



**AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2025, AND 2024
EXPRESSED IN UNITED STATES DOLLARS**

The accompanying audited annual consolidated financial statements of the company have been prepared by and are the responsibility of the Company's management.

These financial statements for Planet 13 Holdings Inc. are also included in the Form 10-K for the year ended December 31, 2024, filed on SEDAR+ on March 26, 2025, in its entirety

PLANET 13 HOLDINGS INC.
Index to Financial Statements

	<u>Page(s)</u>
INDEPENDENT AUDITOR'S REPORT PCAOB #731	F-2
FINANCIAL STATEMENTS:	
Consolidated Balance Sheets	F-3
Consolidated Statements of Operations and Comprehensive Loss	F-4
Consolidated Statements of Changes in Shareholders' Equity	F-5
Consolidated Statements of Cash Flows	F-6
Notes to the Consolidated Financial Statements	F-7

DAVIDSON & COMPANY LLP Chartered Professional Accountants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of
Planet 13 Holdings Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Planet 13 Holdings Inc. (the “Company”) as of December 31, 2025 and 2024, and the related consolidated statements of operations and comprehensive loss, changes in shareholders’ equity, and cash flows for the years ended December 31, 2025 and 2024, and the related notes and schedules (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of Planet 13 Holdings Inc. as of December 31, 2025 and 2024, and the results of its operations and its cash flows for the years ended December 31, 2025 and 2024 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company’s auditor since 2019.

/s/ DAVIDSON & COMPANY LLP

Vancouver, Canada

Chartered Professional Accountants

March 25, 2026



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7E 1G6
Telephone (604) 687-0947 Davidson-co.com

[Table of Contents](#)

PLANET 13 HOLDINGS INC.
Consolidated Balance Sheets
(In United States Dollars)

	December 31,	December 31,
	2025	2024
ASSETS		
Current Assets:		
Cash	\$ 5,325,031	\$ 23,384,493
Restricted Cash	10,250,000	2,050,584
Accounts Receivable	1,007,891	1,473,156
Inventory	18,138,394	22,821,994
Other Receivables	3,754,563	-
Prepaid Expenses and Other Current Assets	2,659,056	4,568,816
Total Current Assets	41,134,935	54,299,043
Property, Plant and Equipment	34,121,678	63,511,423
Intangible Assets and Goodwill	42,903,931	48,763,931
Right of Use Assets - Operating	31,489,308	38,229,399
Long-term Deposits and Other Assets	829,164	1,033,758
Deferred Tax Asset	1,798,654	896,525
TOTAL ASSETS	\$ 152,277,670	\$ 206,734,079
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Current:		
Accounts Payable	\$ 7,212,187	\$ 7,421,921
Accrued Expenses	4,632,011	7,285,415
Income Taxes Payable	159,080	139,480
Notes Payable - Current Portion	9,750,000	8,681,684
Operating Lease Liabilities	1,385,566	1,818,588
Total Current Liabilities	23,138,844	25,347,088
Long-Term Liabilities:		
Operating Lease Liabilities	43,213,442	46,448,666
Other Long-term Liabilities	1,250,433	1,220,722
Uncertain Tax Positions	33,041,402	19,321,475
Deferred Tax Liability	506,836	1,682,207
Total Liabilities	101,150,957	94,020,158
Shareholders' Equity		
Common Stock, no par value, 1,500,000,000 shares authorized, 325,670,800 issued and outstanding at December 31, 2025 and 325,163,800 at December 31, 2024	-	-
Preferred Stock, no par value, 50,000,000 shares authorized, 0 issued and outstanding at December 31, 2025 and 0 at December 31, 2024	-	-
Additional Paid-In Capital	371,157,826	368,821,339
Deficit	(320,031,113)	(256,107,418)
Total Shareholders' Equity	51,126,713	112,713,921
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 152,277,670	\$ 206,734,079

The accompanying notes are an integral part of these consolidated financial statements.

F-3

PLANET 13 HOLDINGS INC.
Consolidated Statements of Operations and Comprehensive Loss
(In United States Dollars, except share amounts)

	December 31,	
	2025	2024
Revenues, net of discounts	\$ 103,378,829	\$ 116,408,966
Cost of Goods Sold	(63,506,121)	(60,298,520)
Gross Profit	39,872,708	56,110,446
Expenses:		
General and Administrative	51,624,055	51,171,892
Sales and Marketing	5,457,591	5,805,721
Lease Expense	5,186,280	4,511,997
Impairment loss	29,844,227	21,275,942
Depreciation and Amortization	7,048,237	8,860,921
Total Expenses	99,160,390	91,626,473
Loss From Operations	(59,287,682)	(35,516,027)
Other Income (Expense):		
Interest income (expense), net	(476,721)	(333,082)
Foreign exchange gain (loss)	(3,113)	(14,942)
Other Income, net	7,487,533	257,438
Total Other Income (Expense)	7,007,699	(90,586)
Loss Before Provision for Income Taxes	(52,279,983)	(35,606,613)
Provision For Income Taxes		
Current Tax expense	(13,721,212)	(14,210,082)
Deferred Tax recovery (expense)	2,077,500	2,019,839
	(11,643,712)	(12,190,243)
Net Loss and Comprehensive Loss	\$ (63,923,695)	\$ (47,796,856)
Loss per Share		
Basic and diluted loss per share	\$ (0.20)	\$ (0.16)
Weighted Average Number of Shares of Common Stock		
Basic and diluted	325,338,047	292,166,589

The accompanying notes are an integral part of these consolidated financial statements.

PLANET 13 HOLDINGS INC.
Consolidated Statements of Changes in Shareholders' Equity
(In United States Dollars, except share amounts)

	Number of		Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Equity
	Common Stock	Warrants			
Balance, December 31, 2023	223,317,270	-	\$315,951,343	\$(208,310,562)	\$ 107,640,781
Share based Compensation - RSUs	-	-	180,308	-	180,308
Share based Compensation - RSUs - Taxes Paid in Lieu of Share Issuance	-	-	(45,833)	-	(45,833)
Shares Issued on Settlement of RSUs	1,224,278	-	-	-	-
Proceeds from public offering	18,750,000	18,750,000	11,250,000	-	11,250,000
Share issuance costs	-	-	(1,387,793)	-	(1,387,793)
Shares Issued in VidaCann acquisition	80,564,554	-	42,123,314	-	42,123,314
Finder shares issued in connection with VidaCann acquisition	1,307,698	-	750,000	-	750,000
Net Loss for the Year	-	-	-	(47,796,856)	(47,796,856)
Balance, December 31, 2024	325,163,800	18,750,000	\$368,821,339	\$(256,107,418)	\$ 112,713,921
Share based Compensation - RSUs	-	-	2,336,487	-	2,336,487
Shares Issued on Settlement of RSUs	507,000	-	-	-	-
Net Loss for the Year	-	-	-	(63,923,695)	(63,923,695)
Balance, December 31, 2025	325,670,800	18,750,000	\$371,157,826	\$(320,031,113)	\$ 51,126,713

The accompanying notes are an integral part of these consolidated financial statements.

PLANET 13 HOLDINGS INC.
Consolidated Statements of Cash Flows
(In United States Dollars)

	December 31, 2025	December 31, 2024
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		
Net loss	\$ (63,923,695)	\$ (47,796,856)
Adjustments for items not involving cash:		
Share based compensation	2,336,487	180,308
Non-cash lease expense	1,993,170	2,047,680
Depreciation	11,399,254	13,414,690
Deferred tax recovery	(1,175,371)	(1,829,352)
Lease incentive amortization	(9,524)	(109,109)
Loss on impairment of fixed assets	17,580,525	11,885,063
Loss on impairment of ROU assets	6,403,703	3,239,536
Loss on impairment of intangible assets	5,860,000	6,151,343
Loss on disposal of intangible assets	-	762,091
Loss on disposal of property and equipment	1,655,818	78,563
Loss on disposal of assets held for sale	767,835	-
Gain on settlement of note	(1,255,677)	-
Loss on reserve for slow moving inventory	3,619,463	-
Gain on early ROU lease termination	(2,630,443)	-
Recovery of property in legal settlement	(4,588,328)	-
Amortization of note payable discount	206,579	-
Finders shares issued in VidaCann acquisition	-	750,000
	(21,760,204)	(11,226,043)
Net Changes in Non-cash Working Capital Items	8,991,223	17,469,125
Repayment of lease liabilities	(1,422,907)	(1,032,183)
Total Operating	(14,191,888)	5,210,899
FINANCING ACTIVITIES		
Taxes paid in lieu of share issuance - RSUs	-	(45,833)
Proceeds from public share issuance, net of share issuance costs	-	9,862,207
Net Cash From VidaCann Acquisition	-	911,715
VidaCann Acquisition-Cash Component	-	(4,000,000)
Repayment of Lafayette State Bank Note	(2,947,632)	-
Draw from revolving line of credit	9,750,000	-
Payment of Promissory Note to former VidaCann Shareholders	(5,000,000)	-
Total Financing	1,802,368	6,728,089
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(6,571,865)	(12,044,412)
Proceeds from sale of fixed assets	2,280,846	21,000
Proceeds from sale of assets held for sale	6,820,493	-
Proceeds from sale of licenses	-	8,237,909
Total Investing	2,529,474	(3,785,503)
NET CHANGE IN CASH DURING THE YEAR	(9,860,046)	8,153,485
CASH AND RESTRICTED CASH		
Beginning of Year	25,435,077	17,281,592
End of Year	<u>\$ 15,575,031</u>	<u>\$ 25,435,077</u>

Supplemental cash flow information (Note 16)

The accompanying notes are an integral part of these consolidated financial statements.

F-6

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

1. Nature of operations

Planet 13 Holdings Inc. (“P13” or the “Company”) was incorporated under the Canada Business Corporations Act on April 26, 2002 and continued under the British Columbia Business Corporations Act on September 24, 2019 and on September 15, 2023 completed the Domestication to Nevada.

The Company is a vertically integrated cultivator and provider of cannabis and cannabis-infused products that is licensed under the laws of the States of Nevada, California, Illinois and Florida. We are licensed in these jurisdictions as follows: six Nevada licenses for cultivation (three medical and three adult-use), six Nevada licenses for production (three medical and three adult-use), three Nevada dispensary licenses (one medical and two adult-use), two Nevada licenses for distribution (one active, one conditional), one medical and adult-use dispensary license in California, two distribution licenses in California, one event organizer license in California, one medium indoor cultivation license in California, one non-volatile manufacturing license in California, one Medical Marijuana Treatment Center license in Florida (unlimited medical dispensaries, cultivation and processing) and one adult-use dispensary license in Illinois. As of December 31, 2025 all California operations have been sold, with the various cannabis license transfers awaiting final regulatory approval, which is expected in the first quarter of 2026.

P13 is a public company which is listed on the Canadian Securities Exchange (“CSE”) under the symbol PLTH and on the OTCQX exchange under the symbol “PLNH”.

The Company’s registered and head office address is 2548 W. Desert Inn Road, Suite 100, Las Vegas, NV 89109.

While cannabis and CBD-infused products are legal under the laws of several U.S. states (with varying restrictions applicable), the United States Federal Controlled Substances Act classifies all “marijuana” as a Schedule I drug, whether for medical or recreational use. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for use under medical supervision.

The federal government currently is prohibited from prosecuting businesses that operate in compliance with applicable state and local medical cannabis laws and regulations; however, this does not protect adult use cannabis. In addition, if the federal government changes this position, it would be financially detrimental to the Company.

2. Basis of presentation

These consolidated financial statements reflect the accounts of the Company and have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and pursuant to the rules and regulation of the U.S. Securities and Exchange Commission (“SEC”) for all periods presented. These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due, under the historical cost convention except for certain financial instruments that are measured at fair value, as detailed in the Company’s accounting policies.

Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the financial position, results of operations, cash flows and prospects of the Company. These consolidated financial statements do not give effect to adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material. These consolidated financial statements are presented in U.S. dollars, which is also the Company’s and its subsidiaries’ functional currency.

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on March 25, 2026.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

i) Basis of consolidation

The accompanying consolidated financial statements include the accounts of the Company and all subsidiaries. Subsidiaries are entities in which the Company has a controlling voting interest or is the primary beneficiary of a variable interest entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. All intercompany accounts and transactions have been eliminated upon consolidation. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating intercompany balances and transactions.

These consolidated financial statements include the accounts of the Company and the following entities which are subsidiaries of the Company:

Subsidiaries as at December 31, 2025	Jurisdiction of Incorporation	Ownership Interest 2025	Ownership Interest 2024	Nature of Business
MM Development Company, Inc. ("MMDC")	Nevada, USA	100%	100%	Nevada license holding company; vertically integrated cannabis operations
BLC Management Company LLC	Nevada, USA	100%	100%	Management/holding company
LBC CBD LLC ("LBC")	Nevada, USA	100%	100%	CBD retail sales and marketing
Newtonian Principles Inc.	California, USA	100%	100%	California license holding company; cannabis retail sales
Crossgate Capital U.S. Holdings Corp.	Nevada, USA	100%	100%	Holding company
Next Green Wave, LLC	California, USA	100%	100%	California license holding company; cannabis cultivation and processing
Planet 13 Illinois, LLC	Illinois, USA	100%	100%	Illinois license holding company; cannabis retail sales
BLC NV Food, LLC	Nevada, USA	100%	100%	Holding company for By The Slice LLC
By The Slice, LLC	Nevada, USA	100%	100%	Subsidiary of BLC NV Food, LLC; restaurant and retail operations
Planet 13 Chicago, LLC	Illinois, USA	100%	100%	Holding company
Planet 13 Real Prop LLC	Florida, USA	100%	100%	Holding company
Planet 13 Lifestyles LLC	Nevada, USA	100%	100%	Retail sales of apparel and accessories
VidaCann, LLC	Florida, USA	100%	100%	Florida license holding company
Planet 13 Innovations LLC	Nevada, USA	100%	100%	Intellectual property holding company
Estate of Las Palmas LLC	California, USA	100%	0%	Real estate holdings company
Club One Three, LLC	Nevada, USA	100%	100%	Inactive

ii) Functional currency

These consolidated financial statements are presented in U.S. dollars ("USD"), which is the Company's and its subsidiaries functional currency.

Foreign currency transactions are remeasured to the respective functional currencies of the Company's entities at the exchange rates in effect on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are measured to functional currency at the foreign exchange rate applicable at the statement of balance sheets date. Non-monetary items are carried at historical rates. Non-monetary items carried at fair value denominated in foreign currencies are remeasured to the functional currency at the date when the fair value was determined. Realized and unrealized foreign exchange gains and losses are recognized through profit or loss.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

iii) Emerging growth company

The Company is an “Emerging Growth Company”, as defined in Section 2(a) of the Securities Act, as modified by the JOBS Act, and it has taken advantage of certain exemptions that are not applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new, or revised financial reporting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable.

The Company has elected not to opt out of such extended transition period which means that when a standard is issued, or revised and it has different application dates for public and private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard.

3. Significant accounting policies

(a) Cash

Cash is comprised of cash deposits in financial institutions plus cash held at its retail locations, other deposits that are readily convertible to cash, as well as restricted cash.

Restricted Cash

The Restricted cash balance was \$10,250,000 as of December 31, 2025, associated with a cash secured revolving line of credit (see Note 9, below), and \$2,050,584 as of December 31, 2024, comprised of funds held by the Orange County, Sheriff's Office in the matter described in Note 21.

(b) Inventory

Inventory is comprised of raw materials, finished goods, packaging and miscellaneous supplies and work-in-progress. Cost includes expenditures directly related to the cultivation and manufacturing process as well as suitable portions or related production overheads, based on normal operating capacity. Cannabis: Inventory cost includes pre-harvest, post-harvest and shipment and fulfillment, as well as related accessories. Pre-harvest costs include labor and direct materials to grow cannabis, which includes water, electricity, nutrients, integrated pest management, growing supplies and allocated overhead. Post-harvest costs include costs associated with drying, trimming, blending, extraction, purification, quality testing and allocated overhead. Shipment and fulfillment costs include the costs of packaging, labeling, courier services and allocated overhead. Inventory is stated at the lower of cost or net realizable value, determined using weighted average cost. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. At the end of each reporting period, the Company performs an assessment of inventory and records write-downs for excess and obsolete inventories based on the Company's estimated forecast of product demand, production requirements, market conditions, regulatory environment, and spoilage. Actual inventory losses may differ from management's estimates and such differences could be material to the Company's balance sheets, statements of operations and comprehensive loss and statements of cash flows.

(c) Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation and impairment losses, if any. Additions and improvements that materially increase the life of the assets are capitalized while maintenance and repairs are expensed as incurred. Significant expenditures, which extend the useful lives of assets or increase productivity are capitalized. When significant parts of one of our property and equipment have different useful lives, they are accounted for as separate items or components of property and equipment.

When assets are retired or disposed of, the cost and accumulated depreciation are removed from the respective accounts and any related gain or loss is recognized in the consolidated statements of operations.

F-9

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Depreciation is calculated on a straight-line basis over the following expected useful lives:

Land	Not depreciated
Land improvements (in years)	5
Building (in years)	5 – 40
Equipment (in years)	5 – 7
Leasehold improvements	Shorter of estimated useful life or remaining lease term
Construction in progress	Not depreciated

An assets residual value, useful life and depreciation method are reviewed at each reporting period with the effect of any changes in estimate accounted for on a prospective basis. Depreciation of property and equipment commences when the asset is available for use.

Construction in progress includes construction progress payments, deposits, engineering costs and other costs directly related to the construction of the facilities. Expenditures are capitalized during the construction period and construction in progress is transferred to the relevant class of property and equipment when the assets are available for use, at which point in time the depreciation of the asset commences.

Property and equipment acquired in a business combination is depreciated over the remaining useful life of the asset.

(d) Intangible assets

Intangible assets include licenses acquired as part of business combinations, asset acquisitions and other business transactions. The Company records intangible assets at cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets acquired in a business combination are measured at fair value on the acquisition date.

When there is no foreseeable limit on the period of time over which an intangible asset is expected to contribute to the cash flows of the Company, an intangible asset is determined to have an indefinite life. Indefinite life intangible assets are tested for impairment annually, or more frequently when events or circumstances indicate that impairment may have occurred. As part of the impairment evaluation, the Company may elect to perform an assessment of qualitative factors. If this qualitative assessment indicates that it is more likely than not that the fair value of the indefinite-lived intangible asset is less than its carrying value, a quantitative impairment test is required to compare the fair value of the asset to its carrying value. If the carrying value of an individual indefinite-lived intangible asset exceeds its fair value, such individual indefinite-life intangible asset is impaired by the amount of the excess.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The Company's intangible assets have an indefinite life.

(e) Goodwill impairment test

In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill or an indefinite-lived intangible asset is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value. The quantitative impairment test for goodwill compares the fair value of a reporting unit with the carrying value of its net assets, including goodwill. If the fair value of the reporting unit is less than the carrying value of the reporting unit, an impairment charge would be recorded to the Company's operations, for the amount in which the carrying amount exceeds the reporting unit's fair value. The estimate of fair value requires the use of significant unobservable inputs, representative of a Level 3 fair value measurement. The Company determines fair values for each reporting unit using the income approach, when available and appropriate, the market approach, or a combination of both. The income approach involves forecasting projected financial information (such as revenue growth rates, profit margins, tax rates, working capital and capital expenditures) and selecting a discount rate that reflects the risk inherent in estimated future cash flows. Under the market approach, the fair value is based on observed market data. If multiple valuation methodologies are used, the results are weighted appropriately.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

(f) Impairment of long-lived assets

The Company reviews long-lived assets, including property and equipment and definite life intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. In order to determine if assets have been impaired, assets are grouped and tested at the lowest level for which identifiable independent cash flows are available (“asset group”). When indicators of potential impairment are present the Company prepares a projected undiscounted cash flow analysis for the respective asset or asset group. If the sum of the undiscounted cash flows is less than the carrying value of the asset or asset group, an impairment loss is recognized equal to the excess of the carrying value over the fair value, if any. Fair value can be determined using a market approach, income approach or cost approach. The reversal of impairment losses is prohibited.

