

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:

August 22, 2023

Item 3 – News Release:

The Company disseminated a news release through the facilities of Canada Newswire (CNW) on August 22, 2023.

Item 4 – Summary of Material Change:

On August 22, 2023, the Company announced that it had closed a second tranche non-brokered offering of 4,790,000 units of the Company (“Units”) at a price of \$0.10 per Unit (the “Offering”) for gross proceeds of C\$479,000 pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*. Each Unit consists of one common share of the Company (a “Common Share”) and one common share purchase warrant of the Company (a “Warrant”). Each Warrant entitles the holder thereof to purchase one additional Common Share at a price of C\$0.14 per share, subject to adjustments in certain events, until August 22, 2026.

The proceeds are expected to be primarily used for general working capital to support operations.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change:

Attached as Schedule “A” is the news release in respect of the material change, which was disseminated on August 22, 2023.

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:

None.

Item 8 – Executive Officer:

For further information, contact:

Ralph Garcea, Chairman
Telephone Number: +1 416-304-9125

Item 9 – Date of Report:

September 1, 2023.

SCHEDULE A

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Turnium Technology Group, Inc. Announces Closing of Second Tranche Non-Brokered LIFE Offering For Gross Proceeds of C\$479,000

August 22, 2023 – Vancouver, Canada – Turnium Technology Group, Inc. (TSXV: **TTGI**), (the “**Company**”, or “**Turnium**”), is pleased to announce that, further to its news releases dated July 13, 2023, July 24, 2023, July 31, 2023 and August 3, 2023, the Company has closed a second tranche non-brokered private placement offering (the “**Second Tranche Offering**”) of 4,790,000 units of the Company (each, a “**Unit**”) at a price of C\$0.10 per Unit (the “**Issue Price**”) for gross proceeds of C\$479,000.

The Second Tranche Offering was completed in addition to the Company’s first tranche brokered and non-brokered private placement offering of Units at the Issue Price for gross proceeds of C\$3,021,000 (the “**First Tranche Offering**”). Pursuant to the First Tranche Offering and the Second Tranche Offering (collectively, the “**LIFE Offering**”), the Company has raised aggregate gross proceeds of C\$3,500,000, being the maximum amount listed under the Offering Document (as defined below). The LIFE Offering was completed pursuant to the Listed Issuer Financing Exemption (as defined herein).

Each Unit is comprised of one common share of the Company (a “**Common Share**”), and one common share purchase warrant (a “**Warrant**”). Each Warrant issued pursuant to the Second Tranche Offering entitles the holder thereof to purchase one additional Common Share at a price of C\$0.14 per share, subject to adjustment in certain events, until August 22, 2026.

As consideration for services in connection with the Second Tranche Offering, the Company paid certain arm’s length finders a cash commission in the aggregate amount of C\$29,330.00 and issued an aggregate of 293,300 non-transferrable finder’s warrants of the Company exercisable at any time prior to August 22, 2026, with each such finder’s warrant entitling the holder thereof to purchase one Unit, at an exercise price equal to the Issue Price, subject to adjustment in certain events.

The LIFE Offering was made pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* (the “**Listed Issuer Financing Exemption**”). The Company has filed an offering document (the “**Offering Document**”) related to the LIFE Offering that can be accessed under the Company's profile at www.sedar.com and on the Company's website at www.turnium.com. The Units, which were all issued under the Listed Issuer Financing Exemption, will not be subject to a hold period in accordance with applicable Canadian securities laws.

The Company intends to use the net proceeds of the Second Tranche Offering for general working capital to support operations. As previously announced pursuant to the Company's news release dated August 3, 2023, approximately C\$2.01 million of the proceeds from the First Tranche Offering were allocated towards the repayment of debt.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the 1933 Act or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and applicable state securities laws.

About Turnium Technology Group, Inc.

Turnium Technology Group, Inc. delivers its SD-WAN solution as a white label, containerized, disaggregated software platform that channel partners host, manage, brand, and price and as a managed cloud-native service provided by Turnium. Both Turnium SD-WAN offers are available through a channel partner program designed for Communications Service Providers, Internet and Managed Service Providers, System Integrators, and Value-Added Resellers.

Turnium Contact:

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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 news release includes certain “forward-looking statements” under applicable Canadian securities legislation, including with respect to the use of proceeds of the Second Tranche Offering. Forward-looking statements are necessarily based upon several estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward looking statements. Such factors include, but are not limited to general business, economic, competitive, political, and social uncertainties, and uncertain capital markets. Readers are cautioned that actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.