



PLANET 13 HOLDINGS INC.

*2548 West Desert Inn Road, Las Vegas, Nevada, 89109
Phone: (702) 206-1313*

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Planet 13 Holdings Inc. (the “**Company**”) will be held at **2548 West Desert Inn Road, Las Vegas, Nevada** on **Wednesday, June 24, 2020** at 12:00 p.m. (Pacific Daylight 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, 2019;
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 Davidson & Company 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; and
4. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Company is also offering a virtual Meeting in which Shareholders may listen to the Meeting, submit questions and vote online at: <https://web.lumiagm.com/213019147> and in light of the current COVID-19 public health emergency and to protect the Company’s employees, Shareholders and other stakeholders, the Company encourages Shareholders to participate virtually by live audio webcast rather than in person. Shareholders will have an equal opportunity to participate in the Meeting online regardless of their geographic location or equity ownership.

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 20, 2020, 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 or virtually, 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.

We are actively monitoring the public health and travel safety concerns relating to COVID-19 and the advisories or mandates that federal, state, provincial and local governments, and related agencies, may issue. In the event it is not possible or advisable to hold the Meeting as currently planned, we will announce the decision to do so via the issuance of a press release and posting details on our website that will also be filed on SEDAR as proxy material. If you are planning to attend the Meeting please check our website the week of the Meeting. As always, we encourage you to vote your shares prior to the Meeting.

DATED at Las Vegas, Nevada, this 20th day of May, 2020.

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