UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2024**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission File Number: **000-56374**

PLANET 13 HOLDINGS INC.

(Exact name of Registrant as Specified in its Charter)

Nevada	**83-2787199**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2548 West Desert Inn Road, Suite 100 Las Vegas, Nevada	**89109**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (702) 815-1313

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

Securities registered pursuant to Section 12(g) of the Act: Common Stock

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated Filer	☐	Smaller reporting company	☒
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 8, 2024, there were 325,163,800 shares of common stock outstanding.

Planet 13 Holdings Inc.
Quarterly Report on Form 10-Q
For Quarterly Period Ended September 30, 2024

Table of Contents

USE OF NAMES AND CURRENCY

In this Quarterly Report on Form 10-Q, unless the context otherwise requires, the terms "**we**," "**us**," "**our**," "**Company**," or "**Planet 13**" refer to Planet 13 Holdings Inc. together with its wholly-owned subsidiaries.

Unless otherwise indicated, all references to "$," "US$" or "USD" in this Quarterly Report on Form 10-Q refer to United States dollars, and all references to "C$," "CAD$," or "CAD" refer to Canadian dollars.

IMPLICATIONS OF BEING AN EMERGING GROWTH COMPANY

As a company with less than $1.235 billion in revenue during our most recently completed fiscal year, we qualify as an "emerging growth company" as defined in Section 2(a) of the Securities Act of 1933, as amended, which we refer to as the "**Securities Act**," as modified by the Jumpstart Our Business Startups Act of 2012, or the "**JOBS Act**." As an emerging growth company, we may take advantage of specified reduced disclosure and other exemptions from requirements that are otherwise applicable to public companies that are not emerging growth companies. These provisions include:

- Reduced disclosure about our executive compensation arrangements;
- Exemptions from non-binding shareholder advisory votes on executive compensation or golden parachute; and
- Exemption from auditor attestation requirement in the assessment of our internal control over financial reporting.

We will remain an emerging growth company until the earliest of (i) the last day of the year in which we have total annual gross revenue of $1.235 billion or more; (ii) the last day of the year following the fifth anniversary of the first sale of the common equity securities pursuant to an effective registration under the Securities Act; (iii) the date on which we have issued more than $1.0 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission.

In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to delay the adoption of some accounting standards until those standards would otherwise apply to private companies. We have elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act.

DISCLOSURES REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes "forward-looking information" and "forward-looking statements" within the meaning of applicable United States securities laws and Canadian securities laws. All information, other than statements of historical facts, included in this Quarterly Report on Form 10-Q that addresses activities, events or developments that we expect or anticipate will or may occur in the future is forward-looking information. Forward-looking information is often identified by the words "may," "would," "could," "should," "will," "intend," "plan," "anticipate," "believe," "estimate," "expect" or similar expressions and includes, among others, information regarding: the anticipated benefits of the acquisition of VidaCann, LLC, including the corporate, operational and financial benefits, our strategic plans and expansion and expectations regarding the growth of the California, Florida and Illinois cannabis markets; statements relating to the business and future activities of, and developments related to, us after the date of this Quarterly Report on Form 10-Q, including such things as future business strategy, competitive strengths, goals, expansion and growth of our business, operations and plans, new revenue streams, the completion by us of contemplated acquisitions of additional real estate, cultivation and licensing assets, the roll out of new dispensaries, the application for additional licenses and the grant of licenses or renewals of existing licenses that have been applied for, the expansion of existing cultivation and production facilities, the completion of cultivation and production facilities that are under construction, the construction of additional cultivation and production facilities, the expansion into additional U.S. markets, any potential future legalization of adult-use and/or medical cannabis under U.S. federal law; expectations of market size and growth in the United States and the states in which we operate or contemplate future operations; expectations for other economic, business, regulatory and/or competitive factors related to us or the cannabis industry generally; and other events or conditions that may occur in the future.

Readers are cautioned that forward-looking information and statements are not based on historical facts but instead are based on reasonable assumptions and estimates of our management at the time they were provided or made and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and statements. Such factors include, among others, our actual financial position and results of operations differing from management's expectations; our business model; a lack of business diversification; increasing competition in the industry; public opinion and perception of the cannabis industry; expected significant costs and obligations; current reliance on limited jurisdictions; development of our business; access to capital; risks relating to the management of growth; risks inherent in an agricultural business; risks relating to energy costs; risks related to research and market development; risks related to breaches of security at our facilities; reliance on suppliers; risks relating to the concentrated voting control of the Company; risks related to our being a holding company; risks related to service providers withdrawing or suspending services under threat of prosecution; risks related to proprietary intellectual property and potential infringement by third parties; risks of litigation relating to intellectual property; negative clinical trial results; insurance related risks; risk of litigation generally; risks associated with cannabis products manufactured for human consumption, including potential product recalls; risks relating to being unable to attract and retain key personnel; risks relating to obtaining and retaining relevant licenses; risks relating to integration of acquired businesses; risks related to quantifying our target market; risks related to industry growth and consolidation; fraudulent activity by employees, contractors and consultants; cyber-security risks; conflicts of interest; risks related to reputational damage in certain circumstances; leased premises risks; risks related to the COVID-19 pandemic; U.S. regulatory landscape and enforcement related to cannabis, including political risks; heightened scrutiny by Canadian regulatory authorities; risks related to capital raising due to heightened regulatory scrutiny; risks related to tax liabilities; risks related to U.S. state and local law and regulations; risks related to access to banks and credit card payment processors; risks related to potential violation of laws by banks and other financial institutions; ability and constraints on marketing products; risks related to lack of U.S. federal trademark and patent protection; risks related to the enforceability of contracts; the limited market for our securities; difficulty for U.S. holders of our common stock to resell over the Canadian Securities Exchange; price volatility of our common stock; uncertainty regarding legal and regulatory status and changes; risks related to legislation and cannabis regulation in the states in which we operate or contemplate future operations; future sales by shareholders; no guarantee regarding use of available funds; currency fluctuations; risks related to entry into the U.S; and other factors beyond our control, as more particularly described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 and subsequent reports.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although we have attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information and statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such information and statements. Accordingly, readers should not place undue reliance on forward-looking information and statements. The forward-looking information and statements contained herein are presented for the purposes of assisting readers in understanding our expected financial and operating performance and our plans and objectives and may not be appropriate for other purposes.

The forward-looking information and statements contained in this Quarterly Report on Form 10-Q represent our views and expectations as of the date of this Quarterly Report on Form 10-Q. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update such forward-looking information and statements at a future time, we have no current intention of doing so except to the extent required by applicable law.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

PLANET 13 HOLDINGS INC.
Interim Condensed Consolidated Balance Sheets
(Unaudited, In United States Dollars)

	September 30, 2024	December 31, 2023
ASSETS		
Current Assets:		
Cash	$ **27,411,087**	$ 11,831,008
Restricted Cash	**2,050,584**	5,450,584
Accounts Receivable	**1,294,581**	1,195,927
Inventory	**22,804,161**	15,760,648
Assets held for sale	**-**	9,000,000
Prepaid Expenses and Other Current Assets	**4,619,996**	4,072,820
Total Current Assets	**58,180,409**	47,310,987
Plant, Property and Equipment	**73,402,207**	67,551,697
Intangible Assets	**23,503,797**	15,253,797
Goodwill	**45,230,595**	-
Right of Use Assets - Operating	**40,913,500**	20,054,369
Long-term Deposits and Other Assets	**998,815**	869,853
Deferred Tax Asset	**729,435**	706,038
TOTAL ASSETS	$ **242,958,758**	$ 151,746,741
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Current:		
Accounts Payable	$ **4,402,574**	$ 2,850,922
Accrued Expenses	**10,554,795**	6,097,641
Income Taxes Payable	**15,593,678**	4,782,538
Notes Payable - Current Portion	**10,331,632**	884,000
Operating Lease Liabilities	**1,733,348**	674,594
Total Current Liabilities	**42,616,027**	15,289,695
Long-Term Liabilities:		
Operating Lease Liabilities	**45,697,988**	25,271,706
Other Long-term Liabilities	**33,000**	33,000
Deferred Tax Liability	**3,937,314**	3,511,559
Total Liabilities	**92,284,329**	44,105,960
SHAREHOLDERS' EQUITY		
Common Stock, no par value, 1,500,000,000 shares authorized, 325,163,800 issued and outstanding at September 30, 2024 and 223,317,270 at December 31, 2023	**-**	-
Preferred Stock, no par value, 50,000,000 shares authorized, 0 issued and outstanding at September 30, 2024 and 0 at December 31, 2023	-	-
Additional Paid-In Capital	**380,343,096**	315,951,343
Deficit	**(229,668,667)**	(208,310,562)
Total Shareholders' Equity	**150,674,429**	107,640,781
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ **242,958,758**	$ 151,746,741

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

PLANET 13 HOLDINGS INC.
Interim Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited, in United States Dollars, except Share Amounts)

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	**September 30, 2024**	September 30, 2023
Revenues, net of discounts	$ **32,159,070**	$ 24,788,239	$ **86,124,795**	$ 75,536,347
Cost of Goods Sold	**(15,463,050)**	(13,715,307)	**(43,107,569)**	(41,698,369)
Gross Profit	**16,696,020**	11,072,932	**43,017,226**	33,837,978
Expenses:				
General and Administrative	**14,772,846**	11,340,678	**37,075,341**	33,567,055
Sales and Marketing	**1,572,549**	1,348,266	**4,380,926**	4,016,503
Lease Expense	**1,320,018**	767,860	**3,140,575**	2,346,885
Impairment Loss	**-**	39,649,448	**2,393,087**	39,649,448
Depreciation	**2,355,052**	1,965,607	**6,559,123**	6,187,650
Total Expenses	**20,020,465**	55,071,859	**53,549,052**	85,767,541
Loss From Operations	**(3,324,445)**	(43,998,927)	**(10,531,826)**	(51,929,563)
Other Income (Expense):				
Interest income, net	**30,263**	10,834	**139,405**	159,728
Foreign exchange gain (loss)	**(3,066)**	203	**(13,108)**	6,318
Change in fair value of warrant liability	**-**	-	**-**	18,127
Provision for misappropriated funds	**-**	-	**-**	(2,000,000)
Other income (expense), net	**376,717**	98,861	**(67,013)**	1,956,064
Total Other Income (Loss)	**403,914**	109,898	**59,284**	140,237
Loss Before Provision for Income Taxes	**(2,920,531)**	(43,889,029)	**(10,472,542)**	(51,789,326)
Provision For Income Taxes				
Current Tax Expense	**(4,220,945)**	(2,401,672)	**(10,483,291)**	(7,571,404)
Deferred Tax Recovery	**(269,714)**	36,465	**(402,272)**	10,253
	(4,490,659)	(2,365,207)	**(10,885,563)**	(7,561,151)
Net Loss and Comprehensive Loss	$ **(7,411,190)**	$ (46,254,236)	$ **(21,358,105)**	$ (59,350,477)
Loss per Share				
Basic and diluted loss per share	$ **(0.02)**	$ (0.21)	$ **(0.08)**	$ (0.27)
Weighted Average Number of Shares of Common Stock				
Basic and diluted	**325,163,800**	222,080,513	**281,087,233**	221,712,138

