

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026, AND 2025
EXPRESSED IN UNITED STATES DOLLARS

The accompanying unaudited condensed interim consolidated financial statements of the company have been prepared by and are the responsibility of the Company's management.

These financial statements for Planet 13 Holdings Inc. are also included in the Form 10-Q for the quarter ended September 30, 2026 filed on SEDAR+ on November 12, 2026 in its entirety.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

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

	September 30, 2026	December 31, 2025
ASSETS		
Current Assets:		
Cash	$ **5,792,073**	$ 5,325,031
Restricted Cash	**9,900,000**	10,250,000
Accounts Receivable	**339,017**	1,007,891
Inventory	**15,754,100**	18,138,394
Other Receivables	**551,988**	3,754,563
Prepaid Expenses and Other Current Assets	**3,699,836**	2,659,056
Total Current Assets	**36,037,014**	41,134,935
Property, Plant and Equipment	**28,380,851**	34,121,678
Intangible Assets and Goodwill	**42,903,931**	42,903,931
Right of Use Assets - Operating	**30,024,657**	31,489,308
Long-term Deposits and Other Assets	**897,762**	829,164
Deferred Tax Asset	**1,559,291**	1,798,654
TOTAL ASSETS	$ **139,803,506**	$ 152,277,670
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Current:		
Accounts Payable	$ **4,518,999**	$ 7,212,187
Accrued Expenses	**4,865,573**	4,632,011
Income Taxes Payable	**510,512**	159,080
Notes Payable - Current Portion	**9,750,000**	9,750,000
Operating Lease Liabilities	**1,635,590**	1,385,566
Total Current Liabilities	**21,280,674**	23,138,844
Long-Term Liabilities:		
Operating Lease Liabilities	**42,205,761**	43,213,442
Other Long-term Liabilities	**1,293,450**	1,250,433
Uncertain Tax Positions	**41,267,435**	33,041,402
Deferred Tax Liability	**952,503**	506,836
Total Liabilities	**106,999,823**	101,150,957
SHAREHOLDERS' EQUITY		
Common Stock, no par value, 1,500,000,000 shares authorized, 335,319,455 issued and outstanding at September 30, 2026 and 325,670,800 issued and outstanding at December 31, 2025	-	-
Preferred Stock, no par value, 50,000,000 shares authorized, 0 issued and outstanding at September 30, 2026 and 0 at December 31, 2025	-	-
Additional Paid-In Capital	**372,873,326**	371,157,826
Deficit	**(340,069,643)**	(320,031,113)
Total Shareholders' Equity	**32,803,683**	51,126,713
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ **139,803,506**	$ 152,277,670

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, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Revenues, net of discounts	**$ 23,079,891**	$ 23,270,211	**$ 67,031,413**	$ 78,156,379
Cost of Goods Sold	**(10,104,273)**	(18,311,350)	**(32,318,074)**	(49,531,520)
Gross Profit	**12,975,618**	**4,958,861**	**34,713,339**	**28,624,859**
Expenses:				
General and Administrative	**13,543,891**	11,987,649	**36,082,534**	39,645,372
Sales and Marketing	**1,394,944**	1,171,083	**3,921,486**	4,344,072
Lease Expense	**1,120,390**	1,345,835	**3,440,793**	4,032,796
Impairment Loss	**-**	**29,844,227**	**-**	**29,844,227**
Depreciation	**1,435,121**	1,855,914	**4,347,413**	5,442,633
Total Expenses	**17,494,346**	**46,204,708**	**47,792,226**	**83,309,100**
Loss From Operations	**(4,518,728)**	**(41,245,847)**	**(13,078,887)**	**(54,684,241)**
Other Income (Expense):				
Interest income (expense), net	**(100,445)**	(91,934)	**(275,070)**	(645,635)
Foreign exchange (loss)	**-**	-	**-**	(3,113)
Other income, net	**278,902**	(1,799,946)	**2,383,691**	3,504,281
Total Other Income (Expense)	**178,457**	**(1,891,880)**	**2,108,621**	**2,855,533**
Loss Before Provision for Income Taxes	**(4,340,271)**	**(43,137,727)**	**(10,970,266)**	**(51,828,708)**
Provision For Income Taxes				
Current Tax Expense	**(1,652,854)**	(3,054,176)	**(8,386,435)**	(10,636,223)
Deferred Tax Recovery	**(363,157)**	2,236,050	**(681,829)**	3,160,669
	(2,016,011)	(818,126)	**(9,068,264)**	(7,475,554)
Net Loss and Comprehensive Loss	**$ (6,356,282)**	**$ (43,955,853)**	**$ (20,038,530)**	**$ (59,304,262)**
Loss per Share				
Basic and diluted loss per share	**$ (0.02)**	**$ (0.14)**	**$ (0.06)**	**$ (0.18)**
Weighted Average Number of Shares of Common Stock				
Basic and diluted	**335,319,455**	**325,363,800**	**331,318,143**	**325,362,689**

