MANAGEMENT DISCUSSION AND ANALYSIS

OF THE FINANCIAL POSITION AND RESULTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

Expressed in United States Dollars

Dated January 25, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of Planet 13 Holdings Inc. (the "**Company**" or "**Planet 13**") is for the nine months ended September 30, 2021 and 2020. It is supplemental to, and should be read in conjunction with, our consolidated financial statements for the nine months ended September 30, 2021 and 2020 and the years ended December 31, 2020, 2019 and 2018 and the accompanying notes for each respective periods. Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("**GAAP**"). Financial information presented in this MD&A is presented in United States dollars ("**$**" or "**US$**"), unless otherwise indicated.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian and United States securities laws. Please refer to the discussion of forward-looking statements and information set out under the heading "Disclosure Regarding Forward-Looking Statements," identified in this registration statement. As a result of many factors, our actual results may differ materially from those anticipated in these forward-looking statements and information.

Overview of the Company

Our predecessor, MMDC, was incorporated on March 20, 2014, as a Nevada limited liability company. On March 14, 2018, MMDC underwent a statutory conversion to a Nevada domestic corporation named MM Development Company, Inc. On June 11, 2018, MMDC then completed a reverse-take-over of Carpincho, and the resulting entity was renamed Planet 13 Holdings Inc.

We continued on June 26, 2019, under the jurisdiction and laws of British Columbia and hold 100% ownership in MMDC, a vertically integrated US subsidiary corporation active in the cultivation, production, distribution, and retail sale of both medical and recreational cannabis which at the date of this registration statement is restricted to the State of Nevada. For purposes of this registration statement, reference to the Company may also include MMDC as a wholly owned and controlled subsidiary of Company. We hold six cultivation licenses operating at three licensed cultivation facilities, each location operating jointly under a medical and adult-use cultivation license. One cultivation license is located in Clark County Nevada (Las Vegas) in an approximately 16,100 square foot facility with indoor cultivation and a perpetual harvest cycle. The second cultivation license is located near the town of Beatty in Nye County, Nevada. The facility currently houses approximately 500 square feet of research and development and genetics testing. The Beatty site has the potential for over 2,300,000 square feet of greenhouse production capacity on 80 acres of owned land with municipal water and abundant electrical power already at the edge of the property. The third cultivation license is located in Clark County Nevada (Las Vegas) in a 25,000 square foot facility with indoor cultivation and a perpetual harvest cycle in Las Vegas, Nevada. This facility is in the process of being expanded to 45,000 square feet.

We also have six production licenses operating at three licensed production facilities, each location operating jointly under a medical and adult-use cultivation license, four of which are located in Clark County. Two of the four were previously co-located within the 16,100 square foot cultivation facility and were approximately 2,300 square feet. These two licenses were relocated to the 18,500 square foot customer facing production facility that opened inside the Planet 13 Las Vegas Superstore cannabis entertainment complex in November 2019. This facility incorporates butane hash oil extraction (BHO extraction), distillation equipment and microwave assisted extraction equipment as well as a state-of-the-art bottling and infused beverage line and an edibles line able to produce infused chocolates, infused gummies and other edible products and was expanded to 18,500 square feet in September 2021. The second production facility is co-located at the Beatty facility and the third facility is co-located in the 25,000 square foot cultivation facility (currently undergoing an expansion to 45,000 square feet) but is not active at present.

We also have three dispensary licenses. Two licenses are operating at one licensed dispensary facility, one license is medical and the other is for adult-use retail sales. The licenses operate out of the same joint location and presently occupy approximately 24,000 square feet of retail space (expanded from 16,000 square feet in September 2021) located adjacent to the Las Vegas Strip where we opened, on November 1, 2018, the Planet 13 Las Vegas Superstore. Prior to November 1, 2018, the licenses operated out of a 2,300 square feet facility locatedapproximately six miles off the Las Vegas Strip (the "**Medizin Facility**"). The licenses were transferred to the Planet 13 Las Vegas Superstore location on October 31, 2018.

We were successful in our litigation (for additional discussion regarding this litigation refer to the heading *Medizin Re-opening*) and were awarded an additional Clark County recreational license and have transferred the license to our Medizin dispensary that was closed when the licenses were transferred to the Planet 13 Las Vegas Superstore. We reopened the Medizin dispensary on November 20, 2020. We have also been granted a distribution license and launched a distribution and delivery service in Nevada to augment our retail locations and be able to deliver product to both wholesale customers and local Nevada state residents throughout the State of Nevada.

