

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

**Item 1**      **Name and Address of Company**

StateHouse Holdings Inc. (the “Company”)  
1028 Buenos Avenue  
San Diego, CA 92110

**Item 2**      **Date of Material Change**

January 15, 2024

**Item 3**      **News Release**

A news release announcing the material change described below was disseminated by the Company on January 17, 2024 and subsequently filed on the System for Electronic Document Analysis and Retrieval under the Company’s issuer profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4**      **Summary of Material Change**

Jonathan Roy Pottle (“**Mr. Pottle**”) resigned from the Company’s board of directors (the “**Board**”), effective as of January 15, 2024.

**Item 5**      **Full Description of Material Change**

Mr. Pottle resigned from the Board, effective as of January 15, 2024.

**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**

January 17, 2024