



## TURNIUM TECHNOLOGY GROUP INC.

### PART 1: SUMMARY OF OFFERING

#### What Are We Offering?

<b>Type and Number of Securities Offered:</b>	<p>Up to 26,151,000 units of the Company (each, a “<b>Unit</b>”) for gross proceeds of up to CAD\$2,092,080 (the “<b>Offering</b>”). Each Unit will consist of one common share in the capital of the Company (each, a “<b>Common Share</b>”) and one common share purchase warrant of the Company (each, a “<b>Warrant</b>”).</p> <p>Each Warrant will entitle the holder thereof to purchase one Common Share (a “<b>Warrant Share</b>”) at an exercise price of CAD\$0.10 for a period of 36 months from the date of issuance thereof, subject to the accelerated exercise provisions described below.</p>
<b>Offering Price:</b>	CAD\$0.08 per Unit (the “ <b>Offering Price</b> ”).
<b>Offering Amount:</b>	<p>Minimum: 20,000,000 Units for gross proceeds of CAD\$1,600,000</p> <p>Maximum: 26,151,000 Units for gross proceeds of up to CAD\$2,092,080.</p>
<b>Warrant Acceleration:</b>	Warrants may be accelerated if the closing price for the Company’s common shares as traded on the TSX Venture Exchange (“ <b>TSXV</b> ”) is equal to or greater than CAD\$0.30 per share for any 10 consecutive trading days.
<b>Closing Date:</b>	The Offering may be completed in one or more closings and it is expected that the initial closing will occur on or about May 9, 2025 (the “ <b>Closing Date</b> ”).
<b>Exchange:</b>	TSXV.
<b>Last Closing Price:</b>	The last closing price of the Company’s common shares on the TSXV on April 15, 2025 was CAD\$0.075.

***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.***

**Turnium Technology Group Inc. (“Turnium” or the “Company”) is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the Offering, the issuer represents the following is true:**

- **Turnium has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **Turnium has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document (this “Offering Document”), will not exceed CAD\$5,000,000.**
- **Turnium will not close the Offering unless Turnium reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **Turnium will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Offering Document contains certain “forward looking statements” and certain “forward looking information” as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as “may”, “will”, “should”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “continue”, “plans” or similar terminology.

Forward-looking statements and information include, but are not limited to, statements with respect to how the funds from the Offering will be used, the Closing Date of the Offering and whether the business objectives that Turnium expects to accomplish using the available funds of the Offering will be met. Forward-looking statements and information are based on forecasts of future results, estimates of amounts not yet determinable and assumptions that, while believed by management to be reasonable, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

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 possibility that the Offering may not close; general economic, market and business conditions in Canada; risks relating to the effective management of Turnium’s growth; fluctuations in foreign exchange and interest rates and stock market volatility; and political and economic conditions and other related risks and uncertainties.

There are no assurances that Turnium can fulfill forward-looking statements and information. Such forward-looking statements and information are only predictions based on current information available to Turnium’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 Turnium, some of which are beyond its control. Although Turnium believes that any

forward-looking statements and information contained in this Offering Document 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.

Turnium expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

## **PART 2: SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

Turnium Technology Group Incorporated (TTGI), headquartered in Vancouver, Canada, recently acquired Claratti Pty Ltd. (“**Claratti**”), a Technology as a Service (TaaS) platform based in Perth, Australia. With a combined headcount of approximately 30 employees, this strategic acquisition strengthens both companies' positions in the market. Turnium, known for its competitive, secure and proprietary SD-WAN solutions, and Claratti, with its A.I. driven Marketing & Sales Engine, will enhance lead generation and sales processes for their OEM partners. This alignment in sales, technical, and back-office functions creates a powerful synergy between the two companies. The acquisition has effectively doubled the size of Turnium's business, offering substantial cross-selling opportunities. With both companies selling their solutions via OEM partners, the combined technical advancements put them in a strong position to capitalize on these opportunities.

### **Recent developments**

On April 14, 2025, Turnium announced its first successful cross-selling initiative as Claratti delivers SD-WAN service to SLS Advisory. This milestone marks Claratti's first SD-WAN implementation, and demonstrates the synergistic potential created through the acquisition of Claratti.

On March 28, 2025, Turnium announced that Instyle Contract Textiles Pty Ltd (ABN: 72 003 212 057) has renewed its long-standing partnership with Claratti, a wholly owned subsidiary of Turnium. The renewed two-year agreement is valued at AUD\$280,000, highlighting the trusted relationship between the two companies and reinforcing Claratti's position as a leader in cybersecurity solutions.

