

**FORM 51-102F3**  
**Material Change**  
**Report**

**Item 1**      **Name and Address of Company**

Planet 13 Holdings Inc. (the “**Company**”)  
2548 West Desert Inn Road  
Las Vegas, Nevada 89109

**Item 2**      **Date of Material Change**

June 26, 2019

**Item 3**      **News Release**

On June 27, 2019, a news release was disseminated through the facilities of CNW/Cision and subsequently filed on SEDAR.

**Item 4**      **Summary of Material Change**

The Company continued out of the federal jurisdiction under the *Canada Business Corporations Act* and into the Province of British Columbia under the *Business Corporations Act* (British Columbia).

**Item 5**      **Full Description of Material Change**

On June 27, 2019, the Company announced the continuance of the Company out of the federal jurisdiction under the *Canada Business Corporations Act* and into the Province of British Columbia under the *Business Corporations Act* (British Columbia) (the “**Continuance**”), and the adoption of the new articles (the “**Articles**”). The Continuance was approved by shareholders at the Annual and Special Meeting of Shareholders held on June 24, 2019. Copies of the certificate of continuation and the Articles have been filed under the Company’s profile at [www.sedar.com](http://www.sedar.com).

**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 and Larry Scheffler, Co-Chief Executive Officers of the Company, are knowledgeable about the material change and this report.  
(702) 815-1313, [ir@planet13lasvegas.com](mailto:ir@planet13lasvegas.com)

**Item 9**      **Date of Report**

July 5, 2019