

CARPINCHO CAPITAL COMPLETES BUSINESS COMBINATION WITH MM DEVELOPMENT COMPANY TO FORM PLANET 13 HOLDINGS INC.

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Toronto, Ontario (June 11, 2018) – Planet 13 Holdings Inc. (the "**Company**" or "**Planet 13**"), formerly Carpincho Capital Corp. ("**Carpincho**"), is pleased to announce the completion of its previously announced business combination with MM Development Company, Inc. ("**MMDC**"), a leading Nevada-based vertically-integrated cannabis company, and related acquisition of 10653918 Canada Inc. ("**Finco**") (collectively, the "**Transactions**").

Robert Groesbeck, Co-CEO and co-founder of Planet 13 stated "we look forward to public trading in Canada as the next logical step in our corporate evolution. As a team, we have made major strides towards providing a unique cannabis retailing experience for the 55 million people who visit the Las Vegas Strip every year. Access to the Canadian capital markets will enable us to build out our planned 16,500 square foot Las Vegas Superstore which will provide tourists access to the largest dispensary and attraction-based cannabis destination in the world."

Larry Scheffler, Co-CEO and co-founder of Planet 13 stated "we have already built a vertically integrated cannabis company that resonates with Las Vegas visitors and this expansion will achieve two primary objectives. The first is to utilize our unique strategic proximity to the Las Vegas Strip to capture more of the entertainment dollars flowing through Las Vegas each year, while further building the premium-quality brands and experience we have fostered over the past two and a half years in operation. The second objective is to leverage our exposure in Las Vegas, where people are open to new experiences, to begin building a brand and reputation beyond our home state and then leverage that over time into a measured and strategic expansion into other legal U.S. markets."

Overview of Transactions

Prior to the completion of the Transactions, Carpincho consolidated its share capital on the basis of 0.875 of a new common share for each existing common share, changed its name to "**Planet 13 Holdings Inc.**" and created a new class of convertible, restricted voting shares (the "**Planet 13 Restricted Shares**"). The Planet 13 Restricted Shares are convertible into common shares of Planet 13 (the "**Planet 13 Shares**") at the option of the holder or Planet 13 on a share-for-share basis. Holders of Planet 13 Restricted Shares are not entitled to vote on the election or removal of directors of Planet 13. On closing of the Transactions, there were 62,008,400 Planet 13 Shares and 49,700,000 Planet 13 Restricted Shares issued and outstanding.

The Canadian Securities Exchange (the "**CSE**") has conditionally approved the listing of the Planet 13 Shares. Listing is subject to the Company fulfilling all listing requirements of the CSE.

For further information with respect to the Transactions and the business of Planet 13, please refer to the listing statement of Planet 13 dated May 24, 2018 (the "**Listing Statement**") and posted under Planet 13's issuer profile on SEDAR at www.sedar.com.

Subscription Receipt Financing

As previously announced by Carpincho in April and May 2018, Finco completed private placements of subscription receipts (the "**Subscription Receipts**") at a price of C\$0.80 (the "**Offering Price**") per Subscription Receipt for gross proceeds of C\$25,166,640 (the "**Offering**"), the brokered portion of which was conducted by a syndicate of agents co-led by Beacon Securities Limited and Canaccord Genuity Corp. and including Haywood Securities Inc.

The proceeds from the Offering, less certain expenses, were placed into escrow on completion of the Offering. In connection with the completion of the Transactions, the Subscription Receipts were converted on a one-for-one basis into a total of 31,458,300 common shares of Finco and 15,729,150 common share purchase warrants of Finco, which upon completion of the acquisition of Finco by Planet 13 became Planet 13 Shares and Planet 13 Share purchase warrants (the "**Planet 13 Warrants**"). The escrowed proceeds from the Offering, less the commission of the Agents and certain fees and expenses, have been released from escrow to Planet 13.

New Board and Management

Upon closing of the Transactions, the board of directors and management of the Company were reconstituted as follows in place of the previous directors and officers of Carpincho:

- **Robert Groesbeck**, Co-Chief Executive Officer and a Director;
- **Larry Scheffler**, Co-Chief Executive Officer and a Director;
- **Dennis Logan**, Chief Financial Officer;
- **William Vargas**, VP, Finance;
- **Chris Wren**, VP, Operations;
- **Tanya Lupien**, VP, Sales and Marketing;
- **Greg Wilson**, Director;
- **Marc Lustig**, Director; and
- **Michael Harman**, Director

Biographical descriptions of each director and member of the senior management team of Planet 13 is included in the Listing Statement.

Equity Awards

In connection with the closing of the Transactions, the Company has granted an aggregate of 820,000 stock options to employees and other service providers to purchase up to the same number of Planet 13 Shares, and awarded 5,638,358 share units to officers and directors of the Company. The stock options have an exercise price of C\$0.80 per share, expire five years from the date of grant and vest in thirds over a period of two years, with the first third vested as of the closing date of the Transactions, other than 175,000 that expire three years from the date of grant and vest over a period of nine months, with the first quarter vested as of the closing date of the Transactions, and an additional quarter vesting every three months thereafter. The share units vest in thirds over a period of two years, with the first third vested as of the closing date of the Transactions.

