



Stock Exchange Tower  
1230, 300 5<sup>th</sup> Ave SW  
Calgary, AB T2P 3C4

**Form of Proxy – Annual Meeting to be held on July 13, 2021**

**Appointment of Proxyholder**

I/We being the undersigned Shareholder(s) of **Planet 13 Holdings Inc.** hereby appoint **Robert Groesbeck, co-Chief Executive Officer of the Corporation** or failing this person, **Larry Scheffler, co-Chief Executive Officer of the Corporation**

**Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:**

OR

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of Planet 13 Holdings Inc. (the "Corporation") to be held at **2548 West Desert Inn Road, Las Vegas, Nevada, and online at <https://web.lumiagm.com/262532803> at 12:00 p.m. (Pacific Daylight Time)** or at any adjournment thereof. To mitigate risks related to COVID-19 (coronavirus), the Corporation strongly encourages shareholders to attend the meeting via audio webcast.

Instructions for attending the Annual Meeting via audio webcast are provided in the Management Information Circular accompanying this Form of Proxy.

Note: If you are appointing a proxyholder other than the Management Nominees YOU MUST return your proxy by mail and send an email to Planet13@odysseytrust.com by 12:00 p.m. (PDT) on July 12, 2021 and provide Odyssey Trust Company with the required information for your chosen proxyholder including contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey Trust Company may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Annual Meeting.

1. Election of Directors.		For	Withhold			For	Withhold		
a.	Robert Groesbeck	<input type="checkbox"/>	<input type="checkbox"/>	b.	Larry Scheffler	<input type="checkbox"/>	<input type="checkbox"/>		
d.	Adrienne O'Neal	<input type="checkbox"/>	<input type="checkbox"/>			c.	Michael Harman	<input type="checkbox"/>	<input type="checkbox"/>

**2. Re-appointment and Remuneration of Auditors.** To approve the re-appointment of Davidson & Company LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the remuneration of the auditors. For  Withhold

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

**Signature(s):**

**Date:**

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Annual Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

\_\_\_\_\_ / /  
**MM / DD / YY**

**Interim Financial Statements** – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

**Annual Report** – Check the box to the right if you would like to **RECEIVE** Annual Report and accompanying Management's Discussion and Analysis by mail.

**This form of proxy is solicited by and on behalf of Management.  
Proxies must be received by 12:00 p.m, (Pacific Daylight Time), on July 9, 2021.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse. In addition, **YOU MUST** send an email to [Planet13@odysseytrust.com](mailto:Planet13@odysseytrust.com) by 12:00 p.m. (PDT) on July 12, 2021 and provide Odyssey Trust Company with the required information for your chosen proxyholder including contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey Trust Company may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Annual Meeting.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<https://login.odysseytrust.com/pxlogin> and click on

A dark rectangular button with the word "VOTE" written in white capital letters.

**You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.**

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services,**

**you may contact Odyssey Trust Company at [www.odysseycontact.com](http://www.odysseycontact.com)**

Shareholder Address and Control Number Here

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.