

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Tevano Systems Holdings Inc. (the “**Company**”)
Suite 1303 1030 West Georgia St.
Vancouver, British Columbia V6E 2Y3

Item 2. Date of Material Change

September 28, 2023.

Item 3. News Release

News Release dated September 28, 2023 was disseminated via Stockwatch and filed on SEDAR+ on September 28, 2023.

Item 4. Summary of Material Change

The Company has closed the non-brokered private placement of units and raised gross proceeds of \$50,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced, further to its news release of September 21, 2023, that the Company has closed the previously announced non-brokered private placement of units of the Company (the “**Units**”) by the issuance of 500,000 Units at \$0.10 per Unit for gross proceed of \$50,000 (the “**Offering**”).

Each Unit consists of one common share in the capital of the Company (a “**Share**”) and one transferrable common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.20 on or before September 28, 2025. The Company will be entitled to accelerate the expiry date of the Warrants to the date that is 30 days following the date of a news release is issued by the Company announcing that the trading of the Shares on the Canadian Securities Exchange (“**CSE**”) is at a price greater than \$0.40 for a period of ten consecutive trading days.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation ending on January 29, 2024. The Company will use the net proceeds from the Offering for debt repayment, working capital and general corporate purposes.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Eugene Allan Hodgson, Chief Financial Officer & Corporate Secretary,
Telephone: (604) 805-6600

Item 9. Date of Report

DATED at Vancouver, BC, this 28th day of September, 2023.