(g) Share-based compensation

The Company has an equity incentive plan which includes issuances of stock options and restricted share units (“RSUs”). From time to time, the Company also enters into share-based compensation agreements with non-employees. The accounting for these arrangements typically aligns with those of employees.

The Company measures and recognizes compensation expense for stock options and RSUs to employees and non-employees on a straight-line basis over the vesting period based on their grant date fair values. Prior to the adoption of ASU 2018 07 on January 1, 2019, the fair value of stock options to non-employees were re-measured at each reporting date until one of either of the counterparty’s commitment to perform is established or until the performance is complete. After adopting ASU 2018-07 which made amendments to ASC Topic 718, Stock Compensation, an acquirer measures share-based compensation to non-employees in exchange for goods and services in the same manner as share-based payments to employees, using a fair-value based approach measured at the grant date. This guidance is followed if the acquirer considers the assets and goods to be used or consumed in its own operation. If not, the Company has elected to account for the equity interests issued in accordance with ASC 805, Business Combinations, based on the fair value of the equity interests issued.

The Company estimates the fair value of stock options on the date of grant using the Black-Scholes option pricing model. Determining the estimated fair value of at the grant date requires judgment in determining the appropriate valuation model and assumptions, including the fair value of shares on the grant date, risk-free rate, volatility rate, annual dividend yield and the expected term. The volatility rate is based on historical volatilities of public companies operating in a similar industry to the Company, as well as the Company’s historical volatility. The expected life in years represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the Government of Canada Bond yields on the date of the option grant with a remaining term equal to the expected life of the options. The Company estimates the fair value of RSUs to be the closing market price of the Company’s stock on the grant date.

For stock options granted, the Company uses the fair value of common stock at the date of grant. The Company does not estimate forfeiture rates when calculating compensation expense for stock options or RSUs. The Company records forfeitures as they occur.

Fully vested, non-forfeitable equity instruments issued to parties other than employees are measured on the date they are issued where there is no specific performance required by the grantee to retain those equity instruments. Share-based compensation transactions with non-employees are measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Where fully vested, non-forfeitable equity instruments are granted to parties other than employees in exchange for notes or financing receivable, the note or receivable is presented in additional paid-in capital on the balance sheets.

(h) Reserved

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

(i) Revenue recognition

The Company earns revenue primarily from the sale of cannabis to eligible retail customers at the Company-owned dispensaries, in addition to the wholesale of cannabis products to dispensary locations. The Company recognizes revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for the performance obligations.

In order to recognize revenue, the Company applies the following five (5) steps:

- 1) Identify the contract with the customer
- 2) Identify the performance obligation(s)
- 3) Determine the transaction price
- 4) Allocate the transaction price to the performance obligation(s)
- 5) Recognize revenue when/as performance obligation(s) are satisfied

Revenue is recognized when control of the promised goods or services, through performance obligations by the Company, is transferred to the customer in an amount that reflects the consideration it expects to be entitled to in exchange for the performance obligations. More specifically, wholesale revenues are recognized upon delivery and acceptance by wholesale customers. Retail revenues are recognized at the point of sale. Discounts are recorded at the time of revenue recognition. Returns were not material during the years ended December 31, 2025, and 2024, but are recognized when the customer is refunded. Revenues are presented net of discounts and returns. At one of the Company's entities, sales are made on consignment and revenue is not recognized until title passes upon delivery of the product by that distributor to their dispensary customers. Revenue on these sales is recognized upon shipment to the customer.

Sales taxes collected from customers are remitted to the appropriate taxing jurisdictions and are excluded from sales revenue as the Company considers itself a pass-through conduit for collecting and remitting sales taxes. Excise duties that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer are included in revenue. Freight revenues on all product sales, when applicable, are also recognized, on a consistent manner, at a point in time. The term between invoicing and when payment is due is not significant and the period between when the entity transfers the promised good or service to the customer and when the customer pays for that good or service is one year or less.

The following table represents the Company's disaggregated revenue by sales channel:

	December 31, 2025	December 31, 2024
Retail	\$ 92,960,702	\$ 102,413,526
Wholesale	10,418,127	13,995,440
Net revenues	\$ 103,378,829	\$ 116,408,966

Loyalty Points Reward Programs

The Company offers a loyalty reward program to its dispensary customers that allows its customers to earn discounts or free product rewards on future purchases. Loyalty points are earned when a qualifying purchase is made. When a customer attains a certain number of points, the customer can redeem the credits on future in-store purchases. Loyalty points expire at the sole discretion of the Company.

A portion of the revenue generated in a sale is allocated to the loyalty points earned. The amount allocated to the points earned is deferred until the loyalty points are redeemed.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Deferred Income

Deferred income represents cash payments received in advance of the Company's transfer of control of products or services to its customers and generally consists of unearned revenue from the Company's loyalty programs. The Company's deferred income balances were \$226,627 and \$2,441,553 as of December 31, 2025 and 2024, respectively, and were recorded within accrued expenses in the consolidated balance sheets. During the years ended December 31, 2025 and 2024, the Company recognized \$2,634,492 and \$1,977,669, respectively, of net revenues from amounts recorded as deferred income. The deferred income balance as of December 31, 2025 is expected to be recognized as revenue within the next twelve months.

The Company determined that no provision for returns or refunds was necessary as at December 31, 2025 or 2024.

(j) Cost of Sales

Cost of sales represents costs directly related to manufacturing and distribution of the Company's products. Primary costs include raw materials, packaging, direct labor, overhead, shipping and handling, the depreciation of certain property, plant and equipment, and tariffs. Manufacturing overhead and related expenses include salaries, wages, employee benefits, utilities, maintenance, and property taxes. Cost of sales also includes inventory valuation adjustments. The Company recognizes the cost of sales as the associated revenues are recognized.

(k) Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and right-of-use liabilities (current and non-current) in the balance sheets. Finance lease ROU assets and ROU liabilities (current and non-current), if any, are included finance lease in the balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are classified as a finance lease or an operating lease. A finance lease is a lease in which 1) ownership of the property transfers to the lessee by the end of the lease term; 2) the lease grants the lessee an option to purchase the underlying asset that the lessee is reasonably certain to exercise; 3) the lease is for a major part of the remaining economic life of the underlying asset; 4) The present value of the sum of the lease payments and any residual value guaranteed by the lessee that is not already included in the lease payments equals or exceeds substantially all of the fair value; or 5) the underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term. The Company classifies a lease as an operating lease when it does not meet any one of these criteria.

ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the incremental borrowing rate is used based on the information available at commencement date in determining the present value of lease payments. The Company uses the implicit rate when readily determinable. The ROU assets also include any lease payments made and excludes lease incentives. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option.

For finance leases, lease expenses are the sum of interest on the lease obligations and amortization of the ROU assets, resulting in a front-loaded expense pattern. ROU assets are amortized based on the lesser of the lease term and the useful life of the leased asset according to the property and equipment accounting policy. If ownership of the ROU assets transfers to the Company at the end of the lease term or if the Company is reasonably certain to exercise a purchase option, amortization is calculated using the estimated useful life of the leased asset, according to the property and equipment accounting policy. For operating leases, the lease expenses are generally recognized on a straight-line basis over the lease term and recorded to lease expenses or, in the case of leases directly related to the cultivation of cannabis, in cost of goods sold in the statements of operations and comprehensive loss.

The Company has elected to apply the practical expedient, for each class of underlying asset, except real estate leases, to not separate non-lease components from the associated lease components of the lessee's contract and account for both components as a single lease component.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

The Company has elected not to recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less that do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. Short-term leases include real estate and vehicles and are not significant in comparison to the Company's overall lease portfolio. The Company continues to recognize the lease payments associated with these leases as expenses on a straight-line basis over the lease term.

(l) Income taxes

Income taxes are comprised of current and deferred taxes. These taxes are accounted for using the asset and liability method of accounting for income taxes under ASC 740 *Income Taxes*. Deferred tax is recognized on the difference between the carrying amount of an asset or a liability, as reflected in the consolidated financial statements, and the corresponding tax base used in the computation of income for tax purposes ("temporary difference") and measured using the enacted tax rates and laws as at the balance sheet date that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Management assesses the likelihood that a deferred tax asset will be realized, and a valuation allowance is provided to the extent that it is more likely than not that all or a portion of a deferred tax asset will not be realized. If it is subsequently determined that the Company will be able to realize deferred tax assets in excess of the net recorded amount, then the valuation allowance will be adjusted accordingly in the period in which this determination is made. Current tax is recognized in connection with income for tax purposes, unrecognized tax benefits and the recovery of tax paid in a prior period and measured using the enacted tax rates and laws applicable to the taxation period during which the income for tax purposes arose. An unrecognized tax benefit may arise in connection with a period that has not yet been reviewed by the relevant tax authority. A change in the recognition or measurement of an unrecognized tax benefit is reflected in the period during which the change occurs.

The Company recognizes uncertain income tax positions at the largest amount that is more-likely-than-not to be sustained upon examination by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Recognition or measurement is reflected in the period in which the likelihood changes.

Interest and penalties in respect of income taxes are not recognized in the consolidated statement of operations and comprehensive loss as a component of income taxes but as a component of interest expense.

As the Company operates in the cannabis industry, it is subject to the limits of U.S. Internal Revenue Code ("IRC") Section 280E ("Section 280E") under which the Company is only allowed to deduct expenses directly related to the cost of producing the products or cost of production.

(m) Sales and marketing expenses

The Company expenses sales and marketing costs when incurred. Sales and marketing expense was \$5,457,591 for the year ended December 31, 2025 (2024 - \$5,805,721).

(n) Fair value measurements

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Fair value measurement for invested assets are categorized into levels within a fair value hierarchy based on the nature of the valuation inputs (Levels 1, 2 or 3). The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: one or more significant inputs used in a valuation technique are unobservable in determining fair values of the asset or liability

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of an asset or liability in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. The carrying value of the Company's cash, restricted cash, accounts receivable, deposits, accounts payable, accrued expenses, and notes payable approximate their fair value due to their short-term nature.

The Company's prepaid expenses and other current assets, long lived assets, including property, plant and equipment, intangible assets and goodwill are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized.

(o) Loss per share

Basic net loss per share is computed by dividing reported net loss by the weighted average number of shares of common stock outstanding for the reported period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock of the Company during the reporting period. Diluted earnings per share is computed by dividing net loss by the sum of the weighted average number of shares of common stock and the number of potentially dilutive common share equivalents outstanding during the period. Potential dilutive common share equivalents consist of the incremental common stock issuable upon the exercise of vested share options. When the Company is incurring losses, basic and diluted loss per share are the same since including the exercise of outstanding options and warrants in the diluted loss per share calculation would be antidilutive.

(p) Reportable Segment Information

Management has determined that the Company functions as a single operating segment, and thus reports as a single reportable segment. This determination is based on rules prescribed by GAAP applied to the manner in which management operates the Company. In particular, management assessed the discrete financial information routinely reviewed by the Company's chief operating decision maker ("CODM"), its Co-Chief Executive Officers, to monitor the Company's operating performance and support decisions regarding allocation of resources to its operations.

Specifically, performance is continuously monitored at the consolidated level as the Company is engaged in essentially the same business, which consists of cultivation, production, and sale of cannabis products, either for medicinal-use and/or adult-use, depending on applicable state laws and regulations. The CODM evaluates the financial performance of the Company primarily by evaluating revenue (as disclosed on the consolidated statements of operations), adjusted EBITDA (a non-GAAP measure), and cash provided by operating activities (as disclosed on the consolidated statements of cash flows) to assess the Company's results and in the determination of allocating resources.

The CODM may use disaggregated revenue metrics to evaluate product pricing, store count, and customer retention, among other things. The significant expenses reviewed by the CODM are cost of goods sold, sales and marketing expenses, and general and administrative expenses as presented on the consolidated statements of operations.

As at December 31, 2025 and 2024, all of the Company's assets were located in the United States and 100% of the Company's revenue was generated in the United States.

(q) Critical accounting estimates and judgements

The preparation of consolidated financial statements in conformity with GAAP requires the Company's management to make judgements, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Financial statement areas that require significant judgments are as follows:

Estimated useful lives and depreciation of property and equipment, right-of-use assets

Depreciation and amortization of property and equipment, right-of-use assets and intangible assets are dependent upon estimates of useful lives, which are determined through the exercise of judgment. Impairment of definite long-lived assets is influenced by judgment in defining a an asset group and determining the indicators of impairment, and estimates used to measure impairment losses. Refer to Notes 6, 7 and 8 for further information.

F-15

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Leases

The Company applies judgement in determining whether a contract contains a lease and if a lease is classified as an operating lease or a finance lease.

The Company determines the lease term as the non-cancellable term of the lease, which may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The lease term is used in determining classification between operating lease and finance lease, calculating the lease liability and determining the incremental borrowing rate. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date of the lease, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

The Company is required to discount lease payments using the rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, the lessee is required to use its incremental borrowing rate. The Company generally uses the incremental borrowing rate when initially recording real estate leases. Information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is not available. The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow over a similar term the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Asset Impairment

The Company evaluates the recoverability of long-lived assets, including property, plant and equipment, ROU assets, goodwill and other identifiable intangible assets, whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. The Company performs impairment tests of indefinite-lived intangible assets on an annual basis or more frequently in certain circumstances. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the overall business, a significant decrease in the market value of the assets or significant negative industry or economic trends. When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more of the indicators, the assets are assessed for impairment based on the estimated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. If the carrying value of an asset exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset's carrying value over its fair value. The fair value of the long-lived assets included in an impaired asset group may be determined using an income, market, or cost approach, or a combination thereof. The income approach utilizes assumptions including management's best estimates of the expected future cash flows and the estimated useful life of the asset group. The cost approach utilizes assumptions for the current replacement costs of similar assets adjusted for estimated depreciation and deterioration of the existing equipment and economic obsolescence. The market approach requires the use of judgment in evaluating market comparable assets. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. The fair value measurements for the asset group fair values represent Level 3 measurements.

During the year ended December 31, 2025 the Company recorded a full impairment charge of \$12,422,802 associated with property, plant and equipment, and ROU assets for its Las Vegas, Nevada cultivation facility as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2025 the Company recorded an impairment charge of \$17,421,425 associated with property, plant and equipment, and the cultivation license for its Coalinga, California cultivation facility as the fair value of these assets based on management's expected future cash flows equaled \$3,000,000, which was reclassified to assets held for sale.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$17,118,954 associated with property, plant and equipment, ROU assets and the retail license for its Orange County, California dispensary as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$1,763,901 associated with property, plant and equipment and ROU assets related to its cultivation facility in Beatty Nevada. Due the expected closure of this facility, management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded an impairment charge of \$2,393,087 associated with property plant and equipment related to an abandoned cultivation project in Florida. The fair value of these assets was determined to be \$400,000 based on management's expected future cash flows.

Deferred tax assets and uncertain tax positions

The Company recognizes deferred tax assets and liabilities based on the differences between the consolidated financial statement carrying amounts and the respective tax bases of its assets and liabilities. The Company measures deferred tax assets and liabilities using current enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse. The Company routinely evaluates the likelihood of realizing the benefit of its deferred tax assets and may record a valuation allowance if, based on all available evidence, it determines that some portion of the tax benefit will not be realized.

In evaluating the ability to recover deferred tax assets within the jurisdiction from which they arise, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies and results of operations. In projecting future taxable income, the Company considers historical results and incorporates assumptions about the amount of future pretax operating income adjusted for items that do not have tax consequences. The Company's assumptions regarding future taxable income are consistent with the plans and estimates that are used to manage its underlying businesses. In evaluating the objective evidence that historical results provide, the Company considers three years of cumulative operating income (loss). The income tax expense, deferred tax assets and liabilities and liabilities for unrecognized tax benefits reflect the Company's best assessment of estimated current and future taxes to be paid. Deferred tax asset valuation allowances and liabilities for unrecognized tax benefits require significant judgment regarding applicable statutes and their related interpretation, the status of various income tax audits and the Company's particular facts and circumstances. Although the Company believes that the judgments and estimates discussed herein are reasonable, actual results, including forecasted COVID-19 business recovery, could differ, and the Company may be exposed to losses or gains that could be material. To the extent the Company prevails in matters for which a liability has been established or is required to pay amounts in excess of the established liability, the effective income tax rate in a given financial statement period could be materially affected.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Key estimates in these consolidated financial statements include:

Share-based compensation

The Company uses the Black-Scholes valuation model to determine the fair value of options and warrants granted to employees and non-employees under share-based payment arrangements, where appropriate. In estimating fair value, management is required to make certain assumptions and estimates such as the expected term of the instrument, volatility of the Company's future share price, risk free rates, future dividend yields and estimated forfeitures at the initial grant date, by reference to the underlying terms of the instrument, and the Company's experience with similar instruments. Changes in assumptions used to estimate fair value could result in materially different results. Refer to Note 12 for further information.

Valuation of inventory

Inventory is comprised of raw materials, work-in-progress and finished goods. Cannabis and hemp costs include expenditures directly related to the manufacturing process as well as suitable portions of related production overheads, based on normal operating capacity. At the end of each reporting period, the Company performs an assessment of inventory and records inventory valuation adjustments for excess and obsolete inventories based on the estimated forecast of product demand, production requirements, market conditions, regulatory environment, and spoilage. A reserve is estimated to ensure the inventory balance at the end of the year reflects the estimates of product the Company expects to sell in the next year. Changes in the regulatory structure, lack of retail distribution locations or lack of consumer demand could result in future inventory reserves.

(r) Accounting standards update

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements ("ASU 2025-11"). ASU 2025-11 makes targeted, narrow-scope improvements to the interim reporting guidance in ASC 270 to clarify the timing and consistency of recognition and measurement in quarterly financial statements. The amendments address specific areas where existing guidance led to uncertainty about whether certain costs, adjustments or changes in estimates should be recognized in an interim period or allocated over an annual period. The amendments in ASU 2025-11 do not introduce new accounting concepts but improves consistency, reduces diversity in practice and enhances comparability across interim reporting periods. ASU 2025-11 is effective for fiscal years beginning after December 15, 2027, including interim reporting periods within those fiscal years, and can be applied on either a prospective or modified retrospective basis. Early adoption is permitted. The Company does not anticipate ASU 2025-11 will have a material impact on its consolidated financial statements upon adoption.

In September 2025, the FASB issued ASU 2025-07, Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606): Scope Refinements ("ASU 2025-07"). ASU 2025-07 was issued to clarify the application of derivative accounting to certain contracts and refine the guidance for share-based noncash consideration received from customers. The amendments introduce a scope exception for contracts that are not exchange-traded and whose underlying is tied to operations or activities specific to one party. Additionally, ASU 2025-07 clarifies that share-based noncash consideration from a customer should initially be accounted for under Topic 606 until the right to receive or retain such consideration becomes unconditional, at which point financial instruments guidance may apply. ASU 2025-07 is effective for fiscal years beginning after December 15, 2026, including interim reporting periods within those fiscal years, and can be applied on either a prospective or modified retrospective basis. Early adoption is permitted. The Company does not anticipate any impact of ASU 2025-07 to the Company and its consolidated financial statements upon adoption.

