

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

April 4, 2023

Item 3: News Release

The news release was disseminated on April 4, 2023 through Market News and Stockwatch.

Item 4: Summary of Material Change

As required by subparagraph 6.2(5)(a) of Policy 6 of the Canadian Securities Exchange, Tevano issued a news release providing five days five business days’ notice of its intent to issue shares of the Company on April 11, 2023 per the transactions below.

On April 4, 2023, Mr. Eugene Hodgson, the CFO of Tevano, (the “**Creditor**”) provided the Company with a Notice of Conversion of the convertible promissory note dated September 23, 2022 held by the Creditor (the “**Convertible Note**”). The Convertible Note was previously announced on September 26, 2022. The principal amount (CAD\$40,000) and all accumulated interest under the Convertible Note (CAD\$2,167) are being converted into units (the “**Note Units**”) at \$0.10 per Note Unit. As such, Tevano will issue 843,340 Note Units to the Creditor. Each Note Unit is comprised of one common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Note Warrant**”). Each Note Warrant shall be exercisable to acquire one Common Share (a “**Note Warrant Share**”) at price of \$0.10 per Note Warrant Share, for a period of 12 months from the date of issuance.

In addition to the above, the Creditor has agreed to enter into a debt settlement with Tevano to settle an additional aggregate debt of CAD\$7,500 (the “**Debt**”). Under the terms of the debt settlement agreement dated April 4, 2023 (the “**Debt Settlement**”), Tevano will issue 75,000 units to the Creditor (the “**Debt Units**”) at \$0.10 per Debt Unit. Each Debt Unit is comprised of one common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Debt Warrant**”). Each Debt Warrant shall be exercisable to acquire one Common Share (a “**Debt Warrant Share**”) at price of \$0.20 per Debt Warrant Share, for a period of 24 months from the date of issuance. The common shares of the Company closed at \$0.12 per share on April 3, 2023, the last trading day before this press release.

All securities issued to the Creditor 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.

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:

Eugene Allan Hodgson

Chief Financial Officer

p. 604-805-6600

e. davidb@tevano.com

Item 9: Date of Report

April 4, 2023

SCHEDULE "A"

Tevano Announces Notice of Conversion and Intent to Complete Shares for Debt Settlement

Vancouver, British Columbia, (April 4, 2023) - Tevano Systems Holdings Inc. (CSE: TEVO) (FSE: 7RB) ("Tevano", or the "Company") as required by subparagraph 6.2(5)(a) of Policy 6 of the Canadian Securities Exchange, is providing five days five business days' notice of its intent to issue shares of the Company on April 11, 2023.

Mr. Eugene Hodgson, the CFO of Tevano, (the "**Creditor**") has provided the Company with a Notice of Conversion of the convertible promissory note dated September 23, 2022 held by the Creditor (the "**Convertible Note**"). The Convertible Note was previously announced on September 26, 2022. The principal amount (CAD\$40,000) and all accumulated interest under the Convertible Note (CAD\$2,167) are being converted into units ("**Note Units**"). As such, Tevano will issue 843,340 Note Units to the Creditor. Each Note Unit is comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Note Warrant**"). Each Note Warrant shall be exercisable to acquire one Common Share (a "**Note Warrant Share**") at price of \$0.10 per Note Warrant Share, for a period of 12 months from the date of issuance. The common shares of the Company closed at \$0.06 per share on September 25, 2022, the last trading day before the press release announcing the convertible promissory note and its terms.

In addition to the above, the Creditor has agreed to enter into a debt settlement with Tevano to settle an additional aggregate debt of CAD\$7,500 (the "**Debt**"). Under the terms of the debt settlement agreement dated April 4, 2023 (the "**Debt Settlement**"), Tevano will issue 75,000 units to the Creditor units ("**Debt Units**"). As such, Tevano will issue 843,340 Debt Units to the Creditor. Each Debt Unit is comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Debt Warrant**"). Each Debt Warrant shall be exercisable to acquire one Common Share (a "**Debt Warrant Share**") at price of \$0.10 per Debt Warrant Share, for a period of 24 months from the date of issuance. The common shares of the Company closed at \$0.11 per share on April 3, 2023, the last trading day before this press release.

All securities issued to the Creditor 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.

The issuance of Deb Units in the Debt Settlement and the Note Units on Notice of Conversion of the Convertible Note and underlying Common Shares, Warrants and Warrant Shares (together the "**Securities**") to the Creditor 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 is exempt from the MI 61-101 valuation and minority approval requirements for related party transactions in connection with the issuance of the Securities 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 the Creditor, exceeds 25% of the Company's market capitalization (as determined under MI 61-101).

No new control person of the Company will be created pursuant to the issuance of Common Shares, Warrants and Warrant Shares on conversion of the Note. The Creditor will own 2.97% of the Company's issued and outstanding shares, and 5.76% if the Creditor converts the Note into Units and exercise the all the Warrants for Warrant Shares.

None of the Securities 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.