

Investor Presentation

(CSE:VRNO) (OTCQX:VRNOF)

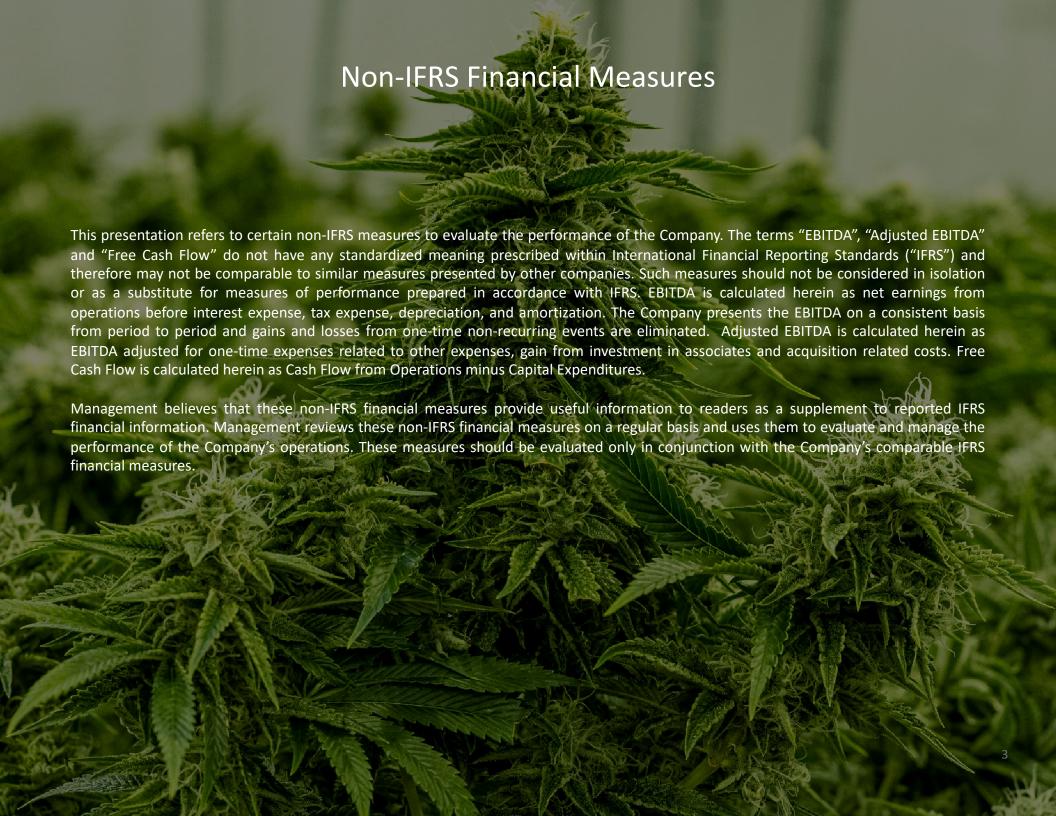
AUGUST 2021

Forward Looking Statements

This presentation contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to statements or information with respect to the Company's position in the marketplace, the proposed completion or buildout of Company facilities, the Company's cultivation capacity, the completion of pending acquisitions, the accretive nature of acquisitions, the fortification of the Company's presence in core markets, the possibility of material organic expansion, delivery of shareholder value and the ability to maintain industry-leading margins and add depth to leadership.

Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein, including, without limitation, the risk factors discussed in the Company's filings on SEDAR at www.sedar.com.

The forward-looking information and forward-looking statements contained in this presentation are made as of the date of this presentation, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.





Company Snapshot*



2014

YEAR FOUNDED



3,000+



14

STATES



150M+

ADDRESSABLE POPULATION



340

ACTIVE WHOLESALE DISPENSARY ACCOUNTS



4

NUMBER OF CONSUMER BRANDS



90+

TOTAL PLANNED RETAIL LOCATIONS

(by end of 2021)



82

OPERATING RETAIL LOCATIONS



11

CULTIVATION & PRODUCTION FACILITIES



842,000

TOTAL CULTIVATION SQUARE FOOTAGE



^{*} Includes the contribution from the pending acquisitions and the completion of planned construction. In addition, includes: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements; and/or (3) those licenses to which Verano has a purchase option.



