



VERANOTM

INVESTOR PRESENTATION

4Q21
FINANCIALS

(CSE:VRNO)
(OTCQX:VRNOF)

Geographic footprint data as of 4.27.22

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. 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.

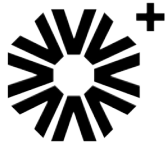
- 1 VERANO AT A GLANCE**
- 2 M&A + CORE MARKETS**
- 3 THE CASE FOR VERANO**
- 4 HOUSE OF BRANDS**
- 5 FINANCIALS**
- 6 APPENDIX**

VERANO AT A GLANCE



VERANO™

EST.
2014



**4
BRANDS**



**4K+
EMPLOYEES**



**18
STATES**



**114 OPERATING
RETAIL LOCATIONS**



15 FACILITIES
CULTIVATION &
PRODUCTION FACILITIES
SPANNING 1M+ FT²



**150M+
ADDRESSABLE
POPULATION**



**~500 ACTIVE
WHOLESALE
ACCOUNTS**



**>120
PLANNED RETAIL
LOCATIONS**

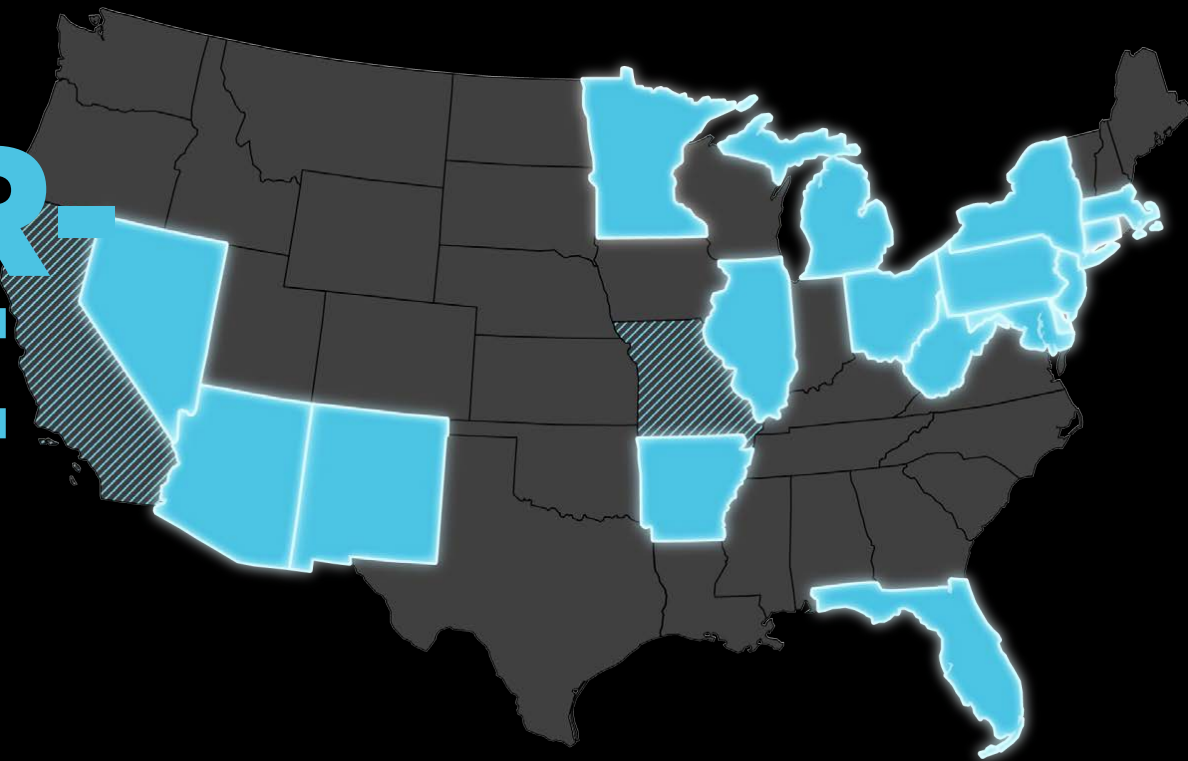
(1) Includes the contribution from the pending acquisitions and the completion of planned construction. Only includes contribution from the NY, NM, and MN markets from the Goodness Growth Holdings acquisition. In addition, includes: (1) licenses directly owned, managed, or operated; (2) those licenses 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™

