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**TURNIUM TECHNOLOGY GROUP INC. ANNOUNCES FIRST TRANCHE CLOSING OF CONCURRENT NON-BROKERED UNIT AND CONVERTIBLE DEBENTURE PRIVATE PLACEMENTS**

**May 28, 2025 – Vancouver, Canada** – Turnium Technology Group Inc. (TSX.V: TTGI; FSE:E48) (“Turnium” or the “Company”), a global leader in Technology-as-a-Service (TaaS) and partner enablement services, including an AI-powered prospecting and lead generation platform, further to its news releases dated April 16, 2025, May 8, 2025, and May 23, 2025, announces that it has completed on May 27, 2025 (the “**Closing Date**”) the first tranche of its previously announced non-brokered private placement (the “**Unit Offering**”) of 3,130,000 units (each a “**Unit**”) at a price of CAD\$0.07 per Unit for aggregate proceeds of approximately CAD\$220,000. Each Unit is comprised of one (1) common share of the Company (a “**Common Share**”) and one (1) Common Share purchase warrant (a “**Warrant**”).

Each Warrant is exercisable into one common share in the capital of the Company at an exercise price of CAD\$0.10 per share (the “**Exercise Price**”) until May 27, 2028 (the “**Warrant Expiry Date**”), which is thirty-six (36) months following the Closing Date.

The Company may, at its option, accelerate the expiry date of the Warrants on thirty (30) days’ notice if the volume weighted average trading price of the Common Shares on the TSX Venture Exchange (the “**TSXV**”) is greater than CAD\$0.30 for the preceding ten (10) consecutive trading days.

In connection with the Unit Offering, the Company paid certain arm’s length finders a cash commission in the aggregate amount of CAD\$8,330 and issued an aggregate of 119,000 non-transferrable finder’s warrants of the Company exercisable at any time prior to the Warrant Expiry Date, with each such finder’s warrant entitling the holder thereof to purchase one Common Share, at an exercise price equal to the Exercise Price, subject to adjustment in certain events.

The securities issued pursuant to the Unit Offering are subject to a hold period under applicable securities laws, which will expire on September 28, 2025.

The net proceeds of the Unit Offering have been allocated towards expenses related to general operations including research and development of new products, sales and marketing, public company related expenses including audit and legal work, and other general operations related activities.

**Concurrent Convertible Debenture Offering**

The Company also announces that it has completed on the Closing Date the first tranche of its previously announced concurrent non-brokered private placement (the “**Debenture Offering**”) of unsecured convertible debentures (a “**Debenture**”) for aggregate gross proceeds of up to CAD\$1,100,000.

The Debentures will be convertible, at the sole discretion of the holder thereof, into units of the Company (a “**Debenture Unit**”) at a conversion price of CAD\$0.08 per Debenture Unit for the first twelve (12) months from the closing date of the Debenture Offering (the “**Closing Date**”) and a conversion price of CAD\$0.10 per Debenture Unit for the remaining term until May 27, 2028 (the “**Debenture Expiry Date**”).

The Company may, at its option, force the conversion of the Debentures on thirty (30) days' notice if the volume weighted average trading price of the Common Shares on the TSXV is greater than CAD\$0.30 for the preceding ten (10) consecutive trading days.

Each Debenture Unit consists of one (1) Common Share and one (1) Common Share purchase warrant of the Company (a "**Debenture Warrant**"). Each Debenture Warrant will entitle the holder thereof to acquire one Common Share (a "**Debenture Warrant Share**") at a price of CAD\$0.10 per Debenture Warrant Share (the "**Debenture Warrant Exercise Price**") until the Debenture Expiry Date, which is thirty-six (36) months following the Closing Date. (subject to adjustment in certain events that are customarily included in debentures that trigger such adjustment).

The Company may, at its option, accelerate the expiry date of the Debenture Warrants on thirty (30) days' notice if the volume weighted average trading price of the Common Shares on the TSXV is greater than CAD\$0.30 for the preceding ten (10) consecutive trading days.

The Debentures bear interest at a rate of fifteen percent (15.0%) per annum from the Closing Date, payable semi-annually in arrears in cash on June 30 and December 31 of each year. The first interest payment will be on December 31, 2025 for the period from the Closing Date to December 31, 2025. A minimum of four (4) months' interest will accrue, regardless of the date of repayment or conversion of the Debentures.

