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TURNIUM TECHNOLOGY GROUP ANNOUNCES CLOSING OF ACQUISITION OF ASSETS OF INSENTRA MANAGEMENT SERVICES

- *With the closing of the Transaction, Insentra is expected to provide increased revenues, over 200 new indirect channel partners, increased technical and operational resources and a strong leadership team*
- *The acquisition continues Turnium's transformation to a Channel-first model*
- *For the twelve months commencing March 1, 2026, management is providing guidance of C\$28M to C\$32M in revenue, with an expected gross margin in the range of 43% to 46% and an adjusted EBITDA in the range of C\$2.1M to C\$4.1M⁽¹⁾*

February 27, 2026 – Vancouver, Canada – **Turnium Technology Group Inc. (TSXV: TTGI) (FSE: E48)** (“Turnium” or the “Company”), a global leader in Technology-as-a-Service (TaaS) and partner enablement services, is pleased to announce, further to its press releases dated November 10, 2025, December 29, 2025 and February 3, 2026 (the “**Prior Releases**”), that it has completed its acquisition (the “**Transaction**”) of substantially all the assets (the “**Purchased Assets**”) of Insentra Management Services Pty Ltd. (“**Insentra**”) and certain subsidiaries of Insentra (“**Insentra Subsidiaries**”).

Insentra is a private company incorporated under the laws of Australia, specialising in providing Advisory, Professional, Artificial Intelligence and managed IT services and solutions to businesses by exclusively partnering with IT providers. Insentra is headquartered in Sydney, Australia and serves clients globally.

The Transaction was completed pursuant to a definitive asset purchase agreement dated February 2, 2026 (the “**Asset Purchase Agreement**”) with Insentra, Insentra Subsidiaries and each of the securityholders of Insentra and Insentra Subsidiaries (the “**Owners**” and collectively, with Insentra and Insentra Subsidiaries, the “**Vendors**”). Certain non-material terms of the Asset Purchase Agreement were amended pursuant to an amending agreement between the Company and the Vendors dated December 27, 2025.

Doug Childress, CEO of Turnium, stated, “The Insentra acquisition is complementary to our growth strategy and our Technology-as-a-Service offering, which management expects could potentially more than triple the size of our business, assuming market conditions remain favourable and all milestones and performance targets are achieved. Both Turnium and Insentra sell to end customers through a channel-led business model, which, combined, will deliver over 280 worldwide partners. With the closing of the Transaction, Insentra is expected to provide increased revenues, increased technical and operational resources and a strong leadership team to help facilitate Turnium achieving its long-term revenue objectives.”

Ronnie Altit, one of the founders and the CEO of Insentra, stated, “We are excited to be joining forces with Turnium. For sixteen years, Insentra has been built on trust, enduring relationships and a passion for helping our partners succeed. This transaction enhances the opportunities available to our partners and their clients by providing access to a broader suite of innovative services, while enabling our team to continue doing what we do best: remaining 100% channel only and helping our partners grow. Turnium’s channel approach, combined with its Technology-as-a-Service offering and our channel-only DNA, creates a powerful platform that will unlock meaningful opportunities across our global ecosystem.”

Pursuant to the Transaction, as more particularly described in the Prior Releases, the Company has acquired the Purchased Assets in exchange for the following paid to the Owners:

- a) a closing purchase price of approximately C\$5,728,344 (the “**Purchase Price**”), comprised of:
 - i. C\$2,144,344 paid through the issuance of 10,721,720 common shares in the capital of the Company (the “**Common Shares**”) at a deemed price of C\$0.20 per Common Share (the “**Consideration Shares**”); and
 - ii. Total cash consideration in the aggregate amount of C\$3,584,000, as follows: (A) C\$1,000,000 paid at closing; and (B) C\$2,584,000 in the form of an unsecured, non-transferable vendor take-back loan, which will be payable to the Owners with interest as follows: (i) C\$500,000 by the date that is thirty (30) days following closing; (ii) C\$500,000 by the date that is sixty (60) days following closing; and (iii) C\$1,584,000 in 20 monthly instalments following closing (with the first instalment commencing on or by April 4, 2026 or as otherwise agreed between the parties). The interest rates payable on each portion will be set at 2% above the Royal Bank of Canada’s prime lending rate, per annum, and will track such rate until the final payment is made on each such portion. In the event of any uncured defaults on any payments, Turnium will pay an additional default interest on the outstanding balance (including accrued interest) at a rate of 1.25% per month on all overdue amounts; and
- b) 1,188,000 common share purchase warrants of the Company (“**Warrants**”). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of C\$0.20 per Common Share for a period of three (3) years following issuance and will vest in equal 1/12th increments over the one (1) calendar year following issuance.