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

PLANET 13 HOLDINGS INC.
Interim Condensed Consolidated Statements of Changes in Shareholders' Equity
(Unaudited, in United States Dollars, except Share Amounts)

	Number of				
	Shares of Common Stock	Warrants	Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Equity
Balance, December 31, 2022	220,470,061	295,838	$ 312,023,359	$ (134,701,804)	$ 177,321,555
Expirations	-	(295,838)	-	-	-
Share based Compensation - RSUs	-	-	1,926,595	-	1,926,595
Share based Compensation - RSUs - Taxes Paid in Lieu of Share Issuance	-	-	(267,526)	-	(267,526)
Shares Issued on Settlement of RSUs	714,416	-	-	-	-
Shares Issued on Exercise of Purchase Option	1,063,377	-	946,406	-	946,406
Net Loss for the Period	-	-	-	(59,350,477)	(59,350,477)
Balance, September 30, 2023	**222,247,854**	**-**	**$ 314,628,834**	**$ (194,052,281)**	**$ 120,576,553**
Balance, December 31, 2023	223,317,270	-	$ 315,951,343	$ (208,310,562)	$ 107,640,781
Share based Compensation - RSUs	-	-	154,893	-	154,893
Share based Compensation - RSUs - Taxes Paid in Lieu of Share Issuance	-	-	(45,833)	-	(45,833)
Shares Issued on Settlement of RSUs	1,224,278	-	-	-	-
Proceeds from public offering	18,750,000	18,750,000	11,250,000	-	11,250,000
Share issuance costs	-	-	(1,387,792)	-	(1,387,792)
Shares Issued in VidaCann Acquisition	81,872,252	-	54,420,485	-	54,420,485
Net Loss for the Period	-	-	-	(21,358,105)	(21,358,105)
Balance, September 30, 2024	**325,163,800**	**18,750,000**	**$ 380,343,096**	**$ (229,668,667)**	**$ 150,674,429**

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

Table of Contents

PLANET 13 HOLDINGS INC.
Interim Condensed Consolidated Statements of Cash Flows
(Unaudited, In United States Dollars)

	Nine Months Ended	
	September 30, 2024	September 30, 2023
CASH USED IN OPERATING ACTIVITIES		
Net loss	**$ (21,358,105)**	$ (59,350,477)
Adjustments for items not involving cash:		
Shared based compensation	**154,893**	1,926,595
Non-cash lease expense	**1,264,904**	3,840,610
Depreciation	**9,829,358**	9,184,602
Change in fair value of warrant liability	**-**	(18,127)
Deferred Tax Recovery	-	(6,509)
Lease incentive amortization	**81,832**	(78,347)
Loss on impairment of fixed assets	**2,393,087**	-
Loss on impairment of intangible assets	-	39,649,448
Loss on disposal of Intangible assets	**762,091**	-
Loss (gain) on disposal of fixed assets	**88,849**	153
	(6,783,091)	(4,852,052)
Net Changes in Non-cash Working Capital Items	**14,146,701**	(3,256,283)
Repayment of lease liabilities	**(720,831)**	(3,078,748)
Total Operating	**6,642,779**	(11,187,083)
FINANCING ACTIVITIES		
RSU withholding taxes paid in lieu of share issuance	-	(267,526)
Proceeds from public share issuance	**9,862,208**	-
Net Cash From VidaCann Acquisition	**911,715**	-
VidaCann Acquisition-Cash Component	**(4,000,000)**	-
Total Financing	**6,773,923**	(267,526)
INVESTING ACTIVITIES		
Purchase of property and equipment	**(9,481,532)**	(6,043,180)
Proceeds from sales of fixed assets	**7,000**	64,876
Purchase of 51% interest in Planet 13 Illinois	**-**	(866,250)
Proceeds from sale of Florida License, net of transaction costs	**8,237,909**	-
Total Investing	**(1,236,623)**	(6,844,554)
NET CHANGE IN CASH DURING THE PERIOD	**12,180,079**	(18,299,163)
CASH		
Beginning of Period	**17,281,592**	38,789,604
End of Period	**$ 29,461,671**	$ 20,490,441

Supplemental cash flow information (Note 14)

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

1. Nature of Operations

Planet 13 Holdings Inc. ("P13" or the "Company") was incorporated under the Canada Business Corporations Act on April 26, 2002 and continued under the British Columbia Business Corporations Act on September 24, 2019, and on September 15, 2023 completed its Domestication to Nevada.

The Company is a vertically integrated cultivator and provider of cannabis and cannabis-infused products that is licensed under the laws of the States of Nevada, California, Illinois and Florida. We are licensed in these jurisdictions as follows: three Nevada medical and adult-use cultivation licenses, three Nevada medical and adult-use production licenses, two Nevada medical and adult-use dispensary licenses, one Nevada adult-use consumption lounge license, one Nevada distribution license, one California medical and adult-use dispensary license, one California adult-use cultivation license, one California adult-use manufacturer license, two California distribution licenses, one California event organizer license, one Florida Medical Marijuana Treatment Center license (unlimited medical dispensaries, cultivation and processing), and one Illinois adult-use dispensary license.

P13 is a public company which is listed on the Canadian Securities Exchange ("CSE") under the symbol PLTH and on the OTCQX exchange under the symbol "PLNH".

The Company's registered and head office address is 2548 W. Desert Inn Road, Suite 100, Las Vegas, NV 89109.

While cannabis and CBD-infused products are legal under the laws of several U.S. states (with varying restrictions applicable), the United States Federal Controlled Substances Act classifies all "marijuana" as a Schedule I drug, whether for medical or recreational use. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for use under medical supervision.

The federal government currently is prohibited from prosecuting businesses that operate in compliance with applicable state and local medical cannabis laws and regulations; however, this does not protect adult use cannabis. In addition, if the federal government changes this position, it would be financially detrimental to the Company.

2. Basis of Presentation

These unaudited condensed consolidated interim financial statements reflect the accounts of the Company and have been prepared in accordance with generally accepted accounting principles in the United States of America ("**GAAP**") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("**SEC**") for all periods presented. Certain information and footnote disclosures normally included in the audited annual consolidated financial statements prepared in accordance with GAAP have been omitted or condensed. The information included in these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes as of and for the year ended December 31, 2023 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. These unaudited interim condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments), which, in the opinion of management, are necessary for the fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

These unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the financial position, results of operations, cash flows and prospects of the Company. These unaudited interim condensed consolidated financial statements do not give effect to adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

These unaudited condensed consolidated interim financial statements were authorized for issuance by the Board of Directors of the Company on November 8, 2024.

i) Basis of consolidation

These accompanying unaudited condensed consolidated interim financial statements include the accounts of the Company and all subsidiaries. Subsidiaries are entities in which the Company has a controlling voting interest or is the primary beneficiary of a variable interest entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. All intercompany accounts and transactions have been eliminated upon consolidation. The unaudited condensed consolidated interim financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating intercompany balances and transactions.

These unaudited condensed consolidated interim financial statements include the accounts of the Company and the following entities which are subsidiaries of the Company:

Subsidiaries as at September 30, 2024	Jurisdiction of Incorporation	Ownership Interest 2024	Ownership Interest 2023	Nature of Business
MM Development Company, Inc. ("MMDC")	Nevada, USA	100%	100%	Nevada license holding company; vertically integrated cannabis operations
BLC Management Company LLC	Nevada, USA	100%	100%	Management/holding company
LBC CBD LLC ("LBC")	Nevada, USA	100%	100%	CBD retail sales and marketing
Newtonian Principles Inc.	California, USA	100%	100%	California license holding company; cannabis retail sales
Crossgate Capital U.S. Holdings Corp.	Nevada, USA	100%	100%	Holding company
Next Green Wave, LLC	California, USA	100%	100%	California license holding company; cannabis cultivation and processing
Planet 13 Illinois, LLC	Illinois, USA	100%	100%	Illinois license holding company
BLC NV Food, LLC	Nevada, USA	100%	100%	Holding company for By The Slice LLC
By The Slice, LLC	Nevada, USA	100%	100%	Subsidiary of BLC NV Food, LLC; restaurant and retail operations
Planet 13 Chicago, LLC	Illinois, USA	100%	100%	Holding company
Planet 13 Real Prop, LLC	Florida, USA	100%	100%	Holding company
Planet 13 Lifestyles LLC	Nevada, USA	100%	0%	Retail sales of apparel and accessories
Club One Three, LLC	Nevada, USA	100%	100%	Inactive
Planet 13 Florida Inc.	Florida, USA	0%	100%	Florida license holding company
VidaCann, LLC	Florida, USA	100%	0%	Florida license holding company
Planet 13 Innovations LLC	Nevada, USA	100%	0%	Intellectual property holding company

ii) Functional currency

These unaudited condensed consolidated interim financial statements are presented in U.S. Dollars ("USD"), which is the Company's and its subsidiaries' functional currency.

Foreign currency transactions are remeasured to the respective financial currencies of the Company's entities at the exchange rates in effect on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are measured to functional currency at the foreign exchange rate applicable at the statement of balance sheets date. Non-monetary items are carried at historical rates. Non-monetary items carried at face value denominated in foreign currencies are remeasured to the functional currency at the date when the fair value was determined. Realized and unrealized foreign exchange gains and losses are recognized through profit or loss.

(Unaudited, in United States Dollars, except share amounts)

iii) Emerging growth company

The Company is an "Emerging Growth Company", as defined in Section 2(a) of the Securities Act, as modified by the JOBS Act, and it has taken advantage of certain exemptions that are not applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not has a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial reporting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public and private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard.

