

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

STEM HOLDINGS, INC.
7777 Glades Road, Suite 203,
Boca Raton, FL 33434
(561) 948-5406

**NOTICE OF ANNUAL
MEETING OF
SHAREHOLDERS TO BE
HELD JULY 13, 2018**

TO OUR SHAREHOLDERS:

You are cordially invited to attend the Annual Meeting of Shareholders (the "Annual Meeting") of Stem Holdings, Inc., a Nevada corporation (together with its subsidiaries, "Company", "Stem", "we", "us" or "our"), which will be held on July 13, 2018, at 12:00 Noon at Wyndham Hotel (Palm Suites East Meeting Room), 1950 Glades Road, Boca Raton, FL 33431 for the following purposes:

1. To elect six (6) directors to hold office for a one-year term and until each of their successors are elected and qualified.
2. To adopt a resolution authorizing the Board of Directors, in its sole discretion, to amend the Company's Articles of Incorporation to increase the number of authorized shares of Company Common Stock from 100,000,000 to 300,000,000.
3. To ratify the appointment of LJ Soldinger, LLC, Certified Public Accountants, as our independent registered public accounting firm for the fiscal year ending September 30, 2018; and
4. To transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

A copy of the Annual Report of the Company's operations during the fiscal year ended September 30, 2017 is available on request or at www.sec.gov.

The Board of Directors has fixed the close of business on June 11, 2018, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting of Shareholders and any adjournment or postponement thereof. A complete list of shareholders entitled to vote at the Annual Meeting will be available for inspection for ten days prior to the Annual Meeting at the Offices of the Company located at 7777 Glades Road, Suite 203, Boca Raton, FL 33434.

By Order of the Board of Directors

/s/ Adam Berk

Adam Berk
CEO and Chairman of the Board

June 25, 2018
Boca Raton, FL

YOUR VOTE IS IMPORTANT

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, TO ASSURE THAT YOUR SHARES WILL BE REPRESENTED, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY WITHOUT DELAY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO ADDITIONAL POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO EVEN IF YOU HAVE PREVIOUSLY SENT IN YOUR PROXY.
