

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**

April 12, 2024, and April 14, 2024

Item 3 **News Release**

A news release announcing the material change described below was disseminated by the Company on April 15, 2024, 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**

Matthew Kendrick Hawkins (“**Mr. Hawkins**”) resigned from the Company’s board of directors (the “**Board**”), effective as of April 12, 2024. Felicia Snyder (“**Ms. Snyder**”) was appointed as Chair of the Board, effective as of April 14, 2024.

Item 5 **Full Description of Material Change**

Mr. Hawkins resigned from the Board, effective as of April 12, 2024. Ms. Snyder was appointed as Chair of the Board, effective as of April 14, 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 Schmults, Chief Executive Officer, 1-800-892-4209

Item 9 **Date of Report**

April 16, 2024