

## Turnium Technology Group Inc.

### MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis (this “MD&A”) is dated May 14, 2026 and is intended to assist the reader in understanding the results of operations and financial condition of Turnium Technology Group Inc., (“TTGI”, or the “Company”). This MD&A should be read in conjunction with the following information that can be obtained from [www.sedar.com](http://www.sedar.com):

- (i) The Company’s unaudited condensed interim consolidated financial statements for the six months ended March 31, 2026 and 2025 and accompanying notes (the “Financial Statements”); and
- (ii) The Company’s filing statement dated June 6, 2022.

The Financial Statements of TTGI have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretation Committee (“IFRIC”).

TTGI’s reporting and functional currency is Canadian Dollars and the functional currency of its wholly owned operating subsidiaries, Turnium Network Solutions Inc. (“TNSI”), Tenacious Networks Inc. (“TNET”) is Canadian Dollars, Claratti Pty. Ltd. (“Claratti”) and Insentra TTGI Australia Pty Ltd. is Australian Dollars, Insentra TTGI United States Ltd. is United States Dollars and Insentra TTGI United Kingdom Ltd. is Pound Sterlings. The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. All dollar amounts reported herein are in Canadian dollars unless otherwise indicated.

### CAUTION ON FORWARD-LOOKING INFORMATION

This MD&A contains certain “forward-looking information” and “forward-looking statements” (collectively “**forward-looking statements**”) within the meaning of applicable Canadian securities legislation. When we discuss our strategy, plans, outlook, future financial and operating performance, financing plans, growth in cash flow and other events and developments that have not yet happened, we are making forward-looking statements. All statements in this MD&A that address events or developments that we expect to occur in the future are forward-looking statements, including the following:

- the development and capabilities of TTGI (as defined herein) to provide software and services;
- our plan to expand operations by adding additional customers;
- our expectations in relation to working capital;
- our expectations in relation to our future financial needs;

Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as “expect”, “plan”, “anticipate”, “project”, “target”, “potential”, “schedule”, “forecast”, “budget”, “estimate”, “intend” or “believe” and similar expressions or their negative connotations, or that events or conditions “will”, “would”, “may”, “could”, “should” or “might” occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond the Company’s control, including the following:

- our dependence on suppliers and customers;
- our ability to attract customers;
- the competitive nature of the SD-WAN market;

- our ability to manage our growth;
- expansion plans not being completed as expected;
- protection of intellectual property;
- exchange rate risks;
- regulatory risks;
- tax laws;
- our future operations and our ability to realize the anticipated benefit of acquisitions and dispositions;
- ability to raise capital;
- conflicts of interest;
- our dependence on key personnel;
- dilution to present and prospective shareholders;
- the lack of a market for our securities; and
- our share price.

The Company assumes no responsibility to revise forward looking statements to reflect new information, subsequent events or changes in circumstances, except as required by applicable securities laws.

## **1. History of the Business**

Turnium Technology Group Inc. (formerly RMR Science Technology Inc.) was incorporated on October 17, 2017, pursuant to the provisions of the Business Corporations Act (British Columbia). The head office and registered and records office of the Company is located at 3355 Grandview Hwy, Vancouver, British Columbia, V5M 1Z5.

The Company's subsidiary, TNSI, was formed by way of amalgamation on October 1, 2020, under the Business Corporations Act (British Columbia).

On February 28, 2021, TNSI entered into a share purchase agreement with the shareholders of Tenacious Networks Inc. ("TNET"), a company incorporated in the province of British Columbia in 2019, whereby TNSI purchased 100% of the issued and outstanding common shares of TNET.

On June 16, 2022 the Company completed a reverse acquisition transaction (the "Reverse Acquisition Transaction" or "RTO") with Turnium Technology Group Inc. Pursuant to the Reverse Acquisition Transaction, the Company acquired all of the issued and outstanding securities of Turnium Technology Group Inc., whereby former Turnium Technology Group Inc. shareholders received one common share of the Company for each Turnium Technology Group Inc. common share. Upon closing of the RTO, Turnium Technology Group, Inc. changed its name to Turnium Network Solutions Inc. ("TNSI").