In September 2025, the FASB issued ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software: Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"). ASU 2025-06 was issued to modernize and clarify the accounting for internal-use software, addressing stakeholder concerns that the existing guidance was outdated and based on traditional waterfall development methods that no longer reflect current software development practices, including agile methodologies. The amendments in ASU 2025-06 eliminate references to prescriptive "project stages" and introduce a clearer capitalization threshold, requiring capitalization of software costs once (i) management has authorized and committed funding to the project and (ii) it is probable the software will be completed and used as intended. Entities must also assess whether significant uncertainty exists in the development process when applying this threshold. ASU 2025-06 is effective for all entities for annual reporting periods beginning after December 15, 2027, and can be applied on a prospective, modified retrospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-06 to the Company and its consolidated financial statements upon adoption.

In August 2025, the FASB issued ASU 2025-05, Financial Instruments—Credit Losses: Measurement of Credit Losses for Accounts Receivable and Contract Assets (“ASU 2025-05”). ASU 2025-05 was issued to simplify and improve the measurement of credit losses for accounts receivable and contract assets. The amendments in ASU 2025-05 respond to stakeholder concerns regarding the cost and complexity of applying the current expected credit loss model, particularly for assets collected shortly after the balance sheet date. ASU 2025-05 introduces an optional practical expedient allowing all entities to assume that current conditions as of the balance sheet date remain unchanged for the remaining life of the asset. ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, including interim reporting periods within those annual reporting periods, and must be applied prospectively. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-05 to the Company and its consolidated financial statements upon adoption.

In May 2025, the FASB issued ASU 2025-04, Compensation—Stock Compensation and Revenue from Contracts with Customers (“ASU 2025-04”). ASU 2025-04 revises FASB’s Master Glossary definition of the term performance condition for share-based consideration payable to a customer. The revised definition incorporates conditions (such as vesting conditions) that explicitly include volume or monetary amount of a customer’s purchases of goods or services from the grantor.

In addition, the amendments in ASU 2025-04, eliminate the policy election permitting a grantor to account for forfeitures as they occur; and clarify that share-based consideration encompasses the same instruments as share-based payment arrangements, but the grantee does not need to be a supplier of goods or services to the grantor and clarify that a grantor is required to assess the probability that an award will vest using only the guidance in ASC 718, Compensation—Stock Compensation. Revenue recognition will no longer be delayed when an entity grants awards that are not expected to vest.

ASU 2025-04 is effective for all entities for annual reporting periods, including interim reporting periods within those annual reporting periods, beginning after December 15, 2026 and can be applied on a modified retrospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-04 to the Company and its consolidated financial statements upon adoption. As of December 31, 2025, the Company has no customer contracts or transactions within the scope of this amendment.

In May 2025, the FASB issued ASU 2025-03, Business Combinations and Consolidation: Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity (“ASU 2025-03”). ASU 2025-03 replaces the requirement that the primary beneficiary always is the acquirer with an assessment that requires an entity to consider the factors to determine which entity is the accounting acquirer. Upon adoption, in an acquisition transaction effected primarily by exchanging of equity interests when the legal acquiree is a VIE that meets the definition of a business, the Company will be required to consider the factors in paragraphs ASC 805-10-55-12 through 55-15 to determine if it is the accounting acquirer. Specifically, under ASU 2025-03, acquisition transactions in which the legal acquiree is a VIE will, in more instances, result in the same accounting outcomes as economically similar transactions in which the legal acquiree is a VIE. ASU 2025-03 is effective for all entities for annual reporting periods, including interim reporting periods within those annual reporting periods, beginning after December 15, 2026 and must be applied on a prospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of ASU 2025-03 to the Company and its consolidated financial statements upon adoption.

In January 2025, the FASB issued ASU 2025-01, Reporting Comprehensive Income - Expense Disaggregation Disclosures, which clarifies the effective dates of ASU 2024-03. Following the issuance of Update 2024-03, the Board was asked to clarify the initial effective date for entities that do not have an annual reporting period that ends on December 31 (referred to as non-calendar year-end entities). Because of how the effective date guidance was written, a non-calendar year-end entity may have concluded that it would be required to initially adopt the disclosure requirements in Update 2024-03 in an interim reporting period, rather than in an annual reporting period. The Company's annual reporting ends December 31, so ASU 2025-01 has no impact on the Company or its consolidated financial statements.

(s) Reserved

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

(t) Asset held for sale

The Company classifies its long-lived assets and related liabilities to be sold as held for sale in the period (i) it has approved and committed to a plan to sell the asset, (ii) the asset is available for immediate sale in its present condition, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is probable, (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The Company initially measures a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, the Company no longer records depreciation expense on the asset. The Company assesses the fair value of a long-lived asset less any costs to sell at each reporting period and until the asset is no longer classified as held for sale.

4. Inventory

Finished goods inventory consists of dried cannabis, concentrates, edibles, and other products that are complete and available for sale (both internally generated inventory and third-party products purchased in the wholesale market). Work in process inventory consists of cannabis after harvest, in the processing stage. Packaging and miscellaneous consist of consumables for use in the transformation of biological assets and other inventory used in production of finished goods, non-cannabis merchandise and food and beverage items. The Company's inventory is comprised of:

	December 31, 2025	December 31, 2024
Raw materials	\$ 6,853,816	\$ 9,768,295
Packaging and miscellaneous	1,536,003	1,949,621
Work in progress	3,976,567	6,406,679
Finished goods	5,772,008	4,697,399
	\$ 18,138,394	\$ 22,821,994

Cost of Inventory is recognized as an expense when sold and included in cost of goods sold. During the year ended December 31, 2025, the Company recognized \$63,099,741 (2024 - \$60,298,520) of inventory expensed to cost of goods sold.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

5. Prepaid expenses and other current assets

	December 31, 2025	December 31, 2024
Security deposits	\$ 27,318	\$ 122,839
Advertising and Marketing	-	259,113
Prepaid rent	963,655	965,043
Insurance	433,720	414,570
License fees	417,304	1,211,694
Miscellaneous	817,059	1,595,557
	<u>\$ 2,659,056</u>	<u>\$ 4,568,816</u>

6. Property, plant and equipment

	Land and Improvements	Buildings	Equipment	Leasehold Improvements	Construction in Progress	Total
Gross carrying amount						
At December 31, 2023	6,691,107	17,639,365	13,843,385	64,551,017	5,583,614	108,308,488
Additions	-	1,140,477	3,455,096	8,350,496	8,412,972	21,359,041
Transfers	-	26,786	1,157,443	7,392,523	(8,576,752)	-
Asset Impairments	(625,146)	(1,718,076)	(1,321,587)	(14,940,679)	(2,398,087)	(21,003,575)
Disposals	-	-	(93,206)	-	(62,960)	(156,166)
At December 31, 2024	6,065,961	17,088,552	17,041,131	65,353,357	2,958,787	108,507,788
Additions	-	11,263	814,212	1,968,642	3,732,581	6,526,698
Transfers	-	-	455,941	2,921,724	(3,377,665)	-
Reclassified to Assets Held for Sale	-	(3,000,000)	-	-	-	(3,000,000)
Asset Impairments	(2,466,944)	(9,314,402)	(3,343,753)	(11,092,756)	-	(26,217,855)
Disposals	(3,311,050)	-	(149,104)	(212,440)	(400,000)	(4,072,594)
At December 31, 2025	<u>\$ 287,967</u>	<u>\$ 4,785,413</u>	<u>\$ 14,818,427</u>	<u>\$ 58,938,527</u>	<u>\$ 2,913,703</u>	<u>\$ 81,744,037</u>
Depreciation						
At December 31, 2023	262,259	914,436	8,803,434	30,776,662	-	40,756,791
Additions	22,184	782,287	2,583,428	10,026,791	-	13,414,690
Asset Impairments	(255,971)	(374,751)	(1,118,722)	(7,369,068)	-	(9,118,512)
Transfers & disposals	-	-	(56,604)	-	-	(56,604)
At December 31, 2024	28,472	1,321,972	10,211,536	33,434,385	-	44,996,365
Additions	15,306	686,630	2,375,684	8,321,634	-	11,399,254
Asset Impairments	(24,074)	(1,098,407)	(2,516,046)	(4,998,803)	-	(8,637,330)
Transfers & disposals	-	-	(104,915)	(31,015)	-	(135,930)
At December 31, 2025	<u>\$ 19,704</u>	<u>\$ 910,195</u>	<u>\$ 9,966,259</u>	<u>\$ 36,726,201</u>	<u>\$ -</u>	<u>\$ 47,622,359</u>
Carrying amount						
At December 31, 2024	<u>\$ 6,037,489</u>	<u>\$ 15,766,580</u>	<u>\$ 6,829,595</u>	<u>\$ 31,918,972</u>	<u>\$ 2,958,787</u>	<u>\$ 63,511,423</u>
At December 31, 2025	<u>\$ 268,263</u>	<u>\$ 3,875,218</u>	<u>\$ 4,852,168</u>	<u>\$ 22,212,326</u>	<u>\$ 2,913,703</u>	<u>\$ 34,121,678</u>

For the year ended December 31, 2025 depreciation expense was \$11,399,254 (2024 - \$13,414,690) of which \$4,351,016 (2024 - \$4,553,769) was included in cost of goods sold.

During the year ended December 31, 2025 the Company transferred \$3,377,665 (2024 - \$8,576,752) of costs from Construction in Progress to Leasehold Improvements, Buildings, Equipment and Land Improvements upon completion of the related projects.

F-19

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

During the year ended December 31, 2025 the Company disposed of various property and equipment for proceeds of \$9,101,339 (2024 - \$21,000) resulting in a net loss of \$2,423,653 (2024 - net loss of \$78,563).

During the year ended December 31, 2025 the Company recorded a full impairment charge of \$6,609,590 associated with property, plant and equipment, for its Las Vegas, Nevada cultivation facility as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2025 the Company recorded an impairment charge of \$10,970,935 associated with property, plant and equipment, for its Coalinga, California cultivation facility as the fair value of these assets based on management's expected future cash flows equaled \$3,000,000. These assets were reclassified as held for sale and subsequently sold for \$2,734,319 resulting in a loss on sale of assets of \$265,681.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$7,752,871 associated with property, plant and equipment, for its Orange County, California dispensary as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$1,739,105 associated with property, plant and equipment related to its cultivation facility in Beatty Nevada. Due the expected closure of this facility, management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded an impairment charge of \$2,393,087 associated with property, plant and equipment related to building materials for its cultivation facility in Summerfield, Florida. Due the abandonment of this project, the fair value of these building materials is \$400,000 based on management's estimation of future cash flows.

7. Intangible assets and goodwill

	Retail Dispensary Santa Ana	Retail Dispensary Clark County	Cultivation and Production Clark County	Master License Florida	Illinois License	Cultivation Coalinga CA Other Intangibles	Florida MMTC License- VidaCann	VidaCann Goodwill	Other	Total
Gross carrying amount										
Balance, December 31, 2023	\$ 6,151,343	\$ 690,000	\$ 709,798	\$ -	\$ 1,812,656	\$ 5,860,000	\$ -	\$ -	\$ 30,000	\$15,253,797
Additions	-	-	-	-	-	-	9,000,000	30,661,477	-	39,661,477
Impairment loss	(6,151,343)	-	-	-	-	-	-	-	-	(6,151,343)
Balance at December 31, 2024	\$ -	\$ 690,000	\$ 709,798	\$ -	\$ 1,812,656	\$ 5,860,000	\$ 9,000,000	\$ 30,661,477	\$ 30,000	\$48,763,931
Additions	-	-	-	-	-	-	-	-	-	-
Impairment loss	-	-	-	-	-	(5,860,000)	-	-	-	(5,860,000)
Balance at December 31, 2025	\$ -	\$ 690,000	\$ 709,798	\$ -	\$ 1,812,656	\$ -	\$ 9,000,000	\$ 30,661,477	\$ 30,000	\$42,903,931

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

During the year ended December 31, 2025 the Company recorded a full impairment charge of \$5,860,000 associated with the licenses, for its Coalinga, California cultivation facility as the fair value of these licenses based on management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$6,151,343 associated with the licenses, for its Orange County, California dispensary as the fair value of these licenses based on management's expected future cash flows equal \$0.

VidaCann Acquisition

On August 28, 2023, the Company entered into a Membership Interest Purchase Agreement (“**Purchase Agreement**”) with VidaCann, LLC (“**VidaCann**”), Loop’s Dispensaries, LLC (“**Dispensaries**”), Ray of Hope 4 Florida, LLC (“**Ray of Hope**”) and Loops Nursery & Greenhouses, Inc. (“**Nursery**” and together with Dispensaries and Ray of Hope, the (“**Sellers**”), David Loop (“**Loop**”) and Mark Ascik (together with Loop, the “**Indemnifying Members**”) and Loop, solely in his capacity as Seller Representative, pursuant to which, upon the terms and subject to the conditions set forth therein, the Company would acquire from the Sellers all of the membership interests in VidaCann (the “**Transaction**”).

On May 9, 2024, the Company acquired 100% ownership interest of VidaCann, LLC. (“**VidaCann**”) and accounted for the transaction as a business combination acquisition pursuant to ASC 805.

VidaCann was established in 2003 and was formed for the purpose of cultivating and selling cannabis products in the state of Florida, where it owns and operates a cultivation and manufacturing facility. The Company executed the VidaCann transaction in order to expedite its entrance into the attractive Florida cannabis market with an existing customer base and operational cultivation and manufacturing facilities.

Pursuant to the Purchase Agreement, the Company acquired VidaCann from the Sellers for agreed consideration at closing of the Transaction (the “**Closing**”) equal to the sum of: (i) 80,564,554 shares of common stock of the Company (the “**Base Share Consideration**”), plus 1,307,698 shares with a fair value of \$750,000 that were issued to VidaCann’s industry advisor (the “**VC Advisor**”) as acquisition-related costs; (ii) a cash payment of US\$4,000,000 (the “**Closing Cash Payment**”); and (iii) promissory notes issued by the Company to the Sellers in the aggregate principal amount of US\$5,000,000, with each of the above components subject to adjustments as set out in the Purchase Agreement. Based on the closing price of the Company’s common shares of (CAD\$0.9100) US\$0.6647 on May 9, 2024 on the Canadian Securities Exchange (the “**CSE**”) (based on the Bank of Canada CAD to USD exchange rate on May 9, 2024 of CAD\$1.00=US\$0.7304), the total consideration was valued at \$50,755,443. As contemplated by the definitive agreement, VidaCann continued to have US\$3 million of bank indebtedness and US\$1.5 million of related party notes to former VidaCann managers at the time of closing, which were assumed by the Company. The Seller of the majority interest in VidaCann also has the right to nominate a director to the Company’s board of directors effective the next business day following the Company’s 2024 annual meeting of stockholders in June. The Seller has selected David Loop, the former Chief Executive Officer of VidaCann, as its board nominee.

The VidaCann acquisition was deemed to be a business combination under ASC 805. The following table summarizes the allocation of consideration exchanged to the estimated fair value of the tangible and intangible assets acquired:

Consideration paid:

Cash	\$	4,000,000
Issuance of 80,564,554 Common Shares		42,123,314
Note Payable to Former VidaCann Shareholders		4,632,129
	\$	<u>50,755,443</u>

Fair value of net assets acquired:

Cash	\$	911,715
Inventory		7,375,225
Prepays and other assets		1,869,222
Property, plant and equipment		9,080,072
ROU Assets		21,371,614

Intangible assets	9,000,000
Goodwill	30,661,477
ROU Liabilities	(21,371,614)
Notes Payable	(4,010,582)
Accounts Payable and Accrued Liabilities	(4,131,686)
	\$ 50,755,443

The purchase price allocations for the VidaCann transaction reflect various fair value estimates and analyses relating to the determination of fair value of certain tangible and intangible assets acquired and residual goodwill. The Company determined the estimated fair value of the acquired working capital, and identifiable intangible assets and goodwill after review and consideration of relevant information including market data and management's estimates. The estimated fair value of acquired working capital was determined to approximate carrying value.

The goodwill arising from the VidaCann transaction consists of expected synergies from combining operations of the Company and VidaCann, and intangible assets not qualifying for separate recognition such as formulations, proprietary technologies and acquired know-how. None of the goodwill is deductible for tax purposes. VidaCann's state cannabis license represented an identifiable intangible asset acquired in the amount of \$9,000,000. The VidaCann cannabis license acquired has an indefinite life and as such will not be subject to amortization.

In connection with the VidaCann transaction, the Company expensed \$1,020,563 of acquisition-related costs, which have been included in general and administrative expenses on the Company's consolidated statement of operations and comprehensive loss for the year ended December 31, 2024, and \$909,363 for the year ended December 31, 2023. VidaCann contributed revenue, net of discounts, gross profit and net loss of \$26,890,356, \$14,668,773 and (\$1,878,533) included in the Company's Consolidated Comprehensive Net Income (loss) in the year ended December 31, 2024.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

The following table reflects the revenue, gross profit and comprehensive loss that would have been reported if the acquisition had occurred at the beginning of the year ended December 31, 2023.

	For the Year Ended December 31, 2023		
	As Reported	VidaCann	Pro Forma
Revenue, net of discounts	\$ 98,505,170	\$ 34,263,343	\$ 132,768,513
Gross Profit	44,823,144	12,574,426	57,397,570
Comprehensive Income (loss) for the year	(73,608,758)	1,502,402	(72,106,356)

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Florida License

On January 22, 2024, the Company entered into a definitive agreement to sell its Planet 13 Florida, Inc. entity for \$9,000,000 which, at the time of sale held no assets other than a Florida medical marijuana treatment center (“MMTC”) license. The value of the Florida license at December 31, 2023 was less than the carrying amount of the license. Consequently, the Company recorded an impairment charge of \$46,846,866 against the carrying value of its Florida MMTC license. The impairment loss is reflected in the statement of operations and comprehensive loss under the caption “Impairment Loss.” During the fourth quarter of 2023, the Company committed to a plan to sell its Florida license. Accordingly, the license held by the Company’s Florida subsidiary was presented as an asset held for sale on the consolidated balance sheet as of December 31, 2023. The sale of Planet 13 Florida, Inc. was completed on May 6, 2024. Transaction costs incurred for the sale of the license equaled \$762,091.

8. Leases

The Company’s lease agreements are for cultivation, manufacturing, retail, and office premises and for vehicles. The property lease terms range between 5 years and 24 years depending on the facility and are subject to an average of 2 renewal periods of equal length as the original lease. Certain leases include escalation clauses or payment of executory costs such as property taxes, utilities, or insurance and maintenance. Rent expense for leases with escalation clauses is accounted for on a straight-line basis over the lease term. The Company’s lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The following table provides the components of lease cost recognized in the consolidated statement of operations and comprehensive loss for 2025 and 2024:

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

	December 31, 2025	December 31, 2024
Operating lease costs	\$ 9,116,064	\$ 7,773,169
Short term lease expense	449,079	330,004
Total lease costs	<u>\$ 9,565,143</u>	<u>\$ 8,103,173</u>

Other information related to operating and finance leases as of and for the year end December 31, 2025 and 2024 are as follows:

	December 31, 2025	December 31, 2024
	Operating Lease	Operating Lease
Weighted average discount rate	15.00%	15.00%
Weighted average remaining lease term	7.72	7.90

The maturity of the contractual undiscounted lease liabilities as of December 31, 2025 and 2024 is:

	2025	2024
	Operating Lease	Operating Lease
2025	\$ -	\$ 8,682,145
2026	7,779,306	8,750,185
2027	7,973,556	8,805,324
2028	8,050,719	8,934,274
2029	8,106,646	8,858,495
2030	8,067,339	8,109,104
2031	7,917,963	-
Thereafter	<u>61,532,548</u>	<u>67,931,257</u>
Total undiscounted lease liabilities	109,428,077	120,070,784
Interest on lease liabilities	<u>(64,829,069)</u>	<u>(71,803,530)</u>
Total present value of minimum lease payments	44,599,008	48,267,254
Lease liability - current portion	<u>(1,385,566)</u>	<u>(1,818,588)</u>
Lease liability	<u>\$ 43,213,442</u>	<u>\$ 46,448,666</u>

All leases relate to real estate.

