

## QUALIFICATION CERTIFICATE

**TO:** Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
The Office of the Superintendent of Securities (Prince Edward Island)  
Office of the Superintendent of Securities, Service Newfoundland and Labrador

**RE:** Planet 13 Holdings Inc. (the “**Issuer**”)

This certificate is made and delivered by the Issuer pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”) in connection with the filing of a preliminary short form prospectus. The Issuer is relying on section 2.2 of NI 44-101 to qualify to file a short form prospectus. Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in NI 44-101.

The undersigned, Dennis Logan, the Chief Financial Officer of the Issuer, does hereby certify for and on behalf of the Issuer (and without personal liability), that:

- (a) on behalf of the Issuer, I have made or caused to be made such examinations or investigations as I believe necessary to enable me to make the statements set forth in this certificate;
- (b) the Issuer is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval (SEDAR)*;
- (c) the Issuer is a reporting issuer in at least one jurisdiction of Canada;
- (d) the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction: (i) under applicable securities legislation; (ii) pursuant to an order issued by the securities regulatory authority; or (iii) pursuant to an undertaking to the securities regulatory authority;
- (e) the Issuer has, in at least one jurisdiction in which it is a reporting issuer: (i) current annual financial statements; and (ii) a current AIF;
- (f) the Issuer’s equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer: (i) whose operations have ceased; or (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and
- (g) (i) all of the qualification criteria set out in Section 2.2 of NI 44-101 have been satisfied; and (ii) all of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus.

*[Signature Page Follows]*

**IN WITNESS WHEREOF** the undersigned has signed this Certificate this 26<sup>th</sup> day of August, 2020.

**PLANET 13 HOLDINGS INC.**

Per: "Dennis Logan"  
Dennis Logan  
Chief Financial Officer