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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

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

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**Important Notice Regarding the Availability of Proxy Materials
for the
Verano Holdings Corp.
2023 Annual General and Special Meeting of Shareholders**

**To be held on June 22, 2023
at 9:30 A.M. Central Time
Virtually at <https://web.lumiagm.com/#/238825675>**

Password: verano2023 (case sensitive)

Please be advised that the proxy materials for the 2023 Annual General and Special Meeting of Shareholders (the “Meeting”) of Verano Holdings Corp. (the “Company”) are available for viewing and downloading online. These proxy materials are available at:

- **the Company’s website at <https://investors.verano.com>; or**
- **the Company’s profile page at www.sedar.com**

This document is not a form for voting and provides a general overview of the Proxy Statement and Management Information Circular for the Meeting (the “Proxy Statement”), the Annual Report and the other proxy materials related to the Meeting (collectively with the Proxy Statement and the Annual Report, the “Proxy Materials”).

Please access and review the Proxy Materials available online prior to voting on the proposals to be presented to the Company’s shareholders at the Meeting.

Obtaining Paper or Email Copies of the Proxy Materials

The Company’s shareholders may request at no cost paper copies of the Proxy Materials by regular mail or email copies of the Proxy Materials. Requests for paper or email copies must be received by June 7, 2023. Shareholders may request to receive paper copies of the Proxy Materials for up to one year from April 28, 2023, which is the date the Proxy Materials were filed on the Company’s respective profile pages on www.sedar.com and www.sec.gov. Unless requested, you will not otherwise receive a paper or email copy of the Proxy Materials.

For more information regarding notice-and-access or to obtain paper or email copies of the Proxy Materials please contact the Company’s transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The Meeting will be held for the following purposes, as described in further detail in the Proxy Statement:

- to receive the financial statements of the Company for the year ended December 31, 2022, together with the report of the Company's auditor thereon;
- to set the number of directors at four, subject to such increases as may be permitted by the Articles of the Company;
- to elect four directors for the forthcoming year from the nominees proposed by the board of directors of the Company (the "Board");
- to appoint Macias Gini & O'Connell LLP as auditor for the Company and the authorization of the Board to fix the auditors' remuneration and terms of engagement;
- to consider, and if thought fit, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the Company's Equity Incentive Plan and the unallocated Awards thereunder, as defined and more particularly described in the Proxy Statement; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Company's Board of Directors recommends that you vote your shares:

- "FOR" the setting of the number of directors at four;
- "FOR" each director nominee to be re-elected to the Board;
- "FOR" the appointment of Macias Gini & O'Connell LLP as auditor for the ensuing year and the authorization of the Board to fix the auditor's remuneration and set the terms of engagement; and
- "FOR" the ordinary resolution ratifying, confirming and approving the Company's Equity Incentive Plan and the unallocated awards thereunder.

Voting

Please note, you cannot vote by returning this notice and you must vote online at <https://login.odysseytrust.com/pxlogin> or request a paper copy of the Proxy Materials to receive a Proxy. Your online vote or paper Proxy must be received by 9:30 A.M. Central Time on June 20, 2023.

You are also able to vote electronically at the Meeting by visiting <https://web.lumiagm.com/#/238825675>, password "verano2023" (case sensitive). To participate and submit your vote at the Meeting, you will need your 12-digit control number printed below. If you wish to appoint a person to virtually attend and vote at the Meeting on your behalf, please follow the instructions online or on the Proxy or Voting Instruction Form to appoint such person.

Stratification

The Company initially is providing paper copies of the Proxy Statement only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Financial Statements

The Company is providing paper copies or emailing electronic copies of its 2022 annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method. Shareholders may request to receive copies of our interim or annual financial statements and management's discussion and analysis by completing the relevant portion on the Proxy which can be accessed online.

Control Number: _____