For the year ended December 31, 2025 the Company incurred \$9,116,064 of operating lease costs (2024 - \$7,773,169), of which \$3,991,265 (2024 - \$3,275,515) was allocated to cost of goods sold and inventory.

During the year ended December 31, 2025 the Company recorded a full impairment charge of \$5,813,212 associated with ROU assets related to its Las Vegas, Nevada cultivation facility as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2025 the Company recorded a full impairment charge of \$590,491 associated with ROU assets related to a warehouse space in Coalinga, California as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$3,214,740 associated with ROU assets related to its Orange County, California dispensary as the fair value of these assets based on management's expected future cash flows equal \$0.

During the year ended December 31, 2024 the Company recorded a full impairment charge of \$24,796 associated with ROU assets related to its cultivation facility in Beatty Nevada. Due the expected closure of this facility, management's expected future cash flows equal \$0.

See Note 16 for additional supplemental cash flow information related to leases.

F-24

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

9. Notes payable

	December 31, 2025	December 31, 2024	Stated Interest Rate	Effective Interest Rate	Maturity Date
Promissory note dated November 4, 2015, with semi-annual interest at 5.0%, secured by deed of trust, due December 1, 2019	-	884,000	5.0%(1)	5.0%	12/1/2019
Promissory Note to Former VidaCann Shareholders, unsecured with interest accrued at 5.0%, maturity date April 1, 2025	-	4,869,695	5.0%(2)	15.0%	4/1/2025
Promissory Note to La Fayette State Bank, unsecured with interest paid monthly at 10%, maturity date February 20, 2025	-	2,927,989	10.0%(3)	15.0%	2/20/2025
Promissory Note to VidaCann former managers, unsecured with interest paid monthly at 7.5%, maturity date May 6, 2029	1,234,353	1,177,722	7.5%(4)	15.0%	5/6/2029
Revolving Line of Credit, cash secured with monthly interest paid at an annual rate of 5.65%	9,750,000	-	5.65%(5)	5.65%	6/30/2026
	\$ 10,984,353	\$ 9,859,406			
Less current portion	(9,750,000)	(8,681,684)			
	\$ 1,234,353	\$ 1,177,722			

Stated maturities of debt obligations are as follows:

2024	\$ -	\$ -
2025	-	8,681,684
2026	9,750,000	-
2027	-	-
2028	-	-
2029	1,234,353	1,177,722
Total	\$ 10,984,353	\$ 9,859,406

(1) The Promissory note dated November 4, 2015 had a face value of \$884,000. The Company settled with the note holder for a parcel of land secured by the note in exchange for cancellation of the note in full and relief of all accrued interest. Total interest expense including accrued interest for the year ended December 31, 2025 equaled \$0 (2024 - \$44,200).

(2) The Promissory note to former VidaCann Shareholders had a face value of \$5,000,000. The Company determined a fair value of \$4,632,129 at the May 9, 2024 acquisition date using a 15% estimated borrowing rate. Total interest expense including accrued interest and amortization of the note discount for the year ended December 31, 2025 equaled \$213,182 (2024 - \$378,662). This note was paid in full on April 1, 2025.

(3) The Promissory note to Lafayette State Bank had a face value of \$2,947,632. The Company determined a fair value of \$2,862,159 at the May 9, 2024 acquisition date using a 15% estimated borrowing rate. Total interest expense including paid and accrued interest and amortization of the note discount for the year ended December 31, 2025 equaled \$84,327 (2024 - \$260,658). This note was paid in full on February 11, 2025.

(4) The Promissory note to VidaCann former managers had a face value of \$1,500,000. The Company determined a fair value of \$1,148,423 at the May 9, 2024 acquisition date using a 15% estimated borrowing rate. Total interest expense including paid interest and amortization of the note discount for the year ended December 31, 2025 equaled \$169,119 (2024 - \$98,339).

(5) The Company entered into a cash secured line of credit up to \$9,750,000, effective June 13, 2024, with no other collateral securing the credit line (the "revolving line of credit"). The revolving line of credit contains no financial, or other incurrence-based covenants or no material maintenance covenants. The revolving line of credit balance at December 31, 2025 equaled \$9,750,000 (2024 - \$0). Total interest expense for the year ended December 31, 2025 equaled \$434,442 (2024 - \$0).

10. Share capital

The Company is authorized to issue 1,500,000,000 shares of common stock and 50,000,000 shares of preferred stock.

	<u>Common Stock</u>	
	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Common Stock		
Balance at January 1	325,163,800	223,317,270
Shares issued on settlement of RSUs	i. 507,000	1,224,278
Shares issued on public offering	ii. -	18,750,000
Shares issued on VidaCann acquisition	iii. -	80,564,554
Finders shares issued on VidaCann acquisition	iv. -	1,307,698
Total shares of common stock outstanding on December 31	<u>325,670,800</u>	<u>325,163,800</u>

i. Shares issued for Restricted Share Units

During the year ended December 31, 2025, 23,930,635 restricted stock units ("RSU") were awarded under the Planet 13 Holdings Inc 2023 Equity incentive plan (as amended from time to time, the "**2023 Equity Plan**"). 507,000 of these RSUs vested and were issued, 1,780,931 RSUs were forfeited and cancelled. The Company did not receive any cash proceeds on the settlement of the RSUs.

During the year ended December 31, 2024, 485,185 RSUs were awarded under the 2023 Equity Plan. 185,185 of these RSUs vested (of which 83,333 RSUs were surrendered in exchange for tax withholding payments), 1,224,278 of vested RSUs were settled and no RSUs were cancelled. The Company did not receive any cash proceeds on the settlement of the RSUs.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

ii. Shares issued on public offering

On March 7, 2024, the Company issued and sold 18,750,000 units of the Company (the “Units”) at a public offering price of \$0.60 per unit (the "Offering"). Each Unit consisted of one share (each, a “Share”) of common stock, no par value, of the Company (“Common Stock”) and one warrant. Each warrant (a “Warrant”) entitles the holder to purchase one share of Common Stock for a period of 5 years following the closing date of the Offering at an exercise price of US\$0.77, subject to adjustments in certain events. Total gross proceeds to the Company were approximately US\$11.3 million.

iii. Shares issued on VidaCann acquisition

On May 9, 2024, the Company issued 80,564,554 shares of common stock of Planet 13 (the “Share Consideration”); see note 7 above for details of the transaction.

iv. Finders shares issued on VidaCann acquisition

On May 9, 2024, the Company issued 1,307,698 shares of common stock of Planet 13 in finders shares related to the VidaCann acquisition; see note 7 above for details of the transaction.

11. Warrants

The following table summarizes the number of warrants outstanding at December 31, 2025 and 2024:

	December 31, 2025	Weighted Average Exercise Price - USD	December 31, 2024	Weighted Average Exercise Price - USD
Balance - beginning of year	18,750,000	\$ 0.77	-	\$ -
Exercised	-	\$ -	-	\$ -
Issued	-	\$ -	18,750,000	\$ 0.77
Expired	-	\$ -	-	\$ -
Balance - end of year	<u>18,750,000</u>	<u>\$ 0.77</u>	<u>18,750,000</u>	<u>\$ 0.77</u>

On March 7, 2024, the Company issued and sold 18,750,000 units of the Company (the “Units”) at a public offering price of \$0.60 per unit (the "Offering"). Each Unit consisted of one share (each, a “Share”) of common stock, no par value, of the Company (“Common Stock”) and one warrant. Each warrant (a “Warrant”) entitles the holder to purchase one share of Common Stock for a period of 5 years following the closing date of the Offering at an exercise price of US\$0.77, subject to adjustments in certain events. The warrants expire on March 7, 2029.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

12. Share based compensation

At the 2023 Annual General and Special Meeting, the shareholders of Planet 13 voted to approve and adopt the 2023 Equity Plan, which was contingent upon the completion of the Company's domestication, and became effective on September 15, 2023. As of September 15, 2023, the Company may not grant any new awards under the Planet 13 Holdings Inc. 2018 Stock Option Plan and Planet 13 Holdings Inc. 2018 Share Unit Plan (collectively, the "**Prior Plans**"), and the Prior Plans will continue to govern awards previously granted under them.

On July 22, 2025, the Company authorized an additional 10,000,000 reserve shares for a total of 32,000,000 shares of Common Stock available for grants under the 2023 Equity Plan and all other security based compensation arrangements of the Company, including the Prior Plans (the "**Total Share Reserve**"). As of December 31, 2025, after taking into account the 23,930,635 RSUs granted in the year ended December 31, 2025, a maximum number of 5,657,319 shares of Common Stock are available for issuance under the 2023 Equity Plan, subject to adjustment pursuant to the terms of the 2023 Equity Plan.

(a) Stock options

During the years ended December 31, 2025 and 2024

No incentive stock options were granted during the years ended December 31, 2025 and 2024

The following table summarizes information about stock options outstanding at December 31, 2025 and 2024:

<u>Expiry Date</u>	<u>Exercise price CAD\$</u>	<u>December 31, 2025 Outstanding</u>	<u>December 31, 2025 Exercisable</u>	<u>December 31, 2024 Outstanding</u>	<u>December 31, 2024 Exercisable</u>
February 27, 2025	\$ 1.31	-	-	51,525	51,525
December 15, 2025	\$ 3.06	-	-	269,075	269,075
September 30, 2026	\$ 4.37	97,322	97,322	97,322	97,322
		<u>97,322</u>	<u>97,322</u>	<u>417,922</u>	<u>417,922</u>

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

The following assumptions were used to arrive at the value ascribed to the options issued using a Black Scholes Option Pricing model:

Share-based compensation expense attributable to employee options was \$nil for the year ended December 31, 2025 (2024 - \$nil).

	December 31,	
	2025	2024
The outstanding options have a weighted average CAD\$ exercise price of:	\$ 4.37	\$ 3.15
Weighted average remaining life in years of outstanding options:	0.75	1.04

	December 31, 2025	Weighted Average Exercise Price - CAD	December 31, 2024	Weighted Average Exercise Price - CAD
Balance - beginning of year	417,922	\$ 3.15	603,125	\$ 2.58
Issued	-	-	-	-
Exercised	-	-	-	-
Expired	(320,600)	2.78	(185,203)	1.31
Balance - end of year	<u>97,322</u>	<u>\$ 4.37</u>	<u>417,922</u>	<u>\$ 3.15</u>

The total intrinsic value of stock options exercised, outstanding and exercisable as of December 31, 2025 and 2024 was \$nil.

(b) Restricted Share Units

The following table summarizes the RSUs that are outstanding as at December 31, 2025 and 2024:

	December 31, 2025	December 31, 2024
Balance - beginning of year	300,000	1,122,429
Issued	23,930,635	485,185
Exercised	(507,000)	(1,224,278)
Surrendered for taxes	-	(83,333)
Forfeited	(1,780,931)	-
Rounding adjustment	-	(3)
Balance - end of year	<u>21,942,704</u>	<u>300,000</u>

The Company recognized \$2,336,487 in share-based compensation expense attributable to RSUs vesting during the year ended December 31, 2025 (\$180,308 for the year ended December 31, 2024).

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

During the year ended December 31, 2025

23,930,635 RSU's were granted, and 507,000 RSUs vested and were issued. The Company did not receive any cash proceeds from the settlement of the RSUs.

During the year ended December 31, 2025, 1,780,931 RSUs were forfeited.

During the year ended December 31, 2024

485,185 RSU's were granted, and 185,185 RSUs vested and were issued, of which 83,333 were surrendered in exchange for payment of tax withholdings. The Company did not receive any cash proceeds from the settlement of the RSUs.

During the year ended December 31, 2024, no RSUs were forfeited.

13. Loss per share

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Loss	\$ (63,923,695)	\$ (47,796,856)
Weighted average number of shares outstanding, basic and diluted	<u>325,338,047</u>	<u>292,166,589</u>
Basic and diluted loss per share	<u>\$ (0.20)</u>	<u>\$ (0.16)</u>

Approximately 40,790,026 and 19,467,922 of potentially dilutive securities for the years ended December 31, 2025 and December 31, 2024 respectively were excluded in the calculation of diluted EPS as their impact would have been anti-dilutive due to net loss in such years.

14. Income taxes

The components of income tax expense (benefit) of the Company are summarized as follows:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Current taxes:		
Federal	\$ 12,821,098	\$ 13,195,875
State	900,114	1,014,207
Foreign	-	-
Current tax expense (benefit)	<u>13,721,212</u>	<u>14,210,082</u>
Deferred taxes:		
Federal	(1,766,025)	(1,578,197)
State	(311,475)	(441,642)
Foreign	-	-
Deferred tax expense (benefit)	<u>(2,077,500)</u>	<u>(2,019,839)</u>
Income tax expense (benefit)	<u>\$ 11,643,712</u>	<u>\$ 12,190,243</u>

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

The actual income tax provision differs from the expected amount calculated by applying the statutory income tax rate to the loss before tax. These differences result from the following:

	December 31, 2025	December 31, 2024
Income (loss) before income taxes	\$ (52,279,983)	\$ (35,606,613)
Statutory income tax rate	21%	21%
Income tax expense (benefit) at statutory rate	(10,978,796)	(7,477,389)
State income taxes	588,639	1,853,657
UTP Related to 208E	18,576,098	12,273,276
Nondeductible penalties	-	489,813
Other permanent differences	173,102	-
Book Impairment	-	3,175,774
Change in valuation allowance	1,570,242	847,315
Change in state rate	17,005	4,561
Prior period adjustments	1,458,561	200,817
2023 UTP related to Holdco	-	188,550
UTP Penalties & Interests	2,548,718	545,937
Other adjustments	(2,309,857)	87,931
Income tax expense (benefit)	\$ 11,643,712	\$ 12,190,243

The IRS has taken the position that cannabis companies are subject to the limits of Section 280E of the Code for U.S. federal income tax purpose, under which, they are only allowed to deduct expenses directly related to costs of goods sold. The company has taken a position that its deduction of ordinary and necessary business expenses is not limited by Section 280E of the Code. The position by the Company does not achieve a more likely than not tax position, therefore the financial statements are presented on the basis that 280E does apply.

Deferred taxes are provided using as asset and liability method whereby deferred tax assets are recognized based on the rates at which they are expected to reserve in the future. Temporary differences are the differences between the reported amount of assets and liabilities and their tax basis. The effect on deferred tax assets and liabilities of a change in tax law or tax rates is recognized in income in the period that enactment occurs.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

The components of deferred tax assets and liabilities of the Company are summarized as follows:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Deferred tax assets:		
Loss carryforwards	\$ 15,654,624	\$ 15,885,208
Share based compensation	2,102,227	1,611,565
Charitable Contribution	515	515
Loyalty points	48,573	513,959
Capital loss carry forward	11,109,075	11,109,075
Lease liabilities	4,740,770	4,913,815
Inventory Reserve	719,809	49,463
COGS related Impairment	1,177,959	370,419
Gross deferred tax assets	<u>35,553,552</u>	<u>34,454,019</u>
Valuation allowance	(30,043,884)	(28,473,642)
Net deferred tax assets	<u>5,509,668</u>	<u>5,980,377</u>
Deferred Tax Liabilities:		
Other Licenses	1,219,063	2,242,272
Right-of-use assets	2,951,308	4,452,567
Property and equipment	47,479	71,220
Net deferred tax liabilities	<u>4,217,850</u>	<u>6,766,059</u>
Total net deferred tax assets (liabilities)	<u>\$ 1,291,818</u>	<u>\$ (785,682)</u>

As at December 31, 2025, the Company has \$72,426,034 of gross U.S. federal net operating losses and \$5,020,248 of gross U.S. state net operating losses. The Company's U.S. federal net operating losses can be carried forward indefinitely. The Company's U.S. state net operating losses have 20-year carryforward periods and begin to expire in 2042. On September 15, 2023, the Company changed its jurisdiction from the Province of British Columbia, Canada, to the State of Nevada. As a result, the Company filed final Canadian income tax returns for the 2023 tax year and no longer has any Canadian income tax attributes as of December 31, 2025.

As of December 31, 2024, the company recorded an uncertain tax liability on the consolidated balance sheet for tax position taken that it does not owe taxes attributable to the application of Section 280E of the Internal Revenue Code. Based on the information currently available, we do not anticipate a significant increase or decrease to our income tax contingencies for these issues within the next 12 months.

A reconciliation of the beginning and ending amount of uncertain tax liabilities is as follow:

	<u>2025</u>	<u>2024</u>
Balance at Beginning of Year	19,321,475	-
Additions based on tax position related to the current year 280E position	11,594,492	13,800,944
Additions based on tax position related to the prior year	2,125,435	5,520,531
Balance at End of Year	<u>33,041,402</u>	<u>19,321,475</u>

A reconciliation of the beginning and ending amount of uncertain tax benefits is as follow:

	<u>2025</u>	<u>2024</u>
Balance at Beginning of Year	41,877,402	-

Increase related to tax position in a prior period	-	27,530,520
Increase related to tax positions in the current period	11,594,492	13,800,944
Interest and penalties in income tax expense	2,125,435	545,937
Balance at End of Year	55,597,329	41,877,402

Deferred taxes arise from temporary differences in the recognition of certain expenses for tax and financial reporting purposes. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of December 31, 2025, management believes it is more-likely-than-not that the Company's net deferred tax assets related to its loss carryforwards, stock compensation, and Florida license would not be realized in the near future and records a full valuation allowance on these deferred tax assets. The Company's valuation allowance represents the amount of tax benefits that are likely to not be realized. The net change in the valuation allowance from December 31, 2024 was \$1,570,242.

Pursuant to Sections 382 of the Internal Revenue Code, Federal and state tax laws impose significant restrictions on the utilization of tax attribute carryforwards in the event of a change in ownership of the Company, as defined by IRC Section 382. The Company does not expect IRC Section 382 to significantly impact the utilization of its net operating loss carryforwards, but plans to complete a formal analysis prior to releasing the valuation allowance on its net operating losses.

The Company files income tax returns in the U.S. federal jurisdiction and various U.S. state jurisdictions. The federal statute of limitations remains open for the 2021 tax year to present and the state statutes of limitations remain open for the 2020 tax year to present.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

15. General and administrative

	December 31,	
	2025	2024
Salaries and wages	\$ 20,667,899	\$ 21,316,396
Share based compensation	\$ 2,336,487	180,308
Executive compensation	\$ 3,557,596	3,048,605
Licenses and permits	\$ 2,639,454	2,651,018
Payroll taxes and benefits	\$ 5,065,057	4,198,424
Supplies and office expenses	\$ 870,288	1,118,430
Subcontractors	\$ 2,312,260	2,810,695
Professional fees (legal, audit and other)	\$ 5,053,485	8,131,961
Miscellaneous general and administrative expenses	\$ 9,121,529	7,716,055
	<u>\$ 51,624,055</u>	<u>\$ 51,171,892</u>

16. Supplemental cash flow information

Change in Working Capital	December 31,	
	2025	2024
Accounts Receivable	\$ (3,289,298)	\$ (277,229)
Inventory	1,064,137	313,879
Prepaid Expenses and Other Assets	1,909,760	1,200,818
Long-term Deposits and Other Assets	204,594	8,503
Deferred Tax Assets	(902,129)	(190,487)
Accounts Payable	(164,567)	4,336,441
Accrued Expenses	(3,543,881)	(2,943,913)
Other Liabilities	(26,920)	1,187,722
Notes Payable	-	(845,026)
Uncertain Tax Positions	13,719,927	19,321,475
Income Taxes Payable	19,600	(4,643,058)
	<u>\$ 8,991,223</u>	<u>\$ 17,469,125</u>

Cash Paid

Interest Paid on Leases	\$ 7,101,374	\$ 5,819,090
Income Taxes	\$ -	\$ -

Non-cash Financing and Investing Activities

Shares issued in business combination	\$ -	\$ 42,123,314
Finders shares issued in business combination	\$ -	\$ 750,000
PPE transferred to assets held for sale	\$ 3,000,000	\$ -
Lease additions	\$ 2,400,057	\$ 23,353,135
Lease Terminations	\$ 771,628	\$ -
Fixed Asset Amounts in Accounts Payable	\$ 273,550	\$ 318,717
Reclassification of long term lease liabilities to current	\$ (433,022)	\$ 1,143,994

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

17. Related Party Transactions and Balances

Related party transactions are summarized as follows:

(a) Building Lease

As part of the VidaCann acquisition on May 9, 2024, the Company entered into a long-term lease agreement with Loop's Nursery for a property in St John's Florida that is used as the Company's primary cultivation facility in Florida. Loop's Nursery is primarily owned by David Loop, one of the Company's board members. Payments for rent and associated costs related to the use of this property for the year ended December 31, 2025 equaled \$3,421,058 (2024 - \$1,208,531).

