

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this amended Registration Statement on Form S-3 of our report dated September 19, 2011, relating to the consolidated financial statements of S&W Seed Company included in its Annual Report on Form 10-K for the fiscal year ended June 30, 2011 filed with the Securities and Exchange Commission on September 26, 2011.

*/s/ M&K CPAS PLLC*

Houston, Texas  
January 12, 2012