

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Planet 13 Holdings Inc.
4850 West Sunset Road, Unit 130
Las Vegas, Nevada 89118

Item 2 Date of Material Change

November 8, 2018

Item 3 News Release

A news release in respect of the material change was disseminated through the facilities of Canada NewsWire on November 8, 2018 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Planet 13 Holdings Inc. ("**Planet 13**" or the "**Company**") announced that it entered into an agreement with Beacon Securities Limited ("**Beacon**" or the "**Lead Underwriter**"), on behalf of a syndicate of underwriters (together with the Lead Underwriter, the "**Underwriters**"), to purchase, on a bought deal basis, 6,666,667 units (the "**Units**") in the capital of the Company at a price of \$3.00 per Unit (the "**Offering Price**") for aggregate gross proceeds to the Company of \$20,000,001 (the "**Offering**"). (All figures are in Canadian dollars unless otherwise stated).

Subsequently the Company announced that it had amended the terms of its previously announced Offering. Under the amended terms of the Offering, the Underwriters led by Beacon agreed to purchase, on a bought deal basis, 8,335,000 Units at the Offering Price for aggregate gross proceeds to the Company of \$25,005,000. (All figures are in Canadian dollars unless otherwise stated).

Item 5 Full Description of Material Change

Planet 13 announced that it entered into an agreement with Beacon, on behalf of a syndicate of Underwriters to purchase, on a bought deal basis, 6,666,667 Units in the capital of the Company at the Offering Price in connection with the Offering. (All figures are in Canadian dollars unless otherwise stated).

Subsequently the Company announced that it had amended the terms of its previously announced Offering. Under the amended terms of the Offering, the Underwriters led by Beacon agreed to purchase, on a bought deal basis, 8,335,000 Units at the Offering

Price for aggregate gross proceeds to the Company of \$25,005,000. (All figures are in Canadian dollars unless otherwise stated).

Each Unit consists of one common share (a “**Common Share**”) in the capital of the Company and one-half (1/2) of one common share purchase warrant (each whole warrant, a “**Warrant**”) of the Company. Each whole Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price per Common Share of \$3.75 for a period of 36 months from the Closing Date (as defined below). The Warrants may be accelerated by the Company, at its sole option, at any time in the event that the volume-weighted average closing price of the Common Shares on the Canadian Securities Exchange is greater than or equal to C\$5.00 for a period of 20 consecutive trading days, by giving notice to the holders thereof and, in such case, the Warrants will expire at 4:00 pm (Toronto time) on the earlier of: (i) the 30th day after the date on which such notice is given by the Company in accordance with the terms of the Warrants, and (ii) the actual expiry date of the Warrants.

The closing of the Offering is expected to occur on or about December 4, 2018 (the “**Closing Date**”) and is subject to the completion of formal documentation and receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange. The net proceeds from the Offering will be used for working capital and general corporate purposes.

The Company has granted the Underwriters an option (the “**Over-Allotment Option**”), exercisable, in whole or in part, by Beacon, on behalf of the Underwriters, giving notice to the Company at any time and from time to time up to 30 days following the Closing Date, to purchase, or to find substituted purchasers for, up to an additional number of Units equal to 15% of the number of Units sold pursuant to the Offering at the Offering Price to cover over-allotments, if any, and for market stabilization purposes.

The Units to be issued under the Offering will be offered by way of a short form prospectus to be filed in the provinces of British Columbia, Alberta, Ontario, Nova Scotia, Prince Edward Island and Newfoundland (and such other provinces as agreed between the Company and the Underwriters). The Units may also be sold in such other jurisdictions as the Company and Beacon may agree.

The Units, Common Shares and Warrants being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (“**U.S. Securities Act**”) and may not be offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. The Units may be offered in the United States to Qualified Institutional Buyers (as defined in Rule 144A under the U.S. Securities Act) pursuant to exemptions from the registration requirements under rule 144A of the U.S. Securities Act. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Robert Groesbeck or Larry Scheffler, Co-Chief Executive Officers, (702) 206-1313, ir@planet13lasvegas.com.

Item 9 Date of Report

November 12, 2018

Forward Looking Information

This material change report 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 material change report. 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 to, among other things, statements relating to the timing for the completion of the Offering and the use of proceeds therefrom.

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 material change report. 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 MM Development Company, Inc. ("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 dated May 24, 2018 filed on its issuer profile on SEDAR at www.sedar.com.