(b) Other

As part of the VidaCann acquisition on May 9, 2024, the Company acquired related party notes payable due to David Loop, one of the Company's board members and Mark Ascik, Former Co-President Florida Operations in the amounts of \$750,000 each (see Note 9). Payments for interest on the related party notes for the year ended December 31, 2025 totaled \$112,500 combined (2024 - \$75,206).

Effective March 1, 2025, the Company entered into a 30 month lease agreement with PRMN Investments Ltd for a Florida apartment unit used primarily for executive travel in Florida for oversight of Florida operations. PRMN Investments Ltd is primarily owned by Robert Groesbeck, the Company's Co-CEO. The lease agreement was subsequently terminated in November 2025 upon mutual agreement. Payments for rent and associated costs related to the use of this property for the year ended December 31, 2025 equaled \$51,958 (2024 - \$nil).

Effective September 19, 2025, the Company entered into a three month consulting agreement with Off the House, LLC, an entity owned and operated by the stepson of Robert Groesbeck, the Company's Co-CEO. After the initial three month period, the contract continues on a month to month basis. Total contract payments for the year ended December 31, 2025 equaled \$44,650 (2024 - \$nil).

On December 31, 2025, \$5,935 was due to Off the House, LLC, no other amounts were due to related parties (2024 - \$nil).

18. Commitments and contingencies

(a) Construction Commitments

The Company had \$383,494 of outstanding construction commitments as of December 31, 2025 (2024 - \$786,490) payable as construction is completed over an estimated six month period.

(b) Contingencies

The Company's operations are subject to a variety of local and state regulation. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance with applicable local and state regulations at December 31, 2025, medical and adult use cannabis regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties, or restrictions in the future.

(c) Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. At December 31, 2025 and 2024, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

(d) Operating Licenses

Although the possession, cultivation, and distribution of marijuana for medical and adult use is permitted in Nevada, California, Florida and Illinois, marijuana is a Schedule-I controlled substance and its use remains a violation of federal law. Since federal law criminalizing

the use of marijuana pre-empts state laws that legalize its use, strict enforcement of federal law regarding marijuana would likely result in the Company's inability to proceed with our business plans. In addition, the Company's assets, including real property, cash, equipment, and other goods, could be subject to asset forfeiture because marijuana is still federally illegal.

F-33

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

19. Risks

Credit risk

Credit risk is the risk that a third party might fail to discharge its obligations under the terms of a financial instrument. Credit risk arises from cash with banks and financial institutions. It is management's opinion that the Company is not exposed to significant credit risk arising from these financial instruments. The Company limits credit risk by entering into business arrangements with high credit-quality counterparties. The Company further limits credit risk to a maximum of \$250,000 to any individual counterparty at a given time. Total maximum credit risk for all counterparties combined is estimated at \$500,000.

The Company evaluates the collectability of its accounts receivable and maintains an allowance for credit losses at an amount sufficient to absorb losses inherent in the existing accounts receivable portfolio as of the reporting dates based on the estimate of expected net credit losses.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company currently does not carry variable interest-bearing debt. It is management's opinion that the Company is not exposed to significant interest rate risk.

Price risk

Price risk is the risk that the trading price of the Company's shares will fluctuate and result in an increase or decrease in the fair value of the warrant liability. The Company is not exposed to significant price risk.

Liquidity risk

The Company's approach to managing risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of December 31, 2025, the Company's financial liabilities consist of accounts payable, accrued liabilities, obligations under operating leases and taxes. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis. Historically, the Company's main source of funding has been the public issuance of common stock. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing.

Concentration risk

The Company operates primarily in Southern Nevada, Southern California, Florida and Illinois. Should economic conditions deteriorate within that region, its results of operations and financial position would be negatively impacted.

Banking Risk

Notwithstanding that a majority of states have legalized medical marijuana, there has been no change in US federal banking laws related to the deposit and holding of funds derived from activities related to the marijuana industry. Given that US federal law provides that the production and possession of cannabis is illegal, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the marijuana industry. Consequently, businesses involved in the marijuana industry often have difficulty accessing the US banking system and traditional financing sources. The inability to open bank accounts with certain institutions may make it difficult to operate the business of the Company and leaves their cash holdings vulnerable.

Asset Forfeiture Risk

Because the cannabis industry remains illegal under US federal law, any property owned by participants in the cannabis industry which are either used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property was never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which with minimal due process, it could be subject to forfeiture.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

Currency rate risk

As at December 31, 2025, none of the Company's financial assets and liabilities were held in Canadian dollars (2024 - \$0). The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in the functional currency. The Company does not currently use foreign exchange contracts to hedge its exposure of its foreign currency cash flows as management has determined that this risk is not significant at this point in time.

The Company's exposure to a 10% change in the foreign exchange conversion rate at December 31, 2025 equals \$nil.

20. Potential Acquisition

On July 31, 2024, the Company announced that its wholly-owned subsidiary, MM Development Company Inc., entered into an asset purchase agreement to acquire all assets required to operate a 3,158 square foot dispensary located in Las Vegas, Nevada, including fixtures, cannabis and non-cannabis inventory and other items contained within the proposed building and a medical and recreational license from Exhale Brands Nevada LLC ("Exhale"). Planet 13 agreed to pay \$6.9 million plus the value of the cannabis inventory on closing. The payment was to be comprised of \$4.0 million in cash payable at time of closing and \$2.9 million (plus the value of the cannabis inventory at closing) payable in the form of a secured promissory note due a year from closing and secured by the assets being acquired. The Company notified Exhale of the termination of the agreement in January 2025 and does not expect the acquisition to move forward.

21. Property Recovered in Settlement

On March 3, 2025 the Company announced significant recovery of funds related to El Capitan, including a settlement and recovery of \$2.1 million of funds which were held at Bridge Bank, a division of Western Alliance Bank (collectively "WAB"), bringing the total recovery of funds held at WAB to \$5.5 million. Additionally, the Company, through a wholly-owned subsidiary, obtained real estate (the "Real Property") valued at approximately \$5.0 million based on comparable sales, and carried on the balance sheet at a net (after estimated costs to sell) value of \$4.6 million. On July 15, 2025, the Real Property was sold at a net value (after estimated costs to sell) of \$4.1 million, resulting in a loss on sale of assets of \$502,154. The recovery amount is also included in the Interim Condensed Consolidated Statements of Operations and Comprehensive Loss for the year ended December 31, 2025 in Other income, net and also in the Interim Condensed Consolidated Statements of Cash Flows for the year ended December 31, 2025 in adjustments for items not involving cash, recovery of property in legal settlement.

PLANET 13 HOLDINGS INC.
Notes to the Consolidated Financial Statements
(in United States Dollars)

22. Subsequent events

On February 10, 2026 the Company received approval from the California Department of Cannabis Control to transfer licenses related to its Santa Ana dispensary and distribution facility, thereby allowing the Company to complete its exit from the California market.

F-36

PLANET 13 HOLDINGS INC.

TIMELY DISCLOSURE, CONFIDENTIALITY AND INSIDER TRADING POLICY

Enacted June 11, 2018

Updated by the CG&N Committee & Board by resolution on December 10, 2021

TIMELY DISCLOSURE, CONFIDENTIALITY AND INSIDER TRADING POLICY INDEX

1. PURPOSE AND SCOPE OF THIS POLICY.....	1
2. RESPONSIBILITY FOR THIS POLICY AND RELATED MATTERS.....	2
3. INDIVIDUALS WHO ARE AUTHORIZED TO SPEAK ON BEHALF OF THE CORPORATION.....	3
4. DISCLOSURE OF MATERIAL INFORMATION.....	4
5. ELECTRONIC COMMUNICATIONS, WEBSITES, SOCIAL MEDIA AND RECORDS RETENTION.....	6
6. CONFIDENTIALITY OF UNDISCLOSED MATERIAL INFORMATION.....	8
7. AVOIDING SELECTIVE DISCLOSURE.....	10
8. ANALYST CONFERENCE CALLS, REPORTS AND INDUSTRY CONFERENCES.....	11
9. FORWARD-LOOKING INFORMATION.....	12
10. BLACKOUTS, PRE-CLEARANCE PROCEDURES AND INSIDER TRADE REPORTING.....	13
a) Pre-announcement Trading Blackout.....	13
(i) Scheduled material announcements.....	13
(ii) Unscheduled material announcements.....	13
b) Post-announcement Trading Blackout.....	14
(i) Scheduled material announcements.....	14
(ii) Unscheduled material announcements.....	14
Receipt and Acknowledgement.....	15
SCHEDULE "A" Individuals and Entities to Whom The Policy Applies.....	16
SCHEDULE "B" Disclosures Controls and Procedures.....	19
SCHEDULE "C" Record Retention Policy.....	37

1. Purpose and Scope of this Policy

- 1.1 All capitalized terms shall have the same meaning as otherwise set forth herein
- 1.2 The purpose of the Timely Disclosure, Confidentiality and Insider Trading Policy (the "**Policy**") is to ensure that Planet 13 Holdings Inc. (the "**Corporation**" or "**Planet 13**") and all persons to whom the Policy applies meet their obligations under the provisions of securities laws and stock exchange rules by establishing a process for the timely, factual, and accurate disclosure of all Material Information, ensuring that all persons to whom the Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information and ensuring that all appropriate parties who have Undisclosed Material Information are prohibited from Insider Trading and Tipping under applicable Canadian federal and provincial securities laws, applicable stock exchange rules and the Policy.
- 1.3 The Corporation must comply with rules regarding the timely disclosure of Material Information to the public determined by those authorities with oversight over the Corporation:

- Canadian federal and provincial securities laws governing continuous disclosure, selective disclosure, confidentiality and insider trading;
- "Policy 5: *Timely Disclosure*" of the Canadian Securities Exchange (the "**CSE**"), which expands the requirements of the Canadian federal and provincial securities laws; and
- United States federal securities laws and the U.S. Securities and Exchange Commission (the "**SEC**") (including, but not limited to, Regulation FD).

(collectively referred to as, the "**Disclosure Rules**").

- 1.4 The Policy covers disclosures in documents filed with the securities regulators and written statements made in the Corporation's annual and quarterly reports, current reports on Form 8-K, news releases, letters and other materials mailed to prospective or existing shareholders, presentations by Directors, Officers, Employees or Consultants ("**Personnel**", as further defined in Schedule "C" attached hereto) and information contained on the Website(s) and other electronic communications ("**Disclosures**"). It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences, conference calls, and pre-recorded audio and/or video media. The Policy also extends to social media sites ("**Social Media**") including, but not limited to, Twitter, Facebook, YouTube, LinkedIn, Flickr, Instagram, and other similar Internet-based sites used for sharing information.
- 1.5 **The main groups to which the Policy applies are set forth in Schedule "A" attached hereto. Each section of the Policy that imposes restrictions and obligations will describe which groups of persons are subject to that section. References in the Policy to "any person to whom the Policy applies" or similar references are intended to include persons in all of the groups described in Schedule "A" attached hereto.**

2. Responsibility for this Policy and Related Matters

- 2.1 The Corporate Governance and Nominating Committee of the Board of Directors ("**Board**") will have had input on the Policy and the selection of a disclosure committee (the "**Disclosure Committee**").
- 2.2 The Disclosure Committee is responsible for adopting and periodically recommending changes to the Policy, with changes to be approved by the Corporate Governance and Nominating Committee.
- 2.3 The Disclosure Committee currently consists of the Co-Chief Executive Officers ("**co-CEOs**"), and Chief Financial Officer ("**CFO**"). Where any member of the Board, the co-CEOs or CFO deem it prudent or necessary, the Disclosure Committee will consult with the Corporation's General Counsel ("**GC**").
- 2.4 The Disclosure Committee is also responsible for:
- monitoring the effectiveness of and compliance with the Policy;
 - educating any person to whom the Policy applies about disclosure issues and the Policy;
 - identifying individuals authorized to communicate with analysts, the media and investors;

- monitoring the Corporation's results, other developments involving or relating to the Corporation, market conditions, internal projections and external expectations, and when conditions arise that indicate a duty to disclose or a duty to update the financial markets determining whether disclosure shall be made;
- reviewing and authorizing disclosure (including electronic, written, oral disclosure) in advance of its public release; and
- monitoring the Corporation's website(s) and other online networks.

2.5 Any questions or concerns about this policy should be relayed to an appropriate member of the Disclosure Committee.

2.6 Personnel who become aware of any violations of this Policy are required to advise a member of the Disclosure Committee and a member of the Corporate Governance and Nominating Committee of the Board in accordance with the "*Procedures for Receipt of Complaints and Submissions Relating to Ethical Conduct Bullying, Harassment and Accounting Matters*".

¹ Each executive title refers to a member of the executive team performing a similar role and acting in a similar capacity as listed. The specific executive titles may change from time to time, with such changes having no impact on the composition of the Disclosure Committee.

3. Individuals Who Are Authorized to Speak on Behalf of the Corporation

3.1 Only the individuals (each, a "**Spokesperson**") listed below are authorized to communicate with analysts, the media investors and transaction counterparties on behalf of the Corporation and only with respect to the areas noted opposite their respective positions with the Corporation. The list may be changed by the Disclosure Committee from time to time.

<u>Position of Spokesperson</u>	<u>Area</u>
Robert Groesbeck (Co-Chief Executive Officer, Chairman and a Director) and Larry Scheffler (Co-Chief Executive Officer and a Director)	All
Steve McLean (Interim CFO) Director / Manager, Investor Relations	All topics but no media without prior approval. Analysts, brokers, newsletter writers and investors; transaction counterparties; media and investor calls.
General Counsel	Communication relating to any legal matter with prior consultation with the co-CEOs and/or Chairman of the Board

3.2 With the approval of the co-CEOs, a Spokesperson may, from time to time, designate in writing, Personnel or any other person, to speak on behalf of the Corporation as back-up or to respond to specific inquiries.

3.3 Any person to whom the Policy applies who is approached by the media, an analyst, investor or any other member of the public to comment on the affairs of the Corporation, must refer all inquiries to the appropriate Spokesperson and must immediately notify any of these individuals that the approach was made.

4. Disclosure of Material Information

4.1 Employees of Planet 13 may be called upon to provide information necessary to assure that our public reports are full, fair, accurate, timely and understandable. We expect all employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to our public disclosure requirements. In addition, it is our policy that, if any employee becomes aware of a matter that may require disclosure as described in this Policy, that employee *must report the matter* to a member of the Disclosure Committee, or a "point person" designated as responsible for the gathering, assessment and possible reporting of the information or, if that employee does not feel comfortable raising the issue with a "point person," then to his or her direct supervisor (who then has the responsibility to report the matter to a "point person").

"**Material Information**" consists of both "material facts" and "material changes" relating to the business and affairs of the Corporation. Material Information also includes information required to be disclosed in current reports on Form 8-K filed with the SEC. A "**material fact**" means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Corporation or which would likely be considered important by a reasonable investor in deciding whether to buy, sell or hold such securities. A "**material change**" means a change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market

price or value of any of the securities of the Corporation and includes a decision to implement such a change if such a decision is made by the Board or senior management who believe that confirmation of the decision by the Board is probable.

We generally must disclose any "material" information about the Corporation in periodic reports and current reports on Form 8-K to various securities commissions and stock exchanges. Sometimes, the disclosure requirement is immediate, so this type of information should be reported as quickly as possible.¹

- 4.2 Any person to whom the Policy applies who becomes aware of information that has the possibility of being Material Information must immediately disclose that information to a member of the Disclosure Committee.

Generally, information is "material" if there is a substantial likelihood that a reasonable investor would attach importance to the information in determining whether to buy or sell Planet 13 securities.

- 4.3 Material Information is required to be disclosed immediately.² The Disclosure Committee, in consultation with the Board and others as appropriate, shall determine what is deemed to be Material Information (taking into account the nature of the information itself, the volatility of the Corporation's securities and prevailing market conditions) and the appropriate public disclosure.

¹ In restricted circumstances, the disclosure rules applicable to Planet 13 allow for information to be kept confidential for a limited period of time if the early disclosure of material information would be unduly detrimental to the Corporation, subject to certain filing requirements.

² Information required to be disclosed in current reports on Form 8-K are subject to specific deadlines (generally 4 business days), depending on the nature of the Material Information involved.

Disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure by the Corporation contained a material error at the time it was given.

- 4.4 News releases should be reviewed and prepared in accordance with the Corporation's standard procedures. News releases disclosing Material Information will be transmitted to the CSE prior to their release in compliance with applicable exchange rules and will be disseminated through an approved news wire service.

If the CSE is open for trading at the time of a proposed announcement disclosing Material Information, the Investment Industry Regulatory Organization of Canada ("**IIROC**") Market Surveillance must be advised, by e-mail *and* telephone in advance, of a news release, its contents and the proposed method of dissemination and must be supplied with a copy in advance of its release. Where an announcement disclosing Material Information is to be released after the CSE has closed, IIROC Market Surveillance staff should be advised before trading opens on the next trading day. Copies may be faxed, e-mailed or hand delivered to IIROC Market Surveillance.

- 4.5 The Board and/or the Audit Committee of the Corporation (the "**Audit Committee**") shall review, in advance of their public release by the Corporation, news releases containing financial information based on the Corporation's financial statements prior to the release of such statements.
- 4.6 Unwarranted Promotional Disclosure – The Corporation should refrain from promotional disclosure activity that exceeds that necessary to enable the public to make informed investment decisions. Such activity includes inappropriately worded news releases, public announcements not justified by actual developments in the Corporation's affairs, exaggerated reports or predictions, flamboyant wording and other forms of overstated or overzealous disclosure activity that may mislead investors and cause unwarranted price movements and activity in the Corporation's securities.

5. Electronic Communications, Websites, Social Media and Records Retention

- 5.1 The Corporation maintains a corporate website at <https://planet13lasvegas.com> (the "**Corporate Website**"). Currently, all documents provided under timely disclosure requirements, as well as other investor relations information, are made publicly available on the Corporate Website. An e-mail link is provided on the Corporate Website for investors to communicate directly with a Spokesperson or his/her designee.
- 5.2 The Corporation has a Records Retention Policy attached hereto as Schedule "C". All personnel agree and acknowledge to abide by the terms of the Records Retention Policy at all times.
- 5.3 The Corporation invites Investors to sign-up to receive news updates from the Corporation by providing contact information (e-mail address) in a pre-defined form on the Corporate Website. Use of the resultant e-mail contact list shall be limited to

distribution of the Corporation's news releases. Such news releases shall only be provided after having been disseminated through a newswire service. The Corporation's communication with such subscribers shall at all times be in accordance with Canada's Anti-Spam Legislation ("CASL"). No communications shall be made without the recipient's consent, which consent has been made in accordance with CASL.

