

Stem Holdings Inc. Announces Repayment of 10% Unsecured Convertible Debentures

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. WIRE SERVICES/

BOCA RATON, Fla., May 3, 2021 – Stem Holdings Inc. (OTCQB: STMH CSE: STEM) (the "**Company**" or "**Stem**"), the first multi-state, vertically integrated Farm-to-Home[™] (F2H) cultivation and technology omnichannel cannabis company featuring a proprietary Delivery-as-a-Service (DaaS) marketplace platform, today announced the repayment of the entire principal amount of its 10% unsecured convertible debentures (the "**Debentures**"), being C\$3,260,000, through the issuance of 5,258,053 shares of common stock of the Corporation to the holders of the Debentures in accordance with the terms of the trust indenture between the Corporation and Olympia Trust Company dated December 27, 2018, as amended and supplemented. The Corporation also made a cash payment of approximately US\$30,000 to the holders of the Debentures in respect of accrued and unpaid interest as of May 3, 2021, being the maturity date of the Debentures.

About Stem Holdings Inc.

Stem is a leading omnichannel, vertically-integrated cannabis branded products and technology company with state-of-the-art cultivation, processing, extraction, retail, distribution, and delivery-as-a-service (DaaS) operations throughout the United States. Stem's family of award-winning brands includes TJ's Gardens[™], TravisxJames[™], and Yerba Buena[™] flower and extracts; Cannavore[™] edible confections; Doseology[™], a CBD mass-market brand launching in 2021; as well as DaaS brands Budee[™] and Ganjarunner[™] through the acquisition of Driven Deliveries. Budee[™] and Ganjarunner[™] e-commerce platforms provide direct-to consumer proprietary logistics and an omnichannel UX (user experience)/CX (customer experience).

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