

**Form 62-103F1**

***Required Disclosure under the Early Warning  
Requirements***

**Item 1 – Security and Reporting Issuer**

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Planet 13 Holdings Inc. (the “**Issuer**”)  
2548 West Desert Inn Road, Suite 100 Las Vegas, NV 89109 USA

Common shares in the capital of the Issuer (the “**Issuer Shares**”) and Class A restricted voting shares in the capital of the Issuer (the “**Restricted Issuer Shares**”).

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable. See item 2.2 below.

**Item 2 – Identity of the Acquiror**

- 2.1 *State the name and address of the acquiror.*

Thirteen, LLC (the “**Acquiror**”)  
205 N. Stephanie St., Suite D-126  
Henderson, Nevada  
89074

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On May 7, 2021, the Acquiror converted 26,125,470 of the Restricted Issuer Shares that it held into 26,125,470 Issuer Shares in accordance with the Restricted Issuer Share terms, and for no additional consideration (the “**Conversion Exercise**”).

In addition, on May 7, 2021 all of the Issuer's issued and outstanding Restricted Issuer Shares were converted to Issuer Shares.

- 2.3 *State the names of any joint actors.*

Larry Scheffler controls the Acquiror and Scheffler Family Limited and, accordingly, Mr. Scheffler and Scheffler Family Limited may be deemed to be joint actors of the Acquiror.

### Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s security holding percentage in the class of securities.*

As a result of the Conversion Exercise, the Acquiror acquired 26,125,470 Issuer Shares.

Immediately prior to the Conversion Exercise: (i) the Acquiror held 11,891,000 Issuer Shares, Scheffler Family Limited held 562,500 Issuer Shares and Mr. Scheffler held 622,467 Issuer Shares; (ii) the Acquiror held 26,125,470 Restricted Issuer Shares; and (iii) Mr. Scheffler held 1,049,272 restricted share units (each, an “RSU”).

The 13,075,967 Issuer Shares held by the Acquiror, Scheffler Family Limited and Mr. Scheffler, in the aggregate, and the 26,125,470 Restricted Issuer Shares held by the Acquiror represented approximately 9.26% and 47.3% of the outstanding Issuer Shares and Restricted Issuer Shares, respectively. In addition, assuming the conversion of the 26,125,470 Restricted Issuer Shares held by the Acquiror and the settlement of the 1,049,272 RSUs held by Mr. Scheffler, the Acquiror, Scheffler Family Limited and Mr. Scheffler would hold 40,250,709 Issuer Shares, in the aggregate, representing approximately 20.39% of the outstanding Issuer Shares on a partially diluted basis.

Immediately after the Conversion Exercise: (i) the Acquiror holds 38,016,470 Issuer Shares, Scheffler Family Limited holds 562,500 Issuer Shares and Mr. Scheffler holds 622,467 Issuer Shares; and (ii) Mr. Scheffler holds 1,049,272 RSUs.

The 39,201,437 Issuer Shares which the Acquiror, Scheffler Family Limited and Mr. Scheffler hold, in the aggregate, represent approximately 19.96% of the outstanding Issuer Shares upon the conversion of all Restricted Issuer Shares. In addition, assuming the settlement of the 1,049,272 RSUs held by Mr. Scheffler, the Acquiror, Scheffler Family Limited and Mr. Scheffler would hold 40,250,709 Issuer Shares, in the aggregate, representing approximately 20.39% of the outstanding Issuer Shares on a partially diluted basis.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror exercised its right to convert 26,125,470 Restricted Issuer Shares held by it into 26,125,470 Issuer Shares.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror’s security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See Item 3.1 above.

3.5 *State the designation and number or principal amount of securities and the acquiror's security holding percentage in the class of securities referred to in Item 3.4 over which*

(a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See Item 3.1 above.

(b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

(c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's security holdings.*

Not applicable.

3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 – Consideration Paid**

4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

No consideration was paid by the Acquiror in connection with the Conversion Exercise.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

Not applicable.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

See Item 2.2 above.

### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) a material change in the reporting issuer's business or corporate structure;*
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) a solicitation of proxies from securityholders;*
- (k) an action similar to any of those enumerated above.*

The sole reason for the Acquiror holding and continuing to hold the Restricted Issuer Shares was

for the Issuer to maintain foreign private issuer status under US securities laws, which reason will no longer exist as of July 1, 2021, as set out in the Issuer's press release dated May 10, 2021. The Issuer Shares acquired upon conversion of the Restricted Issuer Shares were acquired for investment purposes. The Acquiror and any joint actor may, from time to time, subject to any contractual lock-up agreements and 4,158,956 Issuer Shares subject to the remaining 45 days of the Canadian Securities Exchange escrow pursuant to the requirements of National Policy 46-201 – *Escrow for Initial Public Offerings*, acquire or dispose of ownership or control or direction over some or all of the securities of the Issuer through the market, privately, or otherwise depending on a number of factors. The Acquiror and its joint actors have no current plans or intentions that relate to or would result in any of the items listed in (a) to (k) above.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

4,158,956 of the Issuer Shares held by the Acquiror, Scheffler Family Limited and Mr. Scheffler are subject to escrow pursuant to National Policy 46-201 - *Escrow for Initial Public Offerings*, and all such shares will be released from escrow on June 21, 2021.

#### **Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

On June 20, 2018, the Acquiror converted promissory notes issued to it in the principal amount of US\$1.667 million, as referenced in a report filed by the Acquiror under the early warning requirements on June 11, 2018, into 2,766,470 Restricted Issuer Shares at a conversion price of C\$0.80 per Restricted Issuer Share.

#### **Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 10<sup>th</sup> day of May, 2021

**THIRTEEN, LLC**

*"Larry Scheffler"*

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*Name: Larry Scheffler*

*Title: President*