3. Inventory

Finished goods inventory consists of dried cannabis, concentrates, edibles, and other products that are complete and available for sale (both internally generated inventory and third-party products purchased in the wholesale market). Work in process inventory consists of cannabis after harvest, in the processing stage. Packaging and miscellaneous consist of consumables for use in the transformation of biological assets and other inventory used in the production of finished goods, non-cannabis merchandise and food and beverage items. The Company's inventory is comprised of:

	September 30, 2024	December 31, 2023
Raw materials	$ **9,500,357**	$ 5,810,800
Packaging and miscellaneous	**1,914,244**	1,758,152
Work in progress	**6,952,036**	3,375,296
Finished goods	**4,437,524**	4,816,400
	$ **22,804,161**	$ 15,760,648

Cost of Inventory is recognized as an expense when sold and included in the cost of goods sold. During the three and nine months ended September 30, 2024, the Company recognized $15,463,050 and $43,107,569 (2023 - $13,715,307 and $41,698,369) of inventory expensed to cost of goods sold.

4. Prepaid Expenses and Other Current Assets

	September 30, 2024	December 31, 2023
Security deposits	$ **264,431**	$ 306,561
Advertising and Marketing	**223,891**	27,222
Prepaid rent	**908,827**	410,313
Insurance	**528,236**	779,638
License fees	**1,353,327**	126,923
Miscellaneous	**1,341,284**	2,422,163
	$ **4,619,996**	$ 4,072,820

(Unaudited, in United States Dollars, except share amounts)

5. Plant, Property and Equipment

	Land and Improvements	Buildings	Equipment	Leasehold Improvements	Construction in Progress	Total
Gross carrying amount						
At December 31, 2023	$ **6,691,107**	$ **17,639,365**	$ **13,843,385**	$ **64,551,017**	$ **5,583,614**	$ **108,308,488**
Additions	-	1,140,477	3,026,448	7,315,038	6,686,840	18,168,803
Transfers	-	16,604	226,093	4,448,288	(4,690,985)	-
Asset Impairments	-	-	-	-	(2,393,087)	(2,393,087)
Disposals	-	-	(48,653)	-	(62,960)	(111,613)
At September 30, 2024	$ **6,691,107**	$ **18,796,446**	$ **17,047,273**	$ **76,314,343**	$ **5,123,422**	$ **123,972,591**
Depreciation						
At December 31, 2023	$ **262,259**	$ **914,436**	$ **8,803,434**	$ **30,776,662**	$ **-**	$ **40,756,791**
Additions	16,638	577,582	1,929,365	7,305,773	-	9,829,358
Disposals	-	-	(15,765)	-	-	(15,765)
At September 30, 2024	$ **278,897**	$ **1,492,018**	$ **10,717,034**	$ **38,082,435**	$ **-**	$ **50,570,384**
Carrying amount						
At December 31, 2023	$ **6,428,848**	$ **16,724,929**	$ **5,039,951**	$ **33,774,355**	$ **5,583,614**	$ **67,551,697**
At September 30, 2024	$ **6,412,210**	$ **17,304,428**	$ **6,330,239**	$ **38,231,908**	$ **5,123,422**	$ **73,402,207**

As at September 30, 2024, costs related to the construction of facilities were capitalized as construction in progress and not depreciated. Once construction is completed, the construction in progress balance is moved to the appropriate fixed asset account and depreciation commences.

For the nine months ended September 30, 2024, depreciation expense was $9,829,358 (2023 - $9,184,602) of which $3,270,235 (2023 - $2,996,952) was included in cost of goods sold and inventory.

During the nine months ended September 30, 2024, $4,690,985 was transferred from Construction in Progress to the other fixed accounts (2023 - $0).

During the nine months ended September 30, 2024, we recognized an impairment charge of $2,393,087 against the Construction In Progress assets relating to a building in Florida that was written down to its estimated net recoverable value. (2023 - $0).

(Unaudited, in United States Dollars, except share amounts)

6. Intangible Assets

	Retail Dispensary Santa Ana	Retail Dispensary Clark County	Cultivation and Production Clark County	Cultivation Coalinga CA	Retail Dispensary Waukegan IL	Florida MMTC License-VidaCann	Other	Total
Gross carrying amount								
Balance, December 31, 2023	$ 6,151,343	$ 690,000	$ 709,798	$ 5,860,000	$ 1,812,656	$ -	$ 30,000	$ 15,253,797
Additions	-	-	-	-	-	8,250,000	-	8,250,000
Balance at September 30, 2024	**$ 6,151,343**	**$ 690,000**	**$ 709,798**	**$ 5,860,000**	**$ 1,812,656**	**$ 8,250,000**	**$ 30,000**	**$ 23,503,797**

VidaCann Acquisition

On August 28, 2023, the Company entered into a Membership Interest Purchase Agreement ("**Purchase Agreement**") with VidaCann, LLC ("**VidaCann**"), Loop's Dispensaries, LLC ("**Dispensaries**"), Ray of Hope 4 Florida, LLC ("**Ray of Hope**") and Loops Nursery & Greenhouses, Inc. ("**Nursery**" and together with Dispensaries and Ray of Hope, the "**Sellers**"), David Loop ("**Loop**") and Mark Ascik (together with Loop, the "**Indemnifying Members**") and Loop, solely in his capacity as Seller Representative, pursuant to which, upon the terms and subject to the conditions set forth therein, the Company would acquire from the Sellers all of the membership interests in VidaCann (the "**Transaction**").

On May 9, 2024, the Company acquired 100% ownership interest of VidaCann, LLC. ("**VidaCann**") and accounted for the transaction as a business combination acquisition pursuant to ASC 805.

VidaCann was established in 2003 and was formed for the purpose of cultivating and selling cannabis products in the state of Florida, where it owns and operates a cultivation and manufacturing facility. The Company executed the VidaCann transaction in order to expedite its entrance into the attractive Florida cannabis market with an existing customer base and operational cultivation and manufacturing facilities.

Pursuant to the Purchase Agreement, the Company acquired VidaCann from the Sellers for agreed consideration at closing of the Transaction (the "**Closing**") equal to the sum of: (i) 81,872,252 shares of common stock of the Company (the "**Base Share Consideration**"), of which 1,307,698 shares were issued to VidaCann's industry advisor (the "**VC Advisor**"**;** (ii) a cash payment of US$4,000,000 (the "**Closing Cash Payment**"); and (iii) promissory notes issued by the Company to the Sellers in the aggregate principal amount of US$5,000,000, with each of the above components subject to adjustments as set out in the Purchase Agreement. Based on the closing price of the Company's common shares of (CAD$0.9100) US$0.6647 on May 9, 2024 on the Canadian Securities Exchange (the "**CSE**") (based on the Bank of Canada CAD to USD exchange rate on May 9, 2024 of CAD$1.00=US$0.7304), the total consideration was valued at approximately US$63.4 million. As contemplated by the definitive agreement, VidaCann continued to have US$3 million of bank indebtedness and US$1.5 million of related party notes to former VidaCann managers at the time of closing, which were assumed by the Company. The Seller of the majority interest in VidaCann also has the right to nominate a director to the Company's board of directors effective the next business day following the Company's 2024 annual meeting of stockholders in June. The Seller has selected David Loop, the former Chief Executive Officer of VidaCann, as its board nominee.

(Unaudited, in United States Dollars, except share amounts)

The VidaCann acquisition was deemed to be a business combination under ASC 805 and the Company is in the process of finalizing the purchase price allocation analysis related to this acquisition. The initial purchase accounting is incomplete by the end of the reporting period ended September 30, 2024. The Company expects to recognize additional assets and liabilities during the measurement period, as well as potential adjustments to the provisional estimates of fair value as new information is obtained.

The Company has allocated $8.25M of the purchase consideration above to the value of the Florida MMTC license obtained in the VidaCann acquisition.

The following table summarizes the interim allocation of consideration exchanged to the provisional estimated fair value of tangible and intangible assets acquired:

Consideration paid:

Cash	$	4,000,000
Issuance of 81,872,252 Common Shares		54,420,485
Note Payable to Former VidaCann Shareholders		5,000,000
	$	**63,420,485**

Fair value of net assets acquired:

Cash	$	911,715
Inventory		6,619,621
Prepaids and other assets		1,869,222
Property, plant and equipment		8,669,779
ROU Assets		21,371,614
Intangible assets		8,250,000
Goodwill		45,230,595
ROU Liabilities		(21,371,614)
Notes Payable		(4,447,632)
Accounts Payable and Accrued Liabilities		(3,682,815)
	$	**63,420,485**

The purchase price allocations for the VidaCann transaction reflect various fair value estimates and analyses relating to the determination of fair value of certain tangible and intangible assets acquired and residual goodwill. The Company determined the estimated fair value of the acquired working capital, and identifiable intangible assets and goodwill after review and consideration of relevant information including market data and management's estimates. The estimated fair value of acquired working capital was determined to approximate carrying value.

The goodwill arising from the VidaCann transaction consists of expected synergies from combining operations of the Company and VidaCann, and intangible assets not qualifying for separate recognition such as formulations, proprietary technologies and acquired know-how. None of the goodwill is deductible for tax purposes.

VidaCann's state cannabis license represented an identifiable intangible asset acquired in the amount of $8,250,000. The VidaCann cannabis license acquired has an indefinite life and as such will not be subject to amortization.

In connection with the VidaCann transaction, the Company expensed $270,563 of acquisition-related costs, which have been included in general and administrative expenses on the Company's consolidated statement of operations and comprehensive loss for the period ended September 30, 2024, and $909,363 for the period ended December 31, 2023.

VidaCann contributed $10,503,991 and $17,755,998 in Net Revenue, $6,578,790 and $11,356,699 in Gross Profit, a net loss of $54,135 and $803,913 in Consolidated Comprehensive Net Income in the three and nine month periods ended September 30, 2024, respectively.

(Unaudited, in United States Dollars, except share amounts)

The following table reflects the revenue, gross profit and comprehensive loss that would have been reported if the acquisition had occurred at the beginning of the period indicated:

	Three Months Ended September 30, 2023			Nine Months Ended September 30, 2023		
	As Reported	VidaCann	Pro Forma	As Reported	VidaCann	Pro Forma
Revenue, net of discounts	$ 24,788,239	$ 8,684,714	$ 33,472,953	$ 75,536,347	$ 24,794,348	$ 100,330,695
Gross Profit	11,072,932	2,755,784	13,828,716	33,837,978	10,955,273	44,793,251
Comprehensive Income (loss) for the period	(46,254,236)	(21,840)	(46,276,076)	(59,350,477)	3,752,433	(55,598,044)

Acquisition of 51% Interest in Planet 13 Illinois

On February 7, 2023, the Company purchased the remaining 51% ownership interest in Planet 13 Illinois from a third party pursuant to an option purchase agreement that was entered into between such third party and the Company on August 4, 2022. The aggregate purchase price for the interest was $1,812,656 and consisted of $866,250 in cash consideration $946,406 in share consideration. The share consideration was comprised of 1,063,377 common shares of the Company at a fair value of C$1.18 (USD $0.89) per common share, which were issued on February 7, 2023.

