

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 15, 2022

**PLANET 13 HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

<u>British Columbia</u> (State or other jurisdiction of incorporation)	<u>000-56374</u> (Commission File Number)	<u>83-2787199</u> (I.R.S. Employer Identification Number)
<u>2548 West Desert Inn Road, Suite 100</u> <u>Las Vegas, Nevada 89109</u> (Address of principal executive offices)		<u>89109</u> (Zip Code)

(702) 815-1313

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.424)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02 Results of Operations and Financial Condition.**

On August 15, 2022, Planet 13 Holdings Inc. (the “Company”) announced via press release its results for the second quarter ended June 30, 2022. A copy of the Company’s press release is hereby furnished and incorporated herein by reference as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release dated August 15, 2022.</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Planet 13 Holdings Inc.

Date: August 15, 2022

By: /s/ Robert Groesbeck

Name: Robert Groesbeck

Its: Co-Chief Executive Officer

Date: August 15, 2022

By: /s/ Larry Scheffler

Name: Larry Scheffler

Its: Co-Chief Executive Officer



### Planet 13 Announces Q2 2022 Financial Results

- **Q2 2022 revenue of \$28.4 million, up 10.6% compared to Q1 2022**
- **Q2 2022 net loss of \$2.0 million, compared to net loss of \$2.1 million in Q1 2022**
- **Q2 2022 Adjusted EBITDA<sup>(1)</sup> of \$3.0 million**

*All results are reported in United States dollars (\$) unless otherwise indicated.*

**LAS VEGAS, NV / August 15, 2022 / Planet 13 Holdings Inc.**

(CSE:PLTH)(OTCQX:PLNHF) (“Planet 13” or the “Company”), a leading vertically-integrated cannabis company, today announced its financial results for the three-month and six-month period ended June 30, 2022. Planet 13’s financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”).

“Since we reported Q1 we’ve seen a material weakening of the consumer, which has impacted tourist spending in Nevada. Despite this, we have been able to maintain above 9% retail market share. We are taking steps as a Company to improve resiliency in the face of this new macro dynamic,” said **Larry Scheffler, Co-CEO of Planet 13**. “During the quarter all of our brands held or gained share in Nevada according to research firm Headset. We also launched our owned brands in California for the first time, starting with the widely popular *TRENDI* products.”

“Q2 was a big quarter for advancing our growth initiatives. We secured our cultivation property in Florida. We entered into an option agreement to purchase the remaining ownership in our subsidiary which holds an Illinois dispensary license. In Nevada, consumption lounge legislation was finally passed and we’ve completed our premium, indoor cultivation expansion and are just waiting on final approvals,” commented **Bob Groesbeck, Co-CEO of Planet 13**. “Our expansions are progressing according to plan and it is likely that a year from now we will have doubled our retail and state footprint.”

#### Financial Highlights - Q2 - 2022

##### Operating Results

*All comparisons below are to the quarter ended June 30, 2021, unless otherwise noted*

- Revenues were \$28.4 million as compared to \$32.8 million, a decrease of 13.5%
- Gross profit was \$13.8 million or 48.7% as compared to \$19.0 million or 57.9%
- Net income before taxes of \$0.9 million as compared to a net loss of \$2.6 million
- Net loss of \$2.0 million as compared to a net loss of \$5.6 million
- Adjusted EBITDA of \$3.0 million as compared to Adjusted EBITDA of \$7.2 million

## Balance Sheet

All comparisons below are to December 31, 2021, unless otherwise noted

- Cash of \$52.6 million as compared to \$61.6 million
- Total assets of \$268.4 million as compared to \$216.8 million
- Total liabilities of \$35.5 million as compared to \$43.1 million

## Q2 Highlights and Recent Developments

- On April 14, 2022, Planet 13 announced expansion of its Nevada cultivation to fuel in-house product growth.
- On May 2, 2022, Planet 13 announced the launch of the TRENDI brand into California.
- On May 4, 2022, Planet 13 announced the expansion of STIIIZY partnership with a new shop-in-shop at the Las Vegas SuperStore.
- On May 10, 2022, Planet 13 announced it has entered into a lease for its second Florida dispensary location.
- On June 9, 2022, Planet 13 announced it has entered into a lease for its third Florida dispensary location.
- On July 5, 2022, Planet 13 announced it had closed on a Florida property for its cultivation and production campus.
- On July 12, 2022, Planet 13 announced it had begun drafting an application to add a cannabis consumption lounge to its Las Vegas SuperStore.
- On August 5, 2022, Planet 13 announced it had agreed to an option to purchase the remaining 51% ownership of Planet 13 Illinois.