We opened the second phase of the Planet 13 Las Vegas Superstore location with ancillary offerings that include a coffee shop, restaurant and event space in November 2019. The build out of a merchandise store and CBD store selling our Planet M branded CBD products inside the Planet 13 Las Vegas Superstore entertainment complex was completed in September 2021. The recent expansion of the Planet 13 Las Vegas Superstore dispensary floor space to 24,000 square added new entertainment features, a second entrance and an additional 40 point-of-sale terminals, all designed to reduce wait times for customers and improve on the already fantastic customer experience was completed in September 2021 We also plan to build a potential cannabis lounge in a segregated area of the facility where patrons will be able to consume products that have been purchased at the dispensary. The state and county have passed the necessary legislation that legalizes consumption lounges, and we are scheduled to obtain a license for such an activity and are waiting on final approval of local regulations prior to determining the final design of the planned lounge. The Planet 13 Las Vegas Superstore also houses our corporate offices. In addition, the production facility housed within the superstore complex, described above, has enabled us to expand our vertical integration and increase the amount of our own branded products that are sold in the Planet 13 Las Vegas Superstore as well as re-entering the wholesale market selling concentrates, edibles and infused beverages.

On July 17, 2020, we expanded our premium indoor cultivation capacity and added additional production and distribution capabilities with the purchase of the inventory, equipment and tenant improvements and cannabis cultivation, production and distribution licenses located in a 25,000 square foot facility with indoor cultivation and a perpetual harvest cycle in Las Vegas, Nevada, which is currently being expanded to 45,000 square feet (the "**WCDN Asset Acquisition**"). The WCDN Asset Acquisition has allowed us to expand our vertically integrated product offerings in Nevada.

The Santa Ana Acquisition occurred on May 20, 2020, whereby we acquired all of the issued and outstanding common stock of Newtonian, resulting in our acquiring the California License and the Santa Ana Permit, which were both held by Newtonian, and a 30-year lease for the Santa Ana Premises along with the Warner Assets. Newtonian had no operations at the time of the Santa Ana Acquisition. On July 1, 2021, we opened the Planet 13 OC Superstore dispensary to the public. Upon application made, on September 25, 2020, our subsidiary Newtonian received a City of Santa Ana Regulatory Safety Permit Phase 1 for distribution at the Santa Ana Premise, and plans to open a distribution facility upon completion of construction and receipt of the Regulatory Safety Permit Phase 2 from the City of Santa Ana. The construction budget for the 33,000 square foot adult-use retail facility and distribution at the Santa Ana Premise was US$7.5 to $8.5 million. Although there have been minor delays due to temporary staffing shutdowns at the City of Santa Ana related primarily to COVID-19, and the City of Santa Ana not allowing in-person plan submissions, we managed to open the facility on time and within budget. Total buildout costs, including the costs associated with the buildout of our wholesale distribution license was $9.2 million.

The focus of activity during the nine months ended September 30, 2021, was to continue to grow and provide cannabis and cannabis related products to our medical cannabis and adult recreational customers as well as selling branded recreational and medical cannabis products and related cannabis products to our growing wholesale customer base in the State of Nevada. In addition, in the State of California, we were focused on the opening of the Planet 13 OC Superstore on July 1, 2021 and growing revenue from the sale of recreational cannabis through both the retail store and home delivery, and on continuing the integration and optimization of the WCDN Asset Acquisition.

On March 19, 2020, we announced that we would continue to provide core dispensary services during the COVID-19 pandemic and encouraged all local Nevada resident customers to utilize our express pick-up and/or delivery services so as to limit personal interactions and practice social distancing as recommended by the Centre for Disease Control. On March 17, 2020, Nevada State Governor Steve Sisolak announced the closure of all non-essential business starting at noon on March 18, 2020, for 30 days as part of the State's response to curb the threat of the spread of the COVID-19 virus. This shutdown was extended until June 1, 2020. On April 30, 2020, all retail cannabis dispensaries in Nevada were allowed to offer online ordering with curbside pick-up in addition to delivery and on May 7, 2020, as part of the State of Nevada's COVID 19 reopening plan, all dispensaries were allowed to reopen to the general public at significantly reduced number of customers allowed in the facility at the same time. All dispensaries are allowed to have a maximum of 50% of the dispensary location's fire rated occupancy level. The shutdown due to COVID-19 during the months of April, May and June 2020 had a material impact on our business in Q2 2020 from the business closures and lack of tourist traffic in Las Vegas coupled with the reduction in allowed customer traffic during the shutdown period. The partial reopening of resorts, hotels and casinos resulted in increased tourist traffic to Las Vegas and an increase of customers to the Planet 13 Las Vegas Superstore in July to October 2020 and coincided with a return of in-store retail sales, with the store operating at 50% capacity under COVID-19 social distancing safety measure and protocols, coupled with continued online ordering with home delivery and curbside pick-up. This saw operations return to, and surpass, pre-COVID-19 revenue in the months of July to October 2020. The State of Nevada initiated renewed COVID-19 restrictions in November 2020, and, coupled with the lockdowns in California that drastically reduced the amount of tourist traffic to Las Vegas during November and December 2020, caused a significant reduction in tourist traffic to the Planet 13 Las Vegas Superstore during the final two months of 2020 and through to the end of February 2021. The easing of restrictions in Nevada and surrounding states in January 2021 and the move to further open the State of Nevada on February 15, 2021, resulted in an increase in tourist traffic to the Planet 13 Las Vegas Superstoreduring the first three months of 2021, with us reporting record revenues for the months of March and April 2021. On May 1, 2021, the State of Nevada allowed businesses to operate at 80% of their fire rated occupancy limits and on June 1, 2021, further eased its COVID-19 restrictions to allow all businesses to fully open. Current COVID-19 protocols in Nevada include mask mandates in Clark and Nye county, where we have operations, for all individuals within public indoor settings. Current COVID-19 protocols in California includes a general industry safety order by Cal/OSHA that masks are required statewide for unvaccinated individuals in indoor public settings and workplaces.