On June 16, 2022, immediately prior to closing the RTO, the Company consolidated its outstanding common shares based on five old shares for each one new share (on a post-consolidation basis, the "Shares"). In conjunction with the closing of the RTO, the Company changed its name to "Turnium Technology Group Inc." and its trading symbol to "TTGI".

Effective at the opening of June 22, 2022, the Company's common shares commenced trading under the name Turnium Technology Group Inc. The Company is classified as a technology company and is listed as a Tier 2 issuer on the TSX Venture Exchange ("TSX-V").

On August 22, 2024, the Company completed its acquisition of 100 per cent of the issued and outstanding securities of Claratti Pty. Ltd. (formerly Claratti Ltd.). The acquisition was completed pursuant to a

definitive share purchase agreement dated May 30, 2024, with Claratti and each of the securityholders of Claratti (the vendors). As a result of the acquisition, Claratti is now a wholly owned subsidiary of Turnium.

On January 1, 2026, the Company acquired substantially all the assets of Insentra, an Australian-based provider of managed information technology services. Insentra delivers solutions across areas including cloud services, managed IT support, and enterprise technology enablement, serving a broad Partner “client” base in Australia and internationally. The transaction has been accounted for as a business combination, and as a result, Insentra became a wholly owned subsidiary of the Company.

On March 18, 2026, the Company completed the divestiture of TNET through the sale of substantially all the assets and contractual commitments of TNET. The transaction included the transfer of TNET’s IT consulting, support, managed services, Microsoft licensing and hosted voice services operations in British Columbia and parts of the United States, along with the assumption of related liabilities by the purchaser. The Company expects the remaining assets and liabilities of TNET to be immaterial and anticipates winding up TNET’s operations during fiscal 2026.

## **2. Core Business**

TTGI has three core business offerings, which are:

- a) TNSI (sold direct and via channel partners) develops and commercializes a software platform, being a Software-Defined Wide Area Networking (“SD-WAN”) platform, used to build communication networks that connect a business’ multiple branches or locations to each other as well as to multiple cloud-hosted applications, data, and storage. TTGI leverages the capabilities of white-box hardware (hardware not manufactured by a known brand or containing software), Linux, and open-source software to build a proprietary software platform which is delivered as a white-labelled product that partners can brand and offer under their own names.
- b) Claratti (sold direct and via channel partners) is a licensed telecommunications carrier (Carrier Licence No. 485) and ISO 27001-accredited (since 2019, Certificate No. 1616-1691-01) Technology as a Service (TaaS) provider that offers managed IT services to small and medium-sized enterprises. Claratti’s TaaS services include internet and telecommunications services, remote work connectivity, hardware and software supply, cloud computing, cybersecurity and voice/video communications. Claratti also offers IT service packages designed to address specific customer requirements, including integration of hardware and software. Claratti provides cloud services that allow users to access files remotely and supports businesses in adopting remote work environments. Its professional services include consulting, vendor liaison, solution design and implementation of technical requirements.
- c) TNET (sold direct) is a managed service provider (MSP) that provides IT and networking services to businesses predominantly in Canada. TNET’s services include network administration and optimization, server maintenance, virtualization, security services, cloud backup and disaster recovery. These services are intended to support customers’ IT infrastructure and ongoing operations. As at year-end, the Company had an active plan to sell substantially all of TNET’s assets, and the sale was highly probable, so TNET was classified as held for sale and its operations are presented as discontinued operations in the Company’s financial statements. The disposition was completed on March 18, 2026.

In addition to Claratti, the Company’s managed services and professional services offering now includes Insentra, acquired effective January 1, 2026, which provides advisory, professional and managed IT services to corporate clients in Australia, the United States and the United Kingdom (see ‘Overall Performance’ and ‘Business Combinations’).

