



TURNIUM TECHNOLOGY GROUP INC.

PART 1: SUMMARY OF OFFERING

What Are We Offering?

Type and Number of Securities Offered:	Up to [●] units of the Company (each, a “ Unit ”) for gross proceeds of up to CAD\$3,500,000 (the “ Offering ”). Each Unit will consist of one common share in the capital of the Company (each, a “ Share ”) and one common share purchase warrant of the Company (each, a “ Warrant ”). Each Warrant will entitle the holder thereof to purchase one Common Share (a “ Warrant Share ”) at an exercise price of CAD\$[●] for a period of 36 months from the date of issuance thereof, subject to adjustment in certain events.
Offering Price:	CAD\$[●] per Unit (the “ Offering Price ”).
Offering Amount:	Up to [●] Units, for gross proceeds of up to CAD\$3,500,000.
Closing Date:	The Offering may be completed in one or more closings and it is expected that the initial closing will occur on or about July 28, 2023 (the “ Closing Date ”).
Exchange:	TSX Venture Exchange (“ TSX-V ”).
Last Closing Price:	The last closing price of the Company’s common shares on the TSX-V on July 13, 2023 was CAD\$0.16.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Turnium Technology Group Inc. (“Turnium” and the “Company”) is conducting a listed issuer

financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the Offering, the issuer represents the following is true:

- **Turnium has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **Turnium has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document (this “Offering Document”), will not exceed CAD\$5,000,000.**
- **Turnium will not close the Offering unless Turnium reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **Turnium will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains certain “forward looking statements” and certain “forward looking information” as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as “may”, “will”, “should”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “continue”, “plans” or similar terminology.

Forward-looking statements and information include, but are not limited to, statements with respect to how the funds from the Offering will be used, the Closing Date of the Offering and whether the business objectives that Turnium expects to accomplish using the available funds of the Offering will be met. Forward-looking statements and information are based on forecasts of future results, estimates of amounts not yet determinable and assumptions that, while believed by management to be reasonable, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

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 possibility that the Offering may not close; general economic, market and business conditions in Canada; risks relating to the effective management of Turnium’s growth; fluctuations in foreign exchange and interest rates and stock market volatility; and political and economic conditions and other related risks and uncertainties.

There are no assurances that Turnium can fulfill forward-looking statements and information. Such forward-looking statements and information are only predictions based on current information available to Turnium’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 Turnium, some of which are beyond its control. Although Turnium believes that any forward-looking statements and information contained in this Offering Document 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.

Turnium 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.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Turnium develops and commercializes a software platform, being a software-defined wide area networking (“SD-WAN”) platform, used to build communication networks that connect a business’ multiple branches or locations to each other as well as to multiple cloud-hosted applications, data, and storage. Turnium leverages the capabilities of white-box hardware (hardware not manufactured by a known brand or containing software), Linux, and open-source software to build a proprietary software platform that delivers business networks that are simpler and easier to deploy, have greater effective reach, and are more cost-effective than traditional networks provided by telecommunications companies that rely on proprietary hardware and regulated networks. Turnium’s SD-WAN platform is sold to end-customer businesses through a global channel program comprised of resellers, OEM licensees, and wholesale distributors.

Recent developments

On June 12, 2023, Turnium issued to the Lenders (as defined below) non-transferrable warrants entitling them to purchase an aggregate of 2,775,001 common shares at a price of CAD\$0.20 per share until the earlier of: (i) June 12, 2024; and (ii) a date which Turnium elects, on 30 days’ written notice to the Lenders, if the common shares have traded on a public exchange (including the TSX Venture Exchange) at a volume-weighted average price equal to or greater than CAD\$0.60 per share for a period of at least ten (10) consecutive trading days. Any common shares acquired on exercise of the warrants will be subject to a hold period expiring on October 13, 2023.