We caution that current global uncertainty with respect to the spread of COVID-19 or its variants and its effect on the broader global economy may have a significant negative effect on us. While the precise impact of COVID-19 on us remains unknown, rapid spread of COVID-19 or its variants may have a material adverse effect on global economic activity and can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to us.

We are also subject to Section 280E of the Code, which prohibits businesses from taking deductions or credits in carrying on any trade or business consisting of trafficking in certain controlled substances that are prohibited by federal law. We, to the extent of our "trafficking" activities, and/or key contract counterparties directly engaged in trafficking in cannabis, have incurred significant tax liabilities from the application of Section 280E. Our income tax obligations under Section 280E of the Code are typically substantially higher as compared to companies to which Section 280E does not apply. Section 280E essentially requires us to pay federal, and as applicable, state income taxes on gross profit, which presents a significant financial burden that increases our net loss and may make it more difficult for us to generate net profit and cash flow from operations in future periods. In addition, to the extent that the application of Section 280E creates a financial burden on contract counterparties, such burdens may impact the ability of such counterparties to make full or timely payment to us, which would also have a material adverse effect on our business.

Recent Developments

The following are recent developments after the quarter ended September 30, 2021:

On October 1, 2021, we, through our wholly owned subsidiary, Planet 13 Florida Inc., completed the purchase of a license issued by the Florida Department of Health to operate as a MMTC in the state of Florida for $55.0 million in cash. Licensed MMTCs are vertically integrated and the only businesses in Florida authorized to dispense medical marijuana cannabis to qualified patients and caregivers. MMTCs are authorized to cultivate, process, transport and dispense medical marijuana. As of October 1, 2021, there were 22 companies with MMTC licenses with 370 dispensing locations across Florida. License holders are not subject to restrictions on the number of dispensaries that may be opened or on the number or size of cultivation and processing facilities they may operate.

On December 20, 2021, we entered into an Arrangement Agreement with NGW pursuant to which we have agreed to acquire all of the issued and outstanding NGW Shares pursuant to the Plan of Arrangement**.** NGW is a Canadian-based, North American seed to sale cannabis company, which provides products and services to the cannabis industry in the State of California. NGW, through its wholly-owned subsidiary, Next Green Wave, LLC, is licensed by the State of California to produce, distribute and sell products throughout the State. On April 18, 2019, NGW obtained the Certificate of Occupancy on its 35,000 square foot facility on one of its four properties zoned for cannabis production in the City of Coalinga, California ("**Facility A**"). Facility A enables NGW to cultivate medicinal and recreational cannabis and distribute cannabis products in accordance with the requirements under the Medicinal and Adult Use Cannabis Regulation and Safety Act.

We have agreed to acquire all of the NGW Shares for a total consideration of approximately C$91 million. Under the terms of the Arrangement Agreement, based on pricing as of December 17, 2021, NGW Shareholder**s** will receive 0.1081 of the Planet 13 Shares subject to adjustment of the Exchange Ratio, and C$0.0001 in cash, for each NGW Share held, representing an implied price per NGW Share of C$0.465. Pursuant to the Arrangement Agreement, upon closing, all outstanding NGW options to acquire NGW Shares will be exchanged for our options that will entitle the holders to receive, upon exercise thereof, Planet 13 Shares based upon the Exchange Ratio.The Acquisition requires the approval of NGW Shareholders at the NGW Special Meeting expected to be held on February 25, 2022 with the approval of at least 66 ⅔% of the votes cast in person or by proxy at the NGW Special Meeting. In addition to the approval of NGW Shareholders, the Acquisition is subject to approval of the Supreme Court of British Columbia and certain other regulatory approvals.