- 5.4 All information posted on the Corporate Website or Social Media maintained by the Corporation (if any)³ must be factual, accurate, up to date and complete, as well as presented in a consistent manner. No Material Information may be posted on the Corporate Website that has not first been publicly disclosed in compliance with Disclosure Rules.
- 5.5 All financial data posted on the Corporate Website or Social Media maintained by the Corporation (if any), including text and audiovisual material, must indicate the currency of such material. The Corporation will maintain documentation of significant changes to Material Information posted, modified and/or removed from the Corporate Website. The minimum retention period for Material Information on the Corporate Website shall be two years.
- 5.6 News releases will be posted on the Corporate Website after the Corporation confirms it has been appropriately disseminated through a wire service. The "News Releases" page of the Websites shall include a notice that advises readers that the information posted was accurate at the time of posting but may be superseded by subsequent news releases.
- 5.7 News releases suitable for dissemination in both Canada and the United States may be shared via Social Media maintained by the Corporation (if any) after the Corporation confirms it has been appropriately disseminated through a wire service.
- 5.8 Hyperlinks to third party information shall be pre-approved by the Disclosure Committee and include a disclaimer on the Websites advising the reader that he/she is leaving the Websites and that the Corporation is not responsible for the content that the reader is redirected to. Such a disclaimer will be in the form of a "pop-up window".

³ At date of this Policy, maintenance of a Social Media presence by the Corporation has not been approved. Should the Corporation receive approval from the Board to establish and maintain a Social Media presence, this policy will apply.

Notwithstanding the disclaimer, the Disclosure Committee shall review the content of the specific hyperlinked third-party website for compliance with the Policy and relevant securities laws.

- 5.9 The Corporation shall not post or link newsletters, analyst reports on the Corporation, media articles, including radio, television, and online news reports about the Corporation or the Corporation's business or industry on the Websites or other forms of communication maintained or directly associated with the Corporation (collectively, "**Third-Party Reports**").
- 5.10 All documents filed on SEDAR or on the SEC's EDGAR system, or otherwise required to be publicly available on the Websites under applicable Disclosure Rules, will be concurrently posted on the Corporate Website. The Corporate Website shall include all supplemental information provided to analysts, institutional investors and other market professionals, including without limitation, data books, fact sheets, slides of certain investor presentations and other materials distributed at analyst or industry presentations.
- 5.11 Except for Social Media maintained by the Corporation (if any), Personnel are prohibited from hosting, participating in discussions or posting any information relating to the Corporation or a subsidiary or trading in securities of the Corporation in internet chat rooms, or on newsgroups, Bulletin Boards or Social Media. Personnel are also prohibited from posting or linking photos or videos that include information, data or images of the Corporation's projects, its affiliates' projects, or co-workers, and will not 'tag' or identify co-workers in photos or use location-based sharing features.

6. Confidentiality of Undisclosed Material Information

- 6.1 "**Undisclosed Material Information**" of the Corporation is Material Information about the Corporation that has not been "**Generally Disclosed**": that is, disseminated to the public by way of a news release and filed with the applicable regulatory authorities in Canada together with the passage of a reasonable amount of time (generally 24 hours, unless otherwise advised that the period is longer or shorter, depending on the circumstances) for the public to analyze the information.
- 6.2 Any person to whom the Policy applies and who has knowledge of Undisclosed Material Information must treat the Material Information as confidential until the Material Information has been Generally Disclosed.
- 6.3 Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. When in doubt, all persons to whom the Policy applies must consult with the co-CEOs or the CFO, and if deemed prudent and necessary, the GC to determine

whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, investors, other market professionals and members of the press and other media will not be considered to be in the necessary course of business. Tipping, which refers to the disclosure of Undisclosed Material Information to third parties outside the necessary course of business, is prohibited.

6.4 In order to prevent the misuse or inadvertent disclosure of Undisclosed Material Information, the procedures set forth below should be observed at all times:

- documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who “need to know” that information in the necessary course of business and code names should be used if necessary;
- confidential matters should not be discussed in places where the discussion may be overheard, such as, but not limited to, elevators, restaurants, taxicabs or airplanes;
- confidential matters should not be discussed with friends or relatives and discussions respecting investments in the Corporation should be avoided;
- confidential documents and correspondence should not be read or displayed in public places and should not be discarded where others can retrieve them;
- Personnel must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- unnecessary copying of documents containing Undisclosed Material Information must be avoided and extra copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of the meeting and must be destroyed if no longer required;
- transmission of documents containing Undisclosed Material Information by electronic means will be made only where it is reasonable to believe that the transmission can be made and received under secure conditions such as a dedicated server;
- access to confidential electronic data should be restricted through the use of passwords or through restriction of access to folders;
- all proprietary information, including computer programs and other records, remain the property of the Corporation and may not be removed, disclosed, copied or otherwise used except in the normal course of employment; and
- During the period before which Undisclosed Material Information is Generally Disclosed, market activity in the Corporation’s securities should be carefully monitored.

6.5 Personnel who, in the ordinary course of their involvement with the Corporation, have access to confidential information about other corporations or entities with which the Corporation is conducting business, should observe the same restrictions with respect to the information as they do with respect to Undisclosed Material Information about the Corporation itself.

6.6 In general, the Corporation shall not comment, affirmatively or negatively, on rumors. Spokespersons will respond consistently to those rumors, saying: **“It is our policy not to comment on market rumors or speculation.”**

6.7 The exception to this general rule is where a rumor has been publicly circulated which has not been substantiated by the Corporation and which is likely to have, or has had, an effect on the trading of the Corporation’s securities or would be likely to have a bearing on investment decisions in the Corporation’s securities. In such circumstances, such rumor may be publicly clarified or confirmed by the Corporation as promptly as possible. The Disclosure Committee will consider the matter and make a recommendation as to the nature and context of any response on behalf of the Corporation. The Corporation should consider discussing the issue directly with IROC Market Surveillance to discuss the impact of rumors and whether a comment by the Corporation should be made publicly. If contacted, the Corporation will cooperate fully with IROC Market Surveillance and divulge any information known with respect to the validity of any part of a rumor.

6.8 Where a rumor is correct in whole or in part, or where Material Information has inadvertently leaked, the Corporation should contact the IROC Market Surveillance and discuss whether trading should be halted pending the issuance of a news release.

6.9 Whenever unusual market action takes place in the Corporation’s securities, the Corporation is expected to make inquiry to determine whether rumors or other conditions requiring corrective action exist, and if so, to take whatever action is appropriate.

If, after this review, the unusual market action remains unexplained, it may be appropriate, further to consultation with the Board, for the Corporation to issue a “no news” news release (i.e., to announce that there has been no material development in its business and affairs not previously disclosed or, to its knowledge, any other reason to account for the unusual market action).

7. Avoiding Selective Disclosure

7.1 Selective disclosure occurs when a Corporation discloses Material Information to one or more individuals or companies and not broadly to the investing public. Such disclosure can create opportunities for insider trading and also undermines retail investors’ confidence in the marketplace as a level playing field. Selective disclosure to certain specified persons is prohibited, including:

•

Broker-dealers and persons associated with them, including investment analysts.

- Investment advisers, certain institutional investment managers and their associated persons.
- Investment companies, hedge funds, and affiliated persons.

7.2 Selective disclosure is also prohibited if made to any shareholder under circumstances in which it is reasonably foreseeable that the shareholder would purchase or sell the Corporation’s securities on the basis of the information.

7.3 When participating in shareholder meetings, news conferences, analyst conferences calls and private meetings with analysts, Spokespersons must only disclose information that either (1) is not Material Information or (2) is Material Information but has previously been Generally Disclosed. For greater certainty, acceptable topics of discussion include the Corporation’s business prospects (subject to the provisions of Section 9 of the Policy), the business environment, management’s philosophy and long-term strategy. Any selective disclosure of Undisclosed Material Information, including earnings guidance, is not permitted.

7.4 If Undisclosed Material Information was unintentionally disclosed, the participants must advise a member of the Disclosure Committee, who shall take immediate steps to ensure that the information is promptly Generally Disclosed as soon as possible, but not later than 24 hours, including contacting the CSE and requesting a halt in trading if the CSE deem a trading halt appropriate.

7.5 Pending the Undisclosed Material Information being Generally Disclosed, the Corporation must contact the parties to whom the Undisclosed Material Information was disclosed and inform them
(1) that the information is Undisclosed Material Information and (2) of their legal obligations with respect to the Material Information.

7.6 Securities laws also prohibit “tipping”. All Personnel must ensure that they do not divulge such non-public information to any unauthorized person, whether or not such person may trade on the information. If in doubt about the need to disclose, the matter should be discussed with the co- CEOs of the Corporation.

8. Analyst Conference Calls, Reports and Industry Conferences

8.1 Analyst conference calls (“**Analyst Call**”) will be held in an open manner, allowing any interested party to listen either by telephone or through Internet webcasting. The provisions of Section 7 of the Policy must be strictly adhered to.

8.2 Analyst Calls may be held for quarterly earnings and major corporate developments. If the Corporation intends to announce Material Information at an Analyst Call, the announcement must be preceded by a news release.

8.3 Advance notice of Analyst Calls will be provided by the issuance of a news release announcing the date and time of the conference call, the subject matter and the means of accessing the call and/or the webcast. Invitations may also be sent to analysts, institutional investors, members of the media and other interested parties.

8.4 A tape recording or transcript of the Analyst Call and/or an audio webcast will be made available following the conference call for a minimum of 30 days, for any person interested in listening to a replay. The audio webcast will be posted on the Website.

8.5 It is the Corporation’s policy to review, upon request, analysts’ draft research reports or models. In such cases, comments of Personnel should be limited to identifying factual information that has been Generally Disclosed and that may affect an analyst’s model, and to pointing out inaccuracies or omissions with reference to information that has been Generally Disclosed. Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts’ earnings models or earnings estimates, asset valuation methodology and no attempt shall be made

to influence an analyst's opinion or conclusion. Caution must be exercised to ensure that selective confirmation of factual information does not in itself communicate any guidance with respect to any Material Information which has not been Generally Disclosed.

9. Forward-Looking Information

- 9.1 The Corporation may from time to time give earnings guidance or any other forward-looking information ("**Forward-Looking Information**") through voluntary disclosure by way of continuous disclosure documents in Canada or in reports filed with the SEC, speeches, conference calls, etc., provided that the guidelines described in Section 14.2 are observed.
- 9.2 If Forward-Looking Information is disclosed in writing:
- the information, if deemed material, will be Generally Disclosed via news release, in accordance with the Policy;
 - the information will be clearly identified as forward-looking and shall be accompanied (if necessary, by link) by meaningful cautionary language (i.e., not boilerplate);
 - the factors and assumptions that were used to arrive at the Forward-Looking Information must be clearly described and must provide a reasonable basis for such statements;
 - the factors that could cause actual results to differ materially must be clearly stated, and should be presented with a reasonably possible range of outcomes, a sensitivity analysis or other qualitative analysis that will assist in assessing the related risks; and
 - the information will be accompanied by a statement that disclaims the Corporation's intention or obligation to update or revise the Forward-Looking Information, whether as a result of new information, future events or otherwise. Notwithstanding the disclaimer, should subsequent events prove past statements about current trends to be materially off target, the Corporation may choose to issue a news release explaining the reasons for the difference(s). In this case, the Corporation will update its earnings guidance (if any) on the anticipated impact on revenue and earnings or other key metrics.
- 9.3 If Forward-Looking Information is disclosed in an oral presentation or teleconference:
- the information, if deemed material, will be Generally Disclosed in accordance with the Policy; and
 - the information will be clearly identified as forward-looking and a cautionary statement regarding such statements shall be made during the presentation or teleconference.
- 9.4 If the Corporation has issued a forecast or projection in connection with a document covered by National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"), Part 4B, the Corporation will update that forecast or projection periodically, as required therein.

10. Blackouts, Pre-Clearance Procedures and Insider Trade Reporting

- 10.1 "**Insider Trading**" – which refers to Persons in a Special Relationship with the Corporation purchasing or selling or otherwise monetizing Covered Securities (as defined in Schedule "A") while in possession of Undisclosed Material Information - is prohibited. Moreover, Insiders (as defined in Schedule "A") should refrain from trading, even after Material Information has been released to the press and other media, for a period sufficient to permit thorough public dissemination and evaluation of the information. Accordingly, Insiders are prohibited from Trading in Covered Securities until the start of the next business day following a complete full day of trading of the Covered Securities after the date of public disclosure of the Material Information.
- 10.2 Persons in a Special Relationship with the Corporation may not engage in short-term, speculative transactions involving the Covered Securities which are designed to profit from a decline the Corporation's share price. This would include short sales (other than selling in advance of an option exercise where the options will be used to immediately cover the short position) and buying or selling put or call options. While the form that these transactions may take can be many and varied, they can all be recognized by one common characteristic: the trader will profit only if the price of the Corporation's shares declines in the future. These transactions are effectively a "bet against the Corporation" and thus present a clear conflict of interest. Engaging in transactions which result in a gain only if the value of the Corporation's shares goes down in the future is a violation of the Policy.

10.3 In order to avoid even the appearance of possible insider trading, the Corporation has established the following additional trading restrictions. As set forth below, a trading “blackout” prohibits trading: (i) before a scheduled material announcement is made; (ii) before an unscheduled material announcement is made; and (iii) for a specific period of time after a material announcement (scheduled or unscheduled) has been made (the “**Blackout Period**”). Management will consider pending transactions to determine when to prohibit trading. In some cases, the prohibition on trading may occur as soon as discussions about a transaction begin. During Blackout Periods, the Corporation must also avoid discussions with analysts, private briefings and interviews to the maximum extent reasonable. An appropriate response (not involving disclosure of material and/or non-public information) should be developed ahead of meetings that occur during a Blackout Period to handle questions about the information that is the subject of the blackout.

a) **Pre-announcement Trading Blackout**

(i) Scheduled material announcements

All Directors, Officers, Employees and Consultants are prohibited from trading from the date of each quarter end until one full business day after the release of financial statements relating thereto.

The co-CEOs will designate an individual who will disseminate an e-mail to all of the Directors, Officers, Employees and Consultants confirming the scheduled release date for financial statements, and the date preceding such scheduled release upon which date the Blackout Period will commence, and any amendments thereto.

(ii) Unscheduled material announcements

The Corporation will impose a Blackout Period if there is a pending undisclosed material development on all Directors, Officers, Employees and Consultants where they are prohibited from trading. The Blackout Period will commence at the time

that an individual designated by the co-CEOs disseminates an e-mail to all of the Directors, Officers, Employees and Consultants confirming same.

b) **Post-announcement Trading Blackout**

The Corporation must allow the market time to absorb the information before directors, officers and employees can resume trading after the release of material information.

(i) Scheduled material announcements

All Directors, Officers, Employees and Consultants are prohibited from trading for one clear trading day after the release of financial statements.

(ii) Unscheduled material announcements

All Directors, Officers, Employees and Consultants are prohibited from trading until the earlier of:

- one clear trading day after the announcement of the unscheduled material event is made; and
- the dissemination of an e-mail from an individual designated by the co-CEOs, confirming that the information in question is no longer material.

10.4 All Directors and Officers must refrain from trading in securities of the Corporation, even during a period that is not a Blackout Period, without first obtaining pre-clearance from either a Co-Chief Executive Officer or the Chief Financial Officer of the Corporation. The Corporation may find it necessary, from time to time, to require compliance with the pre-clearance process from additional Employees or Consultants.

10.5 The Insider Trading restrictions described in the Policy, also apply to restrict trading by Personnel in securities of an issuer with which the Corporation has a material business relationship or with which it is proposing to enter into a material transaction or business combination.

10.6 An Insider of the Corporation is required to file an initial insider report within 10 days of becoming an Insider and subsequent insider reports within 5 days following any trade of securities of the Corporation. If an Insider of the Corporation does not own

or have control over or direction over securities of the Corporation, or if ownership or direction or control over securities of the Corporation remains unchanged from the last report filed, a report is not required. Certain Insiders are also required to file with the SEC an initial statement of beneficial ownership of securities (Form 3) generally within 10 days after becoming an Insider and statements of changes in beneficial ownership of securities (Form 4) within two business days following transactions in the securities of the Corporation.

10.7 The Policy will be circulated, initially, to each (a) Director, Officer, Employee or Consultant, (b) Insider and (c) Person in a Special Relationship with the Corporation and, subsequently, whenever changes are made to the Policy.

10.8 Any violation of insider trading or Tipping laws or regulations may result in severe civil and/or criminal penalties in Canada and the United States.

10.9 Any violation of the terms of the Policy may result in disciplinary action by the Corporation up to and including termination.

Receipt and Acknowledgement

The undersigned hereby acknowledges having received and read a copy of the "*Planet 13 Holdings Inc. Timely Disclosure, Confidentiality and Insider Trading Policy*", including all Appendices and Exhibits and agrees to comply with its terms. The undersigned understands that violation of insider trading or tipping laws or regulations may subject the undersigned to severe civil and/or criminal penalties in Canada and the United States, and that violation of the terms of the above-noted Policy may subject the undersigned to discipline by the Corporation up to and including termination.

Name: _____
Signature: _____
Date: _____

SCHEDULE "A"

Individuals and Entities to Whom the Policy Applies

"Directors, Officers, Employees or Consultants" means a director, an officer, an agent, an Employee or an independent contractor (who is engaged in an employee-like capacity) of the Corporation or a subsidiary of the Corporation.

"Insider" means:

- (a) every director, co-CEO, or CFO of the Corporation or of a Major Subsidiary of the Corporation;
- (b) any person or company responsible for a principal business unit, division or function of the Corporation;
- (c) any person or Corporation who beneficially owns, directly or indirectly, more than 10% of the voting securities of the Corporation or who exercises control or direction over more than 10% of the votes attached to the voting securities of the Corporation or a combination of both carrying more than 10% of the votes attached to the voting securities of the Corporation (a "**10%**

Shareholder"); or

- (d) every director or officer of a company that is itself a 10% Shareholder or a subsidiary of the Corporation.

"Major Subsidiary" means a subsidiary of the Corporation if:

- (a) the assets of the subsidiary, as included in the Corporation's most recent annual audited or interim balance sheet or statement of financial position, are 30% or more of the consolidated assets of the Corporation reported on that balance sheet or statement of financial position, as applicable; or
- (b) the revenue of the subsidiary, as included in the Corporation's most recent annual audited or interim income statement or statement of comprehensive income, is 30% or more of the consolidated revenue of the Corporation reported on that statement.

"Persons in a Special Relationship with the Corporation" means:

- (a) a person or company that is an Insider, Affiliate or Associate of,
 - i. the Corporation,
 - ii. a person or company that is proposing to make a take-over bid, as defined in the Part XX of the *Securities Act* (Ontario), for the securities of the Corporation, or
 - iii. a person or company that is proposing to become a party to a reorganization, amalgamation, merger or arrangement or similar business combination with the Corporation or to acquire a substantial portion of its property;
- (b) a person or company that is engaging in or proposes to engage in any business or professional activity with or on behalf of the Corporation or with or on behalf of a person or company described in subclause (a)(ii) or (iii) above;
- (c) a person who is a Director, Officer or Employee of the Corporation or of a person or company described in subclause (a)(ii) or (iii) or clause (b) above (including, without limiting the generality of the foregoing, each Director, Officer, Employee or Consultant);
- (d) a person or company that learned of the Material Information with respect to the Corporation while the person or company was a person or company described in clause (a), (b) or (c); or
- (e) a person or company that learns of the Material Information with respect to the Corporation from any other person or company described in this definition, including a person or company *described* in this clause, and knows or ought reasonably to have known that the other person or company is a person or company in such a relationship.

"Senior Officer" means:

- (a) the chair or a vice-chair of the Board, the CEO (or the co-CEOs), the president, a (executive) vice-president, the secretary, the CFO, or a general manager of the Corporation or any other individual who perform such functions for an issuer similar to those normally performed by an individual occupying any such office; and
- (b) every individual who is designated as an officer under a by-law or similar authority,

Other Defined Terms

"Affiliate" An *affiliate* of, or person *affiliated* with, a specified person, is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.

