



**PLANET 13 HOLDINGS INC.**

*2548 West Desert Inn Road Suite 100, Las Vegas, Nevada 89109*

*Phone: (702) 815-1313*

**NOTICE OF ANNUAL GENERAL MEETING OF STOCKHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the stockholders (the “**Stockholders**”) of Planet 13 Holdings Inc. (the “**Company**”) will be held at **2548 West Desert Inn Road Suite 100, Las Vegas, Nevada 89109** on **Tuesday, June 10, 2025**, at **12:00 p.m.** (Pacific Daylight Time), for the following purposes:

1. to elect five directors for the ensuing year to hold office until the close of business of the next annual meeting of the Company’s Stockholders;
2. to increase the number of authorized shares issuable under the 2023 Equity Incentive Plan to 32,000,000 shares of common stock of the Company (“**Common Stock**”);
3. to ratify the appointment of Davidson & Company LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025; and
4. to consider and transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

**In order to allow greater participation in the Meeting, the Company is also offering a virtual live audio webcast in which Stockholders may listen to the Meeting, submit questions and vote online at: [www.virtualshareholdermeeting.com/PLNH2025](http://www.virtualshareholdermeeting.com/PLNH2025). Stockholders will have an equal opportunity to participate in the Meeting regardless of their geographic location or equity ownership.**

This Notice of Meeting is accompanied by the proxy statement and the accompanying form of proxy (“**Proxy Instrument**”). As permitted by applicable securities law, the Company is using notice-and-access to deliver the proxy statement to Stockholders. This means that the proxy statement is being posted online to access, rather than being mailed out. Notice-and-access substantially reduces the Company’s printing and mailing costs and is environmentally friendly as it reduces paper and energy consumption. The proxy statement and the Annual Report on the Form 10-K for the year ended December 31, 2024, are available on the “Investors” section of the Company’s website at <https://investors.planet13.com/overview>, SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and the Securities and Exchange Commission’s (“SEC”) website at [www.sec.gov](http://www.sec.gov).

The record date for the determination of Stockholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is April 14, 2025 (the “**Record Date**”). Stockholders whose names have been entered in the register of Stockholders of the Company (“**Registered Stockholders**”) at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof. On or about April 23, 2025, we will mail our Stockholders a *Notice of Internet Availability of Proxy Materials* containing instructions on how to access our proxy materials and vote online under the SEC’s “notice and access” rules. The notice also provides instructions on how you can request proxy materials be sent to you by mail or email and how you can enroll to receive proxy materials by mail or email for future meetings.

We believe compliance with the SEC’s “notice and access” rules will allow us to provide our Stockholders with the materials they need to make informed decisions about the matters to be voted upon at the Meeting, while lowering the costs of printing and delivering those materials and reducing the environmental impact of Meeting. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise. If you have previously elected to receive our proxy materials physically, you will continue to receive these materials via mail unless you elect otherwise.

A Stockholder may attend the Meeting in person or virtually or may be represented by proxy. Registered Stockholders who are unable to attend the Meeting or any adjournment(s) thereof in person or virtually are requested to date, sign and return the accompanying Proxy Instrument for use at the Meeting or any adjournment(s) thereof.

**Whether or not you plan to attend the Meeting in person or virtually, we encourage you to read this proxy statement and *promptly vote your stock*. For specific instructions on how to vote your stock, please refer to the section entitled “How You Can Vote” and to the instructions on your proxy or voting instruction card.**

DATED at Las Vegas, Nevada, this 23<sup>rd</sup> day of April, 2025.

BY ORDER OF THE BOARD OF DIRECTORS OF  
PLANET 13 HOLDINGS INC.

/s/ Larry Scheffler

**Larry Scheffler**  
Co-Chief Executive Officer

/s/ Robert Groesbeck

**Robert Groesbeck**  
Co-Chief Executive Officer