### **3. Products and Services**

TTGI's products and services are provided through TNSI, and Claratti, following the January 1, 2026, acquisition, Insentra. The Company markets its offerings to end customers through a global channel program comprised of resellers, OEM licensees and wholesale distributors, and also sells certain services directly through its operating subsidiaries.

Through this model, channel partners may offer a range of products and services, including SD-WAN, Microsoft licensing, equipment procurement, cybersecurity and managed IT services, under their own brands or as part of their existing service portfolios. TNSI's SD-WAN solution may be deployed as a managed private network overlay using a combination of available internet, wireless, 4G/LTE, 5G and fibre connections at customer sites. The software can be delivered on an OEM basis, under a managed service model, or directly to end customers through the Company's subsidiaries.

Following the acquisitions of Claratti and Insentra, the Company's service offering includes procurement and supply of devices, Microsoft software licensing, consulting and design services, IT help desk, cybersecurity, network operations and other managed IT services. These products and services are sold either through channel partners or directly to end customers, depending on the offering and customer relationship.

The Company's services are generally sold under 12, 24 or 36-month term contracts. Revenue is generated through a combination of upfront non-recurring fees, such as site licence, set-up, support and maintenance fees, and ongoing monthly recurring revenue. Management also uses total contract value (TCV), calculated as monthly recurring revenue multiplied by contract term plus upfront fees, as one measure in assessing expected contract revenue.

### **4. Market**

Management is primarily focused on the small and medium-sized enterprise ("SME") segment, which continues to adopt cloud-based, managed IT and connectivity solutions. Based on third-party industry sources referenced in Figure 1, management estimates that SMEs globally generate approximately US\$383 million in monthly SaaS revenues across approximately 82 million businesses. While certain of the Company's products and services may also be applicable to micro-business and enterprise customers, the Company's present commercial focus is on SMEs.

The Company participates in markets that include SD-WAN, managed IT services and related technology services. According to third-party market research cited by the Company, the SD-WAN market was estimated at approximately US\$3.4 billion in 2022 and is projected to grow to approximately US\$54 billion by 2032, representing a compound annual growth rate of 31.6%. The global managed services market was estimated at approximately US\$299.0 billion in 2023 and is projected to grow to approximately US\$731.1 billion by 2030, representing a compound annual growth rate of 13.6%.

Management believes that the Company's expanded product and service offering, including SD-WAN, managed IT services, cybersecurity, Microsoft-related services and related technology offerings, provides multiple avenues for customer acquisition and revenue generation through both channel partners and direct customer relationships. These market estimates are based on third-party research and do not represent forecasts or guidance by the Company. The extent to which the Company is able to participate in these market opportunities will depend on a range of factors, including capital availability, successful integration

of acquisitions, customer demand, channel execution and broader economic conditions.

Classification	Size by # of Employees	Approx # of Companies	Percentage	Conversion Rate	Avg # of Staff	Total # of Users	Potential Monthly SaaS Revenue
Micro (E)	<10	250,600,000	70.000%	0.050%	5	626,500	\$156,625,000
Small (S)	10-49	64,440,000	18.000%	0.050%	17	547,740	\$136,935,000
Medium (M)	50-249	17,900,000	5.000%	0.050%	110	984,500	\$246,125,000
Enterprise (L)	250+	25,060,000	7.000%	0.025%	1100	6,891,500	\$1,722,875,000
		<b>358,000,000</b>				<b>9,050,240</b>	<b>\$2,262,560,000</b>



Figure 1 - Total Addressable Market

Sources:

<https://www.statista.com/statistics/1261592/global-smes/>

<https://www.worldbank.org/en/topic/sme/finance>

<https://www.oecd.org/en/data/indicators/enterprises-by-business-size.html>

<https://www.statista.com/statistics/1261598/global-smes-by-region/>

## 5. Overall Performance

During the six months ended March 31, 2026, and to the date of this MD&A, the Company continued to develop its SD-WAN software offering, expand its channel relationships and generate managed IT and professional services revenue through Claratti and, following the January 1, 2026 acquisition, Insentra. During this period, the Company’s operating results were materially affected by the acquisition of Insentra, whose results have been included in the consolidated financial statements from January 1, 2026, and by the divestiture of substantially all of the assets and contractual commitments of TNET on March 18, 2026.