"Associate" where used to indicate a relationship with any person or company, means, (1) any company of which such person or company beneficially owns, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of the company for the time being outstanding,

(2) any partner of that person or company, (3) any trust or estate in which such person or company has a substantial beneficial interest or as to which such person or company serves as director or in a similar capacity, (4) any relative of that person who resides in the same home as that person, (5) any person who resides in the same home as that person and to whom that person is married, or any person of the opposite sex or the same sex who resides in the same home as that person and with whom that person is living in a conjugal relationship outside marriage, or (6) any relative of a person mentioned in clause (5) who has the same home as that person.

"Blackout Period" means any time where a Director, Officer, Employee, Consultant or other Insider is restricted by the terms of the Policy or applicable securities law from trading in Covered Securities of Planet

13. The Corporation will use reasonable efforts to notify Directors, Officers, Employees, Consultants and other Insiders by e-mail when a general Blackout Period is in effect. However, it is the obligation of every Director, Officer, Employee, Consultant and other Insider to ensure, prior to effecting a trade, that a Blackout Period is not in effect or such person is not otherwise restricted from trading in Covered Securities of Planet 13. If a person is unsure whether a Blackout Period is in effect, he or she may contact the CFO.

"company" means any corporation, incorporated association, incorporated syndicate or other incorporated organization.

"Covered Securities" means any securities of Planet 13, including its common shares, warrants, trust units, restricted voting shares, restricted share units, preference shares, debentures, options or other securities

exchangeable or exercisable into common shares, as well as exchange-traded options or other derivative securities that are not issued by Planet 13, but are based on securities of Planet 13.

"Employee" means a full-time, part-time, or contract employee of the Corporation or a subsidiary of the Corporation.

"**person**" means an individual partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, trustee, executor, administrator, or other legal representative.

"**subsidiary**" means a company shall be deemed to be a subsidiary of another company if (1) it is controlled by, (a) that other company, or (b) that other and one or more companies each of which is controlled by that other company, or (c) two or more companies, each of which is controlled by that other company; or (2) it is a subsidiary of a company that is the other's subsidiary.

For purposes of the definition of "subsidiary" set out above, a company shall be deemed to be controlled by another person or company or by two or more companies if, (1) voting securities of the first-mentioned company carrying more than 50% of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other companies, and (2) the votes carried by such securities are entitled, if exercised, to elect a majority of the Board of the first-mentioned company.

"**Trading Window**" means the period of time between Blackout Periods where a Director, Officer, Employee, Consultant or other Insider is not restricted by the terms of the Policy, or applicable securities law from trading in Covered Securities of Planet 13, unless the Director, Officer, Employee, Consultant or other Insider is otherwise in possession of material, non-public information concerning Planet 13.

SCHEDULE "B"

Disclosures Controls and Procedures OVERVIEW

The Planet 13 Holdings Inc. (the "**Corporation**" or "**Planet 13**"), *Code of Business Conduct and Ethics* (the "**Code**") and the *Timely Disclosure Confidentiality and Insider Trading Policy* (the "**Policy**") stress the importance of accurate and timely disclosure in the Corporation's reports and filings with the various securities commissions and stock exchanges where the Corporation must file reports. The basic principles in the Code and Policy provide that employees may be called upon to provide information necessary to assure that the Corporation's public reports are complete, fair, accurate, timely and understandable and that the Corporation expects all employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Corporation's public disclosure requirements.

This document details the "disclosure controls and procedures" (the "**Disclosure Controls**") maintained by the Corporation for purposes of the Canadian securities authorities' National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, and National Policy 51-201 *Disclosure Standards* and under applicable U.S. securities laws.

The Disclosure Controls were designed to assist the principal executive and financial officers in the discharge of their responsibilities in making the certifications that must accompany filings of the Corporation's quarterly and annual financial statements, as well as to the discharge their responsibilities related to providing accurate and complete information to security holders. They are intended to ensure that the Corporation maintains adequate procedures for gathering, analyzing and disclosing all information that is required to be disclosed in its various securities filings.

This schedule begins with the individual(s) within the Corporation with primary responsibility for that particular Disclosure Control. Successive sections of this document provide additional information regarding the various Disclosure Controls, including in certain cases supporting materials relevant to those Disclosure Controls. In addition, as described in Section 3 of this document, specified employees must report possible disclosure issues to the individual designated in these Disclosure Controls as responsible for gathering, assessing and possible reporting of the information at issue.

This document is divided into the following sections:

1. Disclosure Committee
2. Disclosure Guidelines
3. Financial Disclosure Controls
4. Internal Accounting Controls
5. Internal Disclosure Certifications
6. Outside Advisor Review
7. Quarterly Review of Disclosure Controls

SECTION 1: DISCLOSURE COMMITTEE

Membership

Due to the small size of the current operations of the Corporation, the Disclosure Committee is a group made up of the current management of Planet 13 and consists of:

- the Co-CEOs;
- the CFO; and
- where any member of the Board, the co-CEOs or CFO deem it prudent or necessary, the Disclosure Committee will consult with the Corporation's General Counsel ("GC").

The composition of the Disclosure Committee may be changed from time to time as the Board or a relevant Board committee determines is necessary or desirable.

Management of the Corporation does not rely on a complex system of internal controls to verify the validity of information being disclosed. Management relies more on company level controls or controls performed by the Disclosure Committee particularly, "daily management interaction". This recognizes that in a small organization, a limited number of strong management is better than reliance on a system of internal controls.

The Disclosure Committee and its individual members have unlimited access to outside securities counsel who can review disclosure material and reports to be filed.

Responsibilities

The Disclosure Committee may be called upon from time to time to assess the adequacy of the Corporation's disclosures. In broader terms, the Disclosure Committee (*or selected members thereof*) is responsible for:

- a) reviewing in advance the Corporation's quarterly earnings press release and related materials (such as analyst conference call scripts) to determine the adequacy and accuracy of the disclosures included therein,
- b) reviewing in advance each Annual Information Form, Annual Reports on Form 10-K, Quarterly Reports (consisting of the consolidated financial statements and Management Discussion and Analysis ("MD&A") including on Form 10-Q), current reports on Form 8-K, proxy statement and Management Information Circular, and each Annual Report to shareholders, to determine the adequacy and accuracy of the disclosures therein, and
- c) otherwise considering and determining, on a periodic basis, the materiality of information to, and the scope of disclosure obligations for the Corporation.

The Director, Corporate Communications, in collaboration with the CFO, is responsible for:

- a) monitoring the status of the Corporation's Disclosure Controls generally;
- b) serving as a "point person" for personnel to communicate issues or information that could impact the Corporation's public disclosures;
- c) proposing updates to this Policy document from time to time as necessary or appropriate;
- d) maintaining, updating and implementing the Corporation's policies on electronic communications. Generally, this includes ensuring that all investor relations information made available by the Corporation on the Websites, broadcast via e-mail or otherwise on the Internet complies with applicable securities laws and internal policies. This responsibility includes ensuring that the

Websites are properly reviewed and updated.
- e) keeping informed regarding all of the Corporation's public disclosures; and
- f) documenting the Corporation's disclosure processes generally (e.g., records of Disclosure Committee's review of material, maintenance of reporting checklists as appropriate).

Process

In connection with the preparation and review of the Corporation's presentations, Website content, press releases and related materials, the Disclosure Committee will review, discuss and comment on drafts of such materials (which may take the form of participation in general news release preparatory meetings either in person or by telephone, where non-Disclosure Committee members also participate). Given the relative proximity of management and the daily interaction, the Disclosure Committee may not necessarily have a formal meeting regarding the disclosure, but copies of the comments from the Disclosure Committee members will be maintained as evidence of the review.

The Disclosure Committee or selected members thereof shall also review the Corporation's Annual Information Form and Annual and Quarterly Reports, current reports on Form 8-K, and proxy statements and Management Information Circular. Any member of the

Disclosure Committee may call a meeting of its members at any time as such person determines is necessary or appropriate. Examples of circumstances that might warrant a formal Disclosure Committee meeting include, but are not limited to, the filing of new, material litigation against the Corporation or the occurrence of an unusual or significant event that could require the filing of a notice or report with the applicable securities commissions or stock exchanges by the Corporation.

SECTION 2: DISCLOSURE GUIDELINES

The CFO is responsible for the preparation and periodic updating of the Disclosure Guidelines. The Corporation's current Disclosure Guidelines are outlined in Section 4 of the Policy.

Forms of Disclosure Guidelines

The Corporation will maintain General Disclosure Guidelines designed to:

- a) apprise a wide audience within the organization of the Corporation's disclosure obligations (as relevant to the wide group of Corporation employees) and the types of matters and issues that should be identified and raised with Corporation personnel designated as "point persons" for the Corporation's public disclosures, and
- b) provide those within the organization responsible for reviewing the Corporation's AIF, Quarterly Reports, current reports on Form 8-K, Annual Report to Shareholders and reviewing our proxy statement and Management Information Circular, and information regarding the basic disclosure requirements for those documents.

Use of Disclosure Guidelines

The General Disclosure Guidelines should be disseminated (1) to the persons identified in Section 3(b) periodically, and at least once every year, to a wide group of employees to remind them of the Corporation's disclosure obligations and those employees' role in meeting those obligations, and (2) to those responsible for reviewing each AIF, Quarterly Report, Annual Report, current reports on Form 8-K and Proxy Statement and Management Information Circular along with the time/responsibility schedule for that document.

General Obligation - Disclose "Material" Events, Matters and Issues

The following are guidelines regarding the types of events, matters and issues - whether they have already actually happened or are just a possibility - that may impact our public disclosures whether by requiring new disclosure or causing us to change prior disclosure. If you have any information about such an event, matter or issue, you must bring it to the attention of an appropriate person within Planet 13 as quickly as possible. Please review these Guidelines carefully, as *they require that certain types of matters be reported immediately* to the appropriate Planet 13 personnel.

Disclose Forward-Looking Information - "Material" Trends and Uncertainties

- We must disclose "material" known demands, commitments, events, trends or uncertainties that could impact (favorably or unfavorably) the Corporation's liquidity, capital resources, assets, revenues, costs or net income.
- Part one of ensuring management is fully aware of these matters is to make sure all leasing, borrowing, credit extension and other transactions are properly reported and accounted for at the relevant Corporation/subsidiary level.
- Part two is for employees to be aware of possible areas that could impact our condition or results and to report them to the appropriate persons.

Examples include:

- A significant change in our business or operations,
- Changes in general business or industry conditions
- New litigation or claims involving the Corporation, and
- Contamination issues, regulatory investigations or reviews, etc.

Items That Must be Disclosed Immediately Within Planet 13

The following types of matters should always be reported immediately in accordance with these Guidelines and the Corporation's Code of Business Conduct and Ethics regardless of amount or apparent significance (except as otherwise noted), as they are the types of matters that could be of particular importance to Planet 13 or could require an immediate public filing:

- the loss of a material license or permit,

- any litigation, arbitration or similar judicial or administrative proceeding that involves the Corporation (other than ordinary course wage garnishments),
- any claim or potential claim that the Corporation is violating any third party's intellectual property rights, or that any third party is violating the Corporation's intellectual property rights,
- Any occurrence, accidental or otherwise, that results in the death, dismemberment or disability, of an employee or third party,
- any investigation, audit or review by a governmental entity (e.g., any licensing agency, health & safety organization, labor department, etc.),
- any incident of fraud or accounting/record keeping irregularity,
- any transaction between the Corporation and one of its directors, officers or other management employees other than in the normal course,
- any breach of contract - either by the Corporation or the other party to a contract with the Corporation - that could result in a material loss or gain to the Corporation,
- any impairment or potential write-off of an asset or assets that could result in a material loss to the Corporation,
- entry into a material agreement not made in the ordinary course of business,
- termination of a material agreement not made in the ordinary course of business,
- imposition or creation of a direct or contingent financial obligation that could be material to the Corporation; and
- events triggering a direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of all obligations.

This is not intended to change our policies regarding who is authorized to make decisions regarding material agreements and financial obligations, but only to clarify that information regarding any such authorized or unauthorized arrangements must be made known to the proper persons.

Specific Items That Must be Disclosed for Purposes of Form 8-K

The following types of matters should always be reported immediately in accordance with these Guidelines as they are specific items that must be disclosed on current reports on Form 8-K with the SEC:

Event	Disclosure Item of Form 8-K	Time for Filing
Entry into a material definitive agreement (This also includes a material amendment of a material agreement.)	Item 1.01	Within four business days of entering into the material agreement or a material amendment of a material agreement.
Termination of a material definitive agreement	Item 1.02	Within four business days of terminating the material definitive agreement. This triggering event may be considered to be the date of receipt of advance written notice to terminate the agreement, depending on the terms of the agreement.
Bankruptcy or receivership	Item 1.03	Within four business days of the appointment of a receiver in a bankruptcy proceeding or entry of an order confirming a plan of reorganization or liquidation.
Mine safety - reporting of shutdowns and patterns of violations	Item 1.04	Within four business days of the receipt of an imminent danger order or written notice of either a pattern of violations of mine health or safety standards or potential for such pattern from the Mine Safety and Health Administration.
Completion of acquisition or disposition of assets	Item 2.01	Within four business days of closing the asset acquisition or disposition.
Results of operations and financial condition	Item 2.02	Within four business days of the public announcement or release of the company's financial results, or other material nonpublic information about the company's financial results or condition, for a completed fiscal year or quarter.

Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of a registrant	Item 2.03	Within four business days of incurring the direct financial obligation (either entering into the agreement or, if no agreement, closing the transaction) or becoming liable for the off-balance sheet arrangement (either creating the obligation or becoming aware of the obligation).
Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement	Item 2.04	Within four business days of the occurrence of the event (such as an event of default or event of acceleration).
Costs associated with exit or disposal activities	Item 2.05	Within four business days of: <ul style="list-style-type: none"> • The company being committed to an exit or disposal plan. • Disposing of long-lived assets. • Terminating employees under a plan of termination.
Material impairments	Item 2.06	Within four business days of conclusion by the board of directors or officers authorized to make the decision that the company must take a material impairment charge to one or more of its assets.
Notice of delisting or failure to satisfy a continued listing rule or standard; Transfer of listing	Item 3.01	Within four business days of the date that the company: <ul style="list-style-type: none"> • Receives notice from its securities exchange of its delisting or that it has violated a listing rule or requirement. • Notifies the exchange that it is not in compliance with a listing rule or requirement. • Withdraws or terminates its listing.
Unregistered sales of equity securities	Item 3.02	Within four business days of entering into an enforceable agreement to sell the securities or, if no agreement, closing the sale.
Material modification to rights of security holders	Item 3.03	Within four business days of the date the rights are materially modified (whether by entering into an agreement or by issuance of another class of securities).
Changes to registrant's certifying accountant	Item 4.01	Within four business days of the date: <ul style="list-style-type: none"> • The auditors are dismissed or resign. • New auditors are retained.
Non-reliance on previously issued financial statements or a related audit report or completed interim review	Item 4.02	Within four business days of the date the company concludes its financial statements can no longer be relied on or the auditors notify the company that an audit report or interim review can no longer be relied on.
Changes in control of registrant	Item 5.01	Within four business days of the closing of the transaction.
Departure of directors or certain officers; Election of directors; Appointment of certain officers; Compensatory arrangements of certain officers	Item 5.02	Within four business days of the date of: <ul style="list-style-type: none"> • Retirement, resignation, removal or refusal to stand for re-election of a director. Outside of corporate governance policy situations, the triggering event is usually receipt of notice by the director to retire, resign or refuse to run for re-election, regardless

of whether the notice is in writing or conditioned on acceptance.

- Retirement, termination or resignation of an executive officer.
- Hiring of a new executive officer (or announcement of hiring).

- Election of a new director (other than by stockholder vote at a meeting).

- Adoption or amendment of a material compensation plan for named executive officers.

- Grant or material amendment of a material award to a named executive officer under any material compensation plan.

Amendments to articles of incorporation or by-laws; Change in fiscal year	Item 5.03	Within four business days of amendment or change.
Temporary suspension of trading under registrant's employee benefit plans	Item 5.04	Within four business days of the company's receipt of notice from the plan administrator regarding the trading blackout period or, if no notice is given, the date the company notifies its directors and officers of the trading blackout period.
Amendments to the registrant's code of ethics, or waiver of a provision of the code of ethics	Item 5.05	Within four business days of the date of the amendment or waiver, unless the company has: <ul style="list-style-type: none"> • Disclosed the required information on its website within the four- business day period. • Disclosed in its most recently filed annual report its website address and intention to provide disclosure in this manner.
<ul style="list-style-type: none"> • Change in shell company status 	Item 5.06	Within four business days of the closing of the transaction that results in the company no longer being considered a shell company .
Submission of matters to a vote of security holders	Item 5.07	Within four business days of the date of the stockholders' meeting, other than disclosure of the company's decision as to frequency of say on pay voting. The time period begins to run on the day on which the meeting ended. The Form 8-K disclosing results of the stockholders' meeting must be amended to disclose the company's decision as to frequency of say on pay voting within 150 days after the date of a meeting at which stockholders voted on the frequency of say on pay, but no later than 60 days before the stockholder proposal submission deadline for the next stockholders' meeting.
Shareholder director nominations	Item 5.08	Within four business days of the company determining the anticipated date of its annual meeting.
Events relating to asset-backed securities	Items 6.01-6.05	Within four business days of the occurrence of the specific event.

Regulation FD disclosure	Item 7.01	In accordance with Regulation FD requirements, either: <ul style="list-style-type: none"> On the same day that information was intentionally disclosed to others. Within 24 hours of unintentional disclosure of information.
Other events (This includes any event that is not covered by any other item of Form 8-K , but that the company believes its stockholders would find important (such as issuing press releases about new products, services or contracts or announcing litigation).)	Item 8.01	No filing deadline.
Financial statements and exhibits	Item 9.01	In accordance with requirements of other items under Form 8-K. For example, financial statements and pro forma financial information for acquisitions required to be disclosed under Item 2.01 must be filed within 71 calendar days after the initial Form 8-K must be filed. Other exhibits should be attached to the Form 8-K filing.

Exhibit 2(a) – Filing Responsibilities

Below is a list of those persons within Planet 13 responsible for either coordinating the preparation of, or reviewing, all or specified portions of the Corporation’s key periodic disclosures,

Document	Primary	Reviewers
Annual Information Form (if applicable) Annual Report on Form 10-K	CFO and Controller	Disclosure Committee, Audit Committee, Board
Quarterly F/S’s and MD&A, and related materials Quarterly Reports on Form 10-Q	Financial statements and auditor reports/info. – CFO, Controller. MD&A – CFO, co-CEOs, Director/ Manager Investor Relations	Disclosure Committee, Audit Committee
Annual Report to Shareholders	CFO, Controller – Financial Information Co-CEO (and/or President’s) Letter	Disclosure Committee, Controller Director/ Manager Investor Relations Audit Committee, Board
Current Reports on Form 8-K	[CFO and General Counsel]	Disclosure Committee
Proxy Statement and Management Information Circular	CFO	Disclosure Committee, Board, Controller
Project related Release and related material	Co-CEO, Director/ Manager Investor Relations	Disclosure Committee, Board,

As necessary, from time to time the Reviewers noted above may engage and supervise External Auditors, outside counsel or other advisors.

SECTION 3: FINANCIAL DISCLOSURE CONTROLS

The Corporation has numerous Daily, Weekly, Monthly and Annual processes that, when considered in the aggregate and in conjunction with internal controls, are effective Disclosure Controls. In addition, the Corporation has created Disclosure Committees which supplement these periodic processes.

