERANO HOLDINGS CORP.

Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow (Non-U.S. GAAP)

	Three Months Ended December 31,		For the Year Ended December 31,	
	2022	2021	2022	2021
<i>(\$ in thousands)</i>	<i>(Unaudited)</i>		<i>(As Restated)</i>	
Net Cash Provided by Operating Activities	\$ 29,036	\$ 63,007	\$ 94,347	\$ 182,872
Purchase of property, plant, and equipment	(9,454)	(49,313)	(119,174)	(141,265)
Free Cash Flow	19,582	13,694	(24,827)	41,607

VERANO HOLDINGS CORP.

Reconciliation of Net Loss to EBITDA (Non-U.S. GAAP)

	For the Three Months Ended			For the Year Ended	
	December 31, 2022	September 30, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<i>(\$ in thousands)</i>	<i>(Unaudited)</i>			<i>(Audited)</i>	
Net Loss	\$ (216,110)	\$ (42,993)	\$ (7,419)	\$ (269,164)	\$ (57,507)
Interest Expense, Net	15,349	11,785	8,955	49,431	24,270
Income Tax Expense (Benefit)	(528)	69,381	37,049	105,470	103,988
Depreciation and Amortization - COGS	18,580	20,727	16,095	78,120	54,460
Depreciation and Amortization - SG&A	16,578	15,592	14,528	63,267	41,784
Earnings (Loss) Before Interest, Taxes, Depreciation and Amortization (EBITDA)	\$ (166,131)	\$ 74,492	\$ 69,208	\$ 27,124	\$ 166,995