

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

Item 1 **Name and Address of Company**

StateHouse Holdings Inc. (the “**Company**”)
8939 La Mesa Boulevard, Suite 2
La Mesa, California
91942

Item 2 **Date of Material Change**

October 20, 2023

Item 3 **News Release**

A news release announcing the material change described below was disseminated by the Company on October 23, 2023 and subsequently filed on the System for Electronic Document Analysis and Retrieval under the Company’s issuer profile at www.sedarplus.ca.

Item 4 **Summary of Material Change**

Marc Ravner (“**Mr. Ravner**”) resigned from the Company’s board of directors (the “**Board**”), effective as of October 20, 2023.

Item 5 **Full Description of Material Change**

Mr. Ravner resigned from the Board, effective as of October 20, 2023.

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 Schmulds, Chief Executive Officer, 1-800-892-4209

Item 9 **Date of Report**

October 24, 2023