

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): November 18, 2024

Gold Flora Corporation

(Exact name of registrant as specified in its charter)

Delaware

0-56348

93-2261104

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

3165 Red Hill Avenue
Costa Mesa, CA 92626

(Address of Principal Executive Offices, including Zip Code)

(949) 252-1908

(Registrant's Telephone Number, including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 15, 2024, Mark Castaneda notified the Board of Directors (the “Board”) of Gold Flora Corporation (the “Company”) that he will resign as a member of the Board and its committees, effective as of November 30, 2024. Mr. Castaneda’s resignation did not result from any disagreement regarding the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On November 15, 2024, the Company issued a press release announcing Mr. Castaneda’s intention to resign as a director of the Board. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Title
<u>99.1</u>	<u>Press Release of Gold Flora Corporation</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOLD FLORA CORPORATION

Dated: November 18, 2024

By:	<u>/s/ Marshall Minor</u>
Name:	Marshall Minor
Title:	Chief Financial Officer



Gold Flora Announces Update to its Board of Directors

Costa Mesa, CA – November 15, 2024 - [Gold Flora Corporation](#), ("Gold Flora" or the "Company") (Cboe Canada: GRAM) (OTCQB: GRAM) a leading vertically-integrated California cannabis company, today announced that Mark Castaneda has ended his service as a member of the Board of Directors of Gold Flora, effective November 30, 2024. Mr. Castaneda also served as the Chairman of the Audit Committee of the Board of Directors and a member of the Compensation Committee.

"On behalf of the Board and everyone at Gold Flora, we would like to thank Mark for his contributions and dedication since joining our Board in 2022," said Laurie Holcomb, Chief Executive Officer and Chairman of Gold Flora. "Mark was a member of the TPCO and Gold Flora boards during a time of tremendous growth and change, and his insights have been of great value. We wish him success in all future endeavors."

About Gold Flora Corporation

Gold Flora Corporation is a female founder led, vertically-integrated cannabis leader that owns and operates multiple premium indoor cannabis cultivation facilities, 16 retail dispensaries in strategic geographies, a distribution business selling first party and third party brands into hundreds of dispensaries across California, and a robust portfolio of cannabis brands and SKUs aimed at different consumer segments, including Gramlin, one of the fastest growing brands in the state across the key categories of flower, vapes, concentrates, and prerolls. The Company's retail operations include Airfield Supply Company, Caliva, Coastal, Calma, King's Crew, Varda, Deli, and Higher Level dispensaries, and its distribution company operates under the name Stately Distribution.

Gold Flora Corporation's indoor cultivation canopy currently comprises approximately 107,000 square feet across three facilities in its Desert Hot Springs campus and two San Jose cultivation facilities. In addition, the Company has entered into leases for two state-of-the-art indoor cultivation facilities in Palm Springs, with 53,000 square feet of canopy to start operation once licensing is complete. The Company also has the option to expand further in the future depending on market demand, with already entitled acreage providing approximately 240,000 square feet of canopy. The Desert Hot Springs campus also houses the Company's manufacturing and extraction facilities and Stately Distribution. This centralized location provides for optimal security and logistics benefits and protects the product as it moves through the Company's larger pipeline.

With hubs throughout the state, the Company distributes many prominent brands, including its own premium lines of Gramlin, Gold Flora, Cruisers, Caliva, Roll Bleezy, Aviation Cannabis, Jetfuel Cannabis, Mirayo by Santana, and Monogram. Third party brands are increasingly contacting the Company in search of reliable input sources and established distribution.

References to information included on, or accessible through, websites and social media platforms do not constitute incorporation herein by reference of the information contained at or available through such websites or social media platforms, and the reader should not consider such information to be part of this press release.

For the latest news, activities, and media coverage, please visit www.goldflora.com.

Gold Flora Corporation Inc.

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Investor Contact

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