

## STATEHOUSE HOLDINGS INC.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of StateHouse Holdings Inc. (the “**Corporation**”) will be held on Thursday, September 21, 2023 at 10:00 a.m. (Toronto time). The Meeting will be held in a virtual meeting format only via live audio webcast online at <https://web.lumiagm.com/216562048> (Meeting ID: 216-562-048) for the following purposes:

1. to receive the audited financial statements of the Corporation for the years ended December 31, 2022 and 2021, together with the auditor’s reports thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to re-appoint Armanino LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Accompanying this Notice of Annual General Meeting of Shareholders is the Circular, either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders, and a reply card for use by Shareholders who wish to receive the Corporation’s interim and/or annual financial statements.

**The Corporation is holding the Meeting as a completely virtual meeting via live audio webcast online at <https://web.lumiagm.com/216562048> (Meeting ID: 216-562-048), password: “statehouse23” (case sensitive). Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting, submit questions and vote by online ballot, provided they are connected to the internet and follow the instructions in the attached Circular. Non-registered Shareholders, being Shareholders who hold their Shares through a bank, trust company, broker, dealer, custodian, nominee, administrator of a self-administered plan or other intermediary who have not duly appointed themselves as proxyholder will be able to virtually attend the Meeting as guests, however they will not be able to participate or vote at the Meeting. Shareholders will not be able to attend the Meeting in person.**

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his, her or its duly executed form of proxy with the Corporation’s transfer agent and registrar, Odyssey Trust Company, (a) by mail at Attn: Proxy Department, 67 Yonge Street, Suite 702, Toronto, Ontario M5E 1J8, or (b) by voting online at <https://login.odysseytrust.com/pxlogin>, clicking on vote and entering their 12-digit control number by no later than 10:00 a.m. (Toronto time) on Tuesday, September 19, 2023 or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend the Meeting) must carefully follow the instructions in the attached Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering the proxyholder with the Corporation’s transfer agent, Odyssey Trust Company, after submitting the form of proxy or voting instruction form. **If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, you MUST register the proxyholder after having submitted your**

**form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving login credentials to participate in the Meeting and only being able to attend as a guest. Guests will be able to listen to the Meeting, but will not be able to vote.**

The record date for the determination of those Shareholders entitled to receive this Notice of Annual General Meeting of Shareholders and to vote at the Meeting is the close of business on Friday, August 4, 2023 (the “**Record Date**”). Shareholders of record at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment or postponement thereof on the basis of one vote for each Share held.

DATED this 8th day of August, 2023.

BY ORDER OF THE BOARD

*“Matthew K. Hawkins”*

Matthew K. Hawkins  
Chairman and Director