Subject to the receipt of all necessary approvals and the satisfaction or waiver of other closing conditions, the Transaction is expected to be completed in the first quarter of 2022. For additional information, see "*Business - History of the Company.*"

Results of Operations

Three Months and Nine Months Ended September 30, 2021 Compared to Three and Nine Months Ended September 31, 2020

Expressed in USD$	**Three Months Ended Sep-30-2021**	**Three Months Ended Sep-30-2020**	**Percentage Change**
Revenue			
Net revenue	$ 32,952,254	$ 22,797,338	44.5%
Cost of Goods Sold	(15,235,120)	(10,244,725)	48.7%
Gross Profit	**$ 17,717,134**	**$ 12,552,613**	41.1%
Gross Profit Margin %	53.8%	55.1%	
Expenses			
General and Administrative	19,788,627	6,793,019	191.3%
Sales and Marketing	1,959,579	991,215	97.7%
Lease expense	673,878	612,329	10.1%
Depreciation and Amortization	1,376,520	945,537	45.6%
Total Expenses	**23,798,604**	**9,342,100**	154.7%
Income (Loss) From Operations	**(6,081,470)**	**3,210,513**	(289.4)%
Other (Income) Expense:			
Interest Expense, net	8,111	13,367	(39.3)%
Realized Foreign Exchange (gain) loss	(362,402)	169,684	(313.6)%
Transaction costs	-	135,075	na
Change in fair value of warrants	(6,240,073)	3,959,128	(257.6)%
Other expense (income)	(152,466)	(174,145)	(12.4)%
Total Other (Income) Expense	**(6,746,830)**	**4,103,109**	(264.4)%
Income (loss) for the period before tax	**665,360**	**(892,596)**	(174.5)%
Provision for income tax (current and deferred)	3,397,821	4,754,018	(28.5)%
Income (Loss) for the period	**$ (2,732,461)**	**$ (5,646,614)**	(51.6)%
Income (Loss) per share for the period			
Basic and fully diluted income (loss) per share	**$ (0.01)**	**$ (0.03)**	
Weighted Average Number of Shares Outstanding			
Basic and diluted	196,357,392	162,536,424	

Expressed in USD$	Nine Months Ended Sep-30-2021	Nine Months Ended Sep-30-2020	Percentage Change
Revenue			
Net revenue	89,612,050	50,351,336	78.0%
Cost of Goods Sold	(39,827,876)	(23,853,435)	67.0%
Gross Profit	**$ 49,784,174**	**$ 26,497,901**	87.9%
Gross Profit Margin %	55.6%	52.6%	
Expenses			
General and Administrative	44,185,685	19,553,836	126.0%
Sales and Marketing	4,162,934	2,684,174	55.1%
Lease expense	1,934,138	1,502,412	28.7%
Depreciation and Amortization	3,325,524	2,753,936	20.8%
Total Expenses	**53,608,281**	**26,494,358**	102.3%
Income (Loss) From Operations	**(3,824,107)**	**3,543**	(108,034.2)%
Other (Income) Expense:			
Interest Expense, net	23,698	23,914	(0.9)%
Realized Foreign Exchange (gain) loss	(1,805,953)	(266,003)	578.9%
Transaction costs	256,666	135,075	90.0%
Change in fair value of warrants	2,728,386	(423,917)	(743.6)%
Other expense (income)	(338,890)	(250,212)	35.4%
Total Other (Income) Expense	**863,907**	**(781,143)**	(210.6)%
Income (loss) for the period before tax	**(4,688,014)**	**784,686**	(697.4)%
Provision for income tax (current and deferred)	9,632,808	7,581,972	27.0%
Income (Loss) for the period	**(14,320,822)**	**(6,797,286)**	110.7%
Income (Loss) per share for the period			
Basic and fully diluted income (loss) per share	**$ (0.07)**	**$ (0.05)**	
Weighted Average Number of Shares Outstanding			
Basic and diluted	194,529,766	144,932,087	

We experienced a 44.5% increase in net revenue during the three months ended September 30, 2021, when compared to the three months ended September 30, 2020. The increase is directly attributable to an increase in the number of customers and an increase in average spend per customer at our Planet 13 Las Vegas Superstore dispensary during both the three and nine months ended September 30, 2021 when compared to the same periods ended September 30, 2020. The increase in wholesale transactions during the period, the re-opening of the Medizin Dispensary in late November 2020 and the addition of revenue from the recently opened Planet 13 OC Superstore in Santa Ana, also contributed to the increase in overall revenue when compared to the three and nine months ended September 30, 2020 that was negatively impacted by the COVID-19-related shutdowns. The Medizin dispensary and the Planet 13 OC Superstore were not open during the nine months ended September 30, 2020 and, and we had limited wholesale business during the prior year period. Curb-side pick-up and home delivery revenue decreased by 36% and 57% respectively in Q2 2021 when compared to Q2 2020 as a result of the easing of COVID-19 operating protocols during Q2 2021 that lead to more customers opting for an in-person shopping experience. While the COVID-19 shutdown impacted our tourist customer base due to the partial shutdown of hotels and resorts in the State of Nevada during April 2021, the increase in average spend per customer during May and June 2021 more than off-set the decline in curb-side pick-up and home delivery revenue. The reopening of the Medizin dispensary and the addition of a robust wholesale business and the opening of the Planet 13 OC Superstore drove an overall 44.5% increase in revenue in Q3 2021 when compared to Q3 2020. Overall revenue for the nine months ended September 30, 2021, increased by 78.0% when compared to revenue during the nine months ended September 30, 2020.