On May 19, 2023, the Company announced that it entered into a debt settlement agreement with a consultant whereby, in settlement and full satisfaction of indebtedness totaling CAD\$32,125.51, the Company issued to the consultant 200,784 common shares in the capital of the Company at a deemed issue price of CAD\$0.16 per share.

On May 18, 2023, Turnium entered into a fourth amending agreement with the Lenders (as defined below) to extend the maturity date of the FirePower Loan (as defined below) from March 31, 2023, to July 31, 2023. The parties also agreed to adjust certain debt covenants to better meet the near-term capital requirements of Turnium.

On May 17, 2023, Turnium closed the first tranche of a non-brokered private placement of unsecured convertible notes for aggregate gross proceeds of up to CAD\$1 million (the “**Convertible Note Offering**”). The first tranche closing of the offering comprised the issuance of unsecured convertible notes in the aggregate principal amount of CAD\$276,500. The notes issued in connection with the first tranche closing will mature on May 16, 2026.

On May 9, 2023, the Company announced that it entered into a debt settlement agreement with a creditor whereby, in settlement and full satisfaction of indebtedness totaling CAD\$16,875, the Company issued to the creditor 112,400 debt warrants, each exercisable into common shares in the capital of the Company at an exercise price of CAD\$0.15 per share for a period of 12 months.

On May 5, 2023, Turnium provided an update regarding its previously announced non-binding letter of intent with respect to a potential share purchase transaction with one of its publicly listed strategic partners. Turnium

announced that the counterparty to the potential transaction is ActivePort Group Ltd., an Australian software company.

On May 4, 2023, Metro Lightspeed SDN BHD signed a multiyear term volume commitment licensing agreement with Turnium. The agreement between Metro Lightspeed and Turnium involves both companies collaborating actively to identify and develop further growth opportunities within the Malaysian market.

On April 19, 2023, Turnium's board of directors approved the grant of 1.95 million stock options to directors, officers, employees and consultants. The options have an exercise price of CAD\$0.15, expire 5 years from the initial grant date, and shall vest monthly over a period of 12 months.

On April 11, 2023, Comms365 Ltd. signed a term volume commitment agreement with Turnium in connection with licensing worth over CAD\$500,000. The new agreement between Comms365 and Turnium involves both companies collaborating actively to identify and develop growth opportunities within the U.K. market. As well as being an investor and shareholder of Turnium, Comms365 became the Turnium preferred partner for the United Kingdom.

On April 4, 2023, Turnium entered into a non-binding letter of intent with respect to a potential share purchase transaction with one of its publicly listed strategic partners. The final structure and terms of the potential transaction were not finalized as of such date.

On March 29, 2023, Turnium amended the terms of its agreement to acquire the IP (Internet protocol) addresses and certain data center assets from Professional Systems Designs Ltd., previously announced on December 12, 2022.

On March 8, 2023, Turnium announced that the British Columbia Securities Commission had revoked the MCTO issued on January 31, 2023.

The MCTO was issued by the British Columbia Securities Commission, effective as of January 31, 2023, in connection with the delay by Turnium in filing its annual financial statements, management's discussion and analysis and related officer certifications for the financial year ended September 30, 2022.

On January 17, 2023, Turnium announced that it had experienced a delay in filing its financial statements for the year ended September 30, 2022, and the related management's discussion and analysis, and CEO and CFO certifications, and that Turnium had applied to the applicable Canadian securities regulators requesting that a voluntary management cease trade order ("MCTO") be imposed to restrict trading in Turnium's securities by insiders of Turnium, as opposed to a general cease trade order, which would restrict all trading in Turnium's securities.

On January 17, 2023, Turnium announced that Konstantin Lichtenwald stepped down from his role as Chief Financial Officer of the Company, and that the Company appointed Derek Spratt, the Company's Acting Chief Executive Officer, as Interim Chief Financial Officer.

On January 10, 2023, Turnium's partner, Netview Consulting Inc., deployed Turnium to improve access to community-based services in 30 remote communities spread across Northern Ontario.