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, 2024	325,163,800	18,750,000	$368,821,339	$(256,107,418)	$ 112,713,921
Share based Compensation - RSUs	-	-	1,174,281	-	1,174,281
Shares Issued on Settlement of RSUs	200,000	-	-	-	-
Net Loss for the Period	-	-	-	(59,304,262)	(59,304,262)
Balance, September 30, 2025	**325,363,800**	**18,750,000**	**$369,995,620**	**$(315,411,680)**	**$ 54,583,940**
Balance, December 31, 2025	325,670,800	18,750,000	$371,157,826	$(320,031,113)	$ 51,126,713
Share based Compensation - RSUs	-	-	1,715,500	-	1,715,500
Shares Issued on Settlement of RSUs	9,648,655	-	-	-	-
Net Loss for the Period	-	-	-	(20,038,530)	(20,038,530)
Balance, September 30, 2026	**335,319,455**	**18,750,000**	**$372,873,326**	**$(340,069,643)**	**$ 32,803,683**

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

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

	Nine Months Ended	
	September 30, 2026	September 30, 2025
CASH USED IN OPERATING ACTIVITIES		
Net loss	$ **(20,038,530)**	$ (59,304,262)
Adjustments for items not involving cash:		
Shared based compensation	**1,715,500**	1,174,281
Non-cash lease expense	**1,340,515**	1,566,859
Depreciation	**6,753,916**	9,037,214
Loss on impairment of fixed assets	**-**	23,984,227
Loss on impairment of intangible assets	**-**	5,860,000
Loss on disposal of fixed assets	**-**	1,674,517
Gain on disposal of fixed assets	**(1,565,000)**	(18,827)
Recovery of property in legal settlement	**-**	(4,086,174)
Loss on reserve for slow moving inventory	**-**	3,591,644
Amortization of note payable discount	**48,017**	191,701
Lease incentive amortization	**(47,976)**	(7,143)
	(11,793,558)	(16,335,963)
Net Changes in Non-cash Working Capital Items	**12,203,784**	6,959,387
Proceeds from lease incentives	**250,000**	-
Repayment of lease liabilities	**(835,545)**	(1,194,307)
Total Operating	**(175,319)**	(10,570,883)
FINANCING ACTIVITIES		
Repayment of Lafayette State Bank Note	**-**	(2,947,632)
Bank of Nevada Revolving Line of Credit	**-**	9,750,000
Payment of Promissory Note to former VidaCann Shareholders	**-**	(5,000,000)
Total Financing	**-**	1,802,368
INVESTING ACTIVITIES		
Purchase of property and equipment	**(1,272,639)**	(5,816,104)
Proceeds from sales of fixed assets	**1,565,000**	2,244,448
Proceeds from sale of assets held for sale	**-**	4,086,174
Total Investing	**292,361**	514,518
NET CHANGE IN CASH DURING THE PERIOD	**117,042**	(8,253,997)
CASH AND RESTRICTED CASH		
Beginning of Period	**15,575,031**	25,435,077
End of Period	$ **15,692,073**	$ 17,181,080

Supplemental cash flow information (Note 14)

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

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

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, Illinois and Florida. The Company is licensed in these jurisdictions as follows: six Nevada licenses for cultivation (three medical and three adult-use), six Nevada licenses for production (three medical and three adult-use), three Nevada dispensary licenses (one medical and two adult-use), two Nevada licenses for distribution (one active, one conditional), one Medical Marijuana Treatment Center license in Florida (unlimited medical dispensaries, cultivation and processing) and one adult-use dispensary license in Illinois.

