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

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 Under § 240.14a-12

**Telkonet, 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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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TELENET, INC.  
 C/O Broadridge Corporate Issuer Solutions  
 PO Box 1362  
 Edgewood, NJ 07127

Investor Address Line 1  
 Investor Address Line 2  
 Investor Address Line 3  
 Investor Address Line 4  
 Investor Address Line 5

1234 ANYWHERE STREET  
 ANY CITY, ON A1A 1A1

**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 of 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 voting form.

**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.

**VOTE BY PHONE** - 1-800-690-6903  
 Use any touch-tone 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 follow the instructions.

**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, NJ 07127.

CONTROL # → 00000000000000

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PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:



KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

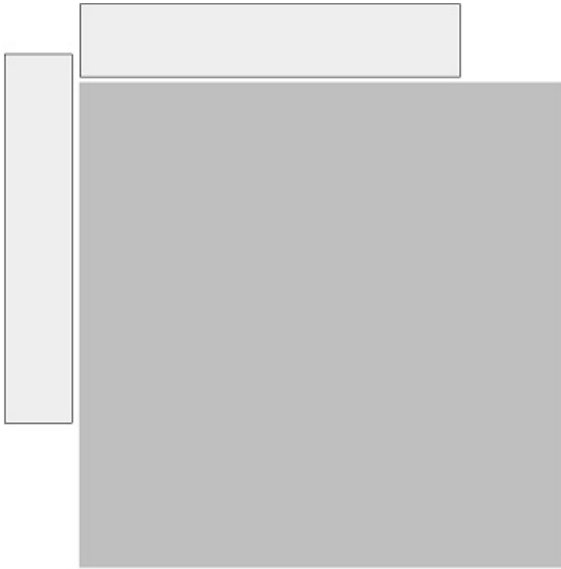
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<p><b>The Board of Directors recommends you vote FOR the following:</b></p> <p><b>1. Election of Directors</b></p> <p><b>Business</b></p> <p>01 Leland D. Blatt      02 Arthur E. Byrnes      03 Peter T. Cross      04 Tim S. Ledvick      05 Jason L. Tienor</p> <p><b>The Board of Directors recommends you vote FOR proposals 2., 3. and 4.</b></p> <p><b>2. TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2019.</b></p> <p><b>3. TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO EFFECT, IN THE SOLE DISCRETION OF OUR BOARD OF DIRECTORS, A REVERSE STOCK SPLIT OF OUR COMMON STOCK, PAR VALUE \$0.001 PER SHARE, AT ANY TIME PRIOR TO NEXT YEAR'S ANNUAL MEETING OF STOCKHOLDERS BY A RATIO OF NOT LESS THAN 1-FOR-10 AND NOT MORE THAN 1-FOR-100, WITH THE SPECIFIC RATIO, TIMING AND TERMS TO BE DETERMINED BY OUR BOARD OF DIRECTORS, IN ITS SOLE DISCRETION. THE AMENDMENT WILL NOT BE IMPLEMENTED UNLESS THE BOARD OF DIRECTORS DETERMINES, IN ITS SOLE DISCRETION, THAT TO DO SO IS IN THE BEST INTERESTS OF THE COMPANY AND ITS STOCKHOLDERS.</b></p> <p><b>4. TO PROVIDE A NON-BINDING ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.</b></p> <p><b>The Board of Directors recommends you vote 1 YEAR on the following proposal:</b></p> <p><b>5. TO PROVIDE A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF HOLDING A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.</b></p> <p><b>NOTE:</b> TO TRANACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.</p> <p>Please sign exactly as your name(s) appear(s) on this proxy. When signing in a representative capacity, please give title.</p>	<p><b>For</b>   <b>Against</b>   <b>Abstain</b></p> <p>0   0   0</p> <p>0   0   0</p> <p>0   0   0</p> <p>0   0   0</p> <p>1year   2years   3years   Abstain</p> <p>0   0   0   0</p>
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Signature (PLEASE SIGN WITHIN BOX)	Date	JOB #	Signature (Joint Owners)	Date	SHARES CUSIP # SEQUENCE #
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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice & Proxy Statement and Annual Report on Form 10-K of Telkonet, Inc. are available at [www.proxyvote.com](http://www.proxyvote.com)

	<p style="text-align: center;">TELKONET, INC. Annual Meeting of Stockholders May 23, 2019 This proxy is solicited by the Board of Directors</p>
<p><b>THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF TELKONET, INC. FOR USE ONLY AT THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2019 AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF.</b></p> <p>The undersigned, being a stockholder of Telkonet, Inc. ("Telkonet"), hereby authorizes Jason L. Tienor and Richard E. Mushrush, and each of them, with the full power of substitution, to represent the undersigned at the Annual Meeting of Stockholders of Telkonet to be held at Telkonet, Inc., 20800 Swenson Dr. Suite 175, Waukesha, WI 53186 on May 23, 2019, at 1:00 p.m., local time, and at any adjournment or postponement thereof, with respect to all votes that the undersigned would be entitled to cast, if then personally present, as appears on the reverse side of this proxy.</p> <p>In their discretion, the proxies are authorized to vote with respect to matters incident to the conduct of the meeting and upon such other matters as may properly come before the meeting. This proxy may be revoked at any time before it is exercised.</p> <p>Shares of common stock, Series A Preferred Stock and Series B Preferred Stock of Telkonet will be voted as specified. <b>If no specification is made, shares will be voted FOR each of the nominees for director listed on the reverse side, FOR Proposal 2, FOR Proposal 3, and FOR Proposal 4, FOR the "ONE YEAR" option for Proposal 5, and IN ACCORDANCE WITH THE DISCRETION OF THE PROXIES as to any other matter which may properly come before the Meeting.</b></p> <p style="text-align: center;">Continued and to be signed on reverse side.</p>	

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