

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1          Name and Address of Company**

Planet 13 Holdings Inc.  
2548 West Desert Inn Road  
Las Vegas, Nevada 89109

**Item 2          Date of Material Change**

June 15, 2020

**Item 3          News Release**

A news release in respect of the material change was disseminated through the facilities of Canada NewsWire on June 15, 2020 and subsequently filed on SEDAR.

**Item 4          Summary of Material Change**

Planet 13 Holdings Inc. ("**Planet 13**" or the "**Company**") announced that it entered into an agreement with Beacon Securities Limited ("**Beacon**" or the "**Lead Underwriter**"), on behalf of a syndicate of underwriters (together with the Lead Underwriter, the "**Underwriters**"), to purchase, on a bought deal basis, 4,660,000 units (the "**Units**") in the capital of the Company at a price of \$2.15 per Unit (the "**Offering Price**") for aggregate gross proceeds to the Company of \$10,019,000 (the "**Offering**"). All figures are in Canadian dollars unless otherwise stated.

**Item 5          Full Description of Material Change**

Planet 13 announced that it entered into an agreement with Beacon, on behalf of a syndicate of Underwriters to purchase, on a bought deal basis, 4,660,000 Units in the capital of the Company at the Offering Price in connection with the Offering.

Each Unit consists of one common share (a "**Common Share**") in the capital of the Company and one-half (1/2) of one common share purchase warrant (each whole warrant, a "**Warrant**") of the Company. Each whole Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price per Common Share of \$2.85 for a period of 24 months from the Closing Date (as defined below).

The closing of the Offering is expected to occur on or about July 3, 2020 (the "**Closing Date**") and is subject to the completion of formal documentation and receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange. The net proceeds from the Offering will be used for working capital and general corporate purposes.

The Company has granted the Underwriters an option (the “**Over-Allotment Option**”), exercisable, in whole or in part, by Beacon, on behalf of the Underwriters, giving notice to the Company at any time and from time to time up to 30 days following the Closing Date, to purchase, or to find substituted purchasers for, up to an additional number of Units equal to 15% of the number of Units sold pursuant to the Offering at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Underwriters can elect to exercise the Over-Allotment Option for additional Units, additional Common Shares and/or additional Warrants.

The Units to be issued under the Offering will be offered by way of a short form prospectus to be filed in all of the Provinces of Canada (except Quebec) and by private placement to eligible purchasers resident in jurisdictions other than Canada that are mutually agreed to by the Company and Beacon, provided that no prospectus filing or comparable obligations arises and the Company does not therefore become subject to continuous disclosure obligations in such jurisdictions.

The Units, Common Shares and Warrants being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (“**U.S. Securities Act**”) and may not be offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. The Units may be offered in the United States to Qualified Institutional Buyers (as defined in Rule 144A under the U.S. Securities Act) pursuant to exemptions from the registration requirements under rule 144A of the U.S. Securities Act. This Material Change Report will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

**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 or Larry Scheffler, Co-Chief Executive Officers  
(702) 815-1313, [ir@planet13lasvegas.com](mailto:ir@planet13lasvegas.com)

**Item 9            Date of Report**

June 19, 2020