The easing of restrictions in Nevada and surrounding states in January 2021 and the move to further open the State of Nevada on February 15, 2021, resulted in an increase in tourist traffic to the Superstore during the first three months of 2021, with us reporting record revenues for the months of March and April 2021. On May 1, 2021, the State of Nevada allowed businesses to operate at 80% of their fire rated occupancy limits and on June 1, 2021, the State further eased its COVID-19 restrictions and allowed all businesses to fully open. Current COVID-19 protocols in Nevada include mask mandates in Clark and Nye county, where we have operations, for all individuals within public indoor settings.

On August 5, 2021, our subsidiary, Planet 13 Illinois LLC won a Conditional Adult Use Dispensing Organization License in the Chicago-Naperville-Elgin region from the Illinois Department of Financial and Professional Regulation. We are evaluating potential locations for a dispensary. We own 49% of Planet 13 Illinois and 51% is owned by Frank Cowan.

Details of net revenue by product category are as follows:

	Three Months Ended 30-Sep-21	Three Months Ended 30-Sep-20	Percentage Change
Flower	$ 15,797,957	$ 13,881,768	13.8%
Concentrates	$ 8,896,194	$ 4,002,641	122.3%
Edibles	$ 5,197,188	$ 3,012,090	72.5%
Topicals and Other Revenue	$ 1,947,811	$ 1,179,786	65.1%
Wholesale	$ 1,099,580	$ 721,053	52.5%
Net revenue	$ 32,938,730	$ 22,797,338	44.5%

	Nine Months Ended 30-Sep-21	Nine Months Ended 30-Sep-20	Percentage Change
Flower	$ 46,400,764	$ 27,398,621	69.4%
Concentrates	$ 22,365,768	$ 11,078,934	101.9%
Edibles	$ 12,596,942	$ 8,113,031	55.3%
Topicals and Other Revenue	$ 4,858,491	$ 2,754,363	76.4%
Wholesale	$ 3,376,359	$ 1,006,387	235.5%
Net revenue	$ 89,598,324	$ 50,351,336	77.9%

Gross Profit margin for Q3 2021 decreased to 53.8% from 55.1% when compared Q3 2020 (increased to 55.6% compared to 52.6% for the nine months ended September 30, 2021, and 2020 respectively). The decrease in Q3 2021 was a result of lower revenue contribution from in-store sales at the Las Vegas Superstore when compared to Q3 2020. Revenue from the Medizin dispensary, the Santa Ana dispensary, wholesale revenue and revenue from curb side pick-up and home delivery all have lower gross margin profitability when compared to in-store retail sales at our Planet 13 Las Vegas Superstore.

The following revenue amounts are net revenues after the allocation of sales discounts and loyalty accruals and are for the nine months ended September 30, 2021, and 2020:

- Superstore In-Store revenue of $62.8 million in 2021 compared to $38.2 million in 2020.
- Nevada Delivery & Curbside revenue of $9.8 million in 2021 compared to $10.5 million in 2020.
- Wholesale revenue of $3.4 million in 2021 compared to $1.0 million in 2020.
- Medizin In-Store revenue of $9.6 million in 2021 compared to $*0* in 2020.
- Orange County In-Store revenue of $2.1 million in 2021 compared to $*0* in 2020.
- Orange County Delivery & Curbside of $0.321 million compared to $*0* in 2020.
- Other revenue (Restaurant and other) of $1.6 million in 2021 compared to $0.562 million in 2020.
- Total revenue of $89.6 million in 2021 compared to $50.3 million 2020, representing an increase of 78.0% over 2020.

The costs of internal cultivation have continued to trend down as we continue to improve our yields and cultivation efficiency across all of our cultivation facilities. In addition, margin enhancement through the creation of internally generated brands, such as TRENDI, Leaf & Vine, HaHa Gummies, Dreamland Chocolate, HaHa Beverages and Medizin, continue to have a positive impact on gross margins during the three and nine months ended September 30, 2021, helping offset the lower margins received on the sale of wholesale product and the sales to local customers in the State of Nevada. We anticipate that margins will trend upward as tourist customers return to Las Vegas and the Planet 13 Las Vegas Superstore in greater numbers.

Our premium cultivation facilities were operating near capacity during the three and nine months ended September 30, 2021, and 2020, respectively. The amount of cannabis grown during Q3 2021 (and the nine months ended September 30, 2021) increased significantly when compared to Q3 2020 (and the nine months ended September 30, 2020) due to the addition of the 25,000 square feet of cultivation capacity that was added as part of the WVapes acquisition that closed in November 2020.