As of September 30, 2026, we held no licenses in California. The Company discontinued operations at its Orange County, California retail and distribution facility in February 2026. The sale and transfer of its Coalinga, California cultivation and distribution licenses were completed in August 2026, and the Company has fully exited all California cannabis operations.

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. On April 23, the U.S. Department of Justice issued a Final Order (the "Order") placing FDA-approved marijuana products and state-regulated medical marijuana from Schedule I to Schedule III of the Controlled Substances Act. The Order does not apply to adult-use cannabis which remains classified as a Schedule I controlled substance. State medical marijuana license holders will no longer be subject to Section 280E of the Internal Revenue Code (the "**Code**"). The Company continues to assess the impact of these developments and evaluate potential implications for its operations, tax position, and regulatory environment.

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. 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, 2025 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. 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 interim condensed consolidated financial statements are presented in U.S. dollars, which is also the Company's and its subsidiaries' functional currency.

These unaudited condensed consolidated interim financial statements were authorized for issuance by the Board of Directors of the Company on November 12, 2026.

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, 2026	Jurisdiction of Incorporation	Ownership Interest 2026	Ownership Interest 2025	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; cannabis retail sales
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%	100%	Retail sales of apparel and accessories
VidaCann, LLC	Florida, USA	100%	100%	Florida license holding company
Planet 13 Innovations LLC	Nevada, USA	100%	100%	Intellectual property holding company
Estate of Las Palmas LLC	California, USA	100%	100%	Real estate holdings company
Club One Three, LLC	Nevada, USA	100%	100%	Inactive

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 transaction. Monetary assets and liabilities denominated in foreign currencies are measured to the functional currency at the foreign exchange rate applicable at the balance sheet 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.

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, 2026	December 31, 2025
Raw materials	$ **6,043,296**	$ 6,853,816
Packaging and miscellaneous	**1,509,387**	1,536,003
Work in progress	**4,453,077**	3,976,567
Finished goods	**3,748,340**	5,772,008
	$ **15,754,100**	$ 18,138,394

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, 2026, the Company recognized $10,104,273 and $32,318,074 (2025 - $18,311,350 and $49,531,520) of inventory expensed to cost of goods sold.

4. Prepaid Expenses and Other Current Assets

	September 30, 2026	December 31, 2025
Security deposits	$ **1,040**	$ 27,318
Advertising and Marketing	**6,249**	-
Prepaid rent	**914,617**	963,655
Insurance	**458,052**	433,720
License fees	**1,285,369**	417,304
Miscellaneous	**1,034,509**	817,059
	$ **3,699,836**	$ 2,659,056

5. Property, Plant and Equipment

	Land and Improvements	Buildings	Equipment	Leasehold Improvements	Construction in Progress	Total
Gross carrying amount						
At December 31, 2025	$ **287,967**	$ **4,785,413**	$ **14,818,427**	$ **58,938,527**	$ **2,913,703**	$ **81,744,037**
Additions	-	-	257,797	65,130	690,162	1,013,089
Transfers	**-**	**-**	312,370	2,787,021	(3,099,391)	-
Disposals	-	-	(231,123)	-	-	(231,123)
At September 30, 2026	$ **287,967**	$ **4,785,413**	$ **15,157,471**	$ **61,790,678**	$ **504,474**	$ **82,526,003**
Depreciation						
At December 31, 2025	$ **19,704**	$ **910,195**	$ **9,966,259**	$ **36,726,201**	$ **-**	$ **47,622,359**
Additions	6,321	341,314	1,661,367	4,744,914	-	6,753,916
Disposals	-	-	(231,123)	-	-	(231,123)
At September 30, 2026	$ 26,025	$ 1,251,509	$ 11,396,503	$ 41,471,115	$ -	$ 54,145,152
Carrying amount						
At December 31, 2025	$ **268,263**	$ **3,875,218**	$ **4,852,168**	$ **22,212,326**	$ **2,913,703**	$ **34,121,678**
At September 30, 2026	$ **261,942**	$ **3,533,904**	$ **3,760,969**	$ **20,319,563**	$ **504,474**	$ **28,380,851**

For the nine months ended September 30, 2026, depreciation expense was $6,753,916 (2025 - $9,037,214) of which $2,406,503 (2025 - $3,594,581) was included in cost of goods sold and inventory.

