



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

22nd Floor  
20 Queen Street West  
Toronto ON M5H 3S8

22e étage  
20, rue Queen ouest  
Toronto ON M5H 3S8

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**RECEIPT**

**Stem Holdings, Inc.**

This is the receipt of the **Ontario Securities Commission** for the **Amended and Restated Preliminary Short Form Prospectus** dated **December 15, 2020** (the amended preliminary prospectus) amending and restating the **Preliminary Short Form Prospectus** of the above Issuer dated **December 14, 2020**.

The amended preliminary prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador**. A receipt for the amended preliminary prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

**December 15, 2020**

*Sonny Randhawa*

Sonny Randhawa  
Director, Corporate Finance Branch

SEDAR Project # 3150735