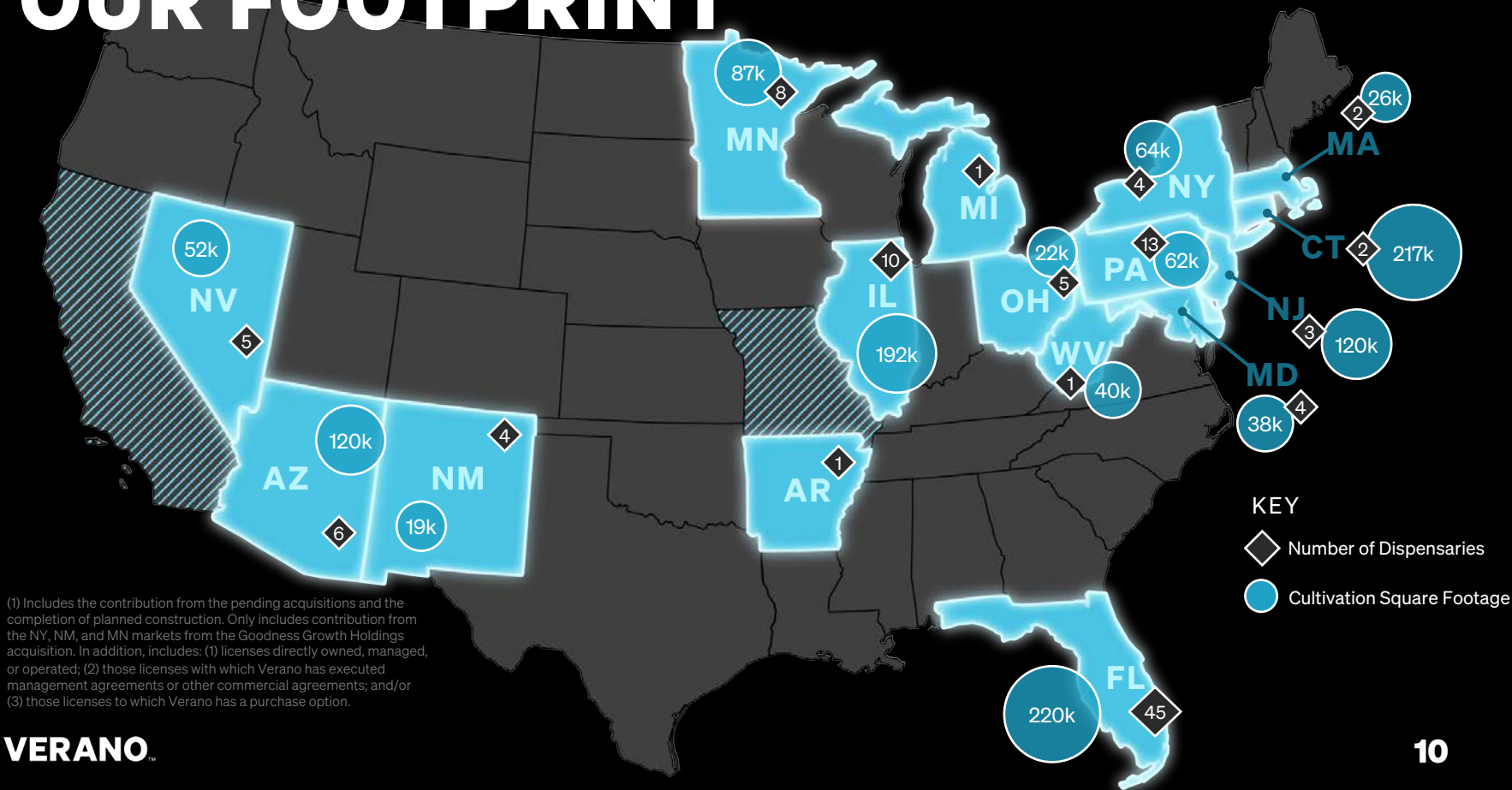
TRANSFORMATIVE M&A CONTINUES

Goodness Growth Acquisition







Increases our strategic Northeastern footprint in highly populated and limited license states¹