During the nine months ended September 30, 2026, $3,099,391 was transferred from construction in progress to the other fixed accounts (2025 - $2,709,936).

During the nine months ended September 30, 2026, a gain on the sale of fixed assets in the amount of $1,565,000 was included in other income. The sale represents all assets of the Planet 13 Orange County dispensary and some vehicles in Nevada, all of which had a net book value of $0.

During the nine months ended September 30, 2026, no impairment charges were recognized. (2025 - $20,580,525).

6. Intangible Assets and Goodwill

	Retail Dispensary License Clark County	Cultivation and Production License Clark County	Illinois License	Florida MMTC License-VidaCann	VidaCann Goodwill	Other	Total
Gross carrying amount							
Balance, December 31, 2025	$ 690,000	$ 709,798	$1,812,656	$9,000,000	$30,661,477	$ 30,000	$42,903,931
Impairments	-	-	-	-	-	-	-
Balance at September 30, 2026	$ **690,000**	$ **709,798**	$**1,812,656**	$**9,000,000**	$**30,661,477**	$ **30,000**	$**42,903,931**

The company tests and assesses for impairment of intangible asset carrying values annually at a minimum, or when there are indicators of a loss in value, such as a decline in the market or overall business performance. During the nine months ended September 30, 2026, no impairment charges were recognized. (2025 - $5,860,000).

7. Leases

The Company's lease agreements are for cultivation, manufacturing, retail, and office premises and for vehicles. The property lease terms range between 5 years and 24 years depending on the facility and are subject to an average of two 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.

The following table provides the components of lease costs recognized in the unaudited interim condensed consolidated statement of operations and comprehensive loss for the three and nine month periods ended September 30, 2026 and 2025:

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Operating lease costs	$ **2,076,980**	$ 2,310,919	$ **6,215,311**	$ 7,002,237
Short term lease expense	**36,395**	92,084	**248,814**	320,984
Total lease costs	$ **2,113,375**	$ **2,403,003**	$ **6,464,125**	$ **7,323,221**

Other information related to operating and finance leases as of and for the nine months ended September 30, 2026 and 2025 is as follows:

	September 30, 2026	September 30, 2025
	Operating Lease	Operating Lease
Weighted average discount rate	**15.00%**	15.00%
Weighted average remaining lease term	**7.10**	7.39

The maturities of the contractual undiscounted lease liabilities as of September 30, 2026 and December 31, 2025 are:

	September 30, 2026	December 31, 2025
	Operating Lease	Operating Lease
2026	$ **2,585,544**	$ 7,779,306
2027	**7,901,928**	7,973,556
2028	**7,977,285**	8,050,719
2029	**8,012,425**	8,106,646
2030	**7,951,532**	8,067,339
2031	**7,798,681**	7,917,963
2032	**7,532,253**	-
Thereafter	**53,205,585**	61,532,548
Total undiscounted lease liabilities	**102,965,233**	109,428,077
Interest on lease liabilities	**(59,123,882)**	(64,829,069)
Total present value of minimum lease payments	**43,841,351**	44,599,008
Lease liability - current portion	**(1,635,590)**	(1,385,566)
Lease liability	$ **42,205,761**	$ 43,213,442

Principally all leases relate to real estate.

For the three and nine months ended September 30, 2026, the Company incurred $2,076,980 and $6,215,311 of operating lease costs (2025 - $2,310,919 and $7,002,237), of which $956,590 and $2,874,221 (2025 - $981,104 and $3,014,148) was allocated to cost of goods sold and inventory.

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

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

8. Notes Payable

	September 30, 2026	December 31, 2025	Stated Interest Rate	Effective Interest Rate	Maturity Date
Promissory Note to VidaCann former managers, unsecured with interest paid monthly at 7.5%, maturity date May 6, 2029	**1,282,370**	1,234,353	7.5%(1)	15.0%	5/6/2029
Revolving Line of Credit, cash secured with monthly interest paid at an annual rate of 5.65%	**9,750,000**	9,750,000	5.65%(2)	5.65%	6/30/2027
	$ **11,032,370**	$ 10,984,353			
Less current portion	**(9,750,000)**	(9,750,000)			
	$ **1,282,370**	$ 1,234,353			
Stated maturities of debt obligations are as follows:					
2026	$ **9,750,000**	$ 9,750,000			
2027	**-**	-			
2028	**-**	-			
2029	**1,282,370**	1,234,353			
2030	**-**	-			
2031	**-**	-			
Total	$ **11,032,370**	$ 10,984,353			

(1) The Promissory note to VidaCann former managers had a face value of $1,500,000. The Company determined a fair value of $1,148,423 at the May 9, 2024 acquisition date using a 15% estimated borrowing rate. Total interest expense including paid interest and amortization of the note discount for the nine-month period ended September 30, 2026 equaled $132,469 (2025 - $153,945).