On January 4, 2023, Turnium and Morewave Communication Inc. rolled out Perch Kits, a portable event response connectivity hub kit for emergency and event management professionals.

On November 30, 2022, Turnium renegotiated its CAD\$1.85-million loan agreement (the "**FirePower Loan**") with FirePower Capital (together with its affiliates, the "**Lenders**"). Under the terms of the amended

loan agreement, the maturity date was moved from July 30, 2024, to March 31, 2023. Financial performance covenants were replaced with a minimum cash balance on hand of CAD\$350,000, and a commitment by Turnium to complete a CAD\$97,000 asset purchase of blocks of Internet protocol addresses, application software and hardware, and three of its data centres from PSD Systems.

On November 28, 2022, Turnium announced the appointment of Konstantin Lichtenwald as Chief Financial Officer, Simon Tso as Controller, Erin Campbell as Director and Peter Smyrniotis as Director.

On November 14, 2022, Turnium signed an agreement to acquire, through its wholly owned subsidiary, Turnium Network Solutions Inc., the IP (Internet protocol) addresses and certain data centre assets from PSD Professional Systems Designs Ltd. for an aggregate cash payment of CAD\$85,000.

On October 25, 2022, Turnium completed a restructuring plan. The plan aims to improve operational efficiencies while reducing administrative and overhead costs, and shortens the projected time to profitability while preserving Turnium's capacities. Under the restructuring plan, personnel roles have been merged. As well, a mergers and acquisitions committee of current board members has been formed to evaluate various strategic initiatives.

On September 30, 2022, Turnium entered into a promissory note with an arms-length individual for a principal amount of CAD\$100,000. The promissory note bears interest at a rate of 1% per month and is payable in 24 equal instalments, commencing from the first month after closing. Regulatory approval of this promissory note is required, and has not been granted as of the date hereof; therefore, the promissory note has been recorded at face value.

On September 13, 2022, the Company announced that it entered into a debt settlement agreement with certain creditors whereby, in settlement and full satisfaction of indebtedness totaling CAD\$181,957, the Company issued to the creditors an aggregate of 324,928 common shares in the capital of the Company at a deemed issue price of CAD\$0.56 per share.

On July 26, 2022, Turnium's board of directors approved the grant of 1.15 million stock options to directors, officers, employees and consultants. The options have an exercise price of CAD\$0.56, expire 5 years from the initial grant date, and 50,000 of such stock options shall vest monthly over a period of 12 months, whereas 900,000 of such stock options shall vest in equal monthly instalments over 3 years, and the remainder are fully vested.

On July 22, 2022, Turnium entered into a 5-year license agreement with Wedge Networks Inc. ("**Wedge**"). Wedge's cyber security platform offers network traffic monitoring, malicious attack detection and intelligent real-time threat prevention. Under the agreement, Turnium will bundle WedgeARPTM with Turnium's SD-WAN to provide channel partners with a complete, integrated solution of network plus security. Turnium has acquired this license in exchange for royalties on sales and the issuance to Wedge of 1,785,714 common shares of Turnium at an agreed price of CAD\$0.56 per share (or a deemed value of CAD\$1.0 million). The shares are subject to the terms of a voluntary escrow, and shall be automatically released in annual instalments over the initial five-year term of the license.

Material Facts

There is no material fact about the securities being distributed that has not been disclosed elsewhere in the Offering Document or in any other document filed by Turnium in the 12 months preceding the date of the Offering Document.

Business Objectives and Milestones

What are the business objectives that we expect to accomplish using the available funds?

Turnium expects to use the available funds to repay the FirePower Loan and for general working capital purposes. In order to repay the FirePower Loan, no significant event must occur other than closing of the Offering. Turnium expects that the FirePower Loan will be repaid promptly upon closing of the Offering.

PART 3: USE OF AVAILABLE FUNDS

Available Funds

What will our available funds be upon the closing of the Offering?

