

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Turnium Technology Group Inc. (the “Company”)
3355 Grandview Hwy, Unit 2
Vancouver, BC, Canada V5M 1Z5

Item 2 – Date of Material Change:

June 25, 2025.

Item 3 – News Release:

A news release, attached as Schedule “A”, was issued and disseminated on June 26, 2025 and filed on SEDAR+ (www.sedarplus.ca).

Item 4 – Summary of Material Change:

On June 25, 2025, the Company issued units (the “Units”) in the aggregate principal amount of CAD\$1,028,150, which forms part of a larger offering of Units for gross proceeds of CAD\$1,247,250. The Company also issued unsecured convertible debentures (the “**Debentures**”) in the aggregate principal amount of CAD\$1,100,000, which forms part of a larger offering of Debentures for gross proceeds of CAD\$2,200,000.

Item 5 – Full Description of Material Change:

Unit Offering

On June 25, 2025, the Company completed the second tranche of its previously announced non-brokered private placement of 14,687,856 Units at a price of CAD\$0.07 per Unit for aggregate proceeds of \$1,028,150. This forms part of a larger Unit Offering consisting of 17,817,857 Units for aggregate gross proceeds of CAD\$1,247,250. 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 June 25, 2028 (the “**Warrant Expiry Date**”), which is thirty-six (36) months following the closing date. The Units from the closing of the first tranche will expire on May 27, 2028.

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 for both the first and second tranches, the Company paid a total cash commission of CAD\$58,017 to three (3) arm’s length finders: \$4,900 to Raymond

Jmaes Ltd., \$3,430 to Ventum Financial Corp., and \$49,687 to ACNS Capital Markets Pty Ltd. The Company also issued an aggregate of 828,821 non-transferable finder's warrants (the "**Finder's Warrants**") to six (6) arm's length finders: 70,000 Finder's Warrants to Raymond James Ltd., and 49,000 Finder's Warrants to Ventum Financial Corp., 141,964 Finder's Warrants to ACNS Capital Markets Pty Ltd., 340,714 Finder's Warrants to Ka Ming Kwok, 113,571 Finder's Warrants to Cameron Ross Bolton, and 113,572 Finder's Warrants to Clarke Colin Barlow. Each Finder's Warrant is exercisable at any time prior to the Warrant Expiry Date and entitles the holder to purchase one (1) Common Share at the Exercise Price, subject to adjustment in certain events.

The securities issued under the first tranche of the Unit Offering are subject to a hold period in accordance with applicable securities laws, expiring on September 28, 2025. The securities issued under the second tranche will be subject to a hold period expiring on October 26, 2028.

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.

Further details regarding the closing of the first tranche of the Unit Offering can be found in the Company's news release dated May 28, 2025. Information pertaining to the closing of the second tranche is provided in the news release dated June 26, 2025.

Debenture Offering

Also on June 25, 2025, the Company completed the second 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. This forms part of a larger Debenture Offering for aggregate gross proceeds of CAD\$2,200,000.

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 and a conversion price of CAD\$0.10 per Debenture Unit for the remaining term until June 25, 2028 (the "**Debenture Expiry Date**"). The Debentures from the closing of the first tranche will expire on May 27, 2028.

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 for both the first and second tranches, the Company paid a total cash commission of CAD\$28,350 to three (3) arm's length finders: \$7,350 to Hampton Securities Limited, \$7,000 to LOM Financial (Bermuda) Limited, and \$14,000 to CIBC Wood Gundy. The Company also issued 179,375 Finder's Warrants to two (2) arm's length finders: 91,875 Finder's Warrants to Hampton Securities Limited, and 87,500 Finder's Warrants to LOM Financial (Bermuda) Limited. Each Finder's Warrant is exercisable at any time prior to the Debenture Expiry Date and entitles the holder to purchase one (1) Common Share at the Debenture Warrant Exercise Price, subject to adjustment in certain events.

The securities issued under the first tranche of the Debenture Offering are subject to a hold period in accordance with applicable securities laws, expiring on September 28, 2025. The securities issued under the second tranche will be subject to a hold period expiring on October 26, 2028.