(2) The Company entered into a cash secured line of credit up to $9,750,000, effective June 13, 2024, with no other collateral securing the credit line (the "revolving line of credit"). The revolving line of credit contains no financial, or other incurrence-based covenants and no material maintenance covenants. The revolving line of credit balance at September 30, 2026 equaled $9,750,000 (2025 - $9,750,000). Total interest expense for the nine-month period ended September 30, 2026 equaled $417,726 (2025 - $293,663).

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, 2026	December 31, 2025
Common Stock			
Balance at January 1		**325,670,800**	325,163,800
Shares issued on settlement of RSUs	i.	**9,648,655**	507,000
Total shares of common stock outstanding		**335,319,455**	325,670,800

i. Shares issued for Restricted Share Units

During the nine months ended September 30, 2026, no restricted stock units ("**RSU**") were awarded under the Planet 13 Holdings Inc 2023 Equity incentive plan (as amended from time to time, the "**2023 Equity Plan**"). 9,648,655 vested RSUs were issued and 924,379 unvested RSUs were forfeited and cancelled. The Company did not receive any cash proceeds on the settlement of the RSUs.

During the year ended December 31, 2025, 23,930,635 RSUs were awarded under the 2023 Equity incentive plan. 507,000 of these RSUs vested and were issued, 1,780,931 RSUs were forfeited and cancelled. The Company did not receive any cash proceeds on the settlement of the RSUs.

10. Warrants

The following table summarizes the number of warrants outstanding at September 30, 2026 and December 31, 2025.

	September 30, 2026	Weighted Average Exercise Price - USD	December 31, 2025	Weighted Average Exercise Price - USD
Balance - beginning of period	18,750,000	$ 0.77	18,750,000	$ 0.77
Balance - end of period	**18,750,000**	$ **0.77**	18,750,000	$ 0.77

On March 7, 2024, the Company issued and sold 18,750,000 Units at a public offering price of $0.60 per unit. Each Unit consisted of one share of Common Stock and one warrant. Each 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 $0.77, subject to adjustments in certain events. The warrants expire on March 7, 2029.

11. Share Based Compensation

At the 2023 Annual General and Special Meeting, the shareholders of Planet 13 voted to approve and adopt the 2023 Equity Plan, which was contingent upon the completion of the Company's 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.

On June 29,2026 and July 22, 2025 respectively, the Company authorized an additional 20,000,000 and 10,000,000 reserve shares for a total of 52,000,000 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**"). As of September 30, 2026, a maximum number of 25,657,319 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, 2026 and the year ended December 31, 2025

No incentive stock options were granted during the three and nine months ended September 30, 2026 or the year ended December 31, 2025.

The following table summarizes information about stock options outstanding at September 30, 2026:

Expiry Date	Exercise price CAD$	September 30, 2026 Outstanding	September 30, 2026 Exercisable	December 31, 2025 Outstanding	December 31, 2025 Exercisable
September 30, 2026	$ 4.37	-	-	97,322	97,322
		-	-	97,322	97,322

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

	September 30, 2026	**Weighted Average Exercise Price - CAD**	December 31, 2025	Weighted Average Exercise Price - CAD
Balance - beginning of period	**97,322**	$ **4.37**	417,922	$ 3.15
Expired	**(97,322)**	**4.37**	(320,600)	2.78
Balance - end of period	**-**	$ **-**	97,322	$ 4.37

Share based compensation expense attributable to employee options was $0 and $0 for the nine months ended September 30, 2026 and 2025, respectively.

The total intrinsic value of stock options exercised, outstanding and exercisable as of September 30, 2026 and December 31, 2025 was $0 and $0, respectively.

