

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Tevano Systems Holdings Inc.
(formerly RBI Ventures Ltd.)
(the “**Company**”)
450 – 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2: Date of Material Change

March 15, 2021

Item 3: News Release

The news release was disseminated on March 15, 2021 through Market News and Stockwatch.

Item 4: Summary of Material Change

The Company has closed its previously announced three-cornered amalgamation with Tevano Systems Inc. (“**Tevano**”) and 1251858 B.C. Ltd. (“**Subco**”), a wholly owned subsidiary of the Company (the “**Transaction**”).

As part of and prior to closing the Transaction, the Company changed its name from “RBI Ventures Ltd.” to “Tevano Systems Holdings Inc.”, and consolidated its outstanding common shares on a 3.5-to-1 basis. The new CUSIP and ISIN numbers are 88165V107 and CA88165V1076 respectively.

On completion of the Transaction, the Company has 74,204,564 common shares outstanding. An additional 13,647,694 common shares may be issued on the exercise or conversion of certain outstanding convertible securities.

The Company paid a finder’s fee consisting of \$200,000 in cash, 2,000,000 common shares and 1,000,000 warrants. Each warrant is exercisable at \$0.20 for one additional share of the Company for 24 months from listing on the Canadian Securities Exchange (the “CSE”).

As part of the Transaction, the board of directors of the Company was reconstituted to consist of Messrs. John Benjamin Sawchuk, David Hardave Bajwa, Gordon Keith and Christian Scovenna. The Company has also appointed new officers. Mr. Sawchuk has been appointed Chairman. Mr. Bajwa has been appointed Chief Executive Officer. Mr. Eugene Hodgson has been appointed Chief Financial Officer and Corporate Secretary, and Mr. Slawek Wesierski has been appointed as Chief Technology Officer, and Mr. Chad Rissanen has been appointed Chief Revenue Officer.

Full details of the Transaction, including financial statements of the parties to the Transaction, and information about the management and business operations of the Company is set out in the Company’s Listing Statement which will be filed on the Company’s profile on www.sedar.com and the website of the CSE at www.thecse.com.

Item 5: Full Description of Material Change

See press release attached as Schedule “A” provides a full description of each material change.

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

The name of the executive officer of the Company, knowledgeable about the material change that can be contacted by the Commission is:

David Hardave Bajwa
Chief Executive Officer
p. 778-388-4806
e. davidb@tevano.com

Item 9: Date of Report

March 16, 2021

SCHEDULE “A”

Tevano Systems Holdings Inc.

(formerly RBI Ventures Ltd.)

NEWS RELEASE**Tevano Systems Holdings Inc. (formerly RBI Ventures Ltd.)
Announces Completion of Amalgamation**

Vancouver, BC, March 15, 2021 — Tevano Systems Holdings Inc. (formerly RBI Ventures Ltd.) (the “**Company**”), further to its news releases dated January 31, 2020, September 21, 2020, December 21, 2020, and March 1, 2021 is pleased to announce that it has closed its previously announced three-cornered amalgamation with Tevano Systems Inc. (“**Tevano**”) and 1251858 B.C. Ltd. (“**Subco**”), a wholly-owned subsidiary of the Company (the “**Transaction**”).

The Transaction

In support of the Transaction, the Company voluntarily delisted its common shares from the TSX Venture Exchange following the close of trading on March 3, 2021.

As part of and prior to closing the Transaction, the Company changed its name from “RBI Ventures Ltd.” to “Tevano Systems Holdings Inc.”, and consolidated its outstanding common shares on a 3.5-to-1 basis. The new CUSIP and ISIN numbers are 88165V107 and CA88165V1076 respectively.

On completion of the Transaction, the Company has 74,204,564 common shares outstanding. An additional 13,647,694 common shares may be issued on the exercise or conversion of certain outstanding convertible securities.

The Company paid a finder’s fee consisting of \$200,000 in cash, 2,000,000 common shares and 1,000,000 warrants. Each warrant is exercisable at \$0.20 for one additional share of the Company for 24 months from listing on the Canadian Securities Exchange (the “**CSE**”).

Full details of the Transaction, including financial statements of the parties to the Transaction, and information about the management and business operations of the Company is set out in the Company’s Listing Statement which will be filed on the Company’s profile on www.sedar.com and the website of the CSE at www.thecse.com.

Directors and Officers

As part of the Transaction, the board of directors of the Company (the “**Board**”) was reconstituted to consist of Messrs. John Benjamin Sawchuk, David Hardave Bajwa, Gordon Keith and Christian Scovenna. The Company has also appointed new officers. Mr. Sawchuk has been appointed Chairman. Mr. Bajwa has been appointed Chief Executive Officer. Mr. Eugene Hodgson has been appointed Chief Financial Officer and Corporate Secretary, and Mr. Slawek Wesierski has been appointed as Chief Technology Officer, and Mr. Chad Rissanen has been appointed Chief Revenue Officer.

Listing on the CSE

The Company has received conditional approval to list its common shares on the CSE subject to completion of customary listing requirements of the CSE, including receipt of all required documentation. The Company will provide an update once the CSE has issued a bulletin confirming the date on which trading on the CSE will commence. Once final approval is received, the common shares of the Company will commence trading under the symbol “TEVO”.

The Business of the Company

Tevano is the developer of Health Shield™, an innovative, AI-driven, electronic tablet that video displays a user with their body temperature and notifies them if they need to wear a face mask. Health Shield™ devices would be placed at all entrances that patrons and/or employees would use to gain access to a building. This hardware is coupled with a cloud software solution used to manage multiple devices and provide detailed reports of all scans done throughout an enterprise system. For more information, see Tevano’s website at www.tevano.com.

On behalf of the Board of:

TEVANO SYSTEMS HOLDINGS INC

David Bajwa, Chief Executive Officer

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this news release contains forward-looking statements and information relating to the commencement of trading of the Resulting Issuer Shares on the CSE, and other matters. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company’s ability to raise further capital and the Company’s ability to obtain regulatory and exchange approvals. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

Neither the CSE nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.