On March 20, 2025, Turnium announced that its wholly owned subsidiary, Claratti has successfully re-signed a three-year agreement with Kaseya, a global leader in IT and security management solutions. The renewed contract is valued at AUD\$5.0 million, reinforcing the strong partnership between the two companies and solidifying Claratti's position in the IT services sector.

On March 13, 2025, Turnium announced the official launch and release of SD-WAN 6.8, now successfully deployed to more than 50 of its 70 global channel partners. This release expands Turnium's product portfolio to drive new SaaS revenues across its growing global partner network.

On March 7, 2025, Turnium announced that effective March 7, 2025, the British Columbia Securities Commission (“**BCSC**”) has revoked the temporary management cease trade order (the “**MCTO**”) which prevented the Company's CEO and CFO from trading in the Company's securities. The MCTO did not impact other shareholders, including the public, from trading.

On March 6, 2025, Turnium announced its financial results for the first quarter of 2025, marking another positive quarter of growth and operational progress. The company reported a 28% increase in revenue, rising

from CAD\$1.55 million in Q4 2024 to CAD\$1.97 million in Q1 2025. Gross margin improved by 45%, increasing from CAD\$0.93 million in Q4 2024 to CAD\$1.34 million in Q1 2025.

On February 28, 2025, Turnium provided an update with respect to the previously announced MCTO issued by the BCSC on January 29, 2025. The Company is providing this notice in accordance with National Policy 12-203 – *Management Cease Trade Orders* (“NP 12-203”).

On February 28, 2025, Turnium announced its financial results for the 2024 fiscal year. The company reported a 6.6% increase in revenue, rising from CAD\$5.21 million in FY 2023 to CAD\$5.55 million in FY 2024.

On February 19, 2025, Turnium announced it has renewed an annual contract with Australian-based Tyro Payments for the 11th consecutive year. Tyro, a leading Australian payments company, has relied on Claratti, a wholly-owned subsidiary of Turnium, for more than 11 years to source software, which Tyro uses to underpin its business. Doug Childress, Turnium Global CEO, stated, “Turnium values its ongoing partnership with Tyro and looks forward to further developing deeper strategic relationships with them around Managed Wi-Fi, Cybersecurity and other essential services, which Tyro can offer to its 71,000+ plus customers through 770+ partners.”

On February 10, 2025, Turnium announced the release of an in-depth interview with SmallCapInterviews’ Jim Gordon. During the interview, Global CEO Doug Childress and Chairman Ralph Garcea, discuss the future of Turnium post the Claratti acquisition.

On February 7, 2025, Turnium announced the release of its second podcast featuring Global CEO Doug Childress and Vice President of Product and Development Josh Hicks. In this episode, they introduce Turnium’s groundbreaking AI-powered, strategic initiative: the Intel-based Next Generation Universal Edge Device, a cutting-edge appliance that promises to revolutionize edge computing.

On January 30, 2025, Turnium announced a new strategic initiative to build an Intel-based next generation Universal Edge Device that will include advanced features such as AI-based dynamic traffic steering and Post Quantum Cryptography (PQC).

On January 29, 2025, Turnium announced that it was unable to meet the January 28, 2025 deadline to file its Audited Annual Financial Statements, Management’s Discussion and Analysis, and related CEO and CFO certificates for the fiscal year ended September 30, 2024 (collectively, the “**Annual Filings**”), as required under applicable Canadian securities laws. In connection with the Company’s inability to file the Annual Filings on time, the Company applied, and received approval, for an MCTO from the British Columbia Securities Commission under NP 12-203. The Company will have until March 31, 2025 to file its Annual Filings.

On January 17, 2025, Turnium closed the final tranche of a private placement of unsecured convertible notes and has raised aggregate gross proceeds of CAD\$1,173,000. The final tranche closing of the offering comprised the issuance of unsecured convertible notes in the aggregate principal amount of CAD\$449,000. The notes issued in connection with the final tranche closing will mature on July 16, 2026.

On January 6, 2025, Turnium launched its brand-new Turnium Podcast series, created by the I Made It Co-op team, starting with the initial episode: "Turnium Overview and Highlights 2024." In Episode 1, we take a deep dive into the latest advancements and key milestones of TTGI, with a focus on Technology-as-a-Service (TaaS) solutions designed to revolutionize secure connectivity for service providers and businesses globally.

On December 18, 2024, Turnium closed the third tranche of a private placement of unsecured convertible notes for aggregate gross proceeds of up to CAD\$1 million. The third tranche closing of the offering

comprised the issuance of unsecured convertible notes in the aggregate principal amount of CAD\$118,000. The notes issued in connection with the third tranche closing will mature on June 18, 2026.

