

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

Item 1: Name and Address of Company

Tevano Systems Holdings Inc. (the “Company”)
Suite#1303-1030 West Georgia Street
Vancouver, B.C. V6E 2Y3

Item 2: Date of Material Change

February 25, 2022

Item 3: News Release

The news release was disseminated on March 1, 2022 through Market News and Stockwatch.

Item 4: Summary of Material Change

The Company announced it has negotiated a debt settlement with creditor, INEX USA. Pursuant to the debt settlement agreement, the Company has settled aggregate debt of USD\$1,393,426 (the “Debt”), in consideration for which it has issued an aggregate of 1,800,000 common shares (the “Shares”).

All common shares issued in connection with this debt settlement will be subject to a four-month hold period, which will expire on the date that is four months and one day from the date of issuance. The Company agreed to satisfy this outstanding indebtedness with common shares to preserve cash for working capital purposes.

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 1, 2022

SCHEDULE "A"

Tevano Announces Issuance of Shares in Settlement of Debt

Vancouver, British Columbia, (March 1, 2022) - Tevano Systems Holdings Inc. (CSE: TEVO) (FSE: 7RB) ("Tevano", or the "Company") announces that it has negotiated a debt settlement with a non-arm's length creditor of Tevano and its wholly owned subsidiary Tevano Systems Holdings Inc., INEX USA (the "INEX"). Pursuant to the debt settlement agreement, the Company has settled aggregate debt of USD\$1,393,426 (the "Debt"), in consideration for which it has issued an aggregate of 1,800,000 common shares (the "Shares"). The common shares of the Company closed at \$0.10 per share on February 28, 2022, the last trading day before this press release.

The Debt was evidenced by three convertible promissory notes dated October 10, 2020 (USD\$ 443,426), October 13, 2020 (USD\$200,000) and May 19, 2021 (USD\$750,000) for software development services provided to Tevano in 2020 and 2021 by INEX. Slawomir Wesierski, the Chief Technology Officer of Tevano, is the President and control person of INEX. This is a related party transaction.

No new control person of the Company will be created pursuant to the issuance of Shares in settlement of Debt. INEX and Mr. Wesierski together will own 5.6% of the Company's issued and outstanding shares upon completion of the Shares for Debt settlement.

The issuance of the Shares to INEX constitutes a "related party transaction" as such term is defined by *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company was exempt from the MI 61-101 valuation and minority approval requirements for related party transactions in connection with the Shares for Debt settlement under sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves INEX, exceeds 25% of the Company's market capitalization (as determined under MI 61-101).

All Shares issued in connection with this Debt settlement will be subject to a four-month hold period, which will expire on the date that is four months and one day from the date of issuance under Canadian securities laws. In addition, INEX has agreed to a series of voluntary hold periods whereby 10% of the Shares would be issued without an additional legend and the remaining shares would be released from the voluntary hold period in equal tranches of 25% nine, fourteen, nineteen and twenty-four months from the date of issuance.

In addition to the foregoing, the Company has issued INEX a non-convertible promissory note of \$100,000 due within the earlier of: (1) five days of the Company raising \$2,500,000 in equity financing and December 22, 2022. The Company also agreed to grant Slawomir Wesierski 500,000 share options with an exercise price of \$0.30 and expiry date of February 25, 2024.

"The Debt settlement with INEX is an important achievement for Tevano," stated David Bajwa, CEO of Tevano. "We appreciate the support of INEX in taking this step. The elimination of this Debt will allow the Company to further focus its existing and new capital resources on strengthening the future of the Company."

None of the Shares issued in connection with the Debt settlement will have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws

and may not be offered or sold within the United States or to a U.S. Person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Tevano

Tevano Systems Holdings Inc., through its operating subsidiaries, is a technology company with custom and proprietary hardware and software technologies. Its subsidiary, Illuria Security, Inc. is an early-stage software development company whose technology involves active cyber deception to protect critical network systems of enterprise systems of all sizes. Using deception technology, Illuria's software seeks to solve the challenge of cyber-attacks by detecting threats, systematically deceiving attackers, and actively deterring attacks. Its subsidiary Tevano Systems Inc. is the developer of Health Shield™, an AI-driven, electronic tablet that video displays a user with their body temperature and other information. It provides detailed reports of all scans done throughout an enterprise.

On behalf of the Board of:

TEVANO SYSTEMS HOLDINGS INC

David Bajwa, Chief Executive Officer

davidb@tevano.com

778 388 4806

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 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, implementation of Illuria's technology, the Company's ability to raise further capital, and the ability of the Company to reach certain milestones. 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.