

**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**

July 31, 2024

**Item 3**      **News Release**

A news release announcing the material change described below was disseminated by the Company on July 31, 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**

Kevin K. Albert (“**Mr. Albert**”) was appointed to the Company’s board of directors (the “**Board**”), effective as of July 31, 2024.

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

Mr. Albert was appointed to the Board, effective as of July 31, 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**

August 1, 2024