On December 5, 2024, Turnium announced strategic operational enhancements as part of its ongoing commitment to delivering shareholder value and achieving profitability. With annualized cost savings expected to exceed CAD\$1 million, the Company further outlined the broader operational improvements and strategic changes currently underway, designed to position Turnium for scalable growth and enhanced client outcomes.

On November 28, 2024, Turnium closed the second tranche of a private placement of unsecured convertible notes for aggregate gross proceeds of up to CAD\$1 million. The second tranche closing of the offering comprised the issuance of unsecured convertible notes in the aggregate principal amount of CAD\$105,000. The notes issued in connection with the second tranche closing will mature on May 27, 2026.

On November 5, 2024, Turnium closed the first tranche of a private placement of unsecured convertible notes for aggregate gross proceeds of up to CAD\$1 million. The third tranche closing of the offering comprised the issuance of unsecured convertible notes in the aggregate principal amount of CAD\$501,000. The notes issued in connection with the first tranche closing will mature on May 4, 2026.

On October 21, 2024, Turnium announced that SDWAN & SASE Solutions, a Turnium channel partner, has won a long-term managed service contract to deploy their OMNIA platform to replace the legacy MPLS (Multi-Protocol Label Switching) connectivity used by a major UK retail chain with more than 200 locations. OMNIA is a connectivity and security solution that integrates the Turnium SD-WAN software platform.

On September 3, 2024, Turnium announced that AllEdge, an innovative new Managed Service Provider in Morocco with a focus on finance, retail, education, and health sectors, has adopted Turnium's SD-WAN platform to drive business growth and offer advanced, secure communications and business services across the Middle East and North African (MENA) region.

On August 22, 2024, Turnium completed its acquisition of 100% of the issued and outstanding securities of Claratti Pty Ltd (formerly, Claratti Limited). The Company also announced that it had completed its previously announced upsized non-brokered private placement of 11,139,303 units at a price of CAD\$0.07 per Unit for aggregate proceeds of approximately CAD\$780,000. Each Unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole Warrant is exercisable into one common share in the capital of the Company at an exercise price of CAD\$0.105 per share until August 22, 2026. With the completion of the acquisition, the Company appointed Claratti founder Doug Childress as its Global CEO.

On June 24, 2024, Turnium entered into an agreement with I Made It Inc. to provide business consulting and public relations services to the Company. I Made It Inc. offers an innovative business education co-op program to high school students, where the work placement component has students working on projects assigned by their placement employer through a collaborative Microsoft Teams platform.

On June 10, 2024, Turnium partnered with Mumbai-based 247 Networks Pvt. Ltd. to boost their business in India. The first two strategic deals the companies have achieved to date include: (1) a major Contact Center deal with 15,000 agents across nine locations in India, and (2) a Warehouse Connectivity Project providing stable internet to a network of 100 warehouses across India.

On May 30, 2024, Turnium announced that it has entered into a definitive share purchase agreement with Claratti, in connection with the proposed acquisition of 100% of the issued and outstanding ordinary shares in the capital of Claratti, which will result in Claratti becoming a wholly-owned subsidiary of Turnium.

On May 8, 2024, Turnium announced that the Company has amended its previously announced shares for debt transaction such that the Company will settle outstanding debt in the amounts of approximately CAD\$345,500 (vs. CAD\$600,000 previously announced) owing to certain directors and arm's-length creditors of the Company, by issuing up to 4,935,710 common shares in the capital of the Company (vs. 8,567,857 shares previously announced) at a deemed price of CAD\$0.07 per Common Share to the creditors.

### Material Facts

There is no material fact about the securities being distributed that has not been disclosed elsewhere in this Offering Document or in any other document filed by Turnium in the 12 months preceding the date of this Offering Document.

### Business Objectives and Milestones

#### What are the business objectives that we expect to accomplish using the available funds?

The proceeds will principally be used for 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. For further details, see “*Use of Available Funds - How will we use the available funds?*” below.