(b) Restricted Share Units

The following table summarizes the RSUs that are outstanding as at September 30, 2026 and December 31, 2025:

	September 30, 2026	December 31, 2025
Balance - beginning of period	**21,942,704**	300,000
Issued	**-**	23,930,635
Exercised	**(9,648,655)**	(507,000)
Forfeited	**(924,379)**	(1,780,931)
Balance - end of period	**11,369,670**	21,942,704

The Company recognized $360,007 and $1,715,500 in share-based compensation expense attributable to the RSU vesting schedule for the three and nine months ended September 30, 2026 ($616,654 and $1,174,281 for the three and nine months ended September 30, 2025).

During the nine months ended September 30, 2026

No RSU's were granted, 9,648,655 RSUs vested and were exercised, 924,379 RSUs were forfeited and cancelled. The Company did not receive any cash proceeds from the settlement of the RSUs.

During the nine months ended September 30, 2025

14,430,635 RSU's were granted, 200,000 RSU's vested and were exercised, 1,238,390 RSU's were forfeited and cancelled. The Company did not receive any cash proceeds from the settlement of the RSUs.

12. Loss Per Share

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Loss available to common stockholders	$ **(6,356,282)**	$ **(43,955,853)**	$ **(20,038,530)**	$ (59,304,262)
Weighted average number of shares outstanding, basic and diluted	**335,319,455**	325,363,800	**331,318,143**	325,362,689
Basic and diluted loss per share	$ **(0.02)**	$ (0.14)	$ **(0.06)**	$ (0.18)

30,119,670 and 30,119,670 potentially dilutive securities for the three and nine months ended September 30, 2026 and 2025, 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, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Salaries and wages	$ **4,991,362**	$ 4,793,367	$ **13,717,540**	$ 16,032,900
Share based compensation	**360,007**	616,654	**1,715,500**	1,174,281
Executive compensation	**772,608**	728,180	**2,265,934**	2,816,843
Licenses and permits	**555,601**	683,859	**1,587,041**	2,030,477
Payroll taxes and benefits	**958,197**	1,150,290	**2,971,253**	3,734,383
Supplies and office expenses	**137,066**	200,787	**466,273**	736,928
Subcontractors	**452,253**	562,979	**1,401,333**	1,761,008
Professional fees (legal, audit and other)	**2,927,065**	1,133,736	**5,106,998**	4,114,199
Miscellaneous general and administrative expenses	**2,389,732**	2,117,797	**6,850,662**	7,244,353
	$ **13,543,891**	$ 11,987,649	$ **36,082,534**	$ 39,645,372

14. Supplemental Cash Flow Information

	Nine Months Ended	
Change in Working Capital	**September 30, 2026**	September 30, 2025
Accounts Receivable	$ **3,871,449**	$ (244,585)
Inventory	**2,384,294**	(827,795)
Prepaid Expenses and Other Assets	**(1,040,780)**	1,462,548
Long-term Deposits and Other Current Assets	**(68,598)**	(34,630)
Deferred Tax Assets	**239,362**	(1,489,965)
Deferred Tax Liabilities	**445,667**	(1,670,703)
Accounts Payable	**(2,433,638)**	(889,429)
Accrued Expenses	**233,564**	(1,672)
Other Liabilities (LT)	**(5,000)**	1,080
Uncertain Tax Positions	**8,226,032**	10,634,938
Income Taxes Payable	**351,432**	19,600
	$ **12,203,784**	$ 6,959,387
Cash Paid		
Interest Paid on Leases	$ **4,922,547**	$ 5,397,018
Income Taxes	$ **-**	$ -
Non-cash Financing and Investing Activities		
Lease additions	$ **-**	$ 1,317,140
Fixed Asset Amounts in Accounts Payable	$ **14,000**	$ 186,819
Reclassification of long term lease liabilities to current	$ **250,024**	$ 202,592

15. Related Party Transactions and Balances

Related party transactions are summarized as follows:

(a) Building Lease

As part of the VidaCann acquisition on May 9, 2024, the Company entered into a long-term lease agreement with Loop's Nursery for a property in St John's Florida that is used as the Company's primary cultivation facility in Florida. Loop's Nursery is primarily owned by David Loop, one of the Company's board members. Payments for rent and associated costs related to the use of this property for the nine months ended September 30, 2026 equaled $2,150,050 (nine months ended September 30,2025 - $2,618,755).