The yield per plant for the nine months ended September 30, 2021, was negatively impacted by our acquisition of the WCDN cultivation facility and the WCDN strains thereby acquired. Several of the acquired WCDN strains genetically yield a lesser number of grams per plant than our Medizin strains. We have optimized the WCDN facility, both by introducing higher yielding Medizin strains as well as increasing the yield of the retained WCDN strains through improved cultivation techniques. Management believes that aggregate yields for the balance of 2021 will continue to show improvement. The comparative metrics for the overall cultivation were as follows:

	September 30, 2021	**September 30, 2020**
Stage of growth	42.20%	39.10%
Yield by plant	117 grams	91 grams
Survival rate	87.90%	87.10
Wholesale Selling price	$ 5.29	$ 4.73

Overall gross margin was $17,717,134 in Q3 2021 compared to $12,552,613 in Q3 2020, an increase of 41.1% (Gross margins were $49,784,174 and $26,497,901 for the nine months ended September 30, 2021, and 2020 respectively, an increase of 87.9%).

General and Administrative ("**G&A**") expenses (which includes non-cash share-based compensation expenses, sales and marketing expenses and depreciation and amortization expenses) increased by 191.3% in Q3 2021 when compared to Q3 2020 (increased 126.0% for the nine months ended September 30, 2021, compared to the nine months ended September 30, 2020). The large increase in G&A expenses incurred during Q3 2021 and the nine months ended September 30, 2021, was a result of increased costs incurred as a result of COVID-19 operating procedures, Medizin dispensary G&A expense for the full nine-month period, pre-operating labor and expenses for the Planet 13 OC Superstore location as well as operating costs post-opening July 1, 2021, and the expansion of our wholesale and delivery sales channels as well as increased expenditures related to corporate initiatives during the current periods when compared to the prior periods. Overall, excluding non-cash share-based compensation expenses, G&A expenses as a percentage of revenue equaled 39.9% for the three months ended September 30, 2021, as compared to 49.6% for the three months ended September 30, 2020, (35.7% for the nine months ended September 30, 2021, compared to 34.9% for the nine months ended September 30, 2020).

A detailed breakdown of G&A expenses is as follows:

	For the three months ended September, 30		Percentage Change
	2021	2020	
Salaries and wages	$ 6,134,539	$ 2,420,126	153.5%
Executive compensation	447,800	392,142	14.2%
Licenses and permits	969,610	301,707	221.4%
Payroll taxes and benefits	931,950	451,497	106.4%
Supplies and office expenses	621,642	275,107	126.0%
Subcontractors	953,356	444,175	114.6%
Professional fees (legal, audit and other)	938,028	848,726	10.5%
Miscellaneous general and administrative expenses	2,177,855	1,090,312	99.7%
Share-based compensation expense	6,613,846	569,227	1,061.9%
	$ 19,788,627	$ 6,793,019	191.3%

	For the nine months ended September, 30		Percentage Change
	2021	2020	
Salaries and wages	$ 14,481,158	$ 6,546,241	121.2%
Executive compensation	1,385,009	897,203	54.4%
Licenses and permits	2,258,551	1,296,695	74.2%
Payroll taxes and benefits	2,380,171	1,370,969	73.6%
Supplies and office expenses	1,562,832	641,796	143.5%
Subcontractors	2,166,299	1,056,499	105.0%
Professional fees (legal, audit and other)	2,842,599	2,592,331	9.7%
Miscellaneous general and administrative expenses	4,897,500	3,146,035	55.7%
Share-based compensation expense	12,211,567	2,006,067	508.7%
	$ 31,974,118	$ 17,547,769	126.0%

Non-cash, share based compensation of $6,613,846 were recognized during Q3 2021 ($12,211,567 during the nine months ended September 30, 2021) and increased from the $569,227 incurred in Q3 2020 ($2,006,067 for the nine months ended September 30, 2020). The increase can be attributable to the vesting schedule for both RSUs and incentive stock options that were previously granted, particularly the RSUs that were granted on April 18, 2021, that vest 1/3 on December 1, 2021, and 1/3 on the first and second anniversary of the first vesting date. During the nine months ended September 30, 2020, we also granted 50,000 RSUs to an employee on January 1, 2020, that vest 1/3 on the grant date and 1/3 on the first and second anniversary of the grant date. These amounts are non-cash, and the expense is recognized in accordance with the vesting schedule of the underlying stock options and RSUs. (See Note 14 in our audited consolidated financial statements for the year ended December 31, 2020, for additional details on the assumptions used to calculate fair value as well as information regarding the vesting of the various components of the non-cash share-based compensation).

Sales and marketing expenses increased by 97.7% during Q3 2021 when compared to Q3 2020. The large increase was a result of the State of Nevada easing COVID-19 operating restrictions resulting in a return of the tourist customer to Las Vegas with sales and marketing expenditures ramping up to promote the Planet 13 Las Vegas Superstore location to potential tourist customers. We continue to refine our marketing efforts to optimize marketing spend on initiatives that drive increased customer traffic to the Superstore complex. In addition, we ramped up our sales and marketing spend at the Planet 13 OC Superstore location, which opened on July 1, 2021, in order to drive awareness and traffic to the new location.

