



**UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
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, 2024, filed on SEDAR+ on November 8, 2024, 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, 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		Additional Paid- in Capital	Accumulated Deficit	Total Shareholders' Equity
	Shares of Common Stock	Warrants			
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.

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
	<u>(6,783,091)</u>	<u>(4,852,052)</u>
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	<u>6,642,779</u>	<u>(11,187,083)</u>
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	<u>6,773,923</u>	<u>(267,526)</u>
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	<u>(1,236,623)</u>	<u>(6,844,554)</u>
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	<u>\$ 29,461,671</u>	<u>\$ 20,490,441</u>

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, 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.

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

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.

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(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
	<u>\$ 22,804,161</u>	<u>\$ 15,760,648</u>

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
	<u>\$ 4,619,996</u>	<u>\$ 4,072,820</u>

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(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	<u>\$ 6,691,107</u>	<u>\$ 18,796,446</u>	<u>\$ 17,047,273</u>	<u>\$ 76,314,343</u>	<u>\$ 5,123,422</u>	<u>\$ 123,972,591</u>
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	<u>\$ 278,897</u>	<u>\$ 1,492,018</u>	<u>\$ 10,717,034</u>	<u>\$ 38,082,435</u>	<u>\$ -</u>	<u>\$ 50,570,384</u>
Carrying amount						
At December 31, 2023	<u>\$ 6,428,848</u>	<u>\$ 16,724,929</u>	<u>\$ 5,039,951</u>	<u>\$ 33,774,355</u>	<u>\$ 5,583,614</u>	<u>\$ 67,551,697</u>
At September 30, 2024	<u>\$ 6,412,210</u>	<u>\$ 17,304,428</u>	<u>\$ 6,330,239</u>	<u>\$ 38,231,908</u>	<u>\$ 5,123,422</u>	<u>\$ 73,402,207</u>

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).

PLANET 13 HOLDINGS INC.

**Notes to the Interim Condensed Consolidated Financial Statements
(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	<u>\$ 6,151,343</u>	<u>\$ 690,000</u>	<u>\$ 709,798</u>	<u>\$ 5,860,000</u>	<u>\$ 1,812,656</u>	<u>\$ 8,250,000</u>	<u>\$ 30,000</u>	<u>\$ 23,503,797</u>

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.

PLANET 13 HOLDINGS INC.**Notes to the Interim Condensed Consolidated Financial Statements
(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
Prepays 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.

PLANET 13 HOLDINGS INC.**Notes to the Interim Condensed Consolidated Financial Statements
(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.

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, 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	-
	<u>\$ 10,331,632</u>	<u>\$ 884,000</u>
Less current portion	<u>(10,331,632)</u>	<u>(884,000)</u>
	<u>\$ -</u>	<u>\$ -</u>

Stated maturities of debt obligations are as follow:

Next 12 months Promissory Note	<u>\$ 10,331,632</u>
--------------------------------	----------------------

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	<u>325,163,800</u>	<u>223,317,270</u>

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.

PLANET 13 HOLDINGS INC.**Notes to the Interim Condensed Consolidated Financial Statements
(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.

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

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.

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(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	<u>18,750,000</u>	<u>\$ 0.77</u>	<u>-</u>	<u>\$ -</u>

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
		<u>603,125</u>	<u>603,125</u>	<u>603,125</u>	<u>603,125</u>

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(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	<u>603,125</u>	<u>\$ 2.58</u>	<u>603,125</u>	<u>\$ 2.58</u>

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	<u>300,000</u>	<u>1,122,429</u>

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).

During the nine months ended September 30, 2024

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.

During the nine months ended September 30, 2023

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.

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(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	<u>\$ (0.02)</u>	<u>\$ (0.21)</u>	<u>\$ (0.08)</u>	<u>\$ (0.27)</u>

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
	<u>\$ 14,772,846</u>	<u>\$ 11,340,678</u>	<u>\$ 37,075,341</u>	<u>\$ 33,567,055</u>

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

14. Supplemental Cash Flow Information

	Nine Months Ended	
	September 30, 2024	September 30, 2023
Change in Working Capital		
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
	<u>\$ 14,146,701</u>	<u>\$ (3,256,283)</u>
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).

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

(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.

PLANET 13 HOLDINGS INC.
Notes to the Interim Condensed Consolidated Financial Statements
(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	<u>\$ 32,159,070</u>	<u>\$ 24,788,239</u>	<u>\$ 86,124,795</u>	<u>\$ 75,536,347</u>

PLANET 13 HOLDINGS INC.

**Notes to the Interim Condensed Consolidated Financial Statements
(Unaudited, in United States Dollars, except share amounts)**

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 Wadhwa, 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.

PLANET 13 HOLDINGS INC.

**Notes to the Interim Condensed Consolidated Financial Statements
(Unaudited, in United States Dollars, except share amounts)**

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.