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OUR FOOTPRINT








SCALABLE PLATFORM

CORE MARKETS ¹						
	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>	45 <i>additional openings planned</i>	6	3	13 <i>5 additional planned</i>	5
VERANO'S FOOTPRINT	192k ft ² <i>indoor & greenhouse cultivation and manufacturing facility in Albion, IL</i>	220k ft ² <i>indoor cultivation & manufacturing facility in Apollo Beach with additional facility under construction</i>	62k ft ² <i>42k ft² indoor cultivation & manufacturing facility in Coolidge and a ~20k ft² cultivation in Winslow</i>	120k ft ² <i>indoor cultivation & manufacturing facility in Branchburg</i>	62k ft ² <i>One indoor & manufacturing facility in Chester; a second facility planned with TBD ft² (anticipated completion by Q3 2022)</i>	22k ft ² <i>indoor cultivation & manufacturing facility</i>





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SCALABLE PLATFORM

CORE MARKETS ¹					
	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 ² <i>Two indoor cultivation & manufacturing facilities; a 42k ft² facility w/ expansion underway, and an additional 10 ft² facility</i>	38k ft ² <i>indoor cultivation facility w/ expansion underway</i>	64k ft ² <i>indoor cultivation facility</i>	217k ft ² <i>indoor cultivation & manufacturing facility</i>	87k ft ² <i>indoor cultivation facility</i>

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SCALABLE PLATFORM

ADDITIONAL MARKETS ¹				
	MASSACHUSETTS	MICHIGAN	NEW MEXICO	ARKANSAS
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 ² * <i>indoor cultivation & manufacturing facility under development — set to open by end of Q3 2021</i>		19k ft ² <i>indoor cultivation facility</i>	

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SCALABLE PLATFORM

UNDER DEVELOPMENT ¹	 WEST VIRGINIA
POPULATION	~1.8 M
MARKET TYPE	Medical
# OPERATING DISPENSARIES	1 with option to open 6 more
VERANO'S FOOTPRINT	40k ft ² * <i>indoor cultivation & manufacturing facility</i>

OTHER ASSETS NOT SHOWN:

- CALIFORNIA**
Majority stake in pesticide remediation business
- MISSOURI**
One dispensary license

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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

SOLID MARGIN POTENTIAL

THROUGH VERTICAL INTEGRATION

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

Vertically integrated in **14 of 16** active markets.¹



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SOLID MARGIN POTENTIAL

CULTIVATION & PRODUCTION

15

Cultivation &
manufacturing facilities

RETAIL SPACES

114

Operational locations¹
across 16 active states

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SOLID MARGIN POTENTIAL

BRAND DISTRIBUTION

150M+

Worldwide population

~500

Active dispensary
wholesale partnerships

Leading brand in all markets

(premium positioning, premium pricing, highest margins)

VERANO™



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
- **Transact at attractive mid-single digit** 2022 EBITDA multiples



TERRITORY



NSE



AK | AGRI-KIND

AGRONOMED
BIOLOGICS



HOUSE OF BRANDS





PREMIUM BRANDS TO SUIT EVERY LIFESTYLE



UNMATCHED BRAND PORTFOLIO

- Extensive portfolio of trusted consumer brands
- Indoor nature allows for consistency across state lines
- Premium quality, positioning and pricing contributes to growth and strong margin profile



UNMATCHED BRAND PORTFOLIO

VERANO™

- Flagship brand
- Premium price point
- Products include flower, pre-rolls, concentrates, and vape cartridges



- Edible line serving consumer occasions across the spectrum
- Products include mints, gummies, chocolates, and caramels

Avexia™

- Medicinal line
- Pain relief functionality
- Products include serums, soaks, balms, and tablets

müv™

- Medicinal line
- FL & AZ Markets
- Products include flower, concentrates, tinctures, vapes and lotions

VERANO



We Say Yes

Depending on a consumer's needs and preferences, the Verano™ product line offers plenty of options. Choose from Swift Lifts (a pre-rolled, mini pack), Sunrock Shatter (a very popular concentrate), G-Line flower (proprietary crosses with our popular G6 strain), or a variety of distillate and reserve vape cartridges.



ENCORE

Taste that Elevates

We find great joy in the craftsmanship of our culinary endeavors. Our skilled artisans create inspiring, distinctive, delicious handcrafted edibles using non-industrialized methods, that inspire a life full of curiosity. As with all Verano™ products, Encore Edibles are lab-tested for potency and purity.

AVEXIA



Of the Elements

With years of experience in developing these blends, we're focused on making sure each dose provides consumers with a memorable and relaxing sense of relief.



