

**NOTICE OF CHANGE OF AUDITOR**

**TO: Armanino LLP**

**CC: Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission**

**TAKE NOTICE THAT** StateHouse Holdings Inc. (the "Corporation") hereby provides notice pursuant to National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102") of a change of auditors from Armanino LLP ("Armanino") effective September 21, 2023.

**TAKE FURTHER NOTICE THAT:**

1. Armanino, the former independent auditor of the Corporation, has resigned on its own initiative, effective September 21, 2023.
2. The resignation of Armanino has been considered by the audit committee of the Corporation and the board of directors of the Corporation.
3. No financial statements have expressed a modified opinion during the period that Armanino was first appointed by the Corporation and the date of this notice.
4. The Corporation has requested Armanino to furnish a letter addressed to the securities administrators in each province in which the Corporation is a reporting issuer stating whether or not they agree with the information contained in this notice. A copy of such letter to the securities administrators will be filed with this notice.

**DATED** as of this 3<sup>rd</sup> day of October, 2023.

**STATEHOUSE HOLDINGS INC.**

*"Edward M. Schmults"*

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Name: Edward M. Schmults  
Title: Chief Executive Officer