

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: StateHouse Holdings Inc. ("StateHouse" or the "Issuer").

Trading Symbol: STHZ.

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Please refer to the Issuer’s financial statements for the three months ended September 30, 2023 (the “Financial Statements”), which have been filed on the Issuer’s profile on the Exchange website.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

Other than as disclosed in the Issuer’s Financial Statements and management’s discussion & analysis for the three months ended September 30, 2023 (the “MD&A”), there have been no material transactions with a Related Person during the three months ended September 30, 2023, outside of the normal course of business (salaries, director fees, etc.).

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
July 31, 2023	Common share purchase warrants	Private Placement	136,258,279	Exercise price is equal to C\$0.05, adjustable on a weighted-average dilution basis	N/A	Issued as consideration for entering into an amendment to a loan agreement with the Issuer	Lender	N/A
September 28, 2023	<u>Restricted Share Units ("RSUs")</u>	Compensation Security	50,000	C\$0.065	N/A	Issued as consideration for services provided to the Issuer	Director (Related Person)	N/A
September 28, 2023	<u>RSUs</u>	Compensation Security	734,000	C\$0.065	N/A	Issued as consideration for services provided to the Issuer	Entity controlled by a director (Related Person)	N/A

(b) summary of options granted during the period.

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
July 17, 2023	800,000	Marcela Aguilar, Employee	N/A	C\$0.05	July 17, 2028	C\$0.05
September 28, 2023	800,000	Zed Schlott, Employee	N/A	C\$0.065	September 28, 2028	C\$0.065
September 28, 2023	800,000	Steven Jenkins, Employee	N/A	C\$0.065	September 28, 2028	C\$0.065

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September 28, 2023	3,000,000	Kavi Bhai, Employee	N/A	C\$0.065	September 28, 2028	C\$0.065
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3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

The Issuer is authorized to issue an unlimited number of common shares. All issued and outstanding securities of the Issuer as at September 30, 2023 have been disclosed in the Financial Statements and MD&A. See Note 20 – *Share Capital* in the Financial Statements and the heading “Issued and Outstanding Share Capital” in the MD&A for information relating to the current issued and outstanding securities of the Issuer, including any applicable escrow arrangements relating to such securities.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

- **Edward M. Schmults, Chief Executive Officer and Director**
- **Kavi Bhai, Chief Financial Officer**
- **Jack Nichols, General Counsel & Secretary**
- **Robert Bacchi, Chief Technology Officer**
- **Willie Senn, Chief Corporate Development Officer**
- **Matthew K. Hawkins, Director**
- **Jonathan Roy Pottle, Director**
- **James E. Scott, Director**
- **Felicia Snyder, Director**

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Please refer to the Issuer's MD&A for the three months ended September 30, 2023, which has been filed on the Issuer's profile on the Exchange website.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: November 29, 2023

Jack Nichols
Name of Director or Senior Officer

Jack Nichols
Signature

General Counsel & Secretary
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/D
Name of Issuer StateHouse Holdings Inc.		23/09/30	23/11/29
Issuer Address 1028 Buenos Ave.			
City/Province/Postal Code San Diego, CA 92110		Issuer Fax No. N/A	Issuer Telephone No. 1 (800) 892-4209
Contact Name Jack Nichols		Contact Position General Counsel & Secretary	Contact Telephone No. 1 (831) 884-8939
Contact Email Address jack.nichols@statehouse.co		Web Site Address www.statehouseholdings.com	

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