### PART 3: USE OF AVAILABLE FUNDS

#### What will our available funds be upon the closing of the Offering?

		Assuming minimum offering only	Assuming 100% of offering
A	Amount to be raised by this Offering	CAD\$1,600,000	CAD\$2,092,080
B	Selling commissions and fees	CAD\$252,000	CAD\$286,446
C	Estimated offering costs (e.g., legal, accounting, audit)	CAD\$25,000	CAD\$25,000
D	Net proceeds of Offering: D = A - (B+C)	CAD\$1,323,000	CAD\$1,780,634
E	Working capital as at most recent month end (deficiency)	(CAD\$1,500,000)	(CAD\$1,500,000)
F	Additional sources of funding (concurrent offering)	CAD\$2,000,000	CAD\$2,000,000
G	<b>Total available funds: G = D+E+F</b>	CAD\$1,823,000	CAD\$2,280,634

### How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum offering only	Assuming 100% of offering
New CPE Device (with Post Quantum Crypto)	CAD\$125,000	CAD\$200,000
Sales and Marketing (V7 + Cyber Suite)	CAD\$250,000	CAD\$350,000
Legacy Payables	CAD\$1,150,000	CAD\$1,300,000
General working capital purposes	CAD\$298,000	CAD\$430,634
<b>Total:</b>	CAD\$1,823,000	CAD\$2,280,634

The above noted allocation represents Turnium's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of Turnium. Although Turnium intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including Turnium's ability to execute its business plan.

The funds will principally be used for 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.

Turnium's condensed interim consolidated financial statements for the nine months ended June 30, 2024 and 2023 have been prepared on a going concern basis, which assumes that Turnium will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has restructured its operations during the current financial year, and post the acquisition of Claratti, to reduce overheads in sales, marketing, administration, and finance while it has modestly grown its revenues, resulting in a significant reduction in its negative cash flow from operations. Turnium expects to continue the trend of growing its revenues while some of the prior restructuring efforts will further reduce expenses such that cash flow neutral or positive operations are projected post-closing of the Offering.

### Use of Funds from Previous Financings

#### How have we used the other funds we have raised in the past 12 months?

Date of Financing and Funds Raised	Use of Proceeds for funds raised in the past 12 months	Explanation of Variances	Impact of Variances on Turnium's ability to achieve its business objectives
January 18, 2025 –	The net proceeds of the Final	No variances.	Not applicable.

CAD\$449,000 raised through the Final Tranche Convertible Note Offering.	Tranche Convertible Note Offering were used for general corporate and working capital purposes.		
December 18, 2024 – CAD\$118,000 raised through the Third Tranche Convertible Note Offering.	The net proceeds of the Third Tranche Convertible Note Offering were used for general corporate and working capital purposes.	No variances.	Not applicable.
November 28, 2024 – CAD\$105,000 raised through the Second Tranche Convertible Note Offering.	The net proceeds of the Second Tranche Convertible Note Offering were used for general corporate and working capital purposes.	No variances.	Not applicable.
November 5, 2024 – CAD\$501,000 raised through the First Tranche Convertible Note Offering.	The net proceeds of the First Tranche Convertible Note Offering were used for general corporate and working capital purposes.	No variances.	Not applicable.
August 22, 2024 – CAD\$780,000 raised through Concurrent Private Placement	The net proceeds of the Concurrent Private Placement were used for expenses related to the Claratti Acquisition and working capital requirements for the six-month period after the Acquisition.	No variances.	Not applicable.

#### PART 4: FEES AND COMMISSIONS

##### Involvement of dealers or finders and their fees

##### Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Company may pay a finder's fee of 7% of the gross proceeds of the Offering in cash or shares payable to eligible finders on all or a portion of the Offering (the "**Finder's Fee**"). Such finder will also receive common share purchase warrants (the "**Finder's Warrants**") entitling it to purchase up to 7% of the shares issued to the purchaser introduced by the finder under the Offering. The Finder's Warrants will be exercisable at the issue price of CAD\$0.10 for a period of 18 months from the Closing Date. The Finder's Fee and Finder's Warrants are subject to TSXV acceptance and applicable laws.

##### Dealer conflicts

N/A



## **PART 5: PURCHASERS' RIGHTS**

### **Rights of Action in the Event of a Misrepresentation**

**If there is a misrepresentation in this Offering Document, you have a right:**

- a) to rescind your purchase of these securities with Turnium, or**
- b) to damages against Turnium and may, in certain jurisdictions, have a statutory right to damages from other persons.**

**These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.**

**If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.**

**You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.**

## **PART 6: ADDITIONAL INFORMATION**

### **Where can you find more information about us?**

Additional information about Turnium (including its continuous disclosure documents) may be found under Turnium's SEDAR+ profile at [www.sedarplus.com](http://www.sedarplus.com) as well as on Turnium's website at [www.ttgi.io](http://www.ttgi.io).

## DATE AND CERTIFICATE

**This Offering Document, together with any document filed under Canadian securities legislation on or after April 16, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

Dated: April 16, 2025

DocuSigned by:

*Doug Childress*

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**Doug Childress**

Chief Executive Officer

Signed by:

*Konstantin Lichtenwald*

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**Konstantin Lichtenwald**

Chief Financial Officer