In addition to the Purchase Price and Warrants, as more particularly described in the Prior Releases, the Owners will be eligible to receive the following:

- a) Potential earn-out payments of up to C\$7,250,000, payable to the Owners over two (2) fiscal years following closing, if certain revenue and adjusted EBITDA targets are achieved (the “**Performance Earn Out**”). The Performance Earn Out will be payable sixty (60) per cent in cash and forty (40) per cent through the issuance of Common Shares, being a maximum of 14,500,000 Common Shares. Common Shares issued pursuant to the Performance Earn Out will be issued at a price equal to the greater of C\$0.20 or a 25%

discount to the 10-day volume weighted average price of the Common Shares on the TSX Venture Exchange (the “**TSXV**”); and

- b) Potential EBITDA bonus of up to C\$2,000,000, payable to the Owners over two (2) fiscal years following closing, if certain adjusted EBITDA targets are achieved (the “**Bonus**”). The Bonus will be payable sixty (60) per cent in cash and forty (40) per cent through the issuance of Common Shares, being a maximum of 4,000,000 Common Shares. Common Shares issued pursuant to the Bonus will be issued at a price equal to the greater of C\$0.20 or a 25% discount to the 10-day volume weighted average price of the Common Shares on the TSXV.

The Consideration Shares will be subject to various contractual lock-up restrictions, as follows: (a) 25% of the Consideration Shares, being 2,680,430 Consideration Shares, will be released from lock-up on the date that is four (4) months after the closing of the Transaction; (b) 25% of the Consideration Shares, being 2,680,430 Consideration Shares, will be released from lock-up on the date that is six (6) months after the closing of the Transaction; (c) 25% of the Consideration Shares, being 2,680,430 Consideration Shares, will be released from lock-up on the date that is twelve (12) months after the closing of the Transaction; and (d) 25% of the Consideration Shares, being 2,680,430 Consideration Shares, will be released from lock-up on the date that is eighteen (18) months after the closing of the Transaction.

The Company expects to grant securities-based compensation to certain new and transferring employees following the closing of the Transaction, once such employees become eligible persons under the Company’s Omnibus Equity Incentive Plan (the “**Plan**”). All such grants will be made in accordance with the terms and conditions of the Plan and the policies of the TSXV.

The Company received final approval of the Transaction from the TSXV prior to closing. The Transaction constitutes an arm’s length transaction within the meaning of the policies of the TSXV, and there are no finder’s fees payable in connection with the Transaction. All securities issued in connection with the Transaction will be subject to a hold period of four months and one day from the date of issuance, as well as the resale and seasoning period rules of the applicable securities legislation.

Insentra Financial Data

The following financial information for Insentra is presented for informational purposes only. This data was obtained from Insentra’s unaudited financial statements, prepared in accordance with the IFRS standard. Turnium has not independently verified this information and assumes no responsibility or liability for any errors or omissions in the accuracy, completeness, or timeliness of the financial data presented herein.

Based on Insentra’s financial statements for the fiscal year ended June 30, 2024, Insentra had unaudited (externally prepared) Revenue of C\$28.4M, Gross Margin of C\$8.9M, and Earnings Before Taxes of (C\$82K). The Company commissioned an independent Quality of Earnings report that confirmed Insentra’s results for the fiscal year ended June 30, 2024.

Based on Insentra’s financial statements for the fiscal year ended June 30, 2025, and the Quality of Earnings (QoE) analysis of Insentra to June 30, 2025, the trailing twelve months revenue, gross

margin and adjusted EBITDA would be C\$24.5M, C\$7.7M, and (C\$1.36M), respectively. The Company is conducting its own audit of the results for Insentra's financial year ended June 30, 2025, as part of its financial due diligence process.

With the closing of the Transaction, for the twelve months commencing March 1, 2026, management of the Company projects C\$28M to C\$32M in revenue, with an expected gross margin in the range of 43% to 46% and an adjusted EBITDA in the range of C\$2.1M to C\$4.1M.⁽¹⁾

About Insentra

Insentra is a 100% channel-only business, providing a range of Advisory, Professional Services, Artificial Intelligence, and Managed IT services exclusively through its network of IT partners and vendors. Headquartered in Sydney, Australia, Insentra operates globally, helping partners deliver outcomes for their clients: "We exist specifically to help partners grow...Our PartnerObsessed™ business model achieves powerful results for our Partners and their clients through our crew's deep expertise and specialised knowledge. We love what we do and are driven by a relentless determination to create raving fans."

For more information, visit www.insentragroup.com.

About 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—because ***"Connectivity Matters."***

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(1) Non-IFRS Financial Measures – Adjusted EBITDA

This press release references adjusted EBITDA, which is a non-IFRS financial measure. Adjusted EBITDA is not a recognized measure under IFRS, has no standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to adjusted EBITDA presented by other companies. Rather, it is provided as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, adjusted EBITDA should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

There are certain limitations related to the use of non-IFRS financial measures versus their nearest IFRS equivalents. Investors are encouraged to review our financial statements and disclosures in their entirety and are cautioned not to put undue reliance on any non-IFRS financial measure and view it in conjunction with the most comparable IFRS financial measures. In evaluating non-IFRS financial measures, you should be aware that in the future we will continue to incur expenses similar to those adjusted in non-IFRS financial measures.

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 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". Such statements include, among others, statements regarding the Transaction and the terms and consideration payable thereunder, the issuance of securities based compensation and the amounts and terms thereof, the receipt of TSXV approvals, whether Turnium or its business will derive any benefit from the Transaction, Turnium's business and technology, Insentra's business and technology, Insentra's financial data and revenue, and Turnium's expectations, business, projections, operations and growth in connection with the Transaction.

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. 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 depending on, among other things, the risks that the Company and Insentra will not reach a definitive agreement with respect to the transaction, or that the transaction will not be successfully completed for any reason (including failure to obtain the required acceptance from the TSXV). The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.