Florida License

On January 22, 2024, the Company entered into a definitive agreement to sell its Planet 13 Florida, Inc. entity for $9,000,000 which, at the time of sale will hold no assets other than a Florida medical marijuana treatment center ("**MMTC**") license. The value of the Florida license at December 31, 2023 was less than the carrying amount of the license. Consequently, the Company recorded an impairment charge of $46,846,866 against the carrying value of its Florida MMTC license. The impairment loss is reflected in the statement of operations and comprehensive loss under the caption "Impairment Loss." During the fourth quarter of 2023, the Company committed to a plan to sell its Florida license. Accordingly, the license held by the Company's Florida subsidiary was presented as an asset held for sale on the consolidated balance sheet as of December 31, 2023. The sale of Planet 13 Florida, Inc. was completed on May 6, 2024.

7. Leases

The Company's lease agreements are for cultivation, manufacturing, retail office premises and for vehicles. The property lease terms range between 5 years and 21 years depending on the facility and are subject to an average of 2 renewal periods of equal length as the original lease. Certain leases include escalation clauses or payment of executory costs such as property taxes, utilities, or insurance and maintenance. Rent expense for leases with escalation clauses is accounted for on a straight-line basis over the lease term. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(Unaudited, in United States Dollars, except share amounts)

The following table provides the components of lease costs recognized in the unaudited interim condensed consolidated statement of operations and comprehensive loss for the nine-month periods ended September 30, 2024 and 2023:

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	**September 30, 2024**	September 30, 2023
Operating lease costs	$ **2,335,913**	$ 1,257,099	$ **5,399,428**	$ 3,756,133
Short term lease expense	**117,926**	10,219	**199,514**	35,196
Total lease costs	$ **2,453,839**	$ **1,267,318**	$ **5,598,942**	$ **3,791,329**

Other information related to operating and finance leases as of and for the nine months ended September 30, 2024 and 2023 is as follows:

	September 30, 2024	September 30, 2023
	Operating Lease	Operating Lease
Weighted average discount rate	**15.00%**	15.00%
Weighted average remaining lease term	**8.06**	12.94

The maturities of the contractual undiscounted lease liabilities as of September 30, 2024 and December 31, 2023 are:

	2024	2023
	Operating Lease	Operating Lease
2024	$ **2,085,152**	$ 4,226,472
2025	**8,488,156**	4,318,603
2026	**8,542,089**	4,323,725
2027	**8,591,523**	4,414,249
2028	**8,714,611**	4,585,323
2029	**8,632,807**	4,753,273
2030	**7,877,226**	-
Thereafter	**66,938,276**	46,355,092
Total undiscounted lease liabilities	**119,869,840**	72,976,737
Interest on lease liabilities	**(72,438,504)**	(47,030,437)
Total present value of minimum lease payments	**47,431,336**	25,946,300
Lease liability - current portion	**(1,733,348)**	(674,594)
Lease liability	$ **45,697,988**	$ 25,271,706

Principally all leases relate to real estate.

For the three and nine months ended September 30, 2024, the Company incurred $2,335,913 and $5,399,428 of operating lease costs (2023 - $1,257,099 and $3,756,133), of which $1,015,895 and $2,258,853 (2023 - $489,239 and 1,409,248) was allocated to cost of goods sold and inventory.

See Note 14 for additional supplemental cash flow information related to leases.

(Unaudited, in United States Dollars, except share amounts)

8. Notes Payable

	September 30, 2024	December 31, 2023
Promissory note dated November 4, 2015, with semi-annual interest at 5.0%, secured by deed of trust, due December 1, 2019	**884,000**	884,000
Promissory Note to Former VidaCann Shareholders	**5,000,000**	-
Promissory Note to La Fayette State Bank	**2,947,632**	-
Promissory Note to VidaCann former managers	**1,500,000**	-
	$ 10,331,632	$ 884,000
Less current portion	**(10,331,632)**	(884,000)
	$ **-**	$ -

Stated maturities of debt obligations are as follow:

Next 12 months Promissory Note	$ 10,331,632

9. Share Capital

The Company is authorized to issue 1,500,000,000 shares of common stock and 50,000,000 shares of preferred stock.

		Number of Shares of Common Stock	
		September 30, 2024	December 31, 2023
Common Stock			
Balance at January 1		**223,317,270**	220,470,061
Shares issued on settlement of RSUs	i.	**1,224,278**	783,832
Shares issued on exercise of purchase option (Note 6)	ii.	-	1,063,377
Shares issued on legal settlement	iii.	-	1,000,000
Shares issued on public offering	iv.	**18,750,000**	-
Shares issued in VidaCann Acquisition	v.	**81,872,252**	-
Total shares of common stock outstanding		**325,163,800**	223,317,270

i. Shares issued for Restricted Share Units

During the nine months ended September 30, 2024, 485,185 RSUs were awarded under the 2023 Equity incentive plan. 185,185 of these RSUs vested (of which 83,333 RSUs were surrendered in exchange for tax withholding payments), 1,224,278 of vested RSUs were settled and no RSUs were cancelled. The Company did not receive any cash proceeds on the settlement of the RSUs.

During the year ended December 31, 2023, the Company issued 783,832 common shares on the settlement of RSUs that had vested during the period. The Company did not receive any cash proceeds on the settlement.

(Unaudited, in United States Dollars, except share amounts)

ii. Shares issued on exercise of purchase option

On February 7, 2023, the Company acquired the 51% ownership interest in Planet 13 Illinois LLC pursuant to an option agreement in exchange for cash consideration and the issuance of 1,063,377 shares of common stock of the Company (See Note 6).

iii. Shares issued in legal settlement

On November 14, 2023, pursuant to a settlement agreement, the Company issued 1,000,000 shares of common stock and paid $300,000 in consideration for settlement of claims advanced by the SDC parties against Next Green Wave Holdings, Inc. As a result of our acquisition of Next Green Wave Holdings Inc. on March 2, 2022, the Company assumed all the liabilities of Next Green Wave Holdings. The value of the shares at time of settlement were CAD$1.00 with an exchange rate of 0.7287 CAD to USD for a total value of $728,700.

iv. Shares issued on public offering

On March 7, 2024, the Company issued and sold 18,750,000 units of the Company (the "**Units**") at a public offering price of $0.60 per unit (the "**Offering**"). Each Unit consisted of one share (each, a "**Share**") of common stock, no par value, of the Company ("**Common Stock**") and one warrant. Each warrant (a "**Warrant**") entitles the holder to purchase one share of Common Stock for a period of 5 years following the closing date of the Offering at an exercise price of US$0.77, subject to adjustments in certain events. Total gross proceeds to the Company were approximately US$11.3 million.

v. Shares issued in VidaCann acquisition

On May 9, 2024, the Company issued 81,872,252 shares of common stock of Planet 13 (the "**Share Consideration**"); see note 6 above for details of the transaction.

10. Warrants

The following table summarizes the fair value of the warrant liability at September 30, 2024 and December 31, 2023.

	September 30, 2024	December 31, 2023
Balance - beginning of period	$ -	$ 18,127
Expirations	-	(18,127)
Foreign exchange	-	-
Change in fair value	-	-
Balance - end of period	$ -	$ -

The warrant liability is adjusted to fair value on the date the warrants are exercised and at the end of each reporting period. The amount that is reclassified to equity on the date of exercise is the fair value at that date.

(Unaudited, in United States Dollars, except share amounts)

The following table summarizes the number of warrants outstanding at September 30, 2024 and December 31, 2023. The 18,750,000 warrants issued on March 7, 2024 have an expiry date of March 7, 2029.

	September 30, 2024	Weighted Average Exercise Price - USD	December 31, 2023	Weighted Average Exercise Price - CAD
Balance - beginning of period	-	$ -	5,206,463	$ 8.88
Exercised	-	$ -	-	$ -
Issued	**18,750,000**	$ **0.77**	-	$ -
Expired	-	$ -	(5,206,463)	$ 8.88
Balance - end of period	**18,750,000**	$ **0.77**	-	$ -

11. Share Based Compensation

At the 2023 Annual General and Special Meeting, the shareholders of Planet 13 BC voted to approve and adopt the Planet 13 Holdings Inc. 2023 Equity Incentive Plan (the "**2023 Equity Plan**"), which was contingent upon the completion of the Domestication, and became effective on September 15, 2023. As of September 15, 2023, the Company may not grant any new awards under the Planet 13 Holdings Inc. 2018 Stock Option Plan and Planet 13 Holdings Inc. 2018 Share Unit Plan (collectively, the "**Prior Plans**"), and the Prior Plans will continue to govern awards previously granted under them.

A total of 22,000,000 shares of Common Stock are available for grants under the 2023 Equity Plan and all other security based compensation arrangements of the Company, including the Prior Plans (the "**Total Share Reserve**"). Any outstanding awards under the Prior Plans on September 15, 2023 count towards the Total Share Reserve. As of September 15, 2023, 1,926,861 awards issued under the Prior Plans remained outstanding and, as of September 30, 2024, a maximum number of 19,102,769 shares of Common Stock are available for issuance under the 2023 Equity Plan, subject to adjustment pursuant to the terms of the 2023 Equity Plan.

(a) Stock Options

During the three and nine months ended September 30, 2024 and the year ended December 31, 2023

No incentive stock options were granted during the three and nine months ended September 30, 2024 or the year ended December 31, 2023.

The following table summarizes information about stock options outstanding at September 30, 2024:

Expiry Date	Exercise price CAD$	September 30, 2024 Outstanding	September 30, 2024 Exercisable	December 31, 2023 Outstanding	December 31, 2023 Exercisable
November 21, 2024	$ 1.31	185,203	185,203	185,203	185,203
February 27, 2025	$ 1.31	51,525	51,525	51,525	51,525
December 15, 2025	$ 3.06	269,075	269,075	269,075	269,075
September 30, 2026	$ 4.37	97,322	97,322	97,322	97,322
		603,125	603,125	603,125	603,125

(Unaudited, in United States Dollars, except share amounts)

The following table reflects the continuity of stock options for the period presented:

	September 30, 2024	**Weighted Average Exercise Price - CAD**	December 31, 2023	Weighted Average Exercise Price - CAD
Balance - beginning of period	603,125	$ 2.58	792,518	$ 2.34
Expired	-	-	(189,393)	2.46
Balance - end of period	603,125	$ 2.58	603,125	$ 2.58

Share based compensation expense attributable to employee options was $0 and $0 for the nine months ended September 30, 2024 and 2023, respectively.