## Results of Operations (Summary)

The following table sets forth a summary of the Company's unaudited interim results of operations for the three-month and six-month periods ended June 30, 2022 and 2021.

### Results of Operations

	For the Three Months Ended		
	June 30, 2022	June 30, 2021	change
(Figures in millions and % change based on these figures)			
Total Revenue	\$ 28.4	\$ 32.8	-13.5%
Gross Profit	\$ 13.8	\$ 19.0	-27.4%
Gross Profit %	48.6%	57.9%	-16.1%
Income (Loss) Before Provision for Income Taxes	\$ 0.8	\$ -2.6	-130.8%
Net Loss	\$ -2.0	\$ -5.6	-64.3%
Adjusted EBITDA	\$ 3.0	\$ 7.2	-58.4%

The Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, is available on the SEC's website at [www.sec.gov](http://www.sec.gov) or at <https://www.planet13holdings.com/investors/>. The Company's Management Discussion and Analysis for the period and the accompanying financial statements and notes are available under the Company's profile on SEDAR and on its website at <https://www.planet13holdings.com/investors/>.

This news release is not in any way a substitute for reading those financial statements, including the notes to the financial statements.

#### **Conference Call**

Planet 13 will host a conference call on Monday, August 15, 2022 at 5:00 p.m. ET to discuss its second quarter financial results and provide investors with key business highlights. The call will be chaired by Bob Groesbeck, Co-CEO, Larry Scheffler, Co-CEO, and Dennis Logan, CFO.

#### **CONFERENCE CALL DETAILS**

Date: August 15, 2022 | Time: 5:00 p.m. EST  
Participant Dial-in: Toll Free 877-545-0523 or International 973-528-0016 Access Code 515721  
Replay Dial-in: Toll Free 877-481-4010 or International 919-882-2331 Reference Number 46284  
(Available for 2 weeks)  
Listen to webcast: [Link](#)

#### **Non-GAAP Financial Measures**

There are financial measures included in this press release that are not in accordance with GAAP and therefore may not be comparable to similarly titled measures and metrics presented by other publicly traded companies. These non-GAAP financial measures should be considered as supplemental to, and not a substitute for, our reported financial results prepared in accordance with GAAP. The Company includes EBITDA and Adjusted EBITDA because it believes certain investors use these measures and metrics as a means of assessing financial performance. EBITDA is calculated as net income (loss) before interest, taxes, depreciation and amortization and Adjusted EBITDA is calculated as EBITDA before share-based compensation, the change in fair value of warrants and one-time non-recurring expenses.

The following table presents a reconciliation of net income (loss) to Adjusted EBITDA for each of the periods presented:

**Reconciliation of Non-GAAP Adjusted EBITDA**

	For the Three Months Ended		
	June 30, 2022	June 30, 2021	change
<b>(Figures in millions and % change based on these figures)</b>			
Net Income (Loss)	\$ -2.0	\$ -5.6	-58.4%
Add impact of:			
Interest expense	\$ 0.0	\$ 0.0	295.4%
Provision for income taxes	\$ 2.8	\$ 2.9	-3.4%
Depreciation and amortization	\$ 2.0	\$ 0.9	122.2%
Depreciation included in cost of goods sold	\$ 0.7	\$ 0.5	40.0%
<b>EBITDA</b>	<b>3.5</b>	<b>-1.3</b>	<b>-368.4%</b>
Change in fair value of warrants	\$ -2.6	\$ 3.1	-183.9%
Share-based compensation and related premiums	\$ 2.1	\$ 5.4	-61.1%
<b>Adjusted EBITDA</b>	<b>\$ 3.0</b>	<b>\$ 7.2</b>	<b>-58.4%</b>