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.

Ralph Garcea, Chairman of the Company, participated in the Debenture Offering for C\$500,000, and such securities issued to insiders are subject to a four month hold period pursuant to applicable policies of the TSX Venture Exchange. The issuance of securities 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.

Further details regarding the closing of the first tranche of the Debenture Offering can be found in the Company's news release dated May 28, 2025. Information pertaining to the closing of the second tranche is provided in the news release dated June 26, 2025.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 – Omitted Information

None.

Item 8 – Executive Officer:

The following senior officer of the Company is knowledgeable about the material change and this report:

Ralph Garcea, Chairman

Email: rgarcea@ttgi.io

Phone: 1 416-304-9125

Item 9 – Date of Report:

June 26, 2025

SCHEDULE A



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

*Combined Debenture Offering of \$2.20 million
Combined Unit Offering of \$1.25 million*

June 25, 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, announces that, further to its news releases dated April 16, 2025, May 8, 2025, May 23, 2025, May 28, 2025, and June 13, 2025, it has completed on June 25, 2025 (the “**Closing Date**”) the second tranche of its previously announced non-brokered private placement (the “**Unit Offering**”) of 14,687,856 units (each a “**Unit**”) at a price of CAD\$0.07 per Unit for aggregate proceeds of \$1,028,150. 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 June 25, 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 a total cash commission of CAD\$49,687 to an arm’s length finder, ACNS Capital Markets Pty Ltd. The Company also issued an aggregate of 709,821 non-transferable finder’s warrants (the “**Finder’s Warrants**”) to four (4) arm’s length finders: 141,964 Finder’s Warrants to ACNS Capital Markets Pty Ltd., 340,714 Finder’s Warrants to Ka Ming Kwok, 113,571 Finder’s Warrants to Cameron Ross Bolton, and 113,572 Finder’s Warrants to Clarke Colin Barlow. Each Finder’s Warrant is exercisable at any time prior to the Warrant Expiry Date and entitles the holder to purchase one (1) Common Share at 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 October 26, 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 second 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 and a conversion price of CAD\$0.10 per Debenture Unit for the remaining term until June 25, 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 a total cash commission of CAD\$21,000 to two arm’s length finders: \$7,000 to LOM Financial (Bermuda) Limited and \$14,000 to CIBC Wood Gundy. The Company also issued 87,500 Finder’s Warrants to LOM Financial (Bermuda) Limited. Each Finder’s Warrant is exercisable at any time prior to the Debenture Expiry Date and entitles the holder to purchase one (1) Common Share at 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 October 26, 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.

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 TSXV.

Shares for Debt Settlement

The Company has agreed to settle an aggregate of CAD\$138,379 of indebtedness owing to certain arm’s length creditors through the issuance of 1,976,843 Common Shares at a price of CAD\$0.07 per Common Share. The securities issued in connection with the debt settlement will be subject to a hold period of four (4) months and one (1) day from the date of issuance.

Digital Marketing Services Agreement

Turnium is pleased to announce that it has engaged Senergy Communications Capital Inc. (“Senergy”) to provide digital marketing services to the Company. Senergy’s services will consist of content creation, strategic messaging, and corporate communications. Senergy is a Vancouver, British Columbia based communications and media marketing company focused on helping public companies reach new investors and maintain relationships with shareholders using online strategies. For more information regarding Senergy please visit: senergy.capital.

Senergy has been retained for an initial period of three months commencing July 1, 2025. In consideration of the services provided by Senergy, the Company has agreed to pay Senergy a fee of CAD\$100,000 plus GST. Senergy and its principal and Chief Executive Officer Aleem Fidai are at arm’s length to the Company and have advised they do not own any securities in the Company.

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, visit www.ttgi.io or follow us on Twitter @turnium.

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CAUTIONARY NOTES

Neither the TSXV 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; 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 outcome of regulatory approvals, including final approval by the TSXV; general economic, market, and business conditions in Canada; risks related to the effective management of the Company’s growth; fluctuations in foreign exchange and interest rates; 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.

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