

ROSENBERG RICH BAKER BERMAN & COMPANY

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Independent Registered Public Accounting Firm's Consent

To: Ontario Securities Commission (Principal Regulator)

And to: Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial and Consumer Affairs Authority
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Government of Newfoundland and Labrador
Office of the Superintendent of Securities, Prince Edward Island

Dear Sirs/Mesdames:

RE: Stem Holdings, Inc. (the "Corporation")

In connection with the final short form prospectus of the Corporation dated April 19, 2021 (the "**Prospectus**"), we consent to being named and to the use in the Prospectus of our report dated May 22, 2020 to the shareholders of the Company on the following financial statements:

Balance Sheets of Driven Deliveries, Inc. as of December 31, 2019 and 2018;

Statements of Operations, Statement of Shareholders' Deficit and Statement of Cash Flows for the years ended December 31, 2019 and 2018, and summary of critical accounting policies and related notes to the financial statements.

We also consent to the reference to us on the face page of the Prospectus and under the heading "Auditors, Transfer Agent and Registrar" in the Prospectus.

We report that we have read the Final Short Form Prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audits we performed in connection with the report referred to above. We have complied with PCAOB auditing standards for an auditor's consent to the use of a report included in an offering document, which does not constitute an audit or review of the Prospectus.

Rosenberg Rich Baker Berman, P.A.

Somerset, New Jersey
April 19, 2021