



**PLANET 13 HOLDINGS INC.**

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

*Phone: (702) 815-1313*

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Planet 13 Holdings Inc. (the “**Company**”) will be held at **2548 West Desert Inn Road, Las Vegas, Nevada** on **Thursday, July 27, 2023 at 12:00 p.m.** (Pacific Daylight Time), for the following purposes:

1. to elect four directors for the ensuing year to hold office until the close of business of the next annual meeting of the Company’s Shareholders;
2. to re-appoint Davidson & Company LLP as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
3. to consider and, if thought advisable, to pass a special resolution, to approve a plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) involving, among other things, the continuance of the Company from British Columbia to the State of Nevada, as more particularly described in the accompanying Proxy Statement (the “**Nevada Domestication**”);
4. to consider and, if thought advisable, to pass an ordinary resolution to approve and adopt the Planet 13 Holdings Inc. 2023 Equity Incentive Plan (the “**2023 Equity Incentive Plan**”) as more particularly described in the accompanying Proxy Statement; and
5. to 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 Shareholders may listen to the Meeting, submit questions and vote online at: [www.virtualshareholdermeeting.com/PLNHF2023](http://www.virtualshareholdermeeting.com/PLNHF2023). Shareholders will have an equal opportunity to participate in the Meeting regardless of their geographic location or equity ownership.**

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is June 5, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders of the Company (“**Registered Shareholders**”) 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.

**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 shares. For specific instructions on how to vote your shares, 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 22<sup>nd</sup> day of June, 2023.

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