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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): July 27, 2023

**PLANET 13 HOLDINGS  
INC.**

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(Exact name of registrant as specified in its charter)

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**British Columbia**  
(State or other jurisdiction  
of incorporation)

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**000-56374**  
(Commission  
File Number)

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**83-2787199**  
(I.R.S. Employer  
Identification Number)

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

(Address of principal executive offices)

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**89109**  
(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.

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## Item 5.07 Submission of Matters to a Vote of Security Holders

The annual general and special meeting (“Meeting”) of shareholders (“Shareholders”) of Planet 13 Holdings Inc. (the “Company”) was held on Thursday, July 27, 2023.

Proxies for the Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended. At the Meeting, the Company’s Shareholders voted on four proposals. The proposals are described in detail in the Company’s Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on June 22, 2023 (the “Proxy Statement”).

A brief description and the final vote results for the proposals follow.

(1) To elect four directors for the ensuing year to hold office until the close of business of the next annual meeting of Shareholders or until their successors are elected or appointed.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Robert Groesbeck	86,234,592	1,117,972	55,718,468
Larry Scheffler	86,199,486	1,153,078	55,718,468
Lee Fraser	86,702,550	650,014	55,718,468
Adrienne O’Neal	86,589,663	762,901	55,718,468

As a result, each nominee was elected to serve as a director on the Company’s Board of Directors for a term expiring at the next annual meeting of Shareholders or until his or her successor is elected or appointed.

(2) To reappoint Davidson & Company LLP as auditors of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditors.

<b>For</b>	<b>Withheld</b>
140,354,920	2,716,112

As a result, the Company’s Shareholders reappointed Davidson & Company LLP as auditors of the Company for the ensuing year and authorized the directors to fix 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 Proxy Statement (the “Nevada Domestication”).

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
86,692,538	429,960	230,066	55,718,468

As a result, the Company’s Shareholders passed a special resolution to approve a plan of arrangement under Section 288 of the Business Corporations Act (British Columbia) involving, among other things, 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 Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
85,718,900	1,317,064	316,600	55,718,468

As a result, the Company’s Shareholders passed an ordinary resolution to approve and adopt the 2023 Equity Incentive Plan.

A copy of the press release dated July 28, 2023, regarding the results of the Meeting and anticipated completion date of the Nevada Domestication and the 2023 Equity Incentive Plan is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

## Item 9.01. Financial Statements and Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated July 28, 2023.</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: July 28, 2023

By: /s/ Robert Groesbeck  
Name: Robert Groesbeck  
Its: Co-Chief Executive Officer

Date: July 28, 2023

By: /s/ Larry Scheffler  
Name: Larry Scheffler  
Its: Co-Chief Executive Officer



## Planet 13 Announces Results of Annual General and Special Meeting

**Las Vegas, Nevada – July 28, 2023 – Planet 13 Holdings Inc. (CSE: PLTH) (OTCQX: PLNHF)** (“Planet 13” or the “Company”), a leading vertically-integrated multi-state cannabis company, today announced the following results for each item of business considered at Planet 13’s Annual General and Special Meeting of Shareholders held on Thursday, July 27, 2023.

### Election of Directors

The following table sets out the percentage of shares voted in respect of the election of directors.

Nominee	% For	% Withheld
Robert Groesbeck	98.72%	1.27%
Larry Scheffler	98.67%	1.32%
Lee Fraser	99.25%	0.74%
Adrienne O’Neal	99.12%	0.87%

### Re-Appointment and Remuneration of Auditors

98.10% of shares voted were voted in favor of re-appointing Davidson & Company LLP as auditors of the Company for the ensuing year and authorizing the board of directors of the Company to fix the remuneration to be paid to the auditors.

### Nevada Domestication

The Company is pleased to announce that the special resolution (the “**Arrangement Resolution**”) to approve the proposed plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) involving, among other things, the continuance of the Company out of British Columbia and the concurrent domestication of the Company to the State of Nevada (the “**Nevada Domestication**”), was resoundingly passed with 99.50% of the votes cast, voting in favor of the Arrangement Resolution. The Arrangement Resolution required the approval of not less than 66 2/3% of the votes cast by the shareholders present in person or by proxy at the Annual General and Special Meeting.

The Company anticipates completing the Nevada Domestication on or about September 1, 2023, subject to, among other things, receipt of a final order of the British Columbia Supreme Court, which is expected to be obtained at a final order hearing on August 3, 2023, the Company’s determination that it will not incur a material amount of Canadian income tax at the effective time of the Nevada Domestication, as well as a number of other conditions as set out in the Company’s proxy statement dated June 22, 2023 and 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).

### 2023 Equity Incentive Plan

98.48% of the votes cast were voted in favor of passing an ordinary resolution to approve and adopt the Planet 13 Holdings Inc. 2023 Equity Incentive Plan (the “**2023 Equity Incentive Plan**”). The 2023 Equity Incentive Plan is expected to become effective upon the completion of the Nevada Domestication.

For more information on Planet 13, visit the investor website ([www.planet13holdings.com/investors](http://www.planet13holdings.com/investors)).

### 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 conditional 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 are quoted on the 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 anticipated timing and receipt of the final order with respect to the Nevada Domestication, the timing and completion of the Nevada Domestication and the anticipated effective date of the 2023 Equity Incentive Plan.*

*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. Such factors and assumptions, among other things, include: receipt of a final order of the British Columbia Supreme Court with respect to the Nevada Domestication; receipt of authorization from the British Columbia registrar to continue out of British Columbia; fluctuations in securities markets and the trading price of the Company's shares; tax considerations, including the anticipated tax consequences resulting from the Nevada Domestication; and unforeseen changes in laws and regulations applicable to the Company 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, 2022 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. 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.*

**For further inquiries, please contact:**

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Robert Groesbeck or Larry Scheffler  
Co-Chief Executive Officers  
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