Accretive M&A Activity – Florida and Arizona



AltMed* Combination gave Verano:

- Access to Florida and Arizona vertically-integrated operations
- 34 active retail locations in Florida with 6+ more planned by end of 2021; one active retail location in Phoenix, Arizona
- State-of-the-art cultivation facilities 220,000 sq. ft. in Florida and 30,000 sq. ft. in Arizona (current expansion of an additional 60,000 sq. ft. underway)

TERRITORY

- Territory Dispensary** gave Verano:
 - Three active retail locations in Arizona -- Chandler, Gilbert and Mesa
 - One ~20,000 sq. ft. cultivation facility



• Emerald Dispensary** acquisition gave Verano one active retail location in Phoenix, Arizona



• The Local Joint** acquisition gave Verano one active retail location in Phoenix, Arizona

^{**} Completion of deals announced on April 9, 2021



^{*} Deal closed on February 11, 2021. Alternative Medical Enterprises, LLC, Plants of Ruskin, LLC, and their affiliated companies collectively "AltMed"

Accretive M&A Activity - Pennsylvania



- TerraVida* gave Verano:
 - Three active dispensaries located in the Philadelphia metropolitan area -- Sellersville, Abington, and Malvern



- The Healing Center* gave Verano:
 - Three active dispensaries located in the Pittsburgh metropolitan area -- Cranberry Township, Washington and Monroeville

NSE*

• Verano entered into an agreement pursuant to which a subsidiary of Verano acquired all of the issued and outstanding equity interests of NSE, holder of one permit, which gives the Company the ability to open three dispensaries in Pennsylvania



- Agri-Kind** gave Verano:
 - One 62,000 sq. ft. grower/processor located in Chester

AGRONOMED BIOLOGICS

Agronomed Biologics** - Through Pennsylvania's Chapter 20 Clinical Research Program, Agronomed is a Phase II Approved Clinical Registrant, and therefore is
permitted to open a medical marijuana growing and processing facility, as well as six dispensaries, to conduct medical marijuana research in partnership with
Drexel University College of Medicine



^{*} Completion of deals announced on May 24, 2021

^{**} Completion of deals announced on July 12, 2021

Accretive M&A Activity – Illinois, Ohio and Nevada



- The Herbal Care Center gave Verano:
 - One of Illinois' largest and top-performing combined medical and adult-use dispensaries, located in Chicago's Medical District, and second adult-use dispensary in the city's bustling West Loop/Greektown neighborhood



• Mad River Remedies* gave Verano one active retail location in Dayton, Ohio



• Sierra Well** would give Verano a retail location in Carson City, NV, and a cultivation/production facility and retail location in Reno, NV

^{**} Deal announced on July 26, 2021. Pending acquisition subject to customary closing conditions



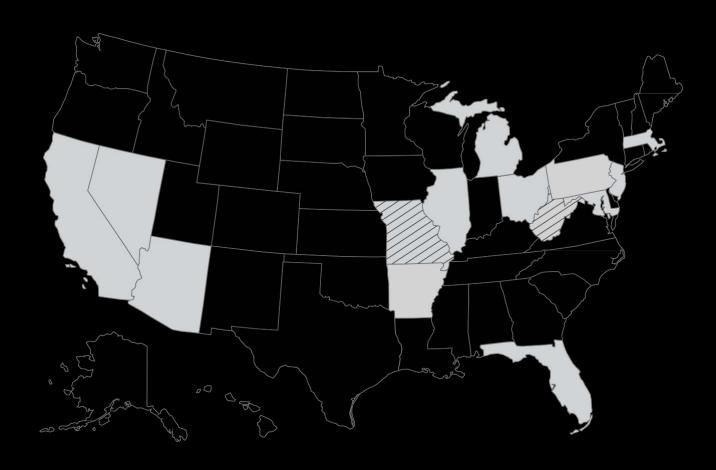
^{*} Completion of deal announced on July 9, 2021



14 Markets and Expanding*

SCALABLE PLATFORM

- 9 of 14 most populous states
- 150+ million Americans in combined footprint
- 82 operational retail locations with 90+ total planned by end of 2021
- Leading brand in all markets (premium positioning, premium pricing, highest margins)
- Brands currently selling in over 340 retail locations



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Active



Planned



Scalable Platform – Core Markets*

State		Market Size	Asset Details
IL		 Population ~12.7M Medical and Adult Use markets 	 10 operating dispensaries (5 combined medical/adult-use, 5 adult-use) 192k sq. ft. indoor & greenhouse cultivation and manufacturing facility in Albion
FL		 Population ~21.5M Medical market 	 34 dispensaries in operation, with additional 6+ additional planned by end of 2021 220k sq. ft. indoor cultivation and manufacturing facility in Apollo Beach
AZ		 Population ~7.3M Medical and Adult Use markets 	 6 operating dispensaries 90k sq. ft. indoor cultivation and manufacturing facility in Coolidge (includes 60k sq. ft. expansion underway) and a ~20k sq. ft. cultivation in Winslow
NJ		 Population ~8.9M Medical market (adult use approved) 	 3 operating dispensaries – Elizabeth, Neptune, and Lawrence 120k sq. ft. indoor cultivation and manufacturing facility In Branchburg with staggered expansion planned to be completed by Q3 2021
PA		 Population ~12.8M Medical market 	 12 operating dispensaries, with 6 additional planned One 62k sq. ft. indoor cultivation and manufacturing facility in Chester; a second facility planned with sq. ft. TBD (anticipated completion by Q3'22)
ОН		 Population ~11.7M Medical market 	 5 operating dispensaries 22k sq. ft. indoor cultivation and manufacturing facility
MD	To the last of the	 Population ~6.1M Medical market 	 4 operating medical dispensaries 38k sq. ft. indoor cultivation facility – currently under expansion

