

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

March 31, 2023

Item 3: News Release

The news release was disseminated on March 231, 2023 through Market News and Stockwatch.

Item 4: Summary of Material Change

The Company announced it has negotiated a debt settlement with creditor, 1162489 Alberta Ltd. Pursuant to the debt settlement agreement, the Company has settled aggregate debt of CAD\$100,000 (the “**Debt**”), in consideration for which it has issued an aggregate of 1,000,000 Units. Each Unit is comprised of one common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant shall be exercisable to acquire one Common Share (a “**Warrant Share**”) at price of \$0.20 per Warrant Share, for a period of 24 months from the closing of the Debt settlement.

All securities 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 Units 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 31, 2023

SCHEDULE "A"

Tevano Announces Issuance of Shares in Settlement of Debt

Vancouver, British Columbia, (March 31, 2023) - 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, 1162489 Alberta Ltd. (the "**Creditor**"). Pursuant to the debt settlement agreement dated March 27, 2023 and executed on March 31, 2023, the Company has settled aggregate debt of CAD\$100,000 (the "**Debt**"), in consideration for which it has issued an aggregate of 1,000,000 Units. Each Unit is comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant shall be exercisable to acquire one Common Share (a "**Warrant Share**") at price of \$0.20 per Warrant Share, for a period of 24 months from the closing of the Debt settlement. The common shares of the Company closed at \$0.105 per share on March 30, 2023, the last trading day before this press release.

The Debt was evidenced by a non-convertible promissory note dated February 25, 2022. This is not a related party transaction.

No new control person of the Company will be created pursuant to the issuance of Shares in settlement of Debt.

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.

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 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, please visit www.tevano.com

On behalf of the Board of:

TEVANO SYSTEMS HOLDINGS INC

Eugene Hodgson, Chief Financial Officer
eugeneh@tevanosystems.com
604-805-6600

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, the Company's ability to settle further debt or raise further capital, and successfully advancing its business. 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.