**For further inquiries, please contact:**

LodeRock Advisors Inc., Planet 13 Investor Relations  
[mark.kuindersma@loderockadvisors.com](mailto:mark.kuindersma@loderockadvisors.com)

Bob Groesbeck and Larry Scheffler  
 Co-Chief Executive Officers  
[ir@planet13lasvegas.com](mailto:ir@planet13lasvegas.com)

**About Planet 13**

Planet 13 ([www.planet13holdings.com](http://www.planet13holdings.com)) is a vertically integrated cannabis company, with award-winning cultivation, production and dispensary operations in Las Vegas and in Orange County, California. Planet 13 also holds a medical marijuana treatment center license in Florida and a 49% interest in Planet 13 Illinois which won a lottery for a Social-Equity Justice Involved dispensing license in the Chicago-region of Illinois. Planet 13's mission is to build a recognizable global brand known for world-class dispensary operations and a creator of innovative cannabis products. Planet 13's shares trade on the Canadian Securities Exchange (CSE) under the symbol PLTH and OTCQX under the symbol PLNHF.

**Cautionary Note Regarding Forward-Looking Information**

*This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and are forward-looking statements. In this news release, forward looking-statements relate to the Company's Nevada and performance and expansion plans in Florida and Illinois.*

*These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: final regulatory and other approvals or consents needed to operate our business; risks associated with COVID-19 and other infectious diseases presenting as major health issues; fluctuations in general macroeconomic conditions; inflationary pressures; fluctuations in securities markets; expectations regarding the size of the cannabis market in the states in which we currently operate in or contemplate future operations and changing consumer habits in such states; the ability of the Company to successfully achieve its business objectives; the ability of the Company to integrate the NGW business and realize any benefits from the acquisition; plans for expansion; political and social uncertainties including international conflict; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on cultivation, production, distribution and sale of cannabis and cannabis related products in the states in which we currently operate in or contemplate future operations; employee relations and other risks and uncertainties discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the U.S. Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov) and on the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com) and in the Company's periodic reports subsequently filed with the U.S. Securities and Exchange Commission and on SEDAR. Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.*

*The Company is indirectly involved in the manufacture, possession, use, sale and distribution of cannabis in the recreational and medicinal cannabis marketplace in the United States through licensed subsidiary entities in states that have legalized marijuana operations, however, these activities are currently illegal under United States federal law. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30, 2022	December 31, 2021
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 52,615,324	\$ 61,588,843
Accounts Receivable	1,540,388	1,216,128
Inventory	14,187,222	14,225,369
Prepaid Expenses and Other Current Assets	2,946,572	3,977,524
<b>Total Current Assets</b>	<b>71,289,506</b>	<b>81,007,864</b>
Property and Equipment	70,362,038	50,778,277
Intangible Assets	68,898,007	63,398,007
Goodwill	35,621,853	-
Right of Use Assets - Operating	21,062,083	20,399,965
Long-term Deposits and Other Assets	1,019,629	1,061,879
Deferred Tax Asset	190,432	162,804
<b>TOTAL ASSETS</b>	<b>\$ 268,443,548</b>	<b>\$ 216,808,796</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Current Liabilities:		
Accounts Payable	\$ 2,339,434	\$ 3,266,783
Accrued Expenses	6,202,535	7,032,620
Income Taxes Payable	89,272	1,126,249
Notes Payable - Current Portion	884,000	884,000
Operating Lease Liabilities	418,443	423,573
<b>Total Current Liabilities</b>	<b>9,933,684</b>	<b>12,733,225</b>
Long-Term Liabilities:		
Operating Lease Liabilities	25,142,176	23,134,012
Warranty Liability	423,573	7,206,049
Other Long-term Liabilities	28,000	28,000
<b>Total Liabilities</b>	<b>35,527,433</b>	<b>43,101,286</b>
<b>Shareholders' Equity</b>		
Common Shares, no par value, unlimited Common Shares authorized, 220,048,952 issued and outstanding at March 31, 2022 and and 198,687,950 at December 31, 2021	-	-
Additional Paid-In Capital	309,170,905	245,861,704
Retained Earnings (Deficit)	(76,254,790)	(72,154,194)
<b>Total Shareholders' Equity</b>	<b>232,916,115</b>	<b>173,707,510</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 268,443,548</b>	<b>\$ 216,808,796</b>

CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND  
COMPREHENSIVE INCOME (LOSS)

	Three Months Ended June 30,	
	2022	2021
Revenues, net of discounts	\$ 28,412,230	\$ 32,843,588
Cost of Goods Sold	(14,587,723)	(13,837,469)
<b>Gross Profit</b>	<b>13,824,507</b>	<b>19,009,119</b>
<b>Expenses:</b>		
General and Administrative	12,011,053	16,385,722
Sales and Marketing	887,436	1,543,406
Lease Expense	779,050	647,932
Depreciation	1,963,937	984,407
<b>Total Expenses</b>	<b>15,641,476</b>	<b>19,561,467</b>
<b>Income (Loss) From Operations</b>	<b>(1,816,969)</b>	<b>(555,348)</b>
<b>Other Income (Expense):</b>		
Interest income (expense), net	45,258	(9,544)
Foreign exchange gain (loss)	74,543	896,630
Transaction costs	-	-
Change in fair value of warrant liability	2,635,425	(30,636,543)
Other Income, net	(85,698)	123,527
<b>Total Other Income</b>	<b>2,669,528</b>	<b>(2,053,030)</b>
<b>Income (Loss) Before Provision for Income Taxes</b>	<b>852,559</b>	<b>(2,608,378)</b>
<b>Provision For Income Taxes</b>		
Current Tax Expense	(2,908,359)	(3,081,017)
Deferred Tax Recovery	16,275	124,677
	(2,892,084)	(2,956,340)
<b>Loss and Comprehensive Loss for the Period</b>	<b>\$ (2,039,525)</b>	<b>\$ (5,564,718)</b>
<b>Loss per Share</b>		
<b>Basic and diluted loss per share</b>	<b>\$ (0.01)</b>	<b>\$ (0.03)</b>
<b>Weighted Average Number of Common Shares</b>		
<b>Basic and diluted</b>	<b>220,088,004</b>	<b>196,292,786</b>

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended	
	June 30, 2022	June 30, 2021
<b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>		
Net loss	\$ (4,100,596)	\$ (11,579,147)
Adjustments for items not involving cash:		
Shared based compensation expense	4,116,573	5,597,721
Non-cash lease expense	1,799,593	435,057
Depreciation	5,316,191	1,949,003
Amortization of lease incentive	(260,987)	-
Change in fair value of warrant liability	(6,795,234)	9,251,173
Loss on translation of warrant liability	12,758	282,714
Transaction costs	-	256,666
Deferred tax liability	-	(31,129)
Proceeds from lease incentive	1,000,000	-
Unrealized gain on foreign currency exchange	-	48,924
	<u>1,088,298</u>	<u>6,210,982</u>
<b>Net Changes in Non-cash Working Capital Items</b>	<b>1,848,718</b>	<b>(1,878,599)</b>
Repayment of lease liabilities	(1,751,380)	(435,057)
<b>Total Operating</b>	<b><u>1,185,636</u></b>	<b><u>3,897,326</u></b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from private placements	-	53,852,980
Proceeds from exercise of warrants and options	97,980	14,155,679
Financing issuance expenses	-	(3,494,930)
<b>Total Financing</b>	<b><u>97,980</u></b>	<b><u>64,513,729</u></b>
<b>INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(11,737,742)	(11,486,978)
Cash acquired through NGW acquisition	1,478,698	-
<b>Total Investing</b>	<b><u>(10,259,044)</u></b>	<b><u>(11,486,978)</u></b>
Effect of foreign exchange on cash	1,909	361,901
<b>NET CHANGE IN CASH DURING THE YEAR</b>	<b>(8,973,519)</b>	<b>57,285,978</b>
<b>CASH</b>		
Beginning of Period	<u>61,588,843</u>	<u>79,000,850</u>
End of Period	<u>\$ 52,615,324</u>	<u>\$ 136,286,828</u>

[1] Adjusted EBITDA is a non-GAAP financial measure. See "Non-GAAP Financial Measures" below for a reconciliation to GAAP.