

**FORM 51-102F3**  
**Material Change Report**

**Item 1**      **Name and Address of Company**

Planet 13 Holdings Inc. (the “Company”)  
2548 West Desert Inn Road  
Las Vegas, Nevada 89109

**Item 2**      **Date of Material Change**

August 5, 2021

**Item 3**      **News Release**

On August 5, 2021, a news release was disseminated through the facilities of Accesswire and subsequently filed on SEDAR.

**Item 4**      **Summary of Material Change**

On August 5, 2021, the Company, through Plant 13 Illinois LLC, won a Conditional Adult Use Dispensing Organization License in the Chicago-Naperville-Elgin region from the Illinois Department of Financial and Professional Regulation.

**Item 5**      **Full Description of Material Change**

On August 5, 2021, the Company, through Plant 13 Illinois LLC, won a Conditional Adult Use Dispensing Organization License in the Chicago-Naperville-Elgin region from the Illinois Department of Financial and Professional Regulation.

Plant 13 Illinois LLC is owned 51% by Frank Cowan and 49% by the Company.

**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**

The officers knowledgeable about the material change and this report are:

Robert Groesbeck and Larry Scheffler  
Co-Chief Executive Officers of the Company  
(702) 815-1313  
[ir@planet13lasvegas.com](mailto:ir@planet13lasvegas.com)

**Item 9**      **Date of Report**

August 16, 2021