

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Archos George Peter</u> _____ (Last) (First) (Middle) 224 WEST HILL STREET SUITE 400 _____ (Street) CHICAGO IL 60610 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [ VRNOF ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
			3. Date of Earliest Transaction (Month/Day/Year) 12/14/2023			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Subordinate Voting Shares	12/14/2023		M <sup>(1)</sup>		35,214	A	\$0	14,289,580	D	
Class A Subordinate Voting Shares								4,420,790	I	By Archos Capital Group, LLC
Class A Subordinate Voting Shares								22,225,852	I	By Copperstone Trust
Class A Subordinate Voting Shares								10,154,606	I	By GP Management Group, LLC

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units <sup>(2)</sup>	\$0	12/14/2023		M <sup>(1)</sup>		35,214		(3)	(3)	Class A Subordinate Voting Shares	\$0	471,545 <sup>(4)</sup>	D	

**Explanation of Responses:**

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on June 23, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vested 41.5% on the 12-month anniversary of June 1, 2022, and 19.5% on each of the following three six-month anniversaries thereafter.
- Represents the total restricted stock units held by the reporting person following this transaction.

/s/ George Peter Archos

12/18/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**VERANO HOLDINGS CORP. AMENDED AND RESTATED LIMITED  
POWER OF ATTORNEY**

WHEREAS, I, **George Archos** executed a Limited Power of Attorney, dated June 17, 2022 (the "Original Power of Attorney") and desire to amend and restate the Original Power of Attorney to reflect a change in additional powers and this Amended and Restated Limited Power of Attorney (this "Power of Attorney") shall revoke and replace in its entirety the Original Power of Attorney.

Pursuant to this Power of Attorney, I, **George Archos**, do hereby make, constitute and appoint **Darren Weiss, Laura Marie Kalesnik, Kevan Fisher and Hannah Kropp** (individually and collectively, "my Attorney"), and each of them acting individually, with full powers of substitution, as my true and lawful attorneys for the purposes set forth herein, effective as of the date set forth below. This Power of Attorney shall be governed by and construed in accordance with the laws of the State of Florida.

I hereby grant to my Attorney, for me and in my name, place and stead, the powers set forth below, granting unto my Attorney the authority to perform each and every act and thing requisite, necessary or proper to be done in the exercise of such powers, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming any such action that my Attorneys, and any substitutes therefor, each acting alone, may lawfully do or cause to be done by virtue hereof:

1. to execute, for and on my behalf, in my capacity as an "officer" (within the meaning of Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act") or director of Verano Holdings Corp. (the "Company"), Form 3, Form 4 and Form 5, and any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
  2. to execute, for and on my behalf, in my capacity as a "reporting insider" (within the meaning of National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*) of the Company, System for Electronic Disclosure by Insiders ("SEDI") the insider profile and insider reports, and any amendments thereto, required under applicable securities legislation;
  3. to execute, for and on my behalf, in my capacity as an "acquiror" (within the meaning of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*) of securities of the Company, the Form 62-103F1 - *Required Disclosure under the Early Warning Requirements*, and any amendments thereto, required under applicable securities legislation;
  4. to do and to perform all acts for and on my behalf that may be necessary or desirable to complete and execute any such Form 3, Form 4, Form 5, the insider profile and insider reports, and any amendments thereto, and to timely file such form or amendment with the United States Securities and Exchange Commission (the "SEC"), SEDI and any stock exchange or similar authority; and
  5. to take any other action of any type that, in the reasonable determination of my Attorney, is necessary or desirable in connection with the foregoing grant of authority, it being understood that the documents executed by my Attorney pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as my Attorney may approve.
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This Power of Attorney and the authority of my Attorney and any substitutes therefor hereunder shall not terminate on my disability but shall remain in full force and effect for so long as I am an officer, director or reporting insider of the Company and for such time thereafter as may be necessary to file any such Form 3, Form 4, Form 5, Form 62-103F1, the insider profile and insider reports, and any amendments thereto, relating to the period during which I served as an officer, director or reporting insider of the Company, unless earlier revoked by me in a signed writing delivered to each of my Attorneys and any substitutes therefor. This Power of Attorney may be filed with the SEC or other applicable securities regulator as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7<sup>th</sup> day of November 2023.

*/s/ George Archos*  
George Archos

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*[Signature Page to Limited Power of Attorney]*

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