



PLANET 13 HOLDINGS INC.

4850 West Sunset Road, Unit 130, Las Vegas, Nevada 89118

Phone: (702) 206-1313

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Planet 13 Holdings Inc. (the “**Company**”) will be held at **365 Bay Street, Suite 800, Toronto, Ontario** on **Monday, June 24, 2019** at 12:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2018;
2. to elect directors for the ensuing year to hold office until the close of business of the next annual meeting of the Company’s Shareholders;
3. to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
4. to consider and, if deemed advisable, to approve a special resolution, with or without variation, authorizing and approving the continuance of the Company out of the federal jurisdiction under the *Canada Business Corporations Act* into the provincial jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia), on the basis set forth in the Management Information Circular which accompanies this Notice; and
5. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

A Management Information Circular and Form of Proxy accompany this Notice. The Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

Registered Shareholders as at the close of business on May 17, 2019, the record date, are entitled to notice of and vote at the Meeting in person or by proxy. Registered Shareholders who are unable to attend the Meeting, or any adjournment(s) or postponement(s) thereof, in person, are requested to read, complete, sign and return or follow the instructions to vote over the telephone or on the internet the Form of Proxy accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Management Information Circular accompanying this Notice. Beneficial Shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Las Vegas, Nevada, this 17th day of May, 2019.

BY ORDER OF THE BOARD OF PLANET 13 HOLDINGS INC.

“Larry Scheffler”

Larry Scheffler
Co-Chief Executive Officer

“Robert Groesbeck”

Robert Groesbeck
Co-Chief Executive Officer