Insentra contributed advisory, professional and managed services activity during the quarter ended March 31, 2026 across Australia, the United States and the United Kingdom. During the quarter, Insentra supported 82 closed deals, including 74 new business engagements and 8 renewal engagements, and worked with 47 partner organizations across its principal service areas. Management observed continued activity across Microsoft 365, Azure, cloud transformation, security and end-user computing engagements during the period.

The Company also continued to broaden its operating footprint through channel-based and direct customer relationships across its business units. In addition to software and connectivity-related offerings, the Company’s combined services now include managed IT services, professional services, cybersecurity, hardware and software procurement, Microsoft-related services and related support offerings delivered through TNSI, Claratti and Insentra.

During the period, management also continued to focus on integration, operational systems and sales execution across the organization. The Company’s results for the quarter and year-to-date period reflect a changing revenue mix following the acquisitions of Claratti and Insentra, as well as the disposition of TNET, and these changes should be considered when comparing the current period to prior periods.

## Recent Developments

Since December 2024, the Company has continued to progress its commercial, product and operational initiatives. In the United Kingdom, TTGI expanded its partnership with SDWAN & SASE Solutions (now called ATOMNIA), including the launch of Omnia Red and participation in a long-term managed services deployment of the Omnia platform for a large retail chain.

In Australia, the Company secured additional project work, including renewable network projects with Global Power Generation Australia and a contract with Seafarer Connect for CrewMate Lite services. During the same period, TTGI renewed and extended several existing customer relationships, including contracts with Tyro Payments, and Instyle Contract Textiles where we implemented a comprehensive cybersecurity solution.

The Company also advanced its product and service offerings. Key steps included the pre-general availability release of version 7.x of its flag ship SD-WAN code base, the integration of Clavister cybersecurity solutions into its Technology-as-a-Service (TaaS) portfolio, and the initiation of an Intel-based next-generation universal edge device project incorporating features such as artificial-intelligence (AI)-based traffic steering and post-quantum cryptography (PQC).

In addition, management undertook a number of branding, investor-relations and operational initiatives. These included the launch of a podcast series, participation in investor-focused webinars, and strategic operational changes implemented in December 2024 intended to improve efficiency and support the Company's profitability objectives.

## Financing and Corporate

During the quarter, the Company undertook the following financing initiatives:

- February 3, 2026 – The Company completed a non-brokered private placement of secured, non-convertible debentures for aggregate gross proceeds of \$4.65 million through the issuance of units at \$1,000 per unit. Each unit consisted of one debenture with a principal amount of \$1,000 and 4,000 non-transferable share purchase warrants, bearing interest at 16% per annum and secured by a first-ranking security interest over substantially all of the Company's assets (excluding Tenacious Networks Inc.). Net proceeds were used for repayment of secured debt, funding of a proposed acquisition, professional fees and general working capital.
- March 31, 2026 – The Company announced its intention to complete a non-brokered private placement of up to 85,714,285 units at \$0.07 per unit for aggregate gross proceeds of up to \$6.0 million, each unit consisting of one common share and one-half of one common share purchase warrant. The proposed offering is subject to TSX Venture Exchange approval and is expected to be completed in multiple tranches, with net proceeds intended for repayment of existing debt facilities and working capital to support growth initiatives.

## **6. Future Plans and Outlook**

Management's near-term priorities remain focused on integrating recent acquisitions, improving operating efficiency and strengthening the Company's financial position. Key areas of focus for the remainder of fiscal 2026 include driving organic revenue growth through existing channel partners and direct subsidiaries, optimizing the cost structure, and advancing selected product and service initiatives.

