

**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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>Kalesnik Laura Marie</u><br><br>(Last) (First) (Middle)<br>415 N DEARBORN ST<br>4TH FLOOR<br><br>(Street)<br>CHICAGO IL 60654<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Verano Holdings Corp. [ VRNOF ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>See Remarks |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/24/2023                        |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              |  |

**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 | 08/24/2023                           |  | M <sup>(1)</sup>               |   | 14,219  | A          | \$0                   | 54,407  | D  |   |
| Class A Subordinate Voting Shares | 08/24/2023                           |  | S                              |   | 6,084   | D          | \$2.59 <sup>(4)</sup> | 48,323  | D  |   |

**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 |   |  |  |   |  | Title |
| Restricted Stock Units <sup>(2)</sup>      | \$0  | 08/24/2023                           |  | M <sup>(1)</sup>               |   |  | 14,219 | (3)  | (3)             | Class A Subordinate Voting Shares   | 14,219                                     | \$0  | 350,254   | D  |       |

**Explanation of Responses:**

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on April 13, 2021. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each nine-month anniversary of March 21, 2021.
- Represents a weighted average sale price for multiple sale transactions ranging from \$2.6504 to \$2.5410 per share, as converted from Canadian dollars. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

**Remarks:**

General Counsel, Chief Legal Officer and Secretary

/s/ Kevan Fisher, Attorney-in-Fact 08/25/2023  
 \*\* 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.