MÜV

MÜV dispensary and cannabis-infused products are the fruition of what was once just an idea: that everyone deserves access to cannabis. The plant holds untold potential in easing a variety of ailments, potential that cannot be uncovered without constant exploration. Research and development are at the heart of MÜV for this reason. Our R&D team is led by scientists, allowing for continual innovation of alternative cannabis as medicine, including patented transdermal application options. From our corporate team to cultivation and dispensary, our team stays current on research to remain an educated resource on the plant and its compounds, including terpenes and minor cannabinoids. As a member of the Verano family, our resources have expanded tenfold to further the MÜV goal – to provide the best cannabis and cannabis-infused products to Florida’s medical marijuana patients.



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
- 45 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

4Q21 FINANCIALS



4Q21 FINANCIALS AT A GLANCE

REVENUE:

\$211M

GROSS PROFIT:

\$114M

ADJUSTED EBITDA:

\$84M

FY 2021 sales
were 73% retail
and 27% wholesale

54%
margin

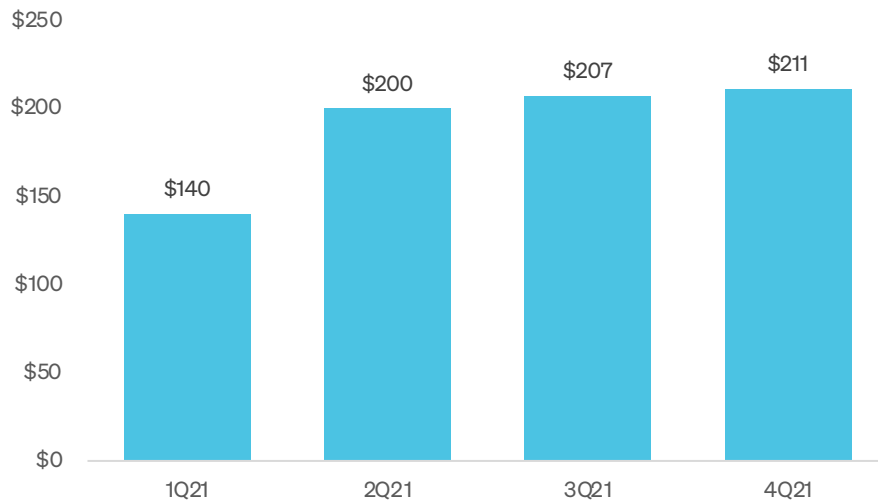
40%
margin

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

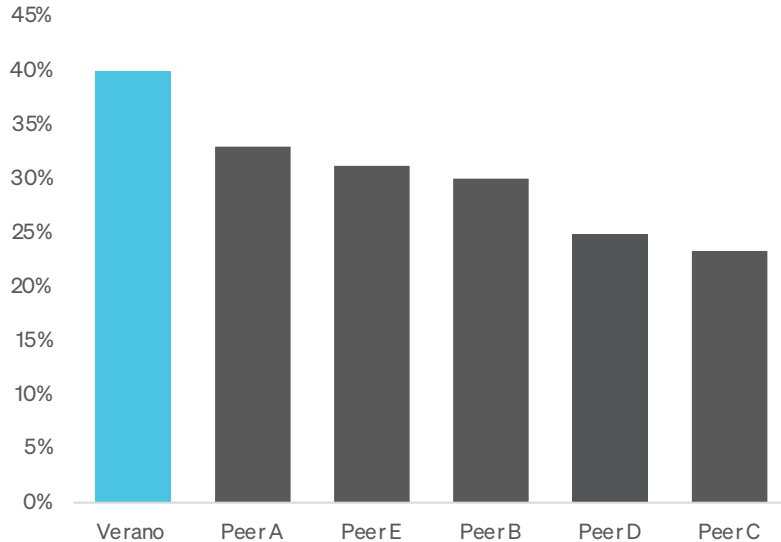
VERANO[™]

