

Appendix B to National Instrument 41-101
General Prospectus Requirements

**Issuer Form of Submission to
Jurisdiction and Appointment of
Agent for Service of Process**

1. Name of issuer (the “Issuer”):
Stem Holdings Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
Nevada
3. Address of principal place of business of Issuer:
7777 Glades Road, Suite 203, Boca Raton, FL 33434
4. Description of securities (the “Securities”):
Common shares and common share purchase warrants issuable upon the deemed exercise of the warrants.
5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
April 19, 2021
6. Name of agent for service of process (the “Agent”):
Dentons Canada LLP
7. Address for service of process of Agent in Canada (the address may be anywhere in Canada): 15th Floor, Bankers Court, 850 2nd Street SW, Calgary, Alberta T2P 0R8
8. The Issuer designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the Issuer as a reporting issuer, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.
9. The Issuer irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province,

in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the issuer as a reporting issuer.

10. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
11. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before any change in the name or above address of the Agent.
12. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Alberta.

Dated: April 19, 2021

(signed) "Adam Berk"
Signature of Issuer

ADAM BERK, Chief Executive Officer
Print name and title of signing officer of Issuer

AGENT

The undersigned accepts the appointment as agent for service of process of Stem Holdings, Inc. under the terms and conditions of the appointment of agent for service of process stated above.

Dated: April 19, 2021

(signed) "Tomei Lucas"
Signature of Agent

Tomei Lucas, Partner
Dentons Canada LLP
Print name of person signing and, if Agent
is not an individual, the title of the person