



Turnium Technology Group Announces Conditional Approval of Unit Offering and Update on Debenture Offering

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WHOLE OR IN PART, IN OR INTO THE UNITED STATES*

May 23, 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, is pleased to announce that, further to its Press Release dated May 8, 2025 (the "**Prior News Release**"), the Company has received conditional approval from the TSX Venture Exchange (the "**TSXV**") for its non-brokered private placement of up to 28,561,428 units of the Company (each a "**Unit**" and, collectively, the "**Units**") for gross proceeds of up to CAD\$2,000,000 (the "**Unit Offering**"). The Company expects to close the first tranche of the Unit Offering next week.

Debenture Offering

The Company also announces that, further to the Prior News Release, it has updated the terms of the concurrent non-brokered private placement of unsecured convertible debentures (each a "**Debenture**" and, collectively, the "**Debentures**") for aggregate gross proceeds of up to CAD\$2,000,000 (the "**Debenture Offering**"). Subject to the approval of the TSXV, the Company expects to close the first tranche of the Debenture Offering next week.

The Debentures will be convertible, at the sole discretion of the holder thereof, into units of the Company (each a "**Debenture Unit**" and, collectively, the "**Debenture Units**") 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 the Maturity Date (as defined below). The Debentures will mature on the date (the "**Maturity Date**") that is thirty-six (36) months following the Closing Date.

Each Debenture Unit will consist of one (1) common share of the Company (each a "**Common Share**" and, collectively, the "**Common Shares**") and one (1) Common Share purchase warrant of the Company (each a "**Debenture Warrant**" and, collectively, the "**Debenture Warrants**"). Each Debenture Warrant will entitle the holder thereof to acquire one Common Share (each a "**Debenture Warrant Share**" and, collectively, the "**Debenture Warrant Shares**") at a price of CAD\$0.10 per Debenture Warrant Share for a period of 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 Debentures are to be issued and sold under the “accredited investor” exemption or any other applicable exemptions from any prospectus requirements as contained in National Instrument 45-106 – *Prospectus Exemptions*.

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.

The Debentures will 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.

The Company may, at its option, accelerate the expiry date of the Debenture Warrants, when issued, 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, and any securities into which they may be exchanged or converted, will be subject to resale restrictions imposed by applicable securities laws, including a statutory hold period expiring four (4) months and one (1) day from the closing date of the Debenture Offering. Subject to the foregoing, the Debentures will be transferable pursuant to their terms. The Debenture Offering is subject to the approval of the TSXV.

The Debentures will be unsecured obligations of the Company and will rank *pari passu* in right of payment of principal and interest with all other Debentures issued under the Offering and all previously existing and future unsecured indebtedness of the Company.

At any time and from time to time after the expiry of four (4) months after the Closing Date, the Company may, at its option, redeem pro rata all or part of the Debentures, upon not less than thirty (30) days’, and not more than sixty (60) days’, prior written notice, at a redemption price (payable in cash) which is equal to one hundred and ten percent (110%) of the principal amount thereof plus any accrued and unpaid interest that would otherwise be payable to the holder from the time of such option redemption until the Maturity Date.

Subject to the approval of the TSXV and applicable laws, the Company may pay a finder’s fee of seven percent (7%) of the gross proceeds from the sale of Debentures sold to third parties sourced by the finders in cash or Common Shares payable to eligible finders on all or a portion of the Debenture Offering. An eligible finder will also receive “non-transferable” warrants of the Company equal in number to seven percent (7%) of the Common Shares issuable upon

conversion of the Debentures, to the purchaser introduced by the Finder under the Debenture Offering (each a “**Finder’s Warrant**” and, collectively, the “**Finder’s Warrants**”). The Finder’s Warrants will be exercisable at the issue price of CAD\$0.10 for a period of thirty-six (36) months from the Closing Date.

The Company intends to use the net proceeds from the Debenture Offering for 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 Debenture Offering is expected to involve one or more directors and management of the Company and therefore is expected to be a related party transaction subject to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Debenture Offering will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(1)(a) of MI 61-101, respectively, as the Company is not listed or quoted on any of the stock exchanges or markets listed in subsection 5.5(b) of MI 61-101, and neither the fair market value of the securities to be distributed to, nor the consideration to be received by, such related parties for the securities under the Debenture Offering will exceed 25% of the Company’s market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not 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 U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Turnium Technology Group Inc.: “Let’s get IT done.”

Turnium Technology Group Inc. (TTGI) 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. TTGI’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.”

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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: approval of 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 Debentures; and the use of net proceeds of 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.