FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Verano Holdings Corp. (“**Verano**” or the “**Company**”)
415 North Dearborn Street, 4th Floor
Chicago, Illinois 60654

Item 2 - Date of Material Change:

August 29, 2022

Item 3 – News Release:

A news release was disseminated via Newswire on August 30, 2022 (the “**News Release**”). A copy of the News Release has been filed on SEDAR and is available at www.sedar.com.

Item 4 – Summary of Material Change:

Director Appointment and Determination of Independence and Financial Expert

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

Director Appointment

On August 29, 2022, the Board of Directors (the “**Board**”) of the Company approved an increase of the Board size from four to five members, appointed Lawrence Randall Hirsh to serve as a member of the Board, and appointed Mr. Hirsh to serve as the Chairman of the Audit Committee of the Board, in each case, effective immediately.

Mr. Hirsh will receive a one-time grant of restricted stock units (“**RSUs**”) under the Company’s Stock and Incentive Plan with a grant-date fair value of $500,000. The RSUs will vest in four equal instalments on each of the 6-, 12-, 18- and 24-month anniversaries of the grant date. In addition, Mr. Hirsh will receive an aggregate annual cash fee of $45,000, which will be paid in arrears in equal quarterly instalments and pro-rated for 2022.

Determination of Independence and Financial Expert

The Board determined that Mr. Hirsh is independent within the meanings of sections 1.4 and 1.5 of Canadian National Instrument 52-110- *Audit Committees* (“**NI 52-110**”), the listing rules of the Nasdaq Stock Market (“**Nasdaq**”), and applicable rules of the U.S. Securities and Exchange Commission (the “**SEC**”). The Board also determined that Mr. Hirsh meets the financial literacy standards of section 1.6 of NI 52-110 and the financial expert standards of the listing rules of Nasdaq and the rules of the SEC.

There are no arrangements or understandings between Mr. Hirsh and any other persons pursuant to which Mr. Hirsh was selected as a member of the Board. There are no relationships or related transactions between Mr. Hirsh and the Company that would be required to be reported under Item 404(a) of Regulation S-K of the of the U.S. Securities Act of 1933.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

The name and business telephone number of an officer of the Company who can answer questions regarding this report are as follows:

Darren Weiss
Chief Operating Officer, Chief Legal Officer, General Counsel & Secretary
+1 (312) 265-0730

Item 9 – Date of Report:

August 30, 2022