(a) Daily Procedures

Procedure	Disclosure Control Effect
Daily processing of payables transactions	Daily processing is a key internal control feature that supports the other Disclosure Controls.
Capital Expenditure Request must be approved by Senior Management.	Requires Senior Management approval of all Capital Expenditures >US\$1,000 before purchase order issued. All Material capital expenditures are known by Senior Management on a timely basis.

(b) Monthly Procedures

Procedure	Disclosure Control Effect
Monthly Financial Reporting	Month end reporting packages are prepared by the Controller operating subsidiary accountants. Financial statements are prepared and reviewed by local management and then forwarded for review by Controller and CFO.
Bank Reconciliations at all locations	Unusual or suspicious transactions are investigated. In the unlikely event of a non-standard material cash transaction that is not already known to Senior Management, the transaction would be brought to the attention of Senior Management on a timely basis through this process.
Standard Monthly Management Comments	A detailed monthly report is prepared by local management and reviewed by Senior Management. All Material events must be noted. Variance from plan is analyzed and reported.
Fixed Asset Reporting	Monthly details of Capital Expenditures made are reconciled to Capital Expenditure requests and reconciled to the General Ledger.
Control by Memorandum	Key management personnel in Canada and the United States and operating subsidiaries have been provided with a copy of memo on Responsibility for Planet 13's Public Disclosures which includes a list of items that must be immediately disclosed to Senior management.

(c) Quarterly and Annual Processes

Procedure	Disclosure Control Effect
Preparation of Quarterly and Annual External Reporting	Through the preparation and review of Quarterly and Annual External Reporting, all Senior Management has the opportunity to have input in the process.
Review of material by the Disclosure Committee	Periodically.
Board (and related committee) Presentations	All External Disclosure is presented to individual Board members for comment. Copies of comments received are maintained as evidence of the review.

(d) Materiality

Materiality is a question of judgment. For purposes of assisting individual Corporation locations in determining if a financial event requires Disclosure Committee notification, an event is deemed to always be material if it exceeds the thresholds in the table below. If an event is below these thresholds, it may still be considered a Material event (e.g., fraud, theft, illegal acts, systemic errors, etc. have no materiality threshold). The 5% test below is a rule of thumb and should not be used in lieu of good judgment.

Transaction	Area Affected	Materiality Level
Asset or Liability	Balance Sheet	5% of total assets

Any unusual or unplanned financial event that exceeds these criteria (as measured by the financial statements, not consolidated) represents an event to be reported to the Disclosure Committee if it has not already been included in one of the other reporting processes. Items that affect more than one area are evaluated on the lowest materiality level. If two or more events offset each other, they must be evaluated individually. If an event is deemed immaterial for immediate reporting to the Disclosure Committee, it should still be reported to the CFO.

These Materiality thresholds are intended for determining whether or not a reportable event has occurred and should not be used for financial reporting purposes.

(e) New Accounting Standards

As new accounting standards are released, the CFO and the Corporate Controller undertake the following steps:

- The new standard is reviewed and evaluated to determine if it is applicable to the Corporation. If it is clearly not applicable, the process is documented and stops there. If there is any uncertainty in its applicability, the Corporation solicits the input of the external auditor;
- If the new standard is applicable to the Corporation, it is then analyzed and summarized in a manner that effectively documents and evaluates the impact on the Corporation;
- The next step is to determine the immediate action, if any, the Corporation would need to undertake in order to comply with the new standard; and
- Annually, the documented standards are reviewed, and updated as required, to ensure (i) the standard is still applicable; and (ii) that the Corporation is still in compliance.

(f) Expertise of Financial Management

The Financial Management of Planet 13 is organized into three levels as follows:

- CFO;
- Controllers; and
- Local accounting firms at subsidiary level.

The financial expertise and experience of the financial management is enhanced by the following factors.

- high degree of education of the CFO and Controllers (including at least one specific accounting designation);
- frequent attendance at seminars and other financial skill enhancing venues;
- accumulated years of experience; and
- use of outside public accounting firm for subsidiary operations provides added assurance that the bookkeeping is reviewed by more than one individual and that standards adhered to are high.

(g) Internal Control

Systems of Internal Control are a key element of Disclosure Controls. The Corporation has in place the appropriate controls in the main areas that affect Disclosure Controls including systems that ensure:

- proper authorization of transactions;
- safeguarding of assets; and
- proper recording and reporting.

(h) Related Party / Inter -Company Transactions

The Corporation engages in a significant number of related party / inter-company transactions. These transactions take the form of normal trade activity and financing activities. The Corporation has rigorous procedures in place to ensure the following:

- Unrealized inter-company profits are appropriately eliminated in the consolidation process;
- Trade receivable/payable balances between locations are fully reconciled and eliminated in the consolidation process; and related party / inter-company balances are fully reconciled each month and eliminated in the consolidation process.

SECTION 4: INTERNAL ACCOUNTING CONTROLS

Exhibit 4(a) - Internal Accounting Controls Policy

SUBJECT: INTERNAL ACCOUNTING CONTROLS

Application: All Subsidiaries.

POLICY

The Corporation maintains a system of internal controls sufficient to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, ensuring the following objectives are met:

1. Transactions are executed in accordance with management's general or specific authorization.
2. Transactions are recorded as necessary to:
 - (a) Make and keep books, records, and accounts in reasonable detail to accurately and fairly reflect the transactions of Planet 13 and the disposition of its assets.
 - (b) Permit preparation of financial statements in conformity with accounting principles generally accepted in Canada as well as any other criteria applicable to such statements such as local statutory regulations or other government regulations.
3. Adequate segregation of duties is maintained (when possible); however, it is acknowledged that Planet 13 is a small company with few employees and that segregation of duties may not be possible in all circumstances. Management has devised systems of compensating controls including significant review of Corporation filings by a number of individuals within the organization. The principal duties to segregate are transaction authorization, custody of assets, and recording or reporting of transactions.
4. Assets are safeguarded from loss by intentional acts and unintentional errors and the Corporation maintains adequate insurance for its activities.
5. Financial accounts are reconciled to supporting documentation at reasonable intervals and appropriate action is taken with respect to any differences.

GENERAL

For purposes hereof, the concept of "reasonable assurance" is based on two factors:

- The cost of control should not exceed the benefits likely to be derived; and
- The evaluation of costs and benefits requires good faith estimates and judgments by the management.

Our system of financial reporting internal controls, at a minimum, provides for the following:

1. A clear definition and communication of the delegation of authority and responsibility beginning with the Board and continuing successively to each level of management to manage risks and keep the business operating.
2. Policies and procedures that help ensure management directives are carried out, including a system of authorization, record keeping, and reporting to provide reasonable control over assets, liabilities, revenues, and expenses.
3. Monitoring the effectiveness of and compliance with the prescribed policies and procedures.

PROCEDURE

A copy of the Policy and procedure will be furnished to each senior member of operating management and to all accounting personnel.

The Corporate Controller is responsible for the development and, as determined to be necessary or appropriate, documentation of corporate policies and procedures necessary for compliance with the Policy, including necessary distribution and consultations to ensure employee knowledge and awareness.

At least annually, the Corporate Controller will review all head office and subsidiary policies and procedures pertaining to internal accounting controls and make any changes necessary to maintain at least the minimum system of controls prescribed above.

Any employee who has any questions regarding the Policy or its application should discuss the matter with the CFO.

MONITORING COMPLIANCE

It will be the responsibility of the CFO to ensure proper dissemination of and compliance with the Policy and procedure.

The Corporate Controller and other appropriate employees, as designated by the CFO of Planet 13, will be required to confirm compliance with the Policy at least annually. It will be the responsibility of the CFO of Planet 13 to obtain and review these statements at least annually and to report to the Corporate Governance and Nominating Committee of the Board the results of such reviews and compliance with the Policy and procedure.

SECTION 5: INTERNAL DISCLOSURE CERTIFICATIONS

In connection with the filing of each securities commissions report that includes financial statements, each subsidiary's General Manager and their respective Accountant / Controllers and each of the co- CEOs, CFO and Controllers must certify in writing as to the adequacy and accuracy of the financial statements of the applicable company. The form of the certification is prepared on a quarterly basis by the Corporate Controller and may vary from period to period based on applicable accounting standards, particular issues impacting the applicable company or other matters as determined by the Corporate Controller.

SECTION 6: OUTSIDE ADVISOR REVIEW PROCESS

Each AIF, Annual or Quarterly Financial Statements and Management's Discussion and Analysis, and Management Information Circular (and related proxy materials) will be reviewed before filing by (1) the Corporation's outside auditors (and the CFO or his designee is responsible for obtaining that review) and (2) the Corporation's primary outside securities counsel (and the CFO or his designee is responsible for obtaining that review). In addition, the CFO will consider whether specified portions of the document should be reviewed by other outside counsel - such as disclosure regarding regulatory matters or litigation disclosure - based on the nature of the matters being handled by such other outside counsel.

In connection with each such filing, the representatives of the Corporation charged with obtaining outside advisor review of the document will specifically discuss with the advisors any significant matters affecting the Corporation's periodic reports.

Possible Topics to be Addressed

Topics that could be addressed with the outside auditors include, among others,

- critical accounting policies,
- off-balance sheet arrangements,

- the effect of new accounting pronouncements and disclosure requirements,
- quantitative and qualitative disclosures regarding market risk,
- significant accounting estimates (particularly those requiring management to make assumptions or judgments),
- income recognition and expense issues,

- derivative transactions,
- new disclosure requirements,
- any unresolved matters raised in management letters received from the auditors,

- any accounting policies of the Corporation that may differ from industry standards or which have been the subject of public or regulatory authority focus.

Topics that could be addressed with outside counsel include, among others,

- new disclosure requirements,
- areas of particular focus of the regulatory authorities,

- the general marketplace environment,
- regulatory matters,

- recent developments in corporate governance, disclosure practices and the general legal environment.

SECTION 7: QUARTERLY REVIEW OF DISCLOSURE CONTROLS

Process

At least once per quarter, an evaluation of the effectiveness of the design and operation of the Corporation's "disclosure controls and procedures" will be conducted by the co-CEOs and CFO (with the assistance of other Corporation employees under their supervision, to the extent determined by either of them to be necessary or appropriate). If possible, the review will be conducted within a reasonable period of time prior to the filing of any AIF, Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Annual or Quarterly Financial Statements and Management's Discussion and Analysis'.

Scope

The evaluation should normally include the following (subject to modification in the discretion of the person or persons completing the evaluation based on the particular facts and circumstances then existing):

- confirming that the agreed upon steps for preparing the most recently filed periodic report (or report to be filed) were completed in a timely manner consistent with the disclosure procedures that the Corporation has developed,
- confirming that all of the participants in the disclosure preparation process performed their responsibilities in a thorough manner
- confirming that nothing came to light after the last periodic report was filed that should have been discussed in the most recent periodic report, or should have been included as an exhibit to that report, and was not,
- confirming that there has not been any employee fraud or accounting/record keeping irregularities,
- as necessary or appropriate, consulting with outside advisors involved in the process, such as outside counsel and the Corporation's independent auditors, as to whether they have any concerns or suggestions regarding the disclosure process or internal controls,
- making similar inquiry of the internal persons responsible for coordinating the process (including, for example, as to whether they encountered any resistance from participants in the process), and
- confirming that working papers supporting the tabular information and other financial data included in the reports were prepared and checked against the final report.

Documentation

Once the quarterly review has been complete, the CFO and co-CEOs will document the results of their review and sign the appropriate certifications for filing.

SCHEDULE "C"

Record Retention Policy

1. Purpose

This Record Retention Policy outlines the record management policies and practices of Planet 13 Holdings Inc. ("**Planet 13**", or the "**Corporation**"). Its goal is to set forth a record management approach to:

- (1) ensure the Corporation retains adequate, complete and accurate records;
- (2) minimize business and legal risks from improper or inadequate record retention;
- (3) comply with all legal, tax and regulatory requirements;
- (4) protect the confidentiality, security and integrity of sensitive information contained in records;

- (5) provide an efficient means of retrieving documents;
- (6) reduce the cost of record storage;
- (7) ensure the proper destruction of unnecessary records;
- (8) ensure the preservation and accessibility of relevant records to potential or actual litigation or internal or external investigation.

2. Application of this Policy

This Policy applies to every director, officer, employee, consultant, contractor and agent of Planet 13 (collectively, "**Personnel**"). All Personnel must comply with this Policy and retain and/or destroy documents in accordance with the Record Retention Schedule in Schedule "A".

The use of confidential or privileged information for any purpose other than the business purposes of Planet 13, or the failure to safeguard such information, is strictly prohibited.

Planet 13 and its Personnel must take reasonable steps to protect records from loss and authorized access and disclosure. Loss of any Planet 13 property or suspected security breaches must be immediately reported to the Chief Financial Officer of Planet 13 (the "**CFO**").

3. Definition of Record

In this Policy, "record" means all records in the possession or under the control of Planet 13 including records in the possession or under the control of service providers or external parties that process, transmit or store information on behalf of Planet 13. It applies to all records, irrespective of whether such records are prepared by Planet 13 Personnel or a third party.

A "record" may include, without limitation, any correspondence, memorandum, agreement, presentation, email, Web page, instant message, text message, voice-mail, spreadsheet, plan, map, drawing, pictorial or graphic work, photograph, film, microform, sound recording, video tape, machine readable record, computer based learning module, corporate policy and any other documentary material, regardless of physical form, characteristics and location.

All records received or generated by Personnel in the course of their duties shall be the property of Planet 13.

Use of personal hardware and software (including third-party hosted applications) should not be used as the principal mode for creating, distributing or retaining electronic records. Employees should ensure that a copy of all Records are available on Corporation-provided media (hardware / software) when personal hardware or software are used for the Corporation's business.

Safeguards must be established to protect solicitor-client privileged records. Privileged records include any communications involving the seeking or giving of legal advice which was made with the intention that it be kept confidential.

4. Guidelines for Retention of Records

- 1) Retain records only for as long as required for legal, regulatory and/or business purposes.
- 2) Retention periods do not apply in the context of a legal or regulatory proceeding. Once notice of a proceeding (actual or constructive) is received by Planet 13 there is a duty to preserve records, irrespective of the retention period assigned to a particular record.
- 3) When a business activity is outsourced, the employee or department responsible for the outsourcing is also responsible for communicating this Policy including the Record Retention Schedule. Specifically, Planet 13 must inform the service provider of the retention period assigned to each record or type of record for which the service provider is responsible. The same employee or department is then responsible for performing periodic audits to ensure that the service provider retains and/or destroys records in accordance with the Policy and Record Retention Schedule.
- 4) Once a record is no longer required, it must be destroyed using means that are appropriate based upon the nature and confidentiality of the information contained in the record.

5. Special Considerations for Electronic Records

- 1) Records created in electronic form should be retained in electronic form where it increases the efficiency and effectiveness of business processes.
- 2) Unless impractical to do so Employees should use e-mail accounts provided to them by the Corporation or its service providers for the purposes of electronic communication.
- 3) Records created in electronic form must be retained in electronic form where an applicable law or regulation requires that the record be retained in electronic form.
- 4) Records that were originally in another form and then converted to an electronic form may be retained in either the original form or electronic form subject to the following:
 - A. The original form of record will not be destroyed unless there is reliable assurance that the integrity⁴ and, where applicable, confidentiality of the record is preserved in the electronic form;
 - B. The person proposing to destroy the original form of record has received authorization from the department that has responsibility for retaining the record;
 - C. There is no applicable law or regulation that requires the record to be retained in its original form.

⁴ "**integrity**" means that the record remains complete and unaltered from the time it is in its final form apart from changes that arise in the normal course of communication, storage and display.

- 5) E-mail messages that are business-related communications (and their attachments) between Personnel, or between Personnel and persons outside of Planet 13, are to be treated in the same manner as written correspondence in determining whether and for how long the e-mail message is to be retained (and following the above guidelines with respect to form of retention of electronic records originally in electronic form).
- 6) Voice-mail messages that are business-related communications between Personnel, or between Personnel and people outside of Planet 13, are to be treated in the same manner as written communications in determining whether and for how long the voice-mail message is to be retained by the recipient.
- 7) All employees must exercise care and diligence in creating electronic records (including e-mail and voice-mail messages) since the mere deletion of a record (or message) does not render its contents inaccessible in all circumstances.
- 8) Planet 13 will retain records of metadata associated with those electronic records which are subject to retention under this Policy.
- 9) Employees shall use their best efforts not to delete any business-related emails or correspondence. All employees agree and acknowledge that Planet 13 may, at its sole discretion, conduct such archiving and back-up of emails as it sees fit.

6. Persons Accountable

6.1 Chief Financial Officer

The CFO will be responsible for the development, implementation and maintenance of this Policy. The CFO is also responsible for reviewing and approving the Retention Schedule pursuant to accounting practices, tax and other regulations. The CFO or his or her designee will determine and communicate what records will be included in a tax audit hold. The CFO or designee will also be responsible for overseeing destruction activities following completed tax audits and possible upcoming holds for tax audits.

Subsidiaries of Planet 13 Holdings Inc.

Subsidiaries of Company	Jurisdiction
BLC Management Company, LLC (a)	Nevada
BLC NV Food, LLC	Nevada
By The Slice, LLC (b)	Nevada
Club One Three, LLC (inactive)	Nevada
Crossgate Capital U.S. Holdings Corp.	Nevada
Estate of Las Palmas LLC	Nevada
LBC CBD, LLC (c)	Nevada
MM Development Company, Inc. (d)	Nevada
Newtonian Principles, Inc. (e)	California
Next Green Wave, LLC	California
ORB13T LLC (inactive)	Nevada
Planet 13 Chicago, LLC	Illinois
Planet 13 Illinois, LLC (f)	Illinois
Planet 13 Real Prop, LLC	Florida
Planet 13 Lifestyles LLC	Nevada
VidaCann, LLC	Florida
Planet 13 Innovations LLC	Nevada

- (a) Doing business as Planet 13 Entertainment Complex.
(b) Doing business as (1) Stitched & Stuff, and (2) Bar 13.
(c) Doing business as Planet M.
(d) Doing business as (1) Planet 13 and (2) Medizin.
(e) Doing business as (1) Planet 13 and (2) Planet 13 Orange County.
(f) Doing business as Planet 13.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-264140) of Planet 13 Holdings Inc. and in the Registration Statement on Form S-3 (No. 333-274829) of our report dated March 25, 2026 relating to the consolidated financial statements contained within the Planet 13 Holdings Inc. Annual Report on Form 10-K for the year ended December 31, 2025.

March 25, 2026 /s/ DAVIDSON & COMPANY LLP
Chartered Professional Accountants Vancouver, Canada

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert Groesbeck, certify that:

1. I have reviewed this Annual Report on Form 10-K of Planet 13 Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 25, 2026

/s/ Robert Groesbeck

Robert Groesbeck
Co-Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Larry Scheffler, certify that:

1. I have reviewed this Annual Report on Form 10-K of Planet 13 Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 25, 2026

/s/ Larry Scheffler

Larry Scheffler
Co-Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Steve McLean, certify that:

1. I have reviewed this Annual Report on Form 10-K of Planet 13 Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 25, 2026

/s/ Steve McLean

Steve McLean
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERS AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Planet 13 Holdings Inc. (the “Company”) on Form 10-K for the period ended December 31, 2025, as filed with the Securities and Exchange Commission (“SEC”) on the date hereof (the “Report”), each of Robert Groesbeck, Co-Chief Executive Officer of the Company, Larry Scheffler, Co-Chief Executive Officer of the Company, and Dennis Logan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 25, 2026

/s/ Robert Groesbeck
Robert Groesbeck
Co-Chief Executive Officer

Date: March 25, 2026

/s/ Larry Scheffler
Larry Scheffler
Co-Chief Executive Officer

Date: March 25, 2026

/s/ Steve McLean
Steve McLean
Interim Chief Financial Officer