		Assuming 100% of offering
A	Amount to be raised by this Offering	CAD\$3,500,000
B	Selling commissions and fees	CAD\$245,000
C	Estimated offering costs (e.g., legal, accounting, audit)	CAD\$75,000
D	Net proceeds of Offering: $D = A - (B+C)$	CAD\$3,180,000
E	Working capital as at most recent month end (deficiency)	CAD(\$700,000)
F	Additional sources of funding	N/A
G	Total available funds: $G = D+E+F$	CAD\$2,480,000

Use of Available Funds

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Repayment of indebtedness under FirePower Loan	CAD\$1,975,000
General working capital purposes	CAD\$505,000
Total:	CAD\$2,480,000

The above noted allocation represents Turnium's current intentions with respect to its use of proceeds based

on current knowledge, planning and expectations of management of Turnium. Although Turnium intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including Turnium's ability to execute its business plan.

The indebtedness under the FirePower Loan was principally used for general operations including: research and development of new products; public company related expenses including audit and legal work; and other general operations related activities.

Turnium's condensed interim consolidated financial statements for the six months ended March 31, 2023 and 2022 have been prepared on a going concern basis, which assumes that Turnium will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has restructured its operations during the current financial year to reduce overheads in sales & marketing, administration, finance while it has modestly grown its revenues, resulting in a significant reduction in its negative cash flow from operations. Turnium expects to continue the trend of growing its revenues while some of the prior restructuring efforts will further reduce expenses such that cash flow neutral or positive operations are projected post-closing of the Offering. The full debt exposure of Turnium is less than CAD\$3,000,000 such that the FirePower Loan plus accounts payable older than 45 days will be eliminated.

Use of Funds from Previous Financings

How have we used the other funds we have raised in the past 12 months?

Date of Financing and Funds Raised	Use of Proceeds for funds raised in the past 12 months	Explanation of Variances	Impact of Variances on Turnium's ability to achieve its business objectives
May 16, 2023 – CAD\$276,500 raised through the Convertible Note Offering.	The net proceeds of the Convertible Note Offering were used for general corporate and working capital purposes.	No variances.	Not applicable.

PART 4: FEES AND COMMISSIONS

Involvement of dealers or finders and their fees

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

Agents:	Canaccord Genuity Corp. ("Canaccord"), on its own behalf and, if applicable, on behalf of a syndicate of agents (collectively, the "Agents").
Agents Commission:	The Agents will receive a cash commission from Turnium equal to 7.0% of the gross proceeds from the sale of the Units, payable in cash or Units, or any combination of cash or Units,

	at the option of Canaccord.
Broker Warrants:	Turnium will issue to the Agents such number of non-transferable broker warrants (“ Broker Warrants ”) as is equal to 7.0% of the number of Units sold under the Offering. Each Broker Warrant will be exercisable for a period of 36 months following the Closing Date into one Unit (each a “ Broker Unit ”), at an exercise price equal to the Offering Price per Broker Unit, subject to adjustment in certain events. Each Broker Unit will have the same terms as the Units.

Dealer conflicts

Do the Agents have a conflict of interest?”

The Company is not a “connected issuer” or “related issuer”, in each case within the meaning under National Instrument 33-105 – *Underwriting Conflicts*, of any of the Agents.

PART 5: PURCHASERS’ RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in the Offering Document, you have a right:

- a) to rescind your purchase of these securities with Turnium, or
- b) to damages against Turnium and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access Turnium’s continuous disclosure filings on SEDAR at www.sedar.com.

Turnium’s website is accessible at www.ttgi.io.

[Signature and Certificate on Following Page]

DATE AND CERTIFICATE

The Offering Document, together with any document filed under Canadian securities legislation on or after July 13, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: July 13, 2023

TURNIUM TECHNOLOGY GROUP INC.

By: ***"Derek Spratt"***

Name: Derek Spratt

Title: Chief Executive Officer and Interim
Chief Financial Officer