

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF STEM HOLDINGS, INC.**

The undersigned hereby appoints Adam Berk as Proxy with full power of substitution to vote all the shares of common stock which the undersigned would be entitled to vote if personally present at the Annual Meeting of Shareholders to be held on June 25, 2021 at 12 noon EDT by Zoom Meeting, or at any postponement or adjournment thereof, and upon any and all matters which may properly be brought before the Annual Meeting or any postponement or adjournments thereof, hereby revoking all former proxies.

**Election of Directors**

The nominees for the Board of Directors are:

Adam Berk [ ]                      Steven Hubbard [ ]                      Garrett M. Bender [ ]                      Lindy Snider [ ]                      Dennis Suskind [ ]  
Salvador Villanueva [ ]                      Brian Hayek. [ ]                      Robert L. B. Diener [ ]

**Instruction: To withhold authority to vote for any individual nominee(s), write the nominee(s) name on the spaces provided below:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The Board of Directors recommends a vote FOR Proposal No. 1 and a ratification of Proposal Nos. 2, 3, 4 and 5.

1. To elect eight (8) directors to hold office for a one-year term or until each of their successors are elected and qualified (except as marked to the contrary above).

[ ] FOR [ ] AGAINST [ ] ABSTAINS [ ] WITHHOLDS

2. To authorize an increase in the Company's authorized common shares from 300,000,000 to 750,000,000

[ ] FOR [ ] AGAINST [ ] ABSTAINS [ ] WITHHOLDS

3. To authorize a reverse stock split within a range of one (1) post-split common share for each two (2) pre-split common shares outstanding on the record date and ten (10) pre-split common shares outstanding on the record date.

[ ] FOR [ ] AGAINST [ ] ABSTAINS [ ] WITHHOLDS

To change the name of the Company to Driven by Stem, Inc.

4. [ ] FOR [ ] AGAINST [ ] ABSTAINS [ ] WITHHOLDS

5. To ratify the appointment of L J Soldinger Associates, LLC as the independent registered public accounting firm of the Company.

[ ] FOR [ ] AGAINST [ ] ABSTAINS [ ] WITHHOLDS

6. To withhold the proxy's discretionary vote on your behalf with regards to any other matters that are properly presented for a vote at the Annual Meeting, please mark the box below.

[ ] WITHHOLDS

**This Proxy, when properly executed, will be voted in the matter directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR each of the proposals.**

Dated: \_\_, 2021

\_\_\_\_\_  
Signature of Shareholder

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Signature of Shareholder

Please date and sign exactly as your name(s) appears hereon. If the shares are registered in more than one name, each joint owner or fiduciary should sign personally. When signing as executor, administrator, trustee or guardian give full titles. Only authorized officers should sign for a corporation.