

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice of Meeting and Proxy Statement and the 2016 Annual Report are available at www.proxyvote.com.

S&W SEED COMPANY

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 9, 2016

The stockholder(s) whose signature(s) appear(s) on the reverse side of this proxy form hereby appoint(s) Mark S. Grewal and Matthew K. Szot, and either of them, as proxies, with full power of substitution, and hereby authorize(s) them to represent and vote all shares of Common Stock of S&W Seed Company that such stockholder(s) would be entitled to vote on all matters that may come before the Annual Meeting of Stockholders to be held at The Westin San Francisco Airport, 1 Old Bayshore Highway, Millbrae, California at 10:00 a.m. Pacific Time on December 9, 2016, or at any adjournments or postponements thereof. The proxies shall vote subject to the directions indicated on the reverse side of this card, and the proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting and any adjournments or postponements thereof. **The proxies will vote as the Board of Directors recommends where a choice is not specified.**

Please complete, sign, date and mail this proxy form in the accompanying envelope, even if you intend to be present at the meeting. You may also grant your Proxy via the Internet by following the instructions on the other side of this document.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR EACH PROPOSAL.

(Continued and to be signed and dated on the reverse side)

S&W SEED COMPANY c/o Transfer Online, Inc. 512 SE Salmon St. Portland OR 97214	<p>VOTE BY INTERNET – www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or the meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic instruction form.</p> <p>ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.</p> <p>VOTE BY PHONE – 1-800-690-6903 Use any touch-ton telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then following the instructions.</p> <p>VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.</p>
Investor Name Investor Address	

S&W SEED COMPANY COMMON	CONTROL # _____ SHARES _____
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TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends a vote FOR the following:

1. Election of Directors. For All Withhold All For All Except To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
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Nominees

- 01 Glen D. Bornt 02 David A. Fischhoff 03 Mark S. Grewal 04 Mark J. Harvey 05 Alexander C. Matina
06 Charles B. Seidler 07 Grover T. Wickersham 08 Mark W. Wong

The Board of Directors recommends you vote FOR proposals 2 and 3

2. Ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017.
 FOR AGAINST ABSTAIN
3. Approval, on an advisory basis, of the compensation of our Named Executive Officers.
 FOR AGAINST ABSTAIN

NOTE: The proxies are authorized to vote on such other business as may properly come before the meeting or any postponements or adjournments thereof.

Please sign exactly as your name(s) appear hereon. When signing as attorney, executor, administrator or other fiduciary, please give full title as such. Joint owners should each sign personally All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Investor Name
Investor Address

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Signature (PLEASE SIGN WITHIN BOX) Date

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Signature (Joint Owners) Date