Depreciation and Amortization increased by 45.6% during Q3 2021 when compared to Q3 2020 and increased 20.8% during the nine months ended September 30, 2021, when compared to the nine months ended September 30, 2020, because of our recording depreciation on the WCDN cultivation facility during the period as well as additional depreciation resulting from the Planet 13 OC Superstore location that opened July 1, 2021.

Interest expense recorded in Q3 2021 of $8,111 and $13,367 in Q3 2020 (as well as interest expense of $23,698 during the nine months ended September 30, 2021, and $23,914 during the nine months ended September 30, 2020), relates to accrued interest on our long-term debt that is due and payable on demand. The balance of long-term debt as of September 30, 2021, was $884,000 compared to $884,000 as of December 31, 2020.

We conduct our operations in both the United States and Canada holding financial assets in both currencies and incurs expenses in both USD and CAD. On December 31, 2020, the value of the USD was USD$1.00= CAD$1.2732 compared to the value of the USD of USD$1.00=CAD$1.2741 as at September 30, 2021, resulting in our realizing a foreign exchange gain of $362,42 for Q3 2021 compared to a foreign exchange loss of ($169,684) Q3 2020 (realized foreign currency gain of $1,805,953 and a foreign exchange gain of $266,003 for the nine months ended September 30, 2021 and 2020 respectively). It is our policy to not hedge our CAD$ exposure.

Warrants are accounted for in accordance with the applicable authoritative accounting guidance in ASC Topic 815, Derivatives and Hedging - Contracts in Entity's Own Equity ("ASC 815"), as derivative liabilities based on the specific terms of the warrant agreements. Liability-classified instruments are recorded at fair value at each reporting period with any change in fair value recognized as a component of change in fair value of derivative liabilities in the consolidated statements of operations and comprehensive loss. Transaction costs allocated to warrants that are presented as a liability are expensed immediately within other expenses (income) in the statements of net loss and comprehensive loss. During Q3 2021 the change in fair value of the warrants resulted in a gain of $6,240,073 compared to a loss of $3,959,128 during Q3 2020 (loss of $2,728,386 for the nine months ended September 30, 2021, and a gain of $423,917 for the nine months ended September 30, 2020).

Other income, consisting of Automated Teller Machine (ATM) fees, interest and other miscellaneous income was $152,466 for Q3 2021 compared to $174, 145 for Q3 2020 ($338,890 for the nine months ended September 30, 2021, and $250, 212 for the nine months ended September 30, 2020).

The income tax provision for Q3 2021, was $3,398,631 compared to $4,754,018 for Q3 2020. The tax provision decreased due to the decrease in taxable profitability during the period. We are subject to US Federal tax legislation that denies the deduction of certain expenditures for tax purposes that would otherwise be available to non-cannabis-based businesses that results in our being subject to a higher overall tax rate on net income.

The income tax provision for the nine months ended September 30, 2021, was $9,632,808 compared to $7,581,972 for the nine months ended September 30, 2020. The tax provision increased due to the increase in taxable profitability during the period.

Overall net loss after tax for the three months ended September 30, 2021, was $2,732,461 (($0.01) per share) compared to a net loss of $5,646,614 ($0.03) per share) for the three months ended September 30, 2020.

The overall net loss for the nine months ended September 30, 2021, was $14,320,822 (($0.07) per share) compared to an overall net loss of $6,797,286 (($0.05) pershare) for the nine months ended September 30, 2020.

Financial Instruments and Risk Management

Financial instrument classification and measurement

Our financial instruments carried on the annual audited consolidated statement of financial position are carried at amortized cost with the exception of cash, which is carried at fair value. There are no significant differences between the carrying value of financial instruments and their estimated fair values as at September 30, 2021 or December 31, 2020, or December 31, 2019, due to the immediate or short-term maturities of the financial instruments.

Fair values of financial assets and liabilities

Our financial instruments include cash, accounts payable and accrued expenses. At September 30, 2021, the carrying value of cash is fair value. Financial instruments classified as loans and receivables and other financial liabilities are carried at amortized cost using the effective interest method. Transaction costs are included in the amount initially recognized. Accounts payable and other liabilities, notes payable, and notes payable related parties have been classified as other financial liabilities.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. It is management's opinion that we are not exposed to significant credit risk arising from these financial instruments. A portion of our revenue utilizes third-party payment platforms. These platforms batch process several days' worth of activity before funds are remitted to us. A failure of such platforms, or the inability of the platform provider to remit funds in a timely manner to us could have a material impact on our financial position. We limit credit risk by entering into business arrangements with high credit-quality counterparties. Thus, the credit risk associated with other receivables is also considered to be negligible.

Interest Rate Risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. We are not exposed to significant interest rate risk.

