

**OTCQB Certification**

I, Kavi Bhai, Chief Financial Officer of STATEHOUSE HOLDINGS INC. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe)

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting.

Section 12(g) of the Exchange Act requires a company to register a class of equity securities if: (i) its total assets exceed \$10 million; and (ii) there are either 2,000 or more record holders of that class of securities or 500 or more record holders of that class of securities that are not accredited investors (as defined in Rule 501(a) of the Securities Act). Under Rule 12g5-1, securities are considered held of record by each person who is listed as the owner on a company's books and records, subject to certain exceptions. Under Rule 12g5-1(a)(3), securities that are identified as held of record by one or more persons as trustees, executors, guardians, custodians or in other fiduciary capacities on behalf of a single trust, estate or account are considered to be held of record by one person. A broker-dealer that holds securities on behalf of its customers' accounts in street name is considered the single record holder, not the customers that are the ultimate beneficial holders (Question 152.01, Exchange Act Rules C&DIs).

The measurement date for both the asset and record holder thresholds (including for determining whether a securityholder is an accredited investor and can then be excluded from the threshold) is the last day of the company's fiscal year. If a company meets both thresholds on that date, it must register each class of equity security having the threshold level of holders within 120 days of the end of its fiscal year.

Based on our calculations, StateHouse does not have over 2,000 record holders or over 500 record holders that are not accredited investors.

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable. is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		STHZ	As of (date):
Shares Authorized	(A)	Unlimited	12/02/2023
Total Shares Outstanding	(B)	431,172,714	11/29/2023
Number of Restricted Shares <sup>1</sup> .	(C)	187,876,435	11/29/2023
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	83,516,289	11/29/2023
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	159,779,990	N/A

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	37%	N/A
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	1,179	12/02/2023

## 5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance and Number of Securities	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
Warrants, 5,806,700 – February 18, 2021	\$ 2,257,098	\$ 629,748	18-Feb-24	Conversion ratio = 1 warrant to 1 Common Shares	None	5,806,700	Private Placement	Working capital requirements
Warrants, 7,959,200 – February 18, 2021	\$ 3,093,788	\$ 863,191	18-Feb-24	Conversion ratio = 1 warrant to 1 Common Shares	None	7,959,200	Private Placement	Working capital requirements
Warrants, 2,000,000 - February 18, 2021	\$ 777,412	\$ 216,904	29-Nov-26	Conversion ratio = 1 warrant to 1 Common Shares	None	2,000,000	Private Placement	Working capital requirements
Warrants - Pelorus- 136,258,279 - July 31, 2023	\$ 6,812,914	\$6,812,914	10-Feb-27	Conversion ratio = 1 warrant to 1 Common Shares	None	136,258,279	Pelorus Management Group, LLC	Working capital requirements and debt service
<b>Total Outstanding Balance:</b>		<b>\$ 8,522,758</b>		<b>Total Shares:</b>		<b>152,024,179</b>		

**\*Note- these entities are not affiliates.**

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

<sup>4</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>5</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

Use the space below to provide any additional details, including footnotes to the table above:

None

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Jack Nichols, General Counsel & Chief Compliance Officer, of STATEHOUSE HOLDINGS INC.

Cassels Brock & Blackwell LLP

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

MATTIO COMMUNICATIONS, 7080 Hollywood Blvd. | Suite 304 Los Angeles, CA 90028 and 80 8th Ave. | Suite 202 New York, NY 10011, Rob Kelly, EVP Investor Relations, providing investor relations and public relations services for STATEHOUSE HOLDINGS INC.

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Matthew K. Hawkins	Director, 5% Control Person, Controlling Individual of the entity Cresco Capital Partners II, LLC	Dallas, TX	28,503,533	Common Shares	11.15%
			112,500	Restricted Shares	0.06%
Andrew Sturner	5% Control Person	Dallas, TX	28,855,283	Common Shares	11.29%
Cresco Capital Partners II, LLC	5% Control Entity	Dallas, TX	26,157,473	Common Shares	10.24%
Robert Bacchi	Chief Technology Officer	Rockville Centre, NY	250,000	Options	1.37%
Roger Allan Jenkins	Controlling Individual of the entity Linneaus Management Services, LLC	East Preston, West Sussex (United Kingdom)	251,475	Common Shares	0.98%
			240,000	Options	1.32%
Linneaus Management Services, LLC	Controlling Entity	Los Angeles, CA	11,156,626	Common Shares	4.37%
John Hanks Nichols	General Counsel and Secretary	Davis, CA	500,000	Common Shares	0.20%
			582,631	Options	3.20%
Jonathan Roy Pottle	Director	Delray Beach, FL	137,500	Restricted Shares	0.07%
Edward Martin Schmults	Chief Executive Officer and Director	Providence, RI	375,000	Restricted Shares	0.20%
			1,750,000	Options	9.60%
James E. Scott	Director	Littleton, CO	1,421,000	Common Shares	0.55%
			137,500	Restricted Shares	0.07%
			100,000	Options	0.55%
Willie Senn	Chief Corporate Development Officer	San Diego, CA	4,500,000	Common Shares	1.76%
			375,000	Options	2.06%
Felicia Snyder	Director	Toronto, ON (Canada)	137,500	Restricted Shares	0.07%
Kavi Bhai	Chief Financial Officer	Denver, CO	200,000	Options	1.10%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

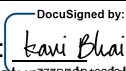
None

9. Certification:

Date: 01/12/2024

Name of Certifying CEO or CFO: Kavi Bhai

Title: Chief Financial Officer

Signature:   
(Digital Signatures should appear as "/s/ [OFFICER NAME]")