

STEM HOLDINGS, INC.
2201 NW Corporate Blvd, Suite 205
Boca Raton, FL 33431
(561) 237-2931

**NOTICE OF ANNUAL
MEETING OF SHAREHOLDERS TO BE
HELD JUNE 25, 2021**

TO OUR SHAREHOLDERS:

You are cordially invited to attend the Annual Meeting of Shareholders (the “Annual Meeting”) of Stem Holdings, Inc., a Nevada corporation (together with its subsidiaries, “Company”, “Stem”, “we”, “us” or “our”), which will be held on June 25, 2021, at 12:00 Noon EDT. The meeting will be conducted by ZOOM. The meeting will be held for the following purposes:

1. To elect eight (8) directors to hold office for a one-year term and until each of their successors are elected and qualified.
2. To amend the Company’s Articles of Incorporation to increase the number of authorized Company Common Shares from 300,000,000 to 750,000,000.
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, at any time within one (1) year of the approval of this Proposal. In this regard, the Board of Directors reserves its right to elect not to proceed, and abandon, the reverse stock split if it determines, in its sole discretion, that this proposal is no longer in the best interests of the Company’s shareholder.
4. To change the name of the Company to Driven by Stem, Inc.
5. To ratify the appointment of L J Soldinger Associates, LLC, independent registered public accounting firm, as our independent registered public accounting firm for the fiscal year ending September 30, 2021; and
6. To transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

A copy of the Annual Report of the Company’s operations during the fiscal year ended September 30, 2020 is available on request or at www.sec.gov.

The Board of Directors has fixed the close of business on May 17, 2021, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting of Shareholders and any adjournment or postponement thereof. A complete list of shareholders entitled to vote at the Annual Meeting will be available for inspection for ten days prior to the Annual Meeting at the Offices of the Company located at 2201 NW Corporate Blvd, Suite 205, Boca Raton, FL 33431.

By Order of the Board of Directors

/s/ Adam Berk

Adam Berk
CEO and Chairman of the Board

May 20, 2021
Boca Raton, Florida
