



Planet 13 Holdings Inc. Announces Closing of C\$26.4 Million Bought Deal Public Offering

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LAS VEGAS, NV – December 4, 2018 – Planet 13 Holdings Inc. (“**Planet 13**” or the “**Company**”) (CSE:PLTH) (OTCQB:PLNHF) is pleased to announce that it has completed its previously announced bought deal financing for aggregate gross proceeds of C\$26,392,750 (the “**Offering**”). A total of 8,735,250 units (the “**Units**”) and 425,000 Warrants (as defined herein) of the Company were sold pursuant to the Offering, including an aggregate of 400,250 Units (in addition to the 8,335,000 Units sold pursuant to the Offering) and 425,000 Warrants issued as a result of the partial exercise of the Underwriters’ (as defined herein) over-allotment option (the “**Over-Allotment Option**”), at a price of \$3.00 per Unit and \$0.44 per Warrant. The Offering was conducted by a syndicate of underwriters led by Beacon Securities Limited, and including Canaccord Genuity Corp. and Cormark Securities Inc. (collectively, the “**Underwriters**”).

Each Unit consists of one common share (a “**Common Share**”) in the capital of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price of \$3.75 per Common Share for a period of 36 months following the closing of the Offering. 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 (the “**CSE**”) (or such other exchange on which the Common Shares may trade) is greater than or equal to \$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.

“There are a number of potential catalysts for growth in the next few months. This financing gives us the capital required to execute on each,” said Bob Groesbeck, Co-CEO of Planet 13. “We should hear about additional licenses in the State of Nevada this week, which if granted, would allow us to reopen our Medizin dispensary and build additional similar dispensaries in targeted markets. Since opening, the Superstore has served an average of 1,400 customers per day with an average ticket above our target, exceeding our expectations for the first month and trending towards our stated run-rate goal. We are progressing towards construction on the Planet 13 coffee shop, located in the Superstore and are preparing for other tourist-friendly stores within the 112,000 sq. ft. Superstore facility to drive additional traffic. These growth initiatives along with opportunities we are seeing in additional states and the positive progress towards legalized consumption lounges we have seen in the last month make this an exciting time to be a Planet 13 shareholder.”

The Company has received approval from the CSE to list the Warrants issued pursuant to the Offering. The Warrants are expected to commence trading under the ticker symbol “PLTH.WT” on the date hereof.

The Underwriters received a cash commission equal to 6.0% of the gross proceeds from the sale of the Units pursuant to the Offering (including the gross proceeds raised pursuant to the partial exercise of the Over-Allotment Option). The Underwriters also received compensation options (each a “**Compensation Option**”) equal to 6.0% of the number of Units sold pursuant to the Offering (including the additional Units sold pursuant to the partial exercise of the Over-Allotment Option). Each Compensation Option entitles the Underwriters to purchase one Common Share at a price of C\$3.00 for a period of 24 months following the closing date of the Offering.

The net proceeds from the Offering will be used for the Phase II build-out of the Company's "Superstore" in Las Vegas, Nevada, expansion of production capabilities, retail expansion, operating cash flow, and for general corporate and other working capital purposes.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein. The securities 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 may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Planet 13 Holdings Inc.

Planet 13 (www.planet13holdings.com) is a vertically integrated cannabis company based in Nevada, with award-winning cultivation, production and dispensary operations in Las Vegas - the entertainment capital of the world. Planet 13's mission is to build a recognizable global brand known for world class dispensary operations, and a creator of innovative cannabis products. The Common Shares trade on the CSE under the symbol "PLTH" and on the OTCQB under the symbol "PLNHF", and the Warrants are expected to commence trading today on the CSE under the symbol "PLTH.WT".

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 to, among other things, statements relating to information concerning the contemplated use of proceeds of the Offering, the timing and grant of additional licenses in the State of Nevada, and the contemplated timing for the commencement of trading of the Warrants.

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 stock exchange 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 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 disclosed in the Company's public filings including its short form prospectus dated November 28, 2018 (including the documents incorporated by reference therein) filed on its issuer profile on SEDAR at www.sedar.com. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

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

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