

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Heine Josh</u> (Last) (First) (Middle) <u>224 WEST HILL STREET</u> <u>SUITE 400</u> (Street) <u>CHICAGO IL 60610</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/11/2025</u>	3. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [VRNOF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Corporate Controller</u>	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Subordinate Voting Shares</u>	<u>533</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Stock Units⁽¹⁾</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Subordinate Voting Shares</u>	<u>2,451</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units⁽³⁾</u>	<u>(4)</u>	<u>(4)</u>	<u>Class A Subordinate Voting Shares</u>	<u>7,266</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on March 25, 2024. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vested 25% on March 5, 2025 and thereafter vest 25% on each of September 5, 2025, March 5, 2026 and September 5, 2026.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on June 1, 2024. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of the date of grant.

Kevan Fisher, Attorney-in-Fact 04/21/2025

** 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 5 (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. LIMITED

POWER OF ATTORNEY

Pursuant to this Limited Power of Attorney (this "Power of Attorney"), I, Josh Heine, do hereby make, constitute and appoint **Laura Marie Kalesnik, Kevan Fisher, Hannah Kropp and Sarah Kim** (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 Illinois.

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 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
4. 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.

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 as of the date set forth below.

/s/ Josh Heine

Josh Heine

Dated: 4/16/2025

[Signature Page to Limited Power of Attorney]

POWER OF ATTORNEY

Pursuant to this Power of Attorney (this "Power of Attorney"), I, Josh Heine, do hereby make, constitute and appoint **Justin Reinus, Jennifer Ybarra Taylor and Madeline Purcell**, (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 Illinois.

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 full power and 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 Attorney, and any substitutes therefor, each acting alone, may lawfully do or cause to be done by virtue hereof:

1. to prepare, execute and submit to the United States Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval Filer Management website a Form ID Application for me, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, and to do and perform each act and thing requisite and necessary or appropriate to be done by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as I might or could do in person;
2. 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;
3. 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 SEC, and any stock exchange or similar authority; and
4. 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.

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, 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.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of my Attorney with respect to my obligations to file a Form ID with the SEC.

IN WITNESS WHEREOF, I have hereunto set my hand as of the date set forth below.

/s/ Josh Heine

Josh Heine

Dated: 4/16/2025

[Signature Page to Power of Attorney]
