

S&W SEED COMPANY

**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE SPECIAL MEETING
OF STOCKHOLDERS TO BE HELD ON APRIL 10, 2015**

The stockholder(s) whose signature(s) appear(s) on the reverse side of this proxy form hereby appoint(s) Mark S. Grewal, Matthew K. Szot and Debra K. Weiner, and any 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 the stockholder(s) would be entitled to vote on all matters that may come before the Special Meeting of Stockholders to be held at 11:00 a.m. Pacific time on April 10, 2015, 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 below.

VOTE BY INTERNET

It is fast, convenient, and your vote is immediately confirmed and posted.

Proxy ID: _____ Security Code: _____

Instructions for voting electronically:

1. Read the accompanying Proxy Statement and Proxy Card
2. Go to www.transferonline.com/proxy
- 3 Enter your **Proxy ID** and **Security Code**
4. Press Submit
5. Make your selections
6. Press Submit

YOUR VOTE IS IMPORTANT

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

The Board of Directors recommends a vote FOR Proposal No. 1.

Please mark your proxy as in this example:

PROPOSAL NO. 1: APPROVAL OF SHARE ISSUANCE PROPOSAL To approve the issuance of S&W Seed Company common stock issuable upon conversion and exercise of up to \$27,000,000 in principal amount of 8% Senior Secured Convertible Debentures and Common Stock Purchase Warrants, respectively, which securities were issued in the Debenture Private Placement that closed on December 31, 2014, plus an indeterminate additional number of shares of the Company's Common Stock that may be issued from time to time in lieu of cash payments of interest, principal redemption or other obligations that may payable in shares at the Company's discretion pursuant to the terms of the Debentures.

FOR

AGAINST

ABSTAIN

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

Signature Date: _____

Print Name: _____

Signature, if Jointly Held Date: _____

Print Name: _____

Please sign exactly as your name(s) appear on the Proxy. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Address Change? Mark box, sign and indicate changes below:

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting to be Held on April 10, 2015

We have made available on our website a set of our proxy materials for the Special Meeting. For your convenience, you can access those materials under "April 10, 2015 Special Meeting" on the Investors page of our website at www.swseedco.com but you will not be able to vote on that website.