
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Stronghold Digital Mining, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

STRONGHOLD DIGITAL MINING, INC.

2024 Annual Meeting
Vote by June 17, 2024
11:59 PM ET

STRONGHOLD DIGITAL MINING, INC.
2124 PENN AVENUE, 5TH FLOOR
PITTSBURGH, PA 15222



V48955-P08781

You invested in **STRONGHOLD DIGITAL MINING, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 18, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and our 2023 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 18, 2024
10:00 a.m., Eastern Time

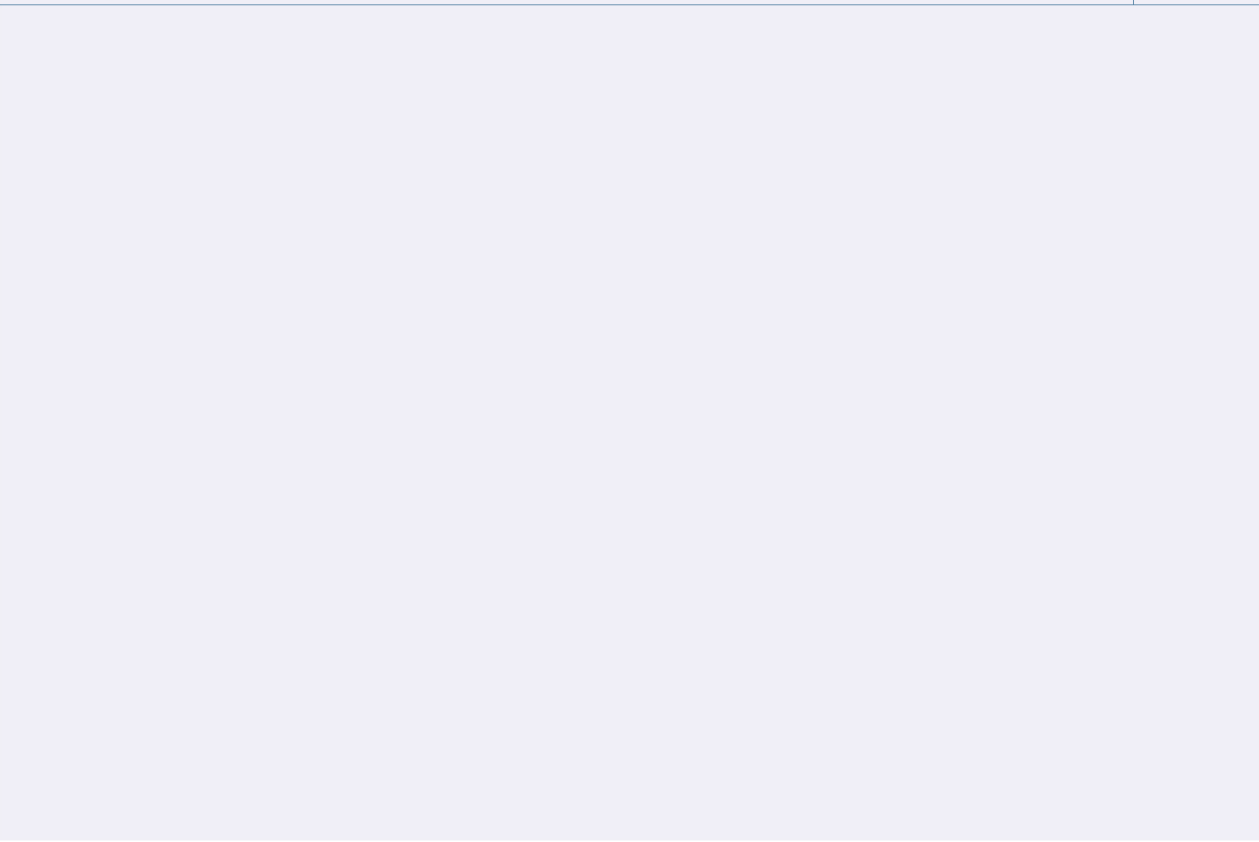
Virtually at:
www.virtualshareholdermeeting.com/SDIG2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors 01) Matthew Smith 05) Greg Beard 02) Thomas Trowbridge 06) Sarah James 03) Indira Agarwal 07) Thomas Pacchia 04) Thomas Doherty	✔ For All
2. Approve the Amendment to the Company's Omnibus Incentive Plan to increase the number of shares available for awarding.	✔ For
3. Ratify the appointment of Urish Popeck & Co., LLC as our independent registered public accounting firm for the 2024 fiscal year.	✔ For



Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".