^{*} Includes: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements; and/or (3) those licenses to which Verano has a purchase option.



Scalable Platform – Developing Markets*

State		Market Size	Asset Details
MA**		 Population ~6.9M Medical and adult-use market 	 2 dispensaries in Sharon and Plymouth 26k sq. ft. indoor cultivation and manufacturing facility under development set to open by end of Q3 2021
NV		 Population ~3.1M Medical and adult-use market 	 4 operating dispensaries; with 1 additional planned by end of Q3 2021 2 indoor cultivation and manufacturing facilities; a 42k sq. ft. facility with expansion underway, and an additional 10k sq. ft. facility
MI	And the second	 Population ~10.0M Medical and adult-use market 	• 1 operating dispensary in Buchanan
AR		 Population ~3.0M Medical market 	• 1 operating dispensary in El Dorado

Other assets not shown: (1) West Virginia: Approved for cultivation, processing and 7 dispensaries; (2) California: Majority stake in pesticide remediation business; (3) Missouri: 1 manufacturing license.



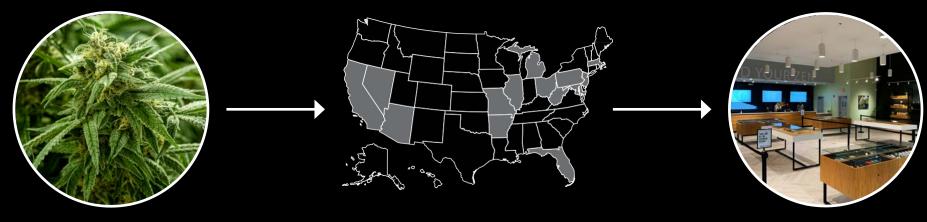
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Vertically-Integrated Business Model

FROM CULTIVATION TO CONSUMER

Having cultivation, production and dispensary licenses across a number of states, Verano has created multiple revenue streams, offering tremendous upside while simultaneously protecting the business from issues related to singular points of sale and markets. Verano delivers value and sustainable, profitable growth through a focus on brand-building and market excellence.



Cultivation & Production

11 Cultivation & Manufacturing Facilities*

Brand Distribution

Across national footprint 150+ million in population

340 active dispensary wholesale partnerships

Retail

82 operational locations* across 11 active states

^{*} Includes the contribution from the pending acquisitions and the completion of planned construction. In addition, includes: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements; and/or (3) those licenses to which Verano has a purchase option.



Cultivation & Production*



11

CULTIVATION & PRODUCTION FACILITIES

(includes facilities currently under construction)

816,000

TOTAL ACTIVE CULTIVATION SQUARE FOOTAGE



842,000

TOTAL PLANNED CULTIVATION SQUARE FOOTAGE BY THE END OF 2021 EXPANSION FULLY FUNDED

(includes facilities currently under construction)

