



Turnium Technology Group Announces Closing of Third Tranche of Unsecured Convertible Note Offering

December 18, 2024 – 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 it has closed the third tranche of a non-brokered private placement of unsecured convertible notes (the "Third Tranche Notes") for aggregate gross proceeds of up to C\$1,000,000 (the "Offering").

The Third Tranche Notes close is for \$118,000. The Notes bear interest at a rate of 15% per annum, will mature in 18 months of the issuance date and will be convertible, at the sole discretion of the holder, into units of the Company ("Units") at a conversion price of C\$0.08 per Unit for the first 12 months and C\$0.10 for the remaining term (the "Conversion Price").

Each Unit shall consist of one Common share in the capital of the Company (a "Common Share") and one Common share purchase warrant of the Company (the "Warrants"). Each Warrant entitles the holder thereof to acquire one Common Share (each, a "Warrant Share") at C\$0.10 per Warrant Share for two years from the date of issue, subject to adjustment in certain customary events.

The Company may, at its option, accelerate the expiry date of the Warrants on thirty days' notice if the volume weighted average trading price (VWAP) of the Common Shares on the TSXV is greater than C\$0.30 for the preceding ten (10) consecutive trading days.

The Notes issued in connection with the First Tranche Closing (the "First Tranche Notes") will mature on May 4, 2026, the Second Tranche Notes will mature on May 27, 2026 and the Third Tranche Notes will mature on June 18, 2026.

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

The Company has entered into finder's fee agreements in accordance with securities laws and the policies of the TSXV (the "Finders"). Research Capital Corporation will be paid a cash finder's fee of C\$1,500.

The Company intends to use the net proceeds from the Third Tranche Closing for general corporate and working capital purposes.

The Third Tranche Notes will not be assignable, transferable or negotiable. The Third Tranche Notes will be subject to a statutory hold period expiring on April 18, 2025. The closing of any additional tranches of the Offering are subject to the approval of the TSXV.

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.

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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."

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 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 press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of

such words and phrases or state that certain acts, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company, as the case may be, to be materially different from those expressed or implied by such forward-looking information. Some of these risks are described under the "Caution on Forward-Looking Information" section and "Risk Factors" section of the MD&A. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.