Currency risk

We operate internationally and are exposed to foreign exchange risk arising from various currency exposures. We primarily operate in Canada and the United States and incur certain expenditures and obtain financing in both Canadian and US dollars. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of the Company or the subsidiary that holds the financial asset or liability. Our risk management policy is to review our exposure to non-US dollar forecast operating costs on a case-by-case basis. The majority of our forecast operating costs are in US dollars and Canadian dollars. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of foreign currency financial assets and liabilities in US dollars as at September 30, 2021, is as follows:

US Dollar amounts of foreign currency assets and liabilities

	Assets	Liabilities
Canadian Dollars	$ 1,466,671	$ 137,890

Based on the financial instruments held as at September 30, 2021, we would have recognized an additional unrealized foreign exchange loss of $169,300 had the US dollar shifted by 10% as a result of foreign exchange effect on translation of non-US dollar denominated financial instruments. As at September 30, 2021, we have no hedging agreements in place with respect to foreign exchange rates. We have not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Liquidity Risk

Prudent liquidity risk management implies maintaining at all times sufficient cash and liquid investments to meet our commitments as they arise. We manage liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows. Where insufficient liquidity may exist, we may pursue various debt and equity instruments for short or long-term financing of our operations.

As at September 30, 2021, we had working capital (excluding restricted cash) of $81,498,467 (December 31, 2020 - $81,584,108) and anticipate that revenue from operations will provide sufficient funds to cover all our operating expenditures for the next 12 months and available cash on hand will be sufficient to fund any and all capital expenditure requirements for the build-out of operations in the State of Florida and the State of Illinois over the next 12 months.

Planned expansion of our cultivation facilities, production and manufacturing facilities and retail distribution facilities will require us to raise additional capital from outside sources. We will consider financing alternatives while contemplating minimal shareholder dilution.

Our potential sources of cash flow in the upcoming year will be from the proceeds of the sale of cannabis and cannabis related products and possible equity financings, loans, lease financing and entering into joint venture agreements, or any combination thereof.

Pricing Risk

Price risk is the risk of variability in fair value due to movements in equity or market prices.

Concentration Risk

We currently operate exclusively in Southern Nevada and Southern California. Should economic conditions deteriorate within those regions, our results of operations and financial position would be negatively impacted.

Capital Resources

We have a recent history of operating losses. It may be necessary for us to arrange for additional financing to meet our on-going growth initiatives.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. There can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favorable.

Capital Management

Our capital consists of shareholders' equity. Our objective when managing capital is to maintain adequate levels of funding to support the development of our businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing and incurring debt. Future financings are dependent on market conditions. and there can be no assurance we will be able to raise funds in the future. We invest all capital that is surplus to our immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to our approach to capital management during the period. We are not subject to externally imposed capital requirements.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as of September 30, 2021 and 2020, respectively, or as of the date hereof.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with GAAP requires our 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.

Leases

We apply judgement in determining whether a contract contains a lease and if a lease is classified as an operating lease or a finance lease.

We determine 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 we 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. We have several lease contracts that include extension and termination options. We apply 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, we reassess 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).

We are 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. We generally use 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. We determine the incremental borrowing rate as the interest rate we 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.

Share-based compensation

We use 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 instances where equity awards have performance or market conditions, we utilize the Monte Carlo valuation model to simulate the various outcomes that affect the value of the award. In estimating fair value, management is required to make certain assumptions and estimates such as the expected term of the instrument, volatility of our 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 our experience with similar instruments. Changes in assumptions used to estimate fair value could result in materially different results. Refer to Note 13 in our audited consolidated annual financial statements for the year ended December 31, 2020 for further information.

Estimated useful lives and depreciation and amortization of property and equipment, right-of-use asset and intangible 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. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that consider factors such as economic and market conditions and the useful lives of assets. Refer to Notes 6 and 7 for further information.

Fair value measurement

We use valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. We base our assumptions on observable data as far as possible, but this is not always available. In that case, we use the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Deferred tax assets and uncertain tax positions

We recognize deferred tax assets and liabilities based on the differences between the Consolidated financial statement carrying amounts and the respective tax bases of our assets and liabilities. We measure 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. We routinely evaluate the likelihood of realizing the benefit of our deferred tax assets and may record a valuation allowance if, based on all available evidence, we determine 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, we consider 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, we consider historical results and incorporate assumptions about the amount of future pretax operating income adjusted for items that do not have tax consequences. Our assumptions regarding future taxable income are consistent with the plans and estimates that are used to manage our underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating income/(loss). The income tax expense, deferred tax assets and liabilities and liabilities for unrecognized tax benefits reflect our 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 our particular facts and circumstances. Although we believe that the judgments and estimates discussed herein are reasonable, actual results, including forecasted COVID-19 business recovery, could differ, and we may be exposed to losses or gains that could be material. To the extent we prevail 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.