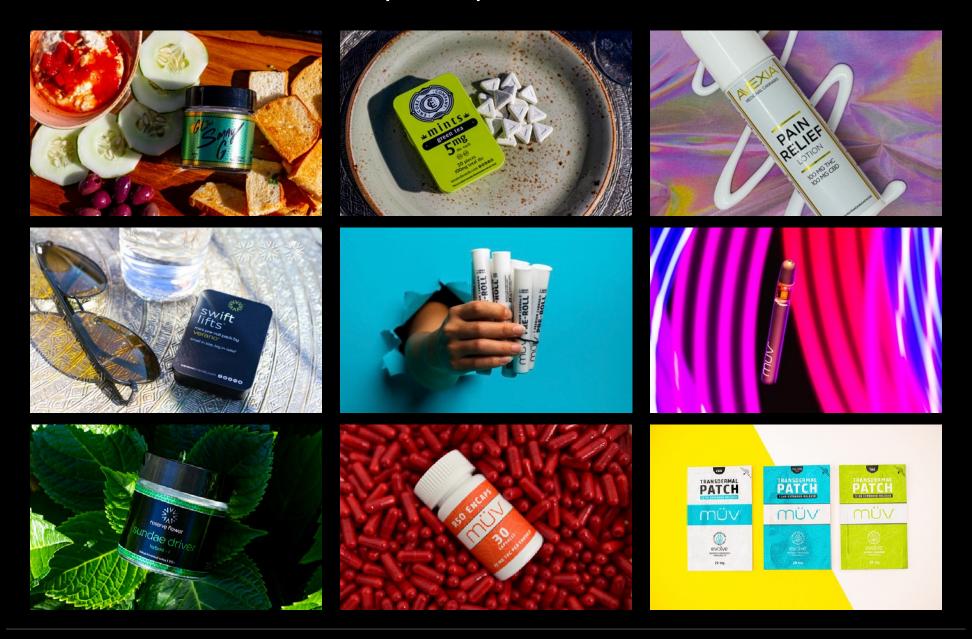
340

ACTIVE DISPENSARY WHOLESALE PARTNERSHIPS

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Premium Brands to Fit Every Lifestyle





> Verano

Depending on a consumer's needs and preferences, the verano™ product line offers plenty of options. Choose from Swift Lifts – a pre-rolled, mini pack, Sunrock Shatter – a very popular concentrate, G-Line flower – proprietary crosses with our popular G6 strain, or a variety of distillate and reserve vape cartridges.







With years of experience in developing these blends, we're focused on making sure each dose provides a consumer with a memorable and relaxing sense of relief.







We find great joy in the craftsmanship of our culinary endeavors. Our skilled artisans create inspiring, distinctive, delicious handcrafted edibles using nonindustrialized methods, that inspire a life full of curiosity. As with all Verano™ products, Encore Edibles are lab-tested for potency and purity.







Determination

MÜV is focused on developing outstanding, consistent and pure cannabis-based products.

Exploration

MÜV believes in the power of research to advance understanding, and discover new opportunities to enhance well-being, with ingredients derived from the cannabis plant – one of humanity's most ancient sources of natural medications.

Experienced

MÜV believes in knowledge. Our medical, scientific, and development teams are uniquely qualified to ask the right questions, specify exacting formulations, and conduct research aimed at producing the finest and most consistent cannabis-based products on the market.

Guaranteed

MÜV believes in purity, testing ingredients and product components to assure 100% compliance with our benchmark quality standards.





Expanding Retail Presence

















Zenleaf

- Zen Leaf™ aspires to be the most influential cannabis retail brand, and to command brand loyalty of the high-end cannabis consumer. Inspiring our customers drives our mission to capture people's imaginations, satisfy deep and important life needs, and offer unparalleled innovative products underpinning our economic success and cultural influence in an increasingly crowded marketplace.
- Custom store designs that provide an edge in the market and create an environment that satisfies the myriad needs of its patrons through reliability, accessibility and authenticity.
- Superior customer service we're the experts so you don't have to be.
- Aggressive expansion underway with existing states and across our broader license footprint.









- Locations in two high growth states Florida and Arizona.
- 34 operational retail locations in Florida.
- 1 operational retail location in Arizona.
- State-of-the-art dispensaries offering an extensive selection of award-winning products including flower, pre-rolls, a wide range of vaporizer pens, metered dose inhalers, topicals and oral sprays; along with patented encapsulation formulations in its EnCaps™ capsules, tinctures, 72-hour transdermal patches and transdermal gels.
- One of the widest selections of concentrates for patients needing macro-dosing options.
- Won five Best of Arizona medical cannabis awards since inception.
- Dispensaries in Florida and Arizona are staffed with knowledgeable and friendly teams thoroughly trained to assist medical cannabis patients.
- Dedicated Medtenders, as well as a Patient Care Support Team, available to help patients navigate their way through their medical cannabis journey and to better understand delivery methods and product options.

