

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001935774
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Verano Holdings Corp.
SEC File Number 000-56342
Address of Issuer 224 W HILL STREET
SUITE 400
CHICAGO
ILLINOIS
60610
Phone 312-265-0730

Name of Person for Whose Account the Securities are To Be Sold Tipton John Allen
See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer
Relationship to Issuer Director

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Class A Subordinate Voting Shares	Muriel Siebert & Co 15 Exchange Place, 8th Floor Jersey City NJ 07302	25808	93079.13	344163149	06/14/2024	OTC; Cboe Canada

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the	Date you	Nature of	Name of	Is	Date	Amount of	Date of	Nature of
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Class	Acquired	Acquisition Transaction	Person from Whom Acquired	this a Gift?	Donor Acquired	Securities Acquired	Payment	Payment *
Class A Subordinate Voting Shares	06/03/2024	Settlement of Restricted Stock Units	Issuer	<input type="checkbox"/>		91817	06/03/2024	Compensation for Services Rendered

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks Represents the sale of Class A subordinate voting shares pursuant to a sell-to-cover transaction in order to satisfy tax withholding obligations in connection with the settlement of Restricted Stock Units previously granted to the Reporting Person. This sale was effected pursuant to sell-to-cover transactions at the Company's sole discretion as agreed to by the Reporting Person in grant agreements signed upon the initial issuance of Restricted Stock Units on June 1, 2023 and does not represent a discretionary sale by the Reporting Person.

Date of Notice 06/14/2024

Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1 06/01/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Kevan Fisher, Attorney-in-Fact

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)