

UNDERTAKING

TO: ONTARIO SECURITIES COMMISSION (PRINCIPAL REGULATOR)
RE: PLANET 13 HOLDINGS INC. (the "Corporation")
FINAL PROSPECTUS DATED JANUARY 25, 2021 (the "Prospectus")

The undersigned, on behalf of the Corporation, hereby undertakes to file any material contracts, including the warrant indenture to be entered into between the Corporation and Odyssey Trust Company, as warrant agent, more particularly described in the Prospectus, as required by securities legislation in connection with the Prospectus, promptly and in any event, no later than seven days after the execution of each such material contract and distribution license T077 at such time as when this license transitions from a conditional license to an operating license and the Corporation has received a certificate evidencing such operating license from the Nevada Cannabis Compliance Board.

DATED this 25th day of January, 2021

PLANET 13 HOLDINGS INC.

Per: (signed) "Dennis Logan"

Dennis Logan
Chief Financial Officer