Promissory Notes

Messrs. Groesbeck and Scheffler, through controlled companies, have outstanding notes due from Planet 13 of US\$1.667 million each, or a total of US\$3.334 million. The promissory notes' bear interest at an effective rate of 15% per annum, and the aggregate unpaid principal amounts of the loans, all accrued and unpaid interest thereon, and all other amounts payable under the loans, are due and payable on demand at any time after December 31, 2019. The promissory notes provide that the holders have the option to convert the notes into Planet 13 Shares at a price of C\$0.80 per Planet 13 Share.

Information for Shareholders

The Company's transfer agent, Odyssey Trust Company ("**Odyssey**"), will be delivering share certificates or statements pursuant to the Direct Registration System ("**DRS**"), and warrant certificates, to all former holders of Subscription Receipts, other than former holders of Subscription Receipts who acquired such Subscription Receipts on a non-brokered basis, evidencing the Planet 13 Shares and Planet 13 Warrants that they received in connection with the completion of the Transactions. Shareholders of the Company wishing to receive a physical share certificate should contact Odyssey for information on how to obtain

physical share certificates in place of a DRS Advice. The ISIN number for the Planet 13 Shares is CA72706K1012 and the trading symbol reserved for the Planet 13 Shares on the CSE is "PLTH".

Early Warning

In connection with the Transactions, Robert Groesbeck and Larry Scheffler each acquired 11,891,000 Planet 13 Shares and 23,359,000 Planet 13 Restricted Shares. Prior to the completion of the Transactions, neither Messrs. Groesbeck nor Scheffler owned any securities of Carpincho or Finco. As at the date hereof, the 11,891,000 Planet 13 Shares and 23,359,000 Planet 13 Restricted Shares held by each of Messrs. Groesbeck and Scheffler represent approximately 31.5%, respectively, of the total issued and outstanding equity shares of Planet 13. The Planet 13 Shares and Planet 13 Restricted Shares were acquired for investment purposes only. Depending on market and other conditions, or as future circumstances may dictate, both Messrs. Groesbeck and Scheffler may, respectively, from time to time, and subject to any contractual lock-up agreements, and the escrow provisions referenced above, increase or decrease their holdings of Planet 13 Shares or other securities of Planet 13.

This portion of this news release is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning reports of Messrs. Groesbeck and Scheffler will be available on Planet 13's issuer profile on SEDAR at www.sedar.com. Messrs. Groesbeck and Scheffler can be contacted c/o Planet 13 at 4850 West Sunset Road, Unit 130, Las Vegas, Nevada 89118.

The Company expects that trading of the Planet 13 Shares will commence on the CSE within the next two weeks.

About Planet 13 Holdings Inc.

Planet 13's mission is to provide compassionate, dignified and affordable access to cannabis, cannabis concentrates and cannabis-infused products to approved customers in the State of Nevada. Planet 13's operations are vertically integrated with a primary cultivation facility and dispensary located in Las Vegas. Planet 13's registered office is located at 4850 West Sunset Road, Unit 130, Las Vegas, Nevada 89118.

U.S. Disclaimer

The securities described herein have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**") or any state securities laws and accordingly may not be offered or sold within the United States or to "U.S. persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act ("**U.S. Persons**"), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities to, or for the account or benefit of, persons in the United States or U.S. Persons. For more information about the transactions described herein, please refer to the Listing Statement.

Additional information about the Company is available at planet13lasvegas.com. For more information, please contact:

Robert Groesbeck or Larry Scheffler
Co-Chief Executive Officers
Email: bobgroesbeck@gmail.com or lscheffler@lasvegascolor.com

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to the timing and receipt of the final stock exchange approval for the commencement of trading of the Planet 13 Shares on the CSE, and future expansion plans.

These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: final regulatory and other approvals or consents; fluctuations in general macroeconomic conditions; fluctuations in securities markets; expectations regarding the size of the Nevada cannabis market and changing consumer habits; the ability of the Company to successfully achieve its business objectives; plans for expansion; political and social uncertainties; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on cultivation, production, distribution and sale of cannabis and cannabis related products in the State of Nevada; and employee relations. Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

The Company is indirectly involved in the manufacture, possession, use, sale and distribution of cannabis in the recreational and medicinal cannabis marketplace in the United States through its subsidiary MMDC. Local state laws where MMDC operates permit such activities however, these activities are currently illegal under United States federal law. Additional information regarding this and other risks and uncertainties relating to the Company's business are contained under the heading "Risk Factors" in the Company's Listing Statement filed on its issuer profile on SEDAR at www.sedar.com.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.