

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

November 14, 2022

Item 3 News Release

The news release announcing the material change described herein was disseminated through the news dissemination services of Newsfile Corp. on December 12, 2022.

Item 4 Summary of Material Change

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

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

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

The terms of the transaction were negotiated at arm’s length. Completion of the transaction is subject to customary conditions including, but not limited to, the approval of the TSX Venture Exchange. Closing of the transaction is anticipated on or before December 31, 2022.

MI 61-101 Disclosure

As PSD is owned by a director of the Company, the acquisition of the assets will be 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 will rely on exemptions from the formal valuation and minority approval requirements in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the acquisition of the assets. None of the Company’s directors has expressed any contrary views or disagreements with respect to the foregoing. Johan Arnet declared his interest and abstained from voting the approval of the asset purchase. The Company did not file this material change report more than 21 days before the anticipated closing of the transaction as the Company wished to close on the transaction on or before December 31, 2022, and in the view of the Company such shorter period is reasonable and necessary in the circumstances.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Derek Spratt, President and Chief Executive Officer
Telephone: (604) 736-5199

Item 9 Date of Report

December 14, 2022