In connection with the Debenture Offering, the Company paid certain arm's length finders a cash commission in the aggregate amount of CAD\$7,350 and issued an aggregate of 91,875 non-transferrable finder's warrants of the Company exercisable at any time prior to the Debenture Expiry Date, with each such finder's warrant entitling the holder thereof to purchase one Common Share, at an exercise price equal to the Debenture Warrant Exercise Price, subject to adjustment in certain events.

The securities issued pursuant to the Debenture Offering are subject to a hold period under applicable securities laws, which will expire on September 28, 2025.

The net proceeds of the Debenture Offering have been allocated towards expenses related to general operations including research and development of new products, sales and marketing, public company related expenses including audit and legal work, and other general operations related activities.

The Company anticipates closing a second tranche of both the Unit Offering and the Debenture Offering next week.

Ralph Garcea, Chairman of the Company, participated in the Debenture Offering for C\$500,000, and such Units issued to insiders are subject to a four month hold period pursuant to applicable policies of the TSX Venture Exchange. The issuance of Units to insiders is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

### **TSX Venture Exchange Acceptance**

The TSXV has conditionally accepted the concurrent Unit Financing and Convertible Debenture Financing. The Unit Financing and Convertible Debenture Financing remain subject to the final acceptance of the Exchange.

### **About Turnium Technology Group Inc.: "Let's get IT done."**

Turnium Technology Group Inc. ("Turnium") acquires companies that complement its Technology-as-a-Service (TaaS) strategy, integrates them to generate efficiencies, and delivers their solutions through a

global channel partner program to customers worldwide. Turnium's mission is to provide IT providers with a complete, white-labelled portfolio of business technology solutions, enabling them to quickly add new services in response to customer demand.

In essence, Turnium is building a TaaS platform that incorporates all the services, platforms, and capabilities that ISPs, MSPs, IT Providers, VoIP/UCaaS, CCaaS, or Cloud Providers might need. Additionally, Turnium provides deployment resources, hardware, delivery, support, and marketing and sales enablement to help channel partners go to market quickly and deliver exceptional quality.

Turnium delivers secure, cost-effective, uninterrupted, and scalable global IT solutions to its channel partners and their end-customers—ensuring that “We get IT done, right.”

For more information, contact [sales@ttgi.io](mailto:sales@ttgi.io), visit [www.ttgi.io](http://www.ttgi.io) or follow us on Twitter @turnium.

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### **CAUTIONARY NOTES**

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

### **Forward-Looking Information**

This announcement contains “forward-looking” statements within the meaning of applicable securities laws. Forward-looking statements and information relate to future events and future performance and reflect the Company's expectations regarding: final approval of the Unit Offering and the Debenture Offering by the TSXV; completion of the Unit Offering or the Debenture Offering; the terms of the Unit Offering or the Debenture Offering; the terms of the Units, Warrants, Debentures, Debenture Units, and Debenture Warrants; and the use of net proceeds of the Unit Offering and the Debenture Offering. Forward-looking statements may be identified by words such as “seek”, “believe”, “plan”, “estimate”, “anticipate”, “expect”, “intend”, and statements that an event or result “may”, “will”, “should”, “could”, or “might” occur or be achieved and any other similar expressions.

Forward-looking statements involve risks and uncertainties which may cause actual results to differ materially from the statements made. Factors that could cause or contribute to such differences include, but are not limited to: the timing and possible outcome of regulatory approvals in connection with the Unit Offering or the Debenture Offering; the possibility that the Unit Offering or the Debenture Offering may not close; general economic, market and business conditions in Canada; risks relating to the effective management of the Company's growth; fluctuations in foreign exchange and interest rates and stock market volatility; and political and economic conditions.

There are no assurances that the Company can fulfill forward-looking statements and information. Such forward-looking statements and information are only predictions based on current information available to the Company's management team as of the date that such predictions are made; actual events or results may differ materially as a result of risks facing the Company, some of which are beyond its control. Although the Company believes that any forward-looking statements and information contained in this press release are based on reasonable assumptions, readers cannot be assured that actual outcomes or results will be consistent with such statements. Accordingly, readers should not place undue reliance on forward-looking statements and information.

The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.