**QUARTERLY REVENUE MOMENTUM
(\$ MILLIONS)**

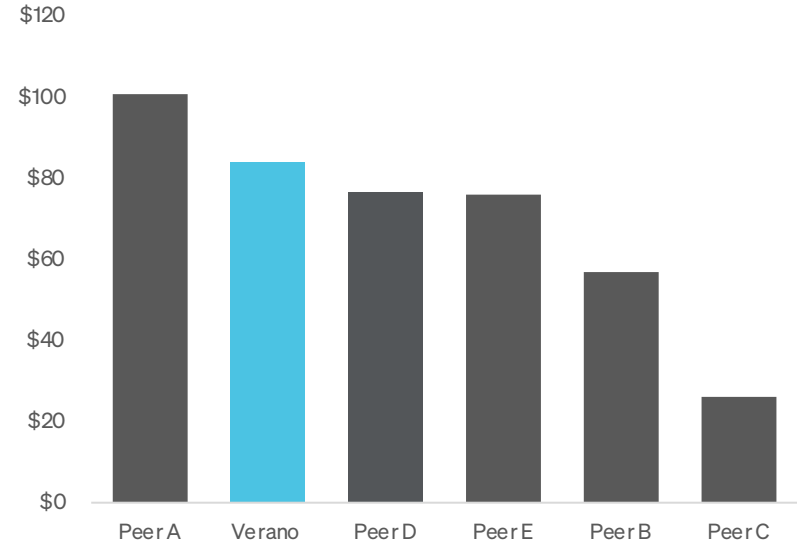


INDUSTRY-LEADING EBITDA PROFILE

4Q21 ADJUSTED EBITDA MARGINS



4Q21 ADJUSTED EBITDA DOLLARS



Adjusted EBITDA is a Non-GAAP financial measure calculated herein as EBITDA adjusted for one-time expenses related to other expenses, gain from investment in associates and acquisition related costs. Peer group values are from publicly-disclosed press releases.

FINANCIAL FLEXIBILITY

- Unencumbered by sale leasebacks
- Prudent increases in debt ahead of growth
 - Debt upsize of \$100m to a total of \$350m
- Ability to self fund Capex
 - Free cash flow of \$40m

Summary Balance Sheet

\$USD thousands	As of Dec. 31, 2021
Cash	\$99,118
Total Assets	\$2,545,724
Debt	\$289,925
Total Liabilities	\$1,066,990

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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VERANO[™]



APPENDIX





CORE STATES

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



Illinois

Market Overview

- Adult-Use and medical markets
- 12.7M population
- 150k medical patients; 1.2% penetration
- \$669M adult-use sales in the first 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



Florida

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

- 45 dispensaries in operation
- 220k sq. ft. indoor cultivation and manufacturing facility in Apollo Beach
- Additional facility under construction in Palatka



Arizona

Market Overview

- Adult-Use and medical markets
- 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



New Jersey

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



Pennsylvania

Market Overview

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

Verano Operations

- 13 active medical dispensaries; 5 additional medical dispensaries planned
- 1 active 62k sq. ft. cultivation and manufacturing facility in Chester
- 1 additional cultivation and manufacturing facility under construction



Ohio

Market Overview

- Medical market
- 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



Nevada

Market Overview

- Adult-Use and medical markets
- 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



Maryland

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



Minnesota

Market Overview

- Medical market
- 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



New York

Market Overview

- Adult-use (in transition) and medical markets
- 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



Massachusetts

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



Connecticut

Market Overview

- Adult-Use and medical markets
- 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





DEVELOPING STATES

MICHIGAN, NEW MEXICO, ARKANSAS, WEST VIRGINIA



Arkansas

Market Overview

- Medical market
- 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



Michigan

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))



New Mexico

Market Overview

- Adult-use (transitioning) and medical markets
- 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



West Virginia

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

- 1 operating adult-use dispensary with option to open and additional 6 dispensaries
- Approved for cultivation with current facility under construction



Verano Holdings Corp.
Unaudited Reconciliation of Net Income to Adjusted EBITDA (Non-GAAP)

(\$ in thousands)	For the Three Months Ended ¹		For the Twelve Months Ended		
	12/31/21 (Unaudited)		12/31/21 (Unaudited)		12/31/20 (Unaudited)
Net Income ²	\$	27,229	\$	(14,676)	\$ 38,401
Depreciation and Amortization		30,624		96,244	10,719
Interest Expense, Net		8,955		24,270	4,528
Income Tax Expense		17,932		104,127	42,296
Earnings (Loss) Before Interest, Taxes, Depreciation and Amortization (EBITDA) (Non-IFRS)	\$	84,740	\$	209,965	\$ 95,944
Other expense (income), net		(8,012)		(5,340)	8,019
Acquisition, transaction, and other non-operating costs		6,918		117,911	4,604
Adjusted EBITDA	\$	83,646	\$	322,535	\$ 108,567

¹Not reporting quarterly data for the three months ended 12/31/2020 due to full year financials being restated from IFRS to U.S. GAAP.

²Net Income excludes amounts attributable to non-controlling interest.