

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of Listed Issuer: Tevano Systems Holdings Inc. (the "Issuer").

Trading Symbol: TEVO

Issued and Outstanding Securities of the Issuer Prior to Transaction: 86,999,224

Date of News Release Fully Disclosing the Transaction: December 21, 2021

#### **1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer has entered into a software development agreement (the "Agreement") with Caza LLC, a private Armenia 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.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: approximately \$3,780,000 consisting of \$1,155,000 (US\$900,000) in cash over a twelve-month period and up to 25,000,000 common shares at a deemed value of \$0.105 per share. (\$2,625,000) .

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (b) Cash: CDN\$1,155,000 (US\$900,000) in cash over a twelve month period .
- (c) Other: The Issuer 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"). .
- (d) Work commitments: Not Applicable .
3. State how the purchase or sale price and the terms of any agreement were determined (e.g., arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's length negotiation.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not Applicable .
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not Applicable .
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): The Issuer has agreed to pay to finders a finder's fee if the Milestone Targets are achieved. .
- (b) Cash: None .
- (c) Other Compensation: Up to 2,500,000 common shares of Issuer (an amount equal to 10% of the Milestone Shares issued) with a maximum deemed value of \$262,500. .

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SIGNIFICANT TRANSACTION**

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

One of the corporate finders is a Related Person as defined by the policies of the CSE. The finder's principal, Jack Khorchidian, was one of the original founders and a former director of the issuer's subsidiary Tevano Systems Inc. and is engaged as Tevano Systems Inc.'s Business Development Officer through his company 1258531 B.C. Ltd.

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not applicable

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## 2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not Applicable

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## 3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated December 21, 2021.

Eugene Hodgson  
Name of Director or Senior  
Officer

"Eugene Hodgson"  
Signature

Chief Financial Officer  
Official Capacity