FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Stem Holdings, Inc.

Trading Symbol: STEM

Number of Outstanding Listed Securities: 225,121,585

Date: July 15, 2022, Period: June 2022

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

1. Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered, nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**Report on Business**

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

##  The Company is seeking the approval of the holders (the “Debentureholders”) of the C$3,687,050 principal amount of convertible debentures (“Convertible Debentures”) to reprice the Convertible Debentures. The Convertible Debentures presently mature on June 27, 2022, and September 14, 2022.

##  The conversion price for the Convertible Debentures are proposed to be repriced to C$0.10 per Common Share which was previously at C$1.15 ‎per Common Share. Additionally, the following amendments to the terms of the Convertible ‎Debentures are being proposed to the Debentureholders: (i) an extension to the maturity date of the Convertible Debentures for an additional three years; and (ii) an amendment to permit the Company to force the conversion of the principal amount of the ‎then outstanding Convertible Debentures and any accrued and unpaid interest thereof at the New Conversion Price ‎on not less than 30 days’ prior written notice if the closing trading price of the shares of common stock of Stem exceeds C$0.80 for a period of 10 consecutive trading days on the CSE (collectively, the ‎‎“Debenture Amendments”). ‎

##  The repricing of Convertible Debentures, the Debenture Amendments will be implemented pursuant to the terms of supplemental indentures entered into ‎between the Company and Olympia Trust Company dated as of the date hereof (the “Supplemental Indentures”). ‎Copies of the Supplemental Indentures will be available on the Company’s profile on SEDAR. The Debenture Amendments require the written approval of 66 2/3% of the Debentureholders.

##  As part of the amendment, the Company expects to issue 167 common share purchase warrants for each Debenture Unit amount of $1,000 held which will be priced at C$0.20 for a period of 24 months. In addition, the Debenture Amendment, if approved, will provide for the payment of 5% of the principal amount upon the completion of the Debenture Amendments.

1. Provide a general overview and discussion of the activities of management.

**Management is focused on certain initiatives to support the acquisition and development of additional assets in the legal medical and recreational cannabis markets.**

1. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**As the Issuer identifies additional opportunities, it will consider whether such opportunities meet its investment criteria and will either redeploy investment dollars into future projects or seek to raise additional capital through equity or debt financing.**

1. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**Not applicable.**

1. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**Not applicable**

1. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**Not applicable.**

1. Describe any acquisitions by the Issuer or dispositions of the Issuer’s assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**Not applicable.**

1. Describe the acquisition of new customers or loss of customers.

**Not applicable.**

1. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trademarks.

**See above.**

1. Report on any employee hiring’s, terminations or lay-offs with details of anticipated length of lay-offs.

**Not applicable.**

1. Report on any labour disputes and resolutions of those disputes if applicable.

**Not applicable.**

1. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**No material.**

1. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**N\A**

1. Provide details of any securities issued and options or warrants granted.

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| --- | --- | --- | --- |
| **Security** | **Number Issued** | **Details of Issuance** |  |
|  Common | (796,200) | Returned |   |
|  Common | 1,241,433 |  Interest |  |
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1. Provide details of any loans to or by Related Persons.

**Not applicable.**

1. Provide details of any changes in directors, officers, or committee members.

**Not applicable.**

1. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

**The most significant trends and uncertainties which management expects could impact its business and financial condition are (i) the changing legal and regulatory regime which regulates the production and sale of cannabis and cannabis related product; (ii) the ability of companies who may receive funds from the sale of cannabis and cannabis related products to adequately track and legally transfer such funds; and (iii) the ability of companies to raise adequate capital to carry out their business objectives**.

