
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

PLANET 13 HOLDINGS INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check all the boxes that apply)

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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PLANET 13 HOLDINGS INC.
2548 WEST DESERT INN ROAD
SUITE 100
LAS VEGAS, NEVADA 89109

Your **Vote** Counts!

PLANET 13 HOLDINGS INC.

2026 Annual General Meeting

Vote by June 9, 2026

11:59 PM ET



V94694-P52976

You invested in PLANET 13 HOLDINGS INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual General Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 10, 2026.**

Get informed before you vote

View the Notice of Meeting, Proxy Statement, Annual Report on Form 10-K, and Request for Financial Statements online at www.ProxyVote.com OR you can receive a free paper or email copy of the material(s) by requesting prior to May 27, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 10, 2026
12:00 P.M. (Pacific Daylight Time)

To be held virtually at:
www.virtualshareholdermeeting.com/PLNH2026

*Please check the meeting materials for any special requirements for virtual meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors.	
Nominees:	
1a. Robert Groesbeck	✔ For
1b. Larry Scheffler	✔ For
1c. Adrienne O’Neal	✔ For
1d. Kevin Martin	✔ For
1e. David Loop	✔ For
1f. Nancy Saitta	✔ For
1g. Leilani Bradford	✔ For
2. Approve an amendment to Planet 13 Holdings Inc.’s 2023 Equity Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder from 32,000,000 to 52,000,000.	✔ For
3. Ratify the appointment of Davidson & Company LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026.	✔ For
NOTE: In their discretion, the proxyholder(s) may vote upon such other matters as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click “Delivery Settings”.