

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

**Item 1: Name and Address of Company**

Tevano Systems Holdings Inc.  
(the “**Company**”)  
1303 – 1030 West Georgia Street  
Vancouver, BC V6E 2Y3

**Item 2: Date of Material Change**

December 15, 2021

**Item 3: News Release**

The news release was disseminated on December 15, 2021 through Market News and Stockwatch.

**Item 4: Summary of Material Change**

The Company has executed an agreement and plan of merger with Illuria Security, Inc. (“**Illuria**”) and TSH (Delaware) Corp. (“**Subco**”), a wholly owned subsidiary of the Company, whereby the Company will acquire 100% of the issued and outstanding securities of Illuria.

**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](mailto:davidb@tevano.com)

**Item 9: Date of Report**

December 15, 2021

## SCHEDULE “A”

### TEVANO SYSTEMS HOLDING INC. EXPANDS INTO CYBER DECEPTION NETWORK PROTECTION WITH PROPOSED ACQUISITION OF ILLURIA SECURITY, INC.

Vancouver, BC, December 15, 2021 — Tevano Systems Holdings Inc. (CSE: TEVO, FRA: 7RB, OTC Pink: TEVNF) (“**Tevano**”, or the “**Company**”), is pleased to announce that, further to its news release dated August 12, 2021, it has executed an agreement and plan of merger (the “**Merger Agreement**”) by and between the Company, Illuria Security, Inc. (“**Illuria**”) and TSH (Delaware) Corp. (“**Subco**”), a wholly owned subsidiary of the Company, whereby the Company will acquire 100% of the issued and outstanding securities of Illuria (the “**Transaction**”).

The Transaction will be an Arm’s Length Transaction as defined by Policy 1.1 of the Canadian Securities Exchange (the “**CSE**” or the “**Exchange**”). No director, officer, or majority shareholder of the Company has any direct or indirect interest or other relationship in Illuria. No new control person will be created as a result of the Transaction, and the Company believes the Transaction will not be considered a Fundamental Change or Change of Business as defined by the policies of the Exchange.

#### **Terms of Transaction**

Pursuant to the terms of the Merger Agreement, the parties will complete a business combination which will be structured as a reverse triangular merger involving the Company, Subco and Illuria pursuant to which Subco will be merged with and into Illuria (the “**Merger**”), the separate corporate existence of Subco will cease, and Illuria will continue as the surviving company under the laws of the State of Delaware and as a wholly-owned subsidiary of the Company.

Pursuant to the Merger Agreement, the existing security holders of Illuria will receive 10 million common shares of the Company (“**Transaction Shares**”) in exchange for their common shares of Illuria. The Transaction Shares are being issued at a deemed value of 0.105 per share.

The Transaction will be an arm’s length transaction. No director, officer, or majority shareholder of the Company has any direct or indirect interest or other relationship in Illuria.

The Transaction Shares will be subject to a three-year voluntary pooling agreement and any resale restrictions as may be required by applicable securities laws and the policies of the Exchange.

In connection with the Transaction, the Company has agreed to pay a finder's fee to two finders consisting of 1,000,000 common shares of the Company (“**Finders Shares**”). The Finders Shares will be subject to a four month hold period from the date of issuance.

None of the securities to be issued pursuant to the Merger have been or will be registered under the U.S. *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), or any state securities laws, and any securities issued pursuant to the Merger are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under state securities laws. In addition, the securities issued under an exemption from the registration requirements of the U.S. Securities Act will be “**restricted securities**” as defined under Rule 144(a)(3) of the U.S. Securities Act and will contain the appropriate restrictive legend as required under the U.S. Securities Act.

Completion of the Merger is subject to a number of conditions including - but not limited to - approval of the Exchange, and shareholder approval if required pursuant to policies of the Exchange, securities regulatory or corporate law requirements. There can be no assurance that the Merger will be completed as proposed or at all.

### **Proposed Directors of Tevano Post Transaction**

As part of the Transaction, on closing, the Company agreed to add Chris Kiloyan (a nominee of Illuria) to its board of directors. Mr. Kiloyan's appointment is subject to him being cleared by the Exchange as suitable for a public company board in Canada.

Chris Arman Kiloyan is a Co-Founder & President of Illuria and has over 5 years of experience in information security and computer networks. Chris has received his Bachelor of Science in Computer Science from the American University of Armenia, where he successfully defended his thesis on deception technology. His university thesis led to the creation of Illuria and is the pillar of its technology. He started working as an offensive security engineer, security consultant, information security officer for numerous multinational development companies managing the security of their infrastructure and their clients. Chris was most recently a Senior Product Security Engineer for a fast-growing startup, Krisp. He has extensive experience in architecting and strategizing security solutions - both offensive and defensive - in the cloud and on-premises environments. Working closely with managers and directors, Chris integrates cybersecurity with business strategy to build trust and create value to achieve business continuity and resilience.

### **About Illuria**

Illuria is a U.S. software corporation whose technology involves active cyber deception to protect critical network systems of enterprise systems of all sizes. Using custom software decoys and lures, Illuria's software seeks to solve the challenge of cyber-attacks by detecting threats, systematically deceiving attackers, and actively deterring future attacks. Illuria believes that, to be effective, security software must always be one step ahead of the attackers.

### **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, see Tevano's website at [www.tevano.com](http://www.tevano.com).

On behalf of the Board of:

**TEVANO SYSTEMS HOLDINGS INC.**

David Bajwa, Chief Executive Officer

[davidb@tevano.com](mailto: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 information relating to the completion of the proposed transaction with Illuria, the terms of the proposed transaction with Illuria, the integration of Illuria's business with the Company's business and other 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 completion of the proposed transaction with Illuria, the terms of the proposed transaction with Illuria, the integration of Illuria's business with the Company's business and the markets acceptance of the Illuria technology and related products. 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.