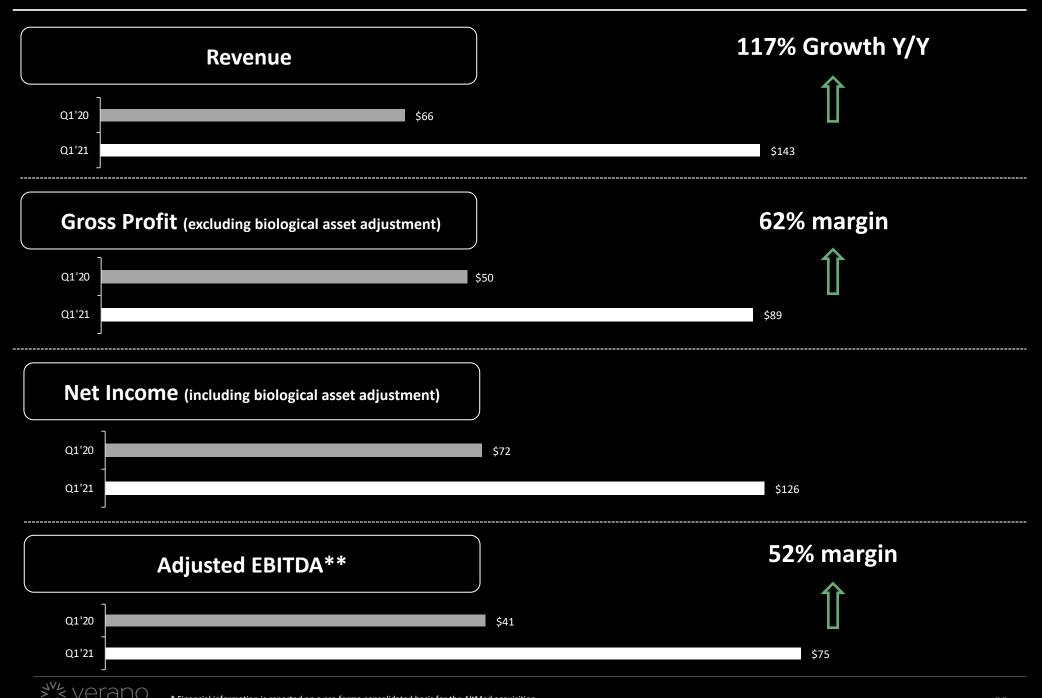








First Quarter 2021 Pro Forma* Financial Highlights (USD\$ In Millions)



^{*} Financial information is reported on a proforma consolidated basis for the AltiMed acquisition.

** EBITDA on a consistent basis from period to period and gains and losses from one-time non-recurring events are eliminated. Adjusted EBITDA is calculated herein as EBITDA adjusted for one-

time expenses related to other expenses, gain from investment in associates and acquisition related costs.

Strong Financial Health* – as of 3/31/2021

Cash& Cash Equivalents** - \$112 million

Other Current Assets - \$437 million

Current Liabilities - \$220 million

\$329 million Working Capital

Debt** (not including lease liabilities) - \$34 million

^{**} Does not include the additional \$100 million upsized credit facility announced on May 11, 2021.



^{*} Financial information is reported on a pro forma consolidated basis for the AltMed acquisition.

Positive Cash Flow*

Net Cash Provided by Operating Activities - \$42 million

Free Cash Flow - \$4 million

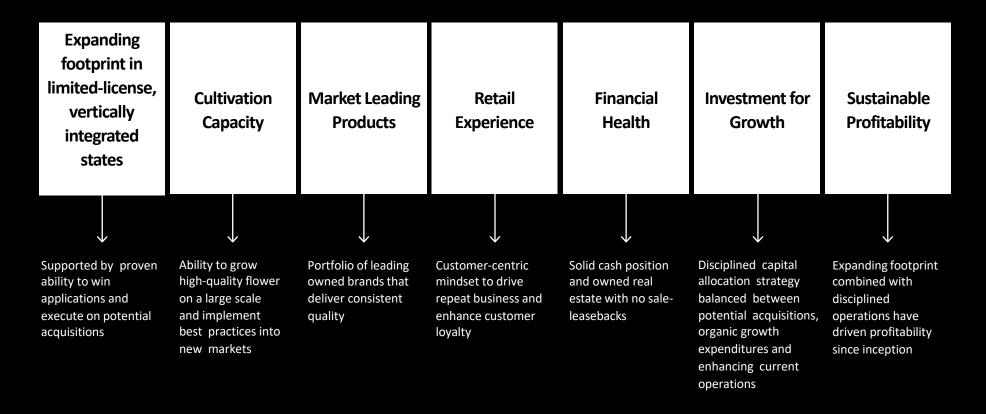
Capital Expenditures - \$38 million

^{*} Financial information is reported on a pro forma consolidated basis for the AltMed acquisition.



