

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 **Name and Address of Company**

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

Item 2 **Date of Material Change**

December 30, 2022 and December 31, 2022

Item 3 **News Release**

A news release announcing the material change described below was disseminated by the Company on December 30, 2022 through CNW and subsequently filed on the System for Electronic Document Analysis and Retrieval under the Company’s issuer profile at www.sedar.com.

Item 4 **Summary of Material Change**

Tiffany Liff resigned from the Company’s board of directors effective as of December 30, 2022. In addition, Tom DiGiovanni stepped down from his role as Chief Financial Officer (“CFO”) of the Company effective as of December 30, 2022. Kavi Bhai, the former Vice President of Financial Planning and Analysis of the Company, was appointed as CFO of the Company effective as of December 31, 2022.

Item 5 **Full Description of Material Change**

Tiffany Liff resigned from the Company’s board of directors, effective as of December 30, 2022. In addition, Tom DiGiovanni stepped down from his role as CFO of the Company effective as of December 30, 2022. Kavi Bhai, the former Vice President of Financial Planning and Analysis of the Company, was appointed as CFO of the Company effective as of December 31, 2022.

Item 6 **Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

Ed Schmults, Chief Executive Officer, 1-800-892-4209

Item 9 **Date of Report**

January 5, 2023