

## UNDERTAKING

**TO: ONTARIO SECURITIES COMMISSION (PRINCIPAL REGULATOR)**

**RE: PLANET 13 HOLDINGS INC. (THE "CORPORATION")**  
**FINAL PROSPECTUS DATED NOVEMBER 28, 2018**  
**(THE "PROSPECTUS")**

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The undersigned, on behalf of the Corporation, hereby undertakes to file any material contracts, including the warrant indenture to be entered into between the Corporation and Odyssey Trust Company, as warrant agent, more particularly described in the Prospectus, as required by securities legislation in connection with the Prospectus, promptly and in any event, within seven days after the completion of the distribution of the securities being qualified by the Prospectus.

DATED this 28<sup>th</sup> day of November, 2018.

**PLANET 13 HOLDINGS INC.**

Per: "Dennis Logan"  
Dennis Logan  
Chief Financial Officer