Verano: A Unique Investment Opportunity with Proven Ability to Deliver Profitability

What Sets Verano Apart







Thank You

Aaron Miles

Chief Investment Officer

 $\underline{Email} : investors@verano.holdings$

Website: investors.verano.com

¾× Verano

Appendix

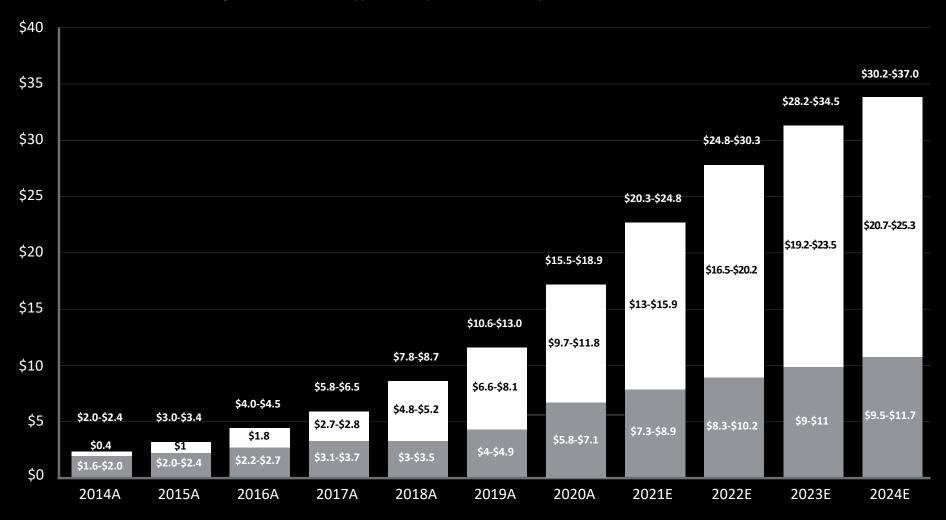


Growing Market Opportunity



US CANNABIS RETAIL SALES ESTIMATES: 2014 - 2024* IN BILLIONS OF US DOLLARS

- Legal cannabis sales in the United States are forecast to reach \$15.5-\$18.9 billion in 2020 and rise to \$30.2-\$37.0 billion in 2024.
- Two-thirds of U.S. states have legal medical markets; approximately one-fifth currently allow adult-use sales.