**Legal and Regulatory Trends**

**The Company’s flagship investments are in Oregon and currently management expects the legal and regulatory regimes in the United States (on a federal level) and Canada to be the most relevant to its business.**

 **United States**

 **In the United States, thirty-three states and Washington D.C. have legalized medical marijuana, while ten states and Washington, D.C. have also legalized recreational marijuana. Although cannabis currently remains a Schedule I drug under federal law, the U.S. Department of Justice issued a memorandum, known as the “Cole Memorandum”, on August 29, 2013 to the U.S. Attorneys’ offices (federal prosecutors) directing that individuals and businesses that rigorously comply with state regulatory provisions in states that have strictly-regulated legalized medical or recreational cannabis programs should not be a prosecutorial priority for violations of federal law. This federal policy was reinforced by passage of a 2015 federal budget bill amendment (passed in 2014) known as the Rohrabacher-Farr Amendment that prohibits the use of federal funds to interfere in the implementation of state medical marijuana laws. This bill targets Department of Justice funding, which encompasses the Drug Enforcement Agency and Offices of the United States Attorneys. This bill shows the development of bi-partisan support in the U.S. Congress for legalizing the use of cannabis.**

**On January 4, 2018, the U.S. Department of Justice rescinded the Cole Memorandum. Given that the Cole Memorandum was never legally binding, the U.S. Department of Justice continues to have discretion to enforce federal drug laws.**

**Under U.S. federal law it may potentially be a violation of federal money laundering statutes for financial institutions to take any proceeds from marijuana sales or the sale of any other Schedule I substance. Canadian banks are also hesitant to deal with cannabis companies, due to the uncertain legal and regulatory framework of the industry. Banks and other financial institutions could be prosecuted and possibly convicted of money laundering for providing services to cannabis businesses. Under U.S. federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering or conspiracy. Despite these laws, the U.S. Treasury Department issued a memorandum in February of 2014 outlining the pathways for financial institutions to bank marijuana businesses in compliance with federal law. Under these guidelines, financial institutions must submit a “suspicious activity report” (SAR) as required by federal money laundering laws. These marijuana related SARs are divided into three categories: marijuana limited, marijuana priority, and marijuana terminated, based on the financial institution’s belief that the marijuana business follows state law, is operating out of compliance with state law, or where the banking relationship has been terminated. In the U.S., a bill has been tabled in Congress to grant banks and other financial institutions immunity from federal criminal prosecution for servicing marijuana-related businesses if the underlying marijuana business follows state law. This bill has not been passed and there can be no assurance with that it will be passed in its current form or at all. In both Canada and the United States, transactions involving banks and other financial institutions are both difficult and unpredictable under the current legal and regulatory landscape.**

**Political and regulatory risks also exist due to the presidential administration of Donald Trump and his appointment of Sen. Jeff Sessions to the post of Attorney General. President Trump’s positions regarding marijuana are difficult to discern; however, AG Sessions has been a consistent opponent of marijuana legalization efforts throughout his political career.**

**Joyce Amendment**

**On May 17, 2018 the U.S. House of Representatives Appropriations Committee approved the inclusion of the Rohrabacher-Blumenauer Amendment (previously, the Rohrabacher Farr Amendment), which adds a provision to prohibit the U.S. Department of Justice from using funding to prevent states from implementing medical marijuana laws through the end of fiscal year 2019.**

**Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All the information in this Form 7 Monthly Progress Report is true.

Dated: July 15, 2022, Matthew J. Cohen

Name of Director or Senior Officer

 *(signed) “Matthew J. Cohen”*
Signature

Chief Executive Officer
Official Capacity

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| ***Issuer Details***Name of IssuerStem Holdings, Inc | For Month EndJune 2022 | Date of ReportYY/MM/DD22/07/15 |
| Issuer Address2201 NW Corporate Blvd Suite 205 Boca Raton, Fl. 33431  |
| City/Province/Postal CodeBoca Raton, Fl. 33431 | Issuer Fax No. N/A  | Issuer Telephone No.(561) 948-5410 |
| Contact NameMatthew J. Cohen | Contact PositionCEO | Contact Telephone No.561-948-5410 |
| Contact Email Addressmatt.cohen@stemholdings.com | Web Site AddressStemholdings.com |