The total intrinsic value of stock options exercised, outstanding and exercisable as of September 30, 2024 and December 31, 2023 was $0, $0 and $0, respectively.

(a) Restricted Share Units

The Company had established the 2018 Share Unit Plan (the "**RSU Plan**") for employees, management, directors, and consultants of the Company, as designated and administered by a committee of the Company's Board of Directors. Under the RSU Plan, the Company could grant RSUs and/or options for up to 10% of the issued and outstanding common shares of the Company. The maximum term of an RSU grant is five years and the related vesting period runs from immediate to the life of the grant.

The following table summarizes the RSUs that are outstanding as at September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Balance - beginning of period	**1,122,429**	2,464,928
Issued	**485,185**	-
Exercised	**(1,224,278)**	(783,832)
Surrendered for taxes	**(83,333)**	(477,506)
Forfeited	-	(81,161)
Rounding adjustment	**(3)**	-
Balance - end of period	**300,000**	1,122,429

The Company recognized $25,416 and $154,893 in share-based compensation expense attributable to the RSU vesting schedule for the three and nine months ended September 30, 2024 ($602,977 and $1,926,595 for the three and nine months ended September 30, 2023).

<u>During the nine months ended September 30, 2024</u>

485,185 RSU's were granted, and 185,185 RSUs vested and were exercised, of which 83,333 were surrendered in exchange for payment of tax withholdings. The Company did not receive any cash proceeds from the settlement of the RSUs.

<u>During the nine months ended September 30, 2023</u>

No RSUs were granted, and 1,191,923 RSUs vested and were exercised, of which 477,507 were surrendered in exchange for payment of tax withholdings. The Company did not receive any cash proceeds from the settlement of the RSUs.

(Unaudited, in United States Dollars, except share amounts)

12. Loss Per Share

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	**September 30, 2024**	September 30, 2023
Loss available to common shareholders	**$ (7,411,190)**	$ (46,254,236)	**$ (21,358,105)**	$ (59,350,477)
Weighted average number of shares outstanding, basic and diluted	**325,163,800**	222,080,513	**281,087,233**	221,712,138
Basic and diluted loss per share	**$ (0.02)**	$ (0.21)	**$ (0.08)**	$ (0.27)

19,653,125 and 1,926,861 potentially dilutive securities for the three and nine months ended September 30, 2024 and 2023, respectively, were excluded in the calculation of diluted EPS as their impact would have been anti-dilutive due to the net losses for such periods.

13. General and Administrative

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	**September 30, 2024**	September 30, 2023
Salaries and wages	**$ 7,267,296**	$ 3,873,582	**$ 16,019,641**	$ 11,417,701
Share based compensation	**25,416**	602,977	**154,893**	1,926,595
Executive compensation	**869,415**	701,329	**2,173,653**	2,168,610
Licenses and permits	**745,350**	594,162	**1,897,750**	1,845,608
Payroll taxes and benefits	**1,113,463**	826,827	**3,080,493**	2,556,998
Supplies and office expenses	**455,794**	408,404	**795,731**	1,074,602
Subcontractors	**(0)**	527,039	**182,042**	1,559,001
Professional fees (legal, audit and other)	**2,018,888**	2,312,808	**6,882,102**	6,898,241
Miscellaneous general and administrative expenses	**2,277,224**	1,493,550	**5,889,036**	4,119,699
	$ 14,772,846	$ 11,340,678	**$ 37,075,341**	$ 33,567,055

(Unaudited, in United States Dollars, except share amounts)

14. Supplemental Cash Flow Information

	Nine Months Ended	
Change in Working Capital	**September 30, 2024**	September 30, 2023
Accounts Receivable	$ **(98,654)**	$ 106,586
Inventory	**(423,892)**	(1,877,951)
Prepaid Expenses and Other Assets	**1,149,638**	620,818
Long-term Deposits and Other Assets	**43,446**	29,692
Deferred Tax Assets	**(23,397)**	(3,744)
Deferred Tax Liabilities	**425,755**	-
Accounts Payable	**1,534,159**	(403,917)
Accrued Expenses	**728,506**	(1,756,584)
Income Taxes Payable	**10,811,140**	28,817
	$ **14,146,701**	$ (3,256,283)
Cash Paid		
Interest Paid on Leases	$ **4,037,182**	$ 3,055,862
Income Taxes	$ **-**	$ 7,540,000
Non-cash Financing and Investing Activities		
Shares Issued on Exercise of Purchase Option	$ **-**	$ 946,406
Lease additions	$ **22,205,867**	$ 954,496
Fixed Asset Amounts in Accounts Payable	$ **101,653**	$ 305
Reclassification of long term lease liabilities to current	$ **1,058,754**	$ 100,982

15. Related Party Transactions and Balances

Related party transactions are summarized as follows:

For the three-month period ended September 30, 2024, no amounts, other than compensation paid under employment contracts, were paid to related parties (September 30, 2023 - $nil).

For the three-month period ended September 30, 2024, no amounts were due to related parties (December 31, 2023 - $nil).

16. Commitments and Contingencies

(a) Construction Commitments

The Company had $624,623 of outstanding construction commitments as of September 30, 2024 (December 31, 2023 - $3,140,447).

(b) Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance with applicable local and state regulations at September 30, 2024, medical and adult use cannabis regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties, or restrictions in the future.

(c) Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. At September 30, 2024, and December 31, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

(d) Operating Licenses

Although the possession, cultivation, and distribution of marijuana for medical and adult use is permitted in Nevada and California, and for medical use these activities are permitted in Florida, marijuana is a Schedule I controlled substance and its use remains a violation of federal law. Since federal law criminalizing the use of marijuana pre-empts state laws that legalize its use, strict enforcement of federal law regarding marijuana would likely result in the Company's inability to proceed with our business plans. In addition, the Company's assets, including real property, cash, equipment, and other goods, could be subject to asset forfeiture because marijuana is still federally illegal.

17. Risks

Credit risk

Credit risk is the risk that a third party might fail to discharge its obligations under the terms of a financial instrument. Credit risk arises from cash with banks and financial institutions. It is management's opinion that the Company is not exposed to significant credit risk arising from these financial instruments. The Company limits credit risk by entering into business arrangements with high credit-quality counterparties.

The Company evaluates the collectability of its accounts receivable and maintains an allowance for credit losses at an amount sufficient to absorb losses inherent in the existing accounts receivable portfolio as of the reporting dates based on the estimate of expected net credit losses.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company currently has some notes payable that are interest bearing, as well as funds held in an interest bearing money market account. Based on the balances involved, it is management's opinion that the Company is not exposed to significant interest rate risk.

Price risk

Price risk is the risk that the trading price of the Company's shares will fluctuate and adversely impact the Company, primarily due to the inability to raise additional funds through future stock offerings. The Company is not exposed to significant price risk.

(Unaudited, in United States Dollars, except share amounts)

Liquidity risk

The Company's approach to managing risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of September 30, 2024, the Company's financial liabilities consist of accounts payable, accrued liabilities, obligations under operating leases, notes payable and taxes. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis. Historically, the Company's main source of funding has been the public issuance of common equity. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing.

Concentration risk

The Company operates exclusively in Southern Nevada, Florida, and California and has a small presence in Illinois. Should economic conditions deteriorate within any of these regions, its results of operations and financial position would be negatively impacted.

Banking risk

Notwithstanding that a majority of states have legalized medical marijuana, there has been no change in US federal banking laws related to the deposit and holding of funds derived from activities related to the cannabis industry. Given that US federal law provides that the production and possession of cannabis is illegal, there is a strong argument that banks cannot accept or deposit funds from businesses involved with the marijuana industry. Consequently, businesses involved in the marijuana industry often have difficulty accessing the US banking system and traditional financing sources. The inability to open bank accounts with certain institutions may make it difficult to operate the business of the Company and leave the Company's cash holdings vulnerable.

Asset forfeiture risk

Because the cannabis industry remains illegal under US federal law, any property owned by participants in the cannabis industry which are either used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property was never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which with minimal due process, it could be subject to forfeiture.

18. Disaggregated Revenue

The following table presents the Company's disaggregated revenue by sales channel:

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	**September 30, 2024**	September 30, 2023
Retail	$ **28,958,664**	$ 20,423,455	$ **75,620,049**	$ 62,136,357
Wholesale	**3,200,406**	4,364,784	**10,504,746**	13,399,990
Net revenues	$ **32,159,070**	$ 24,788,239	$ **86,124,795**	$ 75,536,347

19. Government Assistance Program

On March 18, 2020, the Families First Coronavirus Act was enacted ("**FFCRA**"). On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act ("**CARES**") was enacted. Together, these acts created refundable payroll tax credits for paid sick leave, paid family leave and an employee retention credit. The CARES Act was subsequently modified by the Taxpayer Certainty and Disaster Tax Relief Act of 2020, enacted December 27, 2020, which amended and extended the employee retention credit under the CARES Act for the first and second quarters of 2021. The American Rescue Act of 2021 further modified and extended the CARES Act for the third and fourth quarters of 2021. These acts provide for a refundable credit against certain employment taxes, including FICA, Medicare and deposits of employee payroll withholding taxes. Income tax credits are not provided for under these acts. The ERC credit, as modified by the foregoing, increased the available credit from 50% of qualified wages of up to $10,000 per quarter paid to an employee, or $5,000 per qualified employee per quarter, to 70% of qualified wages of up to $10,000 per quarter, or $7,000 per qualified employee per quarter. The Company qualifies for the ERC credit under the CARES Act, as modified. On June 15, 2023, the Company's wholly-owned subsidiary, MM Development Company, Inc., received and recorded payment from the Internal Revenue Service in the amount of $1,955,711 related to the ERC credit for the first quarter of 2021. This amount is included in Other Income, Net on the Company's Annual Consolidated Statements of Operations and Comprehensive Loss for the year ended December 31, 2023. The Company accounted for the ERC credit pursuant to the guidance established in ASC 450-30, Gain Contingencies.

20. Provision for Stolen Funds

As reported in a press release issued by the Company on November 17, 2023, on June 20, 2021, the Company engaged El Capitan Advisors, Inc. ("**El Capitan**"), an investment advisor registered with the Securities and Exchange Commission (the "**SEC**"), for cash management services. One of the Company's accounts managed by El Capitan was held at Bridge Bank, a division of Western Alliance Bank (collectively "**WAB**"). Pursuant to a dispute unrelated to the Company, Casa Verde Capital, L.P. and Casa Verde Capital EF, L.P. (collectively "**Casa Verde**") obtained a $35.0 million default judgment against El Capitan, which is a portfolio company of Casa Verde. Casa Verde then levied that judgment causing approximately $5.4 million of the Company's funds held at WAB (the "**WAB Funds**") and managed by El Capitan to be directed to the Orange County, California Sheriff's Office (the "**Sheriff's Office**") on September 21, 2023. The $5.4 million has been recorded as restricted cash as at December 31, 2023.