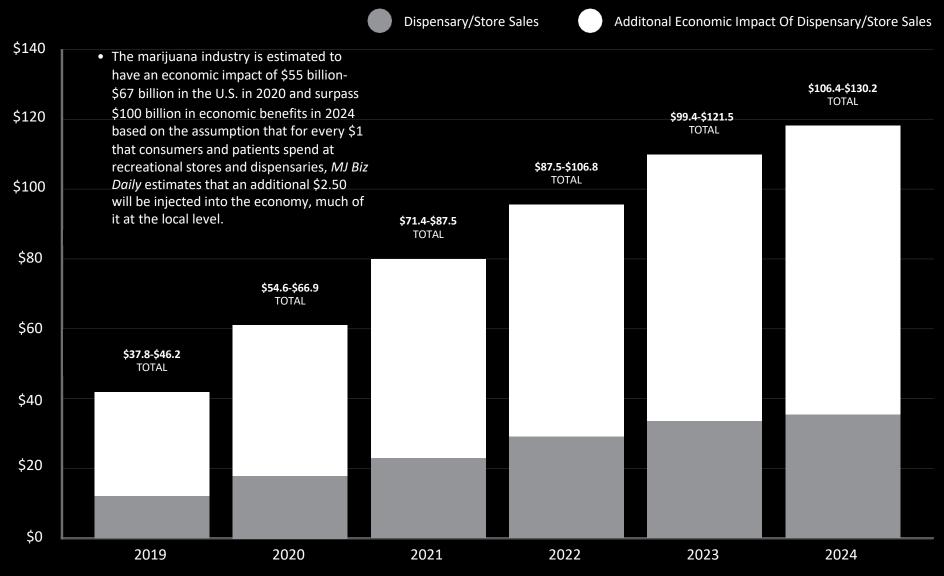


^{*} Source: Marijuana Business 2020 Factbook



Growing Market Opportunity

US CANNABIS INDUSTRY TOTAL ECONOMIC IMPACT: 2019 – 2024* | IN BILLIONS OF US DOLLARS

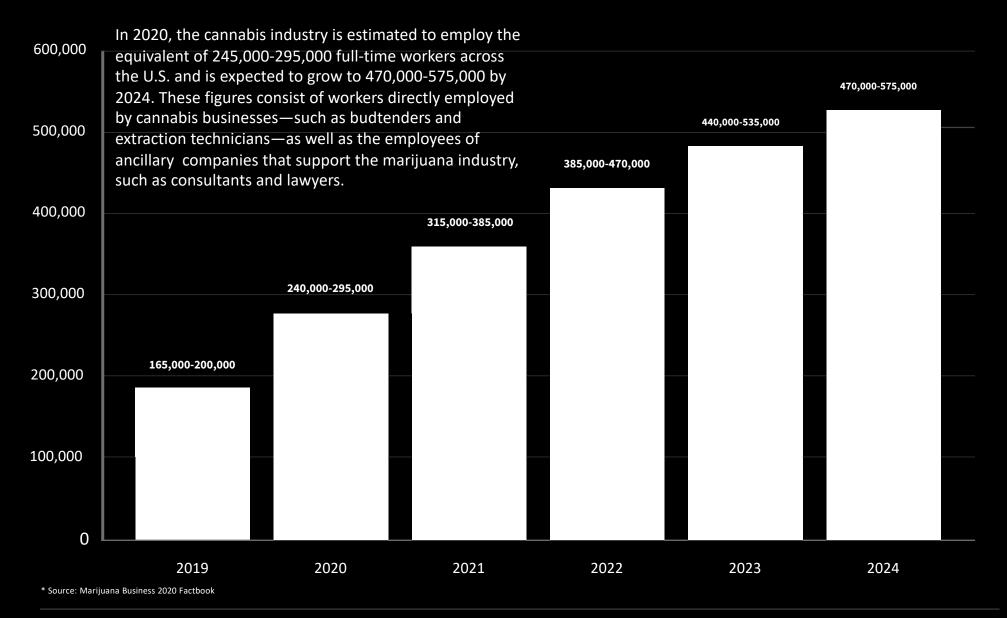


^{*} Source: Marijuana Business 2020 Factbook

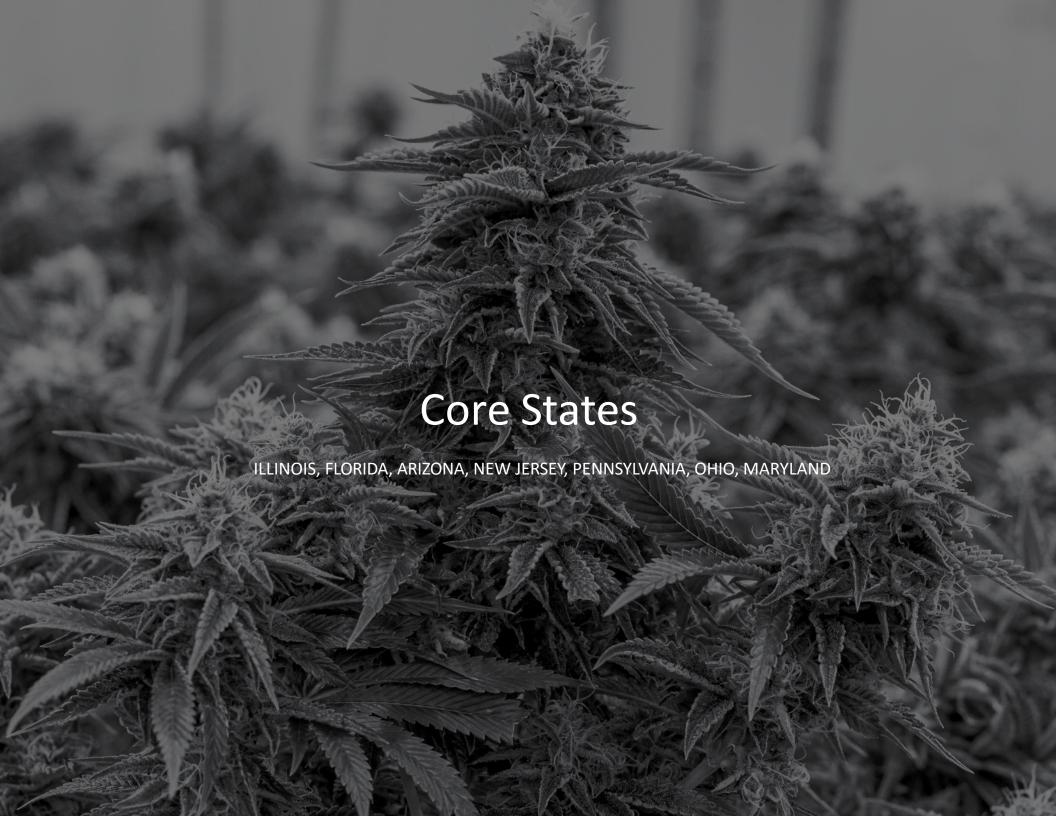


Growing Market Opportunity

US CANNABIS INDUSTRY FULL-TIME EMPLOYMENT ESTIMATES: 2019 - 2024*







Illinois Overview

Market Overview

- Adult-Use and medical markets
- 12.7M population
- 150k medical patients; 1.2% penetration
- \$669M adult-use sales in the first year
- Total market expected to grow from \$1.03B (2020) to \$1.8B (2026E)

Verano Operations

- 10 operational dispensaries (5 combined medical & adult-use and 5 adult-use)
- 192k sq. ft. cultivation and manufacturing facility in Albion



Market size forecasts based on BDSA estimates. Patient counts based on BDSA estimates. Includes the contribution from the following: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements



Florida Overview

Market Overview

- Medical market
- 21.5M population
- 457k medical patients; 2.1% penetration
- Total market expected to grow from \$970M (2020) to \$2.56B (2026E)

Verano Operations

- 34 dispensaries in operation 6+ planned to open by the end of 2021
- 220k sq. ft. indoor cultivation and manufacturing facility in Apollo Beach



Market size forecasts based on BDSA estimates.



