FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities)

Name of Listed Issuer:	Symbol(s):
Stem Holdings, Inc. (the "**Issuer**").	STEM

Date: March 31, 2020. Is this an updating or amending Notice: ☐Yes X No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 63,738,977 shares of Common Stock.

Pricing

Date of news release announcing proposed issuance: N/A or

Date of confidential request for price protection: March 31, 2020.

Closing Market Price on Day Preceding the news release: N/A or

Day preceding request for price protection: C$0.53.

Closing

Number of securities to be issued: 202,350 shares of Common Stock.

Issued and outstanding securities following issuance: 63,941,327 shares of Common Stock.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
British Columbia	9	C$0.84257	C$33,750
Alberta	5	C$0.84257	C$45,500
Ontario	3	C$0.84257	C$91,250
Total number of purchasers:	17		
Total dollar value of distribution in all jurisdictions:			C$170,500

Table 1B – Related Persons

Full Name &Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer
N/A							

1. Total amount of funds to be raised: The Issuer paid C$170,500 in accrued interest from its 10% unsecured convertible debentures by way of the issuance and delivery of an aggregate 202,350 shares of Common Stock of the Issuer pursuant to the terms of the trust indenture dated December 31, 2018 between the Issuer and Olympia Trust Company ("**Olympia**"), as supplemented by a first supplemental indenture dated March 6, 2020 between the Issuer and Olympia.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. No proceeds were realized in connection with the Interest Payment.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. See the Issuer's response to question 1, above.

5. Description of securities to be issued:

   (a) Class Shares of Common Stock of the Issuer.

   (b) Number 202,350.

   (c) Price per security C$0.84257.

   (d) Voting rights Each share of Common Stock of the Issuer is entitled to one vote.

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

   (a) Number N/A.

   (b) Number of securities eligible to be purchased on exercise of warrants (or options) N/A.

   (c) Exercise price N/A.

   (d) Expiry date N/A.

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount N/A.

   (b) Maturity date N/A.

   (c) Interest rate N/A.

   (d) Conversion terms N/A.

   (e) Default provisions N/A.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

   (b) Cash N/A.

(c) Securities N/A.

(d) Other N/A.

(e) Expiry date of any options, warrants etc. N/A.

(f) Exercise price of any options, warrants etc. N/A.

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). N/A.

11. State whether the private placement will result in a change of control. No.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

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 on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. the Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. 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 CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated March 31, 2020.

Adam Berk
Name of Director or Senior Officer

(signed) "Adam Berk"
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.