

**APPENDIX C TO NATIONAL INSTRUMENT 41-101  
GENERAL PROSPECTUS REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO  
JURISDICTION AND APPOINTMENT OF  
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"): Planet 13 Holdings Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer: Canada
3. Address of principal place of business of Issuer: 4850 West Sunset Road, Unit 130, Las Vegas, Nevada 89118
4. Description of securities (the "Securities"): Units
5. Date of the prospectus (the "Prospectus") under which the Securities are offered: November 28, 2018
6. Name of person filing this form (the "Filing Person"): Macias Gini & O'Connell LLP
7. Filing Person's relationship to Issuer: Auditor of MM Development Company, LLC, a wholly-owned subsidiary of the Issuer
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person: United States of America
9. Address of principal place of business of Filing Person: 101 California Street, Suite 1225 San Francisco, CA 94111
10. Name of agent for service of process (the "Agent"): Cassels Brock & Blackwell LLP
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):  
  
Suite 2100, 40 King St. West, Scotia Plaza, Toronto, ON, M5H 3C2
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
  - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.

15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: November 28, 2018

"Eugene Ma"  
Signature of Filing Person

Eugene Ma, Partner of Macias Gini & O'Connell LLP  
Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of Macias Gini & O'Connell LLP under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 28, 2018

"Cassels Brock & Blackwell LLP"  
Signature of Agent

Cassels Brock & Blackwell LLP  
Jay Goldman, Partner  
Print name of person signing and, if Agent is not an individual, the title of the person