(b) Other

As part of the VidaCann acquisition on May 9, 2024, the Company acquired related party notes payable to David Loop, one of the Company's board members and Mark Ascik, in the amounts of $750,000 each (see Note 8). Payments for interest on the related party notes for the nine months ended September 30, 2026 totaled $84,452 combined (nine months ended September 30, 2025 - $84,452).

Effective September 19, 2025, the Company entered into a three month consulting agreement with Off the House, LLC, an entity owned and operated by the stepson of Robert Groesbeck, the Company's Co-CEO. After the initial three month period, the contract continues on a month to month basis. Total contract payments for the nine months ended September 30, 2026 equaled $192,583 (nine months ended September 30, 2025 - $nil).

As of September 30, 2026, no amounts were due to related parties (December 31, 2025 - $5,935).

16. Commitments and Contingencies

(a) Construction Commitments

The Company had $0 of outstanding construction commitments as of September 30, 2026 (December 31, 2025 - $383,494).

(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, 2026, 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, we may become involved in legal or regulatory proceedings, lawsuits and other claims arising in the ordinary course of our business. In view of the inherent difficulty of predicting the outcome of such matters, we cannot state what the eventual outcome of such matters will be. However, based on our knowledge, as of September 30, 2026, we are not presently a party to any legal proceedings that, in the opinion of our management, would individually or taken together have a material adverse effect on our business, operating results, financial condition, or cash flows. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity and reputational harm, and other factors.

(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 further limits credit risk to a maximum of $250,000 to any individual counterparty at a given time. Total maximum credit risk for all counterparties combined is estimated at less than $500,000.

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.

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, 2026, 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 and Florida, 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 cannabis 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.

Currency rate risk

As of September 30, 2026, none of the Company's financial assets and liabilities were held in Canadian dollars. The same was true as of December 31, 2025. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in the functional currency. The Company does not currently use foreign exchange contracts to hedge its exposure of its foreign currency cash flows as management has determined that this risk is not significant at this point in time. The Company's exposure to a 10% change in the foreign exchange conversion rate at September 30, 2026 equals $nil.

18. Disaggregated Revenue

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

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Retail	$ **22,732,116**	$ 21,025,924	$ **65,200,094**	$ 69,853,560
Wholesale	**347,775**	2,244,287	**1,831,319**	8,302,819
Net revenues	$ **23,079,891**	$ 23,270,211	$ **67,031,413**	$ 78,156,379

19. Property Recovered in Settlement

On March 3, 2025 the Company announced significant recovery of funds related to El Capitan, including a settlement and recovery of $2.1 million of funds which were held at Bridge Bank, a division of Western Alliance Bank (collectively "**WAB**"), bringing the total recovery of funds held at WAB to $5.5 million. Additionally, the Company, through a wholly-owned subsidiary, obtained real estate (the "**Real Property**") valued at approximately $5.0 million based on comparable sales, and carried on the balance sheet at a net (after estimated costs to sell) value of $4.6 million. On July 15, 2025, the Real Property was sold at a net value (after estimated costs to sell) of $4.1 million, resulting in a loss on sale of assets of $502,154. The recovery amount is also included in the Interim Condensed Consolidated Statements of Operations and Comprehensive Loss for the period ended September 30, 2025 in Other income, net and also in the Interim Condensed Consolidated Statements of Cash Flows for the period ended September 30, 2025 in adjustments for items not involving cash, recovery of property in legal settlement.

20. Subsequent Events

On October 9, 2026, Vireo filed a registration statement on Form S-4 with the SEC, which includes a preliminary proxy statement of the Company and a prospectus of Vireo relating to the Parent Shares to be issued in the Merger. The registration statement was declared effective by the SEC on November 2, 2026, and the Company will hold a special meeting of its stockholders to vote on the adoption of the Merger Agreement on December 10, 2026. If the Merger is completed, the Company will become a direct wholly owned subsidiary of Vireo, the Company Common Stock will be delisted from the Canadian Securities Exchange, withdrawn from the OTCQX and deregistered under the Exchange Act, and the Company will no longer file periodic reports with the SEC. If the Merger is not completed, the Company will remain an independent public company.