On or around October 24, 2023, the Company became aware of the levy against the WAB Funds and thereafter filed a third-party claim (the "**WAB Claim**") of exemption asserting rightful ownership over the WAB Funds.

The Company has secured a partial settlement with Casa Verde for the release of $3.4 million of the WAB Funds, which the Company received on January 31, 2024. The remaining approximately $2 million of the WAB Funds (the "**Remaining Levied Funds**") is still in the possession of the Sheriff's Office while litigation is ongoing. The Company has not relinquished any right to the Remaining Levied Funds and continues to pursue their return. A hearing on the ultimate disposition of the Remaining Levied Funds is pending.

After filing the WAB Claim in November 2023, the Company also took immediate action to withdraw the remaining approximately $16.5 million that the Company held in two additional Company accounts managed by El Capitan (the "**Additional Funds**"). El Capitan has refused to honor the Company's further withdrawal requests with respect to the Additional Funds and at this time it is unclear whether the Additional Funds will be returned. Based on discussions with El Capitan to secure the withdrawal of the Additional Funds and purported bank statements provided by El Capitan, the Company has reason to believe that the Additional Funds were misappropriated by El Capitan.

On January 22, 2024, the Company initiated a lawsuit in Santa Monica, California against El Capitan, El Capitan's founder and Chief Executive Officer—Andrew Nash, Casa Verde, Casa Verde's Managing Member—Karan Wadhera, and Jamie Nash, the spouse of Andrew Nash (collectively, the "**Defendants**") seeking approximately $16.5 million in compensatory damages and other relief. The Company alleges that each Defendant is liable for their involvement in a scheme to defraud the Company of funds managed by El Capitan in its capacity as the Company's fiduciary.

The loss provision for the nine months ended September 30, 2024 was $0, compared to a loss of $2,000,000 for the nine months ended September 30, 2023.

21. Potential Acquisition

On July 31, 2024, the Company announced that its wholly-owned subsidiary, MM Development Company Inc., entered into an asset purchase agreement where MM Development Company will acquire all assets required to operate a 3,158 square foot dispensary located in Las Vegas, Nevada, including fixtures, cannabis and non-cannabis inventory and other items contained within the proposed building and a medical and recreational license (collectively, the "**Licenses**") from Exhale Brands Nevada LLC ("**Exhale**"). Planet 13 agreed to pay $6.9 million plus the value of the cannabis inventory on closing. The payment will be comprised of $4.0 million in cash payable at time of closing and $2.9 million (plus the value of the cannabis inventory at closing) payable in the form of a secured promissory note due a year from closing and secured by the assets being acquired. The acquisition is expected to close once all closing conditions have been satisfied including receipt of all required regulatory approvals including approval from the Nevada Cannabis Compliance Board with respect to the transfer of the Licenses and the approval of the transfer of the business license from Clark County.

22. Subsequent Events

None.

Item 2. 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 is for the three and nine months ended September 30, 2024. It is supplemental to, and should be read in conjunction with, our unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023, and the accompanying notes presented herein. 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 ("$", "USD" or "US$"), unless otherwise indicated.

In this MD&A, unless the context otherwise requires, the terms "**we**," "**us**," "**our**," "**Company**," or "**Planet 13**" refer to Planet 13 Holdings Inc. together with its wholly-owned subsidiaries.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable United States and Canadian securities laws. Please refer to the discussion of forward-looking statements and information set out under the heading "Disclosures Regarding Forward-Looking Statements," identified in this Quarterly Report on Form 10-Q. 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

We are a multi-state cannabis operator with licenses to operate in Nevada, California, Florida, and Illinois. We are headquartered in Las Vegas, Nevada, at 4675 West Teco Ave, Suite 250. A detailed description of our corporate history and our business can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the Securities and Exchange Commission ("**SEC**") on March 13, 2024.

As of September 30, 2024, we employed approximately 1,000 people and remain focused on providing our customers with the best products, best services, and an experiential shopping experience at our superstore-themed dispensaries, while expanding our products and sales through neighborhood stores. Each of our state operations is held in state-focused subsidiaries: (a) Newtonian Principles, Inc. for California licensed cannabis dispensing and distribution activities, (b) Next Green Wave, LLC for California licensed cannabis cultivation, production and distribution activities, (c) MM Development Company, Inc. for all licensed Nevada cannabis cultivation, production, distribution, and dispensing activities, (d) VidaCann, LLC ("**VidaCann**") which holds our Florida Medical Marijuana Treatment Center ("**MMTC**") license, and (e) Planet 13 Illinois, LLC ("**Planet 13 Illinois**") which holds our Illinois social-equity justice impaired dispensing license. We have focused on our large-store dispensing stores as superstores which offer an experiential approach to our customers, including drones, robotics, 3-D mapping projection, cannabis-culture inspired social-media backdrops for customer interaction, customer facing production, one-on-one sales staffing and customer education, and other interactive marketing elements to differentiate from more traditional dispensing locations, which we refer to herein as "neighborhood stores". Each of our cannabis facilities is state-licensed as an adult-use cannabis facility, a medical cannabis facility, or a dual-use facility allowing for both adult-use and medical cannabis licensed activity, as designated below in the state-by-state breakdown.

Nevada

As of September 30, 2024, we held the following licensed cannabis operations in Nevada: (a) one dispensary superstore adjacent to the Las Vegas Strip with 24,000 square feet of licensed dispensary (the "**Planet 13 Las Vegas Superstore**"), (b) one "neighborhood store" at 2,300 square feet of licensed dispensary (the "**Medizin dispensary**"), (c) one 2,300 square foot consumption lounge co-located with the Planet 13 Las Vegas Superstore, (d) three production facilities, one of which is co-located and customer-facing at the superstore in Las Vegas with 18,500 square feet of licensed production, (e) three cultivation facilities, one with approximately 16,100 square foot indoor cultivation facility under perpetual harvest cycle, a second with 45,000 square feet co-located with our production license at that facility, and one small indoor rural site in Beatty, Nevada that is expandable up to 2,300,000 square feet of greenhouse located on 80-acres owned by us, also co-located with our production license at that facility, and (f) one distribution license.

At the Planet 13 Las Vegas Superstore, we also offer ancillary services to our customers, including a restaurant with a liquor license (presently closed as we work to attract a new restaurant operator to the location) and a non-cannabis retail store, and an upcoming event space with a full bar. In addition, we lease space to a tattoo and piercing provider.

California

As of September 30, 2024, we held the following licensed operations in California: (a) an adult-use and medical dispensary superstore co-located with a distribution license at our 33,000 square foot facility in Santa Ana which we built and opened on July 1, 2021 (the "**Planet 13 OC Store**"), (b) an adult-use medium indoor cultivation license co-located with a distribution license at our 35,000 square foot facility in Coalinga, and (c) an adult-use manufacturer Type 6 license at a 4,000 square foot facility in Coalinga.

Florida

As of September 30, 2024, we are continuing capital outlays to advance the retail store footprint of our recently acquired VidaCann LLC subsidiary. We have a retail store network of 27 stores currently open, with an additional five under various stages of construction that are expected to open by the end of 2024. In addition, we are continuing with capital expenditures on the VidaCann Cultivation facility, adding upgraded lighting, HVAC and dehumidification to improve the consistency and quality of the flower being produced. The total capacity is 300,000 square feet of lighted greenhouse cultivation space. In addition to the cultivation facility, we have a processing facility and analytical lab located south of Jacksonville, Florida. The 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 September 30, 2024, there were 25 companies with MMTC licenses in Florida, several of which are not yet operational. 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.

Illinois

As of September 30, 2024, we held a social justice impaired adult-use dispensing license in Waukegan, Illinois at an approximately 8,000 square foot building on 1.9 acres. The dispensary opened on December 4, 2023. The town of Waukegan is a suburb of the greater Chicago area and close to the Illinois-Wisconsin state border.

COVID-19 Pandemic Update for Third Quarter 2024

The long-term economic impact of COVID-19 remains unknown and may result in significant impact or changes to ongoing international or national fiscal or enforcement policies, inflation, supply chains, customer purchasing and shopping habits, and other key metrics, any of which could have a significant or material negative effect on the Company.

Recent Developments

None.

Results of Operations

Expressed in USD$	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Percentage Change
Revenue			
Net revenue	32,159,070	24,788,239	29.7%
Cost of Goods Sold	(15,463,050)	(13,715,307)	12.7%
Gross Profit	16,696,020	11,072,932	50.8%
Gross Profit Margin %	51.9%	44.7%	
Expenses			
General and Administrative	14,772,846	11,340,678	30.3%
Sales and Marketing	1,572,549	1,348,266	16.6%
Lease expense	1,320,018	767,860	71.9%
Impairment loss	—	39,649,448	-
Depreciation and Amortization	2,355,052	1,965,607	19.8%
Total Expenses	20,020,465	55,071,859	(63.6)%
Income (Loss) From Operations	(3,324,445)	(43,998,927)	(92.4)%
Other Income (Expense):			
Interest income, net	30,263	10,834	179.3%
Foreign exchange gain (loss)	(3,066)	203	(1610.3)%
Other income (expense), net	376,717	98,861	281.1%
Total Other Income	403,914	109,898	267.5%
Loss for the period before tax	(2,920,531)	(43,889,029)	(93.3)%
Provision for income tax (current and deferred)	4,490,659	2,365,207	89.9%
Loss for the period	(7,411,190)	(46,254,236)	(84.0)%
Loss per share for the period			
Basic and fully diluted income (loss) per share	$ (0.02)	$ (0.21)	
Weighted Average Number of Shares Outstanding			
Basic and diluted	325,163,800	222,080,513	

