

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Tevano Systems Holdings Inc.  
(the “**Company**”)  
1303 – 1030 West Georgia Street  
Vancouver, BC V6E 2Y3

**Item 2: Date of Material Change**

December 21 2021

**Item 3: News Release**

The news release was disseminated on December 21, 2021 through Market News and Stockwatch.

**Item 4: Summary of Material Change**

The Company has entered into a software development agreement (the “**Agreement**”) with an arm’s length technology company (the “**Developer**”) for the back-end design, development, testing and assistance with its go-to-market strategy for certain new products and services the Company is developing for cybersecurity and information technology applications.

The Agreement includes standard terms and conditions for the software design, development, testing and commercialization of the Company’s first cybersecurity software product including specifications and acceptance criteria and payment terms based on executed deliverables and timeframes.

In addition to certain cash consideration, the Company has agreed to issue up to 25,000,000 common shares in the Issuer (the “**Milestone Shares**”) to the Developer on the achievement of certain net sales milestones of the software products and services developed with the Developer under the Agreement (calendar year net sale equal or exceed \$5,000,000 and again when net sales exceed \$15,000,000) and market capitalization of \$500,000,000 or the Company is bought out (the “**Milestone Targets**”).

In connection with the Transaction, the Company has agreed to issue up to 2,500,000 Common Shares of the Company (equal to 10% of the Milestone Shares earned by the Developer) to two finders, who introduced the Company to the Developer, as finder’s fees if the Milestone Targets are met.

**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](mailto:davidb@tevano.com)

**Item 9: Date of Report**

December 21, 2021

## SCHEDULE “A”

### News Release

## **Tevano Announces Entry into Software Development Agreement**

Vancouver, BC, December 21, 2021 — Tevano Systems Holdings Inc. (CSE: TEVO, FRA: 7RB, OTC Pink: TEVNF) (“**Tevano**”, or the “**Company**”) is pleased to announce it has entered into a software development agreement (the “**Agreement**”) with Caza, LLC, a privately held company (the “**Developer**”) for the back-end design, development, testing and assistance with its go-to-market strategy for certain new products and services the Company is developing for cybersecurity and information technology applications.

The Agreement includes standard terms and conditions for the software design, development, testing and commercialization of the Company’s first cybersecurity software product including specifications and acceptance criteria and payment terms based on executed deliverables and timeframes. An upfront fee of US\$200,000 has been made to the Developer. In addition, the Company has agreed to pay the Developer US\$250,000.00 on February 1, 2022; (2) US\$200,000.00 on May 1, 2022; (3) US \$200,000.00 on August 1, 2022; and (4) US\$50,000 on December 6, 2022, assuming the Developer hits certain development targets. The Company has agreed to issue up to 25,000,000 common shares in the Company to the Developer on the achievement of certain net sales milestones of the software products and services developed with the Developer under the Agreement (calendar year net sale equal or exceed \$5,000,000 and again when net sales exceed \$15,000,000) and market capitalization of \$500,000,000 or the Company is bought out. The term of the Agreement ends on the earliest of the following date: all services engaged for under the Agreement or statement of work have been completed, (ii) the date on which the software has been developed and delivered, and accepted in writing by the Company, or (iii) the date on which this Agreement is otherwise terminated as set out in the Agreement.

In connection with the Transaction, the Company has agreed to issue up to 2,500,000 Common Shares of the Company to two finders, who introduced the Company to the Developer, at a deemed price of \$0.105 per Common Share (the “**Finders’ Shares**”) as finder’s fees if the Milestone Targets are met. Any such Finders’ Shares issued in the future will be subject to a contractual hold period expiring on four months and a day from issuance.

### **About Tevano**

Tevano is a hardware and software business solutions company. Its initial product Health Shield™, is an innovative AI-driven electronic device which provides instant body temperature scanning and notifies users if they need to wear a face mask. Health Shield™ devices can be placed at all entrances where patrons and/or employees gain access to buildings. The Health Shield™ device is supported by a cloud software solution that can manage multiple devices and provide detailed reporting and analysis. For more information, see Tevano’s website at [www.tevano.com](http://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 future software development efforts of the Company, 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 expand its software technology into the business of the Company and the markets acceptance of this technology and related products. 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.**