Arizona Overview

Market Overview

- Adult-Use and medical markets
- 7.3M population
- Adult-use program active as of January 2021
- ~295k medical patients; 4.0% penetration
- Total market expected to grow from \$1.03B (2020) to \$1.81B (2026E)

Verano Operations

- 6 operational dispensaries
- 30k sq. ft. indoor cultivation and manufacturing facility in Coolidge – 60k sq. ft. expansion underway
- ~20K sq. ft. facility in Winslow





New Jersey Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Adult-Use and medical markets
- 8.9M population
- ~99k medical patients; 1.1% penetration
- Total market expected to grow from \$178.5M (2020) to \$1.84 (2026E)
- Adult-use signed into legislation in February 2021

Verano Operations

- 3 active medical dispensaries
- 120k sq. ft. indoor cultivation and manufacturing facility with staggered expansion planned to be completed by the end of Q3 2021





Pennsylvania Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Medical market
- 12.8M population
- 380k medical patients; 3.0% penetration
- Total market expected to grow from \$545M (2020) to \$1.3B (2026E)

Verano Operations

- 12 active medical dispensaries; 6 additional medical dispensaries planned
- 1 active 62k sq. ft. cultivation and manufacturing facility in Chester
- 1 additional planned cultivation and manufacturing facility





Ohio Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Medical market
- 11.7M population
- 160k medical patients; 1.4% penetration
- Total market expected to grow from \$217.6M (2020) to \$1.37B (2026E)

Verano Operations

- 5 medical dispensaries
- 22k sq. ft. indoor cultivation and manufacturing facility in Canton





Maryland Overview

Market Overview

- Medical market
- 6.1M population
- 123k medical patients; 2.0% penetration
- Total market expected to grow from \$449M (2020) to \$1.39B (2026E)

Verano Operations

- 4 operating medical dispensaries
- 39k sq. ft. cultivation facility expansion is nearing completion







Massachusetts Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Adult-Use and medical markets
- 6.9M population
- 100k medical patients; 1.4% penetration
- Total market expected to grow from \$917M (2020) to \$1.78B (2026E)

Verano Operations

- 2 adult-use dispensaries
- A 26k sq. ft. indoor cultivation and manufacturing facility under construction; first room expected to come online by end of Q3 2021





Nevada Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Adult-Use and medical markets
- 2.9M population
- 9.8k medical patients; 0.3% penetration
- Total market expected to grow from \$808M (2020) to \$1.68B (2026E)

Verano Operations

- 4 active dispensaries with 1 additional planned by Q3 2021
- 42k sq. ft. indoor cultivation and manufacturing facility – expansion underway
- 10k sq. ft. indoor and manufacturing facility



Market size forecasts based on BDSA estimates. Includes the contribution from a pending acquisition. In addition, includes: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements; and/or (3) those licenses to which Verano has a purchase option.



Michigan Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Adult-Use and medical markets
- 10M population
- 247k medical patients; 2.5% penetration
- Total market expected to grow from \$985M (2020) to \$1.69B (2026E)

Verano Operations

1 medical & adult-use dispensary in Buchanan,
 MI (~30 min from South Bend and Elkhart, IN (directly across border), ~90 min from Chicago, IL)





Arkansas Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Market Overview

- Medical market
- 3M population
- 66.6k medical patients; 2.2% penetration
- Total market expected to grow from \$129M (2020) to \$720M (2026E)

Verano Operations

• 1 medical dispensary in El Dorado







California, West Virginia, Missouri Overview

OVERVIEW OF MARKET AND VERANO OPERATIONS

Below is an overview of assets owned by Verano which are not included in its financial forecasts:(1)



California

• 1 processing facility



West Virginia

- Approved for cultivation, processing and 7 dispensaries
- West Virginia medical market expected to grow to \$33M by 2026E⁽²⁾



Missouri

- Won 1 manufacturing license
- 6.1M population; medical market
- 44k medical patients (0.7% penetration)
- Missouri medical market expected to grow to \$863M by 2026E⁽²⁾

² Market size forecasts based on BDSA estimates.



¹ Includes: (1) licenses directly owned, managed, or operated; (2) those licenses with which Verano has executed management agreements or other commercial agreements; and/or (3) those licenses to which Verano has a purchase option.