Expressed in USD$	Nine Months Ended September 30, 2024	September 30, 2023	Percentage Change
Revenue			
Net revenue	86,124,795	75,536,347	14.0%
Cost of Goods Sold	(43,107,569)	(41,698,369)	3.4%
Gross Profit	43,017,226	33,837,978	27.1%
Gross Profit Margin %	49.9%	44.8%	
Expenses			
General and Administrative	37,075,341	33,567,055	10.5%
Sales and Marketing	4,380,926	4,016,503	9.1%
Lease expense	3,140,575	2,346,885	33.8%
Impairment loss	2,393,087	39,649,448	-
Depreciation and Amortization	6,559,123	6,187,650	6.0%
Total Expenses	53,549,052	85,767,541	(37.6)%
Income (Loss) From Operations	(10,531,826)	(51,929,563)	(79.7)%
Other Income (Expense):			
Interest income, net	139,405	159,728	(12.7)%
Foreign exchange gain (loss)	(13,108)	6,318	(307.5)%
Change in fair value of warrants	—	18,127	(100.0)%
Provision for misappropriated funds	—	(2,000,000)	(100.0)%
Other income (expense), net	(67,013)	1,956,064	(103.4)%
Total Other Income	59,284	140,237	(57.7)%
Loss for the period before tax	(10,472,542)	(51,789,326)	(79.8)%
Provision for income tax (current and deferred)	10,885,563	7,561,151	44.0%
Loss for the period	(21,358,105)	(59,350,477)	(64.0)%
Loss per share for the period			
Basic and fully diluted income (loss) per share	$ (0.08)	$ (0.27)	
Weighted Average Number of Shares Outstanding			
Basic and diluted	281,087,233	221,712,138	

We experienced an increase in net revenue of 29.7% during the three months ended September 30, 2024 and an increase of 14.0% during the nine months ended September 30, 2024 when compared to the three and nine months ended September 30, 2023. The increase is primarily attributable to the acquisition of VidaCann that closed on May 10, 2024. The results for the nine months ended September 30, 2024 include four months and 21 days of VidaCann operations that were not owned by the Company in the prior year period. The addition of revenue from the VidaCann operations more than offset the reduction in the number of customers and size of the average ticket at our Planet 13 Las Vegas Superstore location compared to the prior year periods. Wholesale revenue in California and Nevada decreased by $1,164,380 during the three months ended September 30, 2024 and decreased by $2,895,244 during the nine months ended September 30, 2024 when compared to the prior year periods. Overall, net revenue increased by $7,370,831 during the three months ended September 30, 2024 when compared to the three months ended September 30, 2023, and revenue increased by $10,588,448 during the nine months ended September 30, 2024 when compared to the nine months ended September 30, 2023. We believe that increased in inflation, including the increase in the price of gasoline and the increase in interest rates up to the first interest rate cut in three years on September 18, 2024, combined to reduce the disposable income of our customers during the three and nine months ended September 30, 2024 and also had an impact on the number of customers and tourists visiting the Planet 13 Las Vegas Superstore and our other retail locations during both the three and nine months ended September 30, 2024 when compared to the prior year periods. These declines were more than offset by the inclusion of the VidaCann operations.

Details of net revenue by product category are as follows:

	Three Months Ended		
	September 30, 2024	September 30, 2023	**Percentage Change**
Flower	$ 12,186,833	$ 8,067,814	51.1%
Concentrates	10,118,100	7,097,302	42.6%
Edibles	4,771,498	3,913,228	21.9%
Topicals and Other Revenue	1,882,233	1,345,109	39.9%
Wholesale	3,200,406	4,364,786	(26.7)%
Net revenue	$ 32,159,070	$ 24,788,239	29.7%

	Nine Months Ended		
	September 30, 2024	September 30, 2023	**Percentage Change**
Flower	$ 30,997,127	$ 24,079,127	28.7%
Concentrates	26,756,157	21,206,920	26.2%
Edibles	13,603,796	12,872,103	5.7%
Topicals and Other Revenue	4,262,969	3,978,207	7.2%
Wholesale	10,504,746	13,399,990	(21.6)%
Net revenue	$ 86,124,795	$ 75,536,347	14.0%

Gross profit margin for the three months ended September 30, 2024 was 51.9% compared to 44.7% for the three months ended September 30, 2023 and was 49.9% for the nine months ended September 30, 2024 compared to 44.8% for the nine months ended September 30, 2023. The increase in gross profit margin for the three and nine months ended September 30, 2024 was a result of a decrease in retail sales incentives during the period and a reduction in the level of wholesale revenue, both from our Nevada and California wholesale operations, that have an inherently lower gross margin than retail sales revenue.

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, HaHa Gummies, Dreamland Chocolate, HaHa Beverages and Medizin, that were sold in our own stores continued to have a positive impact on gross margins during the three and nine months ended September 30, 2024, helping to partially offset the lower margins received on the sale of wholesale product and sales to local customers in the State of Nevada. Margins on retail sales from the 21 weeks of VidaCann operations also had a positive impact on the overall level of gross margins. We anticipate that margins will trend upward as tourist customers return to Las Vegas and the Planet 13 Las Vegas Superstore in greater numbers and through our ability to produce our award-winning brands in California and introduce those brands into our Planet 13 OC store and across the Florida store network.

Our premium cultivation facilities in Nevada and California were operating near capacity during the three and nine months ended September 30, 2024 and September 30, 2023, respectively. The amount of cannabis grown during the period increased when compared to the prior year period due to higher yields across all of our cultivation facilities during the period. The wholesale flower market in California continues to stabilize, and we have seen increases in both demand and the price received for premium indoor-grown flower during the three and nine months that ended September 30, 2024. The VidaCann cultivation operations were also operating at or near capacity during the four months that they were owned by Planet 13. Seasonality in the product quality of greenhouse-grown flower during the June to September period, especially in houses that have not yet been optimized, led to decreased consumer demand for our products in the Florida market during the period we owned the VidaCann operations. Improvements through the addition of HVAC, Dehumidification, upgraded lighting, and irrigation systems are already having a positive impact on product quality, and we expect that this will remove the seasonal variability in product quality going forward. Our plan includes upgrading all the greenhouses to this new standard. This should increase the availability of premium flower and other products across the Florida store network.

Overall gross profit was $16,696,020 and $11,072,932 for the three months ended September 30, 2024 and 2023 respectively, an increase of 50.8%, and was $43,017,226 and $33,837,978 for the nine months ended September 30, 2024 and 2023, respectively, an increase of 27.1%. General and Administrative ("**G&A**") expenses (which include non-cash share-based compensation expenses) increased by 30.3% during the three months ended September 30, 2024 when compared to the three months ended September 30, 2023 and increased by 10.5% for the nine months ended September 30, 2024 compared to September 30, 2023.Overall, excluding non-cash share-based compensation expenses, G&A expenses as a percentage of revenue equaled 45.9% for the three months ended September 30, 2024, (42.9% for the nine months ended September 30, 2024) compared to 43.3% for the three months ended September 30, 2023. (41.9% for the nine months ended September 30, 2023).

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

	Three Months Ended		
	September 30, 2024	September 30, 2023	**Percentage Change**
Salaries and wages	$ 7,267,296	$ 3,873,582	87.6%
Share-based compensation expense	25,416	602,977	(95.8)%
Executive compensation	869,415	701,329	24.0%
Licenses and permits	745,350	594,162	25.4%
Payroll taxes and benefits	1,113,463	826,827	34.7%
Supplies and office expenses	455,794	408,404	11.6%
Subcontractors	(0)	527,039	(100.0)%
Professional fees (legal, audit and other)	2,018,888	2,312,808	(12.7)%
Miscellaneous general and administrative expenses	2,277,224	1,493,550	52.5%
	$ 14,772,846	$ 11,340,678	30.3%

	Nine Months Ended		
	September 30, 2024	September 30, 2023	**Percentage Change**
Salaries and wages	$ 16,019,641	$ 11,417,701	40.3%
Share-based compensation expense	154,893	1,926,595	(92.0)%
Executive compensation	2,173,653	2,168,610	0.2%
Licenses and permits	1,897,750	1,845,608	2.8%
Payroll taxes and benefits	3,080,493	2,556,998	20.5%
Supplies and office expenses	795,731	1,074,602	(26.0)%
Subcontractors	182,042	1,559,001	(88.3)%
Professional fees (legal, audit and other)	6,882,102	6,898,241	(0.2)%
Miscellaneous general and administrative expenses	5,889,036	4,119,699	42.9%
	$ 37,075,341	$ 33,567,055	10.5%

Non-cash, share-based compensation of $25,416 was recognized during the three months ended September 30, 2024, decreasing from $602,977 that was recognized during the three months ended September 30, 2023. During the nine months ended September 30, 2024, non-cash, share-based compensation expense of $154,893 was recognized compared to $1,926,595 for the nine months ended September 30, 2023. The decrease is attributable to the vesting schedule for both Restricted Share Units ("**RSUs**") and incentive stock options that were previously granted, particularly the net 3,954,213 RSUs that were granted on April 18, 2021, that vested 1/3 on December 1, 2021 and 1/3 on December 1, 2022, and 1/3 on December 1, 2023. Compared to the 485,185 RSUs granted on March 22, 2024, of which 185,185 vested immediately. 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 12 to our audited consolidated financial statements filed with our Annual Report on Form 10-K for the year ended December 31, 2023, 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 16.6% or $224,283 during the three months ended September 30, 2024 when compared to the three months ended September 30, 2023, (increased by 9.1% or $364,423 for the nine months ended September 30, 2024, when compared to the nine months ended September 30, 2023). The increase was a result of us continuing to refine our marketing efforts to optimize marketing spend on initiatives that drive increased customer traffic to the Planet 13 Las Vegas Superstore, the Planet 13 OC Superstore, and the Medizin dispensary in Nevada as well as the addition of sales and marketing activities related to our Florida operations.

Lease expense increased by 71.9% during the three months ended September 30, 2024, when compared to the three months ended September 30, 2023 (increased 33.8% during the nine months ended September 30, 2024, compared to the nine months ended September 30, 2023) due to the addition of a number of Florida locations as well as increases in the amount of contracted lease rates for our leased properties during the period.

Depreciation and amortization increased by 19.8% during the three months ended September 30, 2024, when compared to the prior year period (increased 6.0% during the nine-month period) as a result of the acquisition of VidaCann.

We recorded an impairment loss of $2,393,087 for the three and nine months ended September 30, 2024 ($0 for the three months ended September 30, 2024 and $0 for the three and nine months ended September 30, 2023) related to the write-down to net realizable value of construction in process assets for a steel building kit structure at our Florida operations that is no longer going to be used in the operations.

Interest income, net was $30,263 incurred during the three months ended September 30, 2024, compared to interest income, net of $10,834 incurred during the three months ended September 30, 2023 (interest income, net was $139,405 and $159,728 for the nine months ended September 30, 2024 and 2023, respectively). Interest income relates to interest earned on cash deposits held by the Company. Interest expense is related 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, 2024, was $10,331,632 compared to $884,000 as of December 31, 2023. The increase in long-term debt is due to the $5,000,000 vendor noted owed on the VidaCann acquisition that is due April 1, 2025, approximately $2,947,632 in bank indebtedness at the VidaCann operations that matures in February 2025 and $1,500,000 million in notes due to related parties at VidaCann that matures May 10, 2029.

