

# FASKEN

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October 30, 2020  
File No.: 276440.00034

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

Dear Sirs/Mesdames:

**Re: Planet 13 Holdings Inc. (the “Issuer”)  
Final Short Form Prospectus**

We refer to the final short form prospectus dated October 30, 2020 of the Issuer in relation to the offering of units, each comprised of one common share and one-half of one common share purchase warrant (the “**Prospectus**”).

We hereby consent to the reference to our firm name in the introduction section of the Prospectus and under the headings “Legal Matters” and “Interests of Experts” and to the reference to our firm name and to the use of our opinion under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations” in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

This letter is delivered to the addressees pursuant to the requirements of Section 4.2(a)(vii) of National Instrument 44-101.

Yours truly,

**“FASKEN MARTINEAU DuMOULIN LLP”**

