

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 **Name and Address of Company**

StateHouse Holdings Inc. (the “Company”)
181 Bay Street, Suite 1800
Toronto, ON
M5J 2T9

ITEM 2 **Date of Material Change**

July 25, 2022

ITEM 3 **News Release**

A news release announcing the material change was disseminated by the Company on July 14, 2022 through CNW and subsequently filed on the System for Electronic Document Analysis and Retrieval under the Company issuer profile at www.sedar.com.

ITEM 4 **Summary of Material Change**

On July 25, 2022, the Company completed its previously announced name change (the “**Name Change**”) from “Harborside Inc.” to “StateHouse Holdings Inc.” (“**StateHouse**”). The Name Change was overwhelmingly approved by shareholders of the Company at a special meeting held on February 22, 2022 (the “**Meeting**”).

The Company also completed the reclassification (the “**Reclassification**”) of all issued and outstanding subordinate voting shares of the Company (the “**SVS**”) to common shares of the Company (the “**Common Shares**”), all in accordance with the articles of amendment of the Company, and as approved by shareholders of the Company at the annual and special meeting of shareholders held on June 23, 2022.

Effective upon the market open on July 25, 2022, the Common Shares began to trade on the Canadian Securities Exchange under the new ticker symbol “**STHZ**” and on the OTCQX Best Market under the new ticker symbol “**STHZF**”.

ITEM 5 **Full Description of Material Change**

The Company announced on July 14, 2022, that the Company will undergo the Name Change and be officially renamed StateHouse on July 25, 2022. The new corporate website statehouseholdings.com will launch on that date with additional information about the Company and its go-forward strategy. The Company’s archived corporate information, including financial results and news releases, will also be available on the StateHouse site.

Effective upon the market open on July 25, 2022, the Common Shares will trade on the Canadian Securities Exchange under the new ticker symbol “**STHZ**” and on the OTCQX Best Market under the new ticker symbol “**STHZF**”. The Name Change was overwhelmingly approved by shareholders of the Company at the Meeting.

The Company's SVS will be reclassified as Common Shares, effective July 25, 2022. The Reclassification is attributable to the mandatory conversion of the Company's multiple voting shares into SVS (the "**Mandatory Conversion**"), which was completed on March 31, 2022. Due to the Mandatory Conversion, there is now just a single class of StateHouse shares and no need for a designation other than Common Shares to describe such shares outstanding.

The Reclassification was overwhelmingly approved by shareholders of the Company at the annual and special meeting of the Company held on June 23, 2022. The Company's new CUSIP number for its Common Shares will be 85754G301 and its new ISIN number will be CA85754G3017 upon completion of the Name Change and the Reclassification.

All registered holders of SVS (being a shareholder who holds their SVS directly, registered in their own name), are asked to forward, by personal delivery or by registered mail, any physical share certificate(s) representing their existing SVS to the Company's registrar and transfer agent, Odyssey Trust Company, at 702-67 Yonge Street, Toronto, ON M5E 1J8, Attention: Securities, along with a letter requesting for such physical share certificate(s) to be updated to reflect the new CUSIPs for the securities of the Company resulting from the Reclassification. Shareholders who hold their securities through a broker, investment dealer, bank or trust company should contact that nominee or intermediary for assistance in depositing their securities in connection with the Reclassification.

The Company also announced that it had elected not to proceed with its previously-announced consolidation of its issued and outstanding SVS (the "**Consolidation**") on a six-for-one basis at this time. The Consolidation was previously approved by shareholders at the Meeting. The Board will continue to monitor market conditions carefully and could proceed with the Consolidation at a later date if it determines that such a decision is in the best interests of shareholders. Depending on the timing of the implementation of such Consolidation, shareholder approval may be required in order to effect the Consolidation.

ITEM 6 **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

ITEM 7 **Omitted Information**

N/A

ITEM 8 **Executive Officer**

Further information regarding the matters described in this report may be obtained from Tom DiGiovanni, Chief Financial Officer of the Company, who is knowledgeable about the details of the material change and may be contacted at 1-805-252-6280.

ITEM 9 **Date of Report**

July 25, 2022