We conduct our operations in both United States dollars and Canadian dollars, holding financial assets and incurring expenses in both currencies, and holding all of our currency in US Dollars. The foreign currency gains/losses reflect fluctuations in the underlying exchange rates on the dates expenses are incurred compared to when they are paid. It is our policy not to 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 the three and nine months ended September 30, 2024, the change in fair value of the warrants resulted in a gain of $0 (gain of $18,127 during the nine months ended September 30, 2023).

Other income (expense), consisting of a loss on transaction costs relating to the sale of Planet 13 Florida, Automated Teller Machine ("**ATM**") fees, and other miscellaneous income/expense was income of $376,717 for the three months ended September 30, 2024, compared to other income consisting of a gain on Employee Retention Credits, ATM fees, and other miscellaneous income/expense of $98,861 for the three months ended September 30, 2023.

Income tax expense for the three months ended September 30, 2024, was $4,490,659 compared to $2,365,207 for the prior year period. Income tax expense was $10,885,563 for the nine months ended September 30, 2024 compared to $7,561,151 for the nine months ended September 30, 2023. The tax expense increased due to the increase in taxable profitability during the three and nine months ended September 30, 2024, when compared to the three and nine months ended September 30, 2023. We are subject to Section 280E of the Internal Revenue Code (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 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.

The overall net loss for the three months ended September 30, 2024, was $7,411,190 (($0.02) per share) compared to an overall net loss of $46,254,236 (($0.21) per share) for the three months ended September 30, 2023. The overall net loss for the nine months ended September 30, 2024 was $21,358,105 (($0.08) per share) compared to an overall net loss of $59,350,477 (($0.27) per share) for the nine months ended September 30, 2023.

Segmented Disclosure

The Company determined that each of its locations represents an operating segment. These operating segments have been aggregated into a single reportable segment as the Company operates as a vertically integrated cannabis company with dispensary, cultivation, production and distribution operations in the State of Nevada; dispensary, cultivation and distribution operations in the State of California; dispensary operations in the State of Illinois; and vertically integrated dispensary, cultivation, and production operations in the State of Florida.

Liquidity and Capital Resources

As of September 30, 2024, our financial instruments consist of cash, deposits, accounts payable and accrued liabilities, and notes payable. We have no speculative financial instruments, derivatives, forward contracts, or hedges.

As of September 30, 2024, we had working capital of $15,564,382 compared to working capital of $32,021,292 as of December 31, 2023. The Company believes that it has adequate liquidity in the form of cash on hand to fund all its planned capital expenditures and expansion plans as well as to continue to fund its operation over the next 12 months, the planned build-out of its operations in Florida, and the further expansion of operations in Nevada and California.

The following table relates to the nine months ended September 30, 2024 and 2023:

	Nine Months Ended	
	September 30, 2024	September 30, 2023
Cash flows provided by operating activities	$ 6,642,779	$ (11,187,083)
Cash flows used in investing activities	(1,236,623)	(6,844,554)
Cash flows provided by financing activities	6,773,923	(267,526)

Cash Flows from Operating Activities

Net cash provided by operating activities was $6,642,779 for the nine months ended September 30, 2024, compared to cash used in operating activities of $11,187,083 for the nine months ended September 30, 2023. A significant portion of the increase in cash provided by operating activities is directly attributable to the net change in certain working capital items during the nine months ended September 30, 2024, when compared to the nine months ended September 30, 2023.

Cash Flows from Investing Activities

Net cash used in investing activities was $1,236,623 for the nine months ended September 30, 2024, compared to net cash used in investing activities of $6,844,554 for the nine months ended September 30, 2023. The cash used in investing activities for the nine months ended September 30, 2024 was a result of the net cash received after factoring in the sale of Planet 13 Florida during the period that more than offset the cash used on the purchase of property and equipment during the period. No such cash inflow occurred during the prior year period.

Cash Flows from Financing Activities

Net cash provided by financing activities was $6,773,923 during the nine months ended September 30, 2024, compared to net cash used in financing activities of $267,526 for the nine months ended September 30, 2023. The increase was a result of the net cash proceeds received on the closing of an equity financing in March 2024 offset by cash used in the acquisition of VidaCann.

Capital Resources

We have a recent history of operating losses. It may be necessary for us to arrange for additional financing to meet our ongoing 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.

Should financing not be available, the Company has adequate liquidity in the form of cash on hand to fund all of its planned capital expenditures and expansion plans as well as to continue to fund its operation over the next 12 months, including the planned build-out of its operations in Florida and the continuing build-out of its Illinois retail location.

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. 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, and 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, 2024, or as of December 31, 2023, 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 amounts, events 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.

There have been no material changes to our critical accounting estimates as set forth in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our market risk disclosures as set forth in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Co-Chief Executive Officers ("**co-CEOs**") and Chief Financial Officer ("**CFO**"), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and management necessarily was required to apply its judgment in evaluating the risk related to controls and procedures.

In connection with the preparation of this Form 10-Q, as of September 30, 2024, an evaluation was performed under the supervision and with the participation of our management, including the co-CEOs and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our management concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of September 30, 2024.

Changes in Internal Control Over Financial Reporting

In the three months ending September 30, 2024, management completed the remediation of a previously identified material weaknesses in internal control over financial reporting. Otherwise, there was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the evaluation of our internal control performed during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

On January 22, 2024, the Company initiated a lawsuit in Los Angeles County Superior Court in Santa Monica, California against El Capitan, El Capitan's founder and Chief Executive Officer—Andrew Nash, Casa Verde, Casa Verde's Managing Member—Karan Wadhera, and Jamie Nash, the spouse of Andrew Nash (collectively, the "**Defendants**") seeking approximately $16.5 million in compensatory damages and other relief, including the recovery of fees and costs associated with the legal proceedings. The Company alleges that each Defendant is liable for their involvement in a scheme to defraud the Company of funds managed by El Capitan in its capacity as the Company's fiduciary. The Company will continue to vigorously pursue its rights to reclaim the funds that it entrusted to El Capitan and will pursue recovery of its funds through all legally available means, including as appropriate, through cooperation with law enforcement.

Item 1A. Risk Factors.

In addition to the risk factor set forth below and other information set forth in this report, you should carefully consider the risk factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, which could materially affect our business, financial condition, financial results, or future performance. Other than as set forth below, there have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Implications of being a smaller reporting company

Based on our public float, as of the last business day of our second fiscal quarter, we determined that we qualify as a smaller reporting company for the fiscal year ending December 31, 2024.

Smaller reporting companies are able to provide simplified executive compensation disclosure and have certain other reduced disclosure obligations, including, among other things, being permitted to provide only two years of audited financial statements in our Annual Report on Form 10-K, with correspondingly reduced "Management's Discussion and Analysis of Financial Condition and Results of Operations"; and not being required to furnish a stock performance graph in our annual report.

We may choose to take advantage of some, but not all, of the available exemptions. We have taken advantage of reduced reporting burdens in our other filings with the Securities and Exchange Commission. We cannot predict whether investors will find our common stock less attractive if we rely on certain or all of these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The Company made no unregistered sales of securities during the quarter covered by this report that have not previously been disclosed in a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
4.1	Warrant Agency Agreement, dated March 7, 2024, by and between Planet 13 Holdings Inc. and Odyssey Transfer US Inc.	8-K	4.1	3/7/2024	
4.2	Form of Warrant to purchase common stock.	8-K	4.2	3/7/2024	
10.1	Planet 13 Holdings Inc. 2023 Equity Incentive Plan.	8-K	10.2	9/18/2023	
10.2	Form of Incentive Stock Option Agreement under the Planet 13 Holdings Inc. 2023 Equity Incentive Plan.	8-K	10.3	9/18/2023	
10.3	Form of Non-Qualified Stock Option Agreement under the Planet 13 Holdings Inc. 2023 Equity Incentive Plan.	8-K	10.4	9/18/2023	
10.4	Form of Restricted Stock Unit Agreement under the Planet 13 Holdings Inc. 2023 Equity Incentive Plan.	8-K	10.5	9/18/2023	
10.5	Agreement of Lease by and between Loop's Nursery & Greenhouses, Inc., a Florida corporation and Family Trust Created Under the Ruth F. Loop Revocable Trust Dated November 1, 1991, as Amended, a Florida revocable trust as Landlord and VidaCann, LLC, a Florida limited liability company as Tenant, concerning 4842 & 4844 Race Track Road, St. John's County, Florida 32259, dated August 25, 2023.	10-Q	10.1	8/8/2024	
31.1	Certification of Principal Executive Officer (Robert Groesbeck) pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				✓
31.2	Certification of Principal Executive Officer (Larry Scheffler) pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				✓
31.3	Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				✓
32.1	Certification of Principal Executive Officers and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				✓
101.INS	Inline XBRL Instance Document				
101.SCH	Inline XBRL Taxonomy Extension Schema Document				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (embedded within the Inline XBRL and contained in Exhibit 101)				✓

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.

Date: November 8, 2024

By: /s/ Robert Groesbeck
Robert Groesbeck
Co-Chief Executive Officer
(Principal Executive Officer)

By: /s/ Larry Scheffler
Larry Scheffler
Co-Chief Executive Officer
(Principal Executive Officer)

By: /s/ Dennis Logan
Dennis Logan
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert Groesbeck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Planet 13 Holdings Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2024

/s/ Robert Groesbeck
Robert Groesbeck
Co-Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Larry Scheffler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Planet 13 Holdings Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2024

/s/ Larry Scheffler
Larry Scheffler
Co-Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.3

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Dennis Logan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Planet 13 Holdings Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2024

/s/ Dennis Logan
Dennis Logan
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERS AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Planet 13 Holdings Inc. (the "Company") on Form 10-Q for the period ended September 30, 2024, as filed with the Securities and Exchange Commission ("SEC") on the date hereof (the "Report"), each of Robert Groesbeck, Co-Chief Executive Officer of the Company, Larry Scheffler, Co-Chief Executive Officer of the Company, and Dennis Logan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2024	/s/ Robert Groesbeck Robert Groesbeck Co-Chief Executive Officer
Date: November 8, 2024	/s/ Larry Scheffler Larry Scheffler Co-Chief Executive Officer
Date: November 8, 2024	/s/ Dennis Logan Dennis Logan Chief Financial Officer