From a commercial perspective, management intends to continue to expand sales activity across SD-WAN, managed IT services, cybersecurity and Microsoft-related services, leveraging the combined capabilities of TNSI, Claratti and Insentra. Efforts will include deepening existing channel relationships, pursuing new channel opportunities and cross-selling services into the Company's installed customer base, subject to available resources and market conditions.

On the operational side, management plans to continue the deployment and hardening of its next-generation SD-WAN platform, customer premises equipment (CPE) and related tools, as well as ongoing investments in internal systems and processes to support scalability. These activities are expected to be paced in line with the Company's capital resources and liquidity profile, and may be adjusted as required in response to prevailing economic and financing conditions.

The Company's strategic plan also contemplates evaluating tuck-in acquisition opportunities that are complementary to its existing business, particularly in managed services and adjacent technology offerings. Any such transactions will depend on the availability of suitable targets, satisfactory due diligence outcomes and the Company's ability to secure appropriate financing on acceptable terms, and there can be no assurance that any acquisitions will be completed.

Management believes that successful execution of these initiatives, together with disciplined cost management, has the potential over time to improve the Company's revenue scale, operating margins and cash flow profile. However, actual results may differ materially from management's expectations due to factors including integration risk, competitive dynamics, customer demand, financing availability and broader macroeconomic conditions, as described under "Caution on Forward-Looking Information."

## 7. Summary of Results

Results for the three and six months ended March 31, 2026, and 2025 are as follows:

Income Statement Data (unaudited)	Three months ended March 31, 2026 Consolidated	Three months ended March 31, 2025 Consolidated	Six months ended March 31, 2026 Consolidated	Six months ended March 31, 2025 Consolidated
			\$	\$
Revenue	6,443,506	1,714,323	7,951,893	3,193,280
Direct costs	(4,273,760)	(509,901)	(4,734,346)	(816,262)
Gross profit	2,169,746	1,204,422	3,217,547	2,377,018
Expenses	4,844,936	1,259,780	7,318,712	3,975,543
Loss before other income	(2,675,190)	(55,358)	(4,101,165)	(1,598,525)
Other income (loss)	41,833	(358,805)	(1,530,643)	(757,351)
Net loss for the period – continuing operations	(2,633,357)	(414,163)	(5,631,808)	(2,355,876)
Net profit/(loss) for the period – discontinued operations	10,441	(30,379)	44,316	41,492
<b>Net loss for the period – total</b>	<b>(2,622,916)</b>	<b>(444,542)</b>	<b>(5,587,492)</b>	<b>(2,314,384)</b>
Other comprehensive income (loss)	(151,028)	(49,342)	(164,087)	108,788
<b>Comprehensive loss for the period</b>	<b>(2,773,944)</b>	<b>(493,884)</b>	<b>(5,751,579)</b>	<b>(2,205,596)</b>
Basic and diluted loss per common share – continuing operations	(0.01)	(0.00)	(0.03)	(0.01)
Basic profit/(basic and diluted loss) per common share – discontinued operations	0.00	(0.00)	0.00	0.00
Diluted profit per common share – discontinued operations	0.00	-	0.00	0.00
Weighted average number of common shares outstanding	191,078,686	164,962,446	187,865,527	164,962,446
Weighted average number of diluted shares outstanding	306,810,333	164,962,446	291,599,820	231,889,550

## Revenue and Gross Margin

Income Statement Data (unaudited)	Three months ended March 31, 2026 Consolidated	Three months ended March 31, 2025 Consolidated	Six months ended March 31, 2026 Consolidated	Six months ended March 31, 2025 Consolidated
	\$	\$	\$	\$
Revenue	6,443,506	1,714,323	7,951,893	3,193,280
Direct costs	(4,273,760)	(509,901)	(4,734,346)	(816,262)
Gross profit	2,169,746	1,204,422	3,217,547	2,377,018

During the three months ended March 31, 2026, revenue increased by 276% over the prior period, while direct costs increased by 738% over the prior period. This sharp increase was caused by Insentra acquisition on January 1, 2026, with Insentra's results included in the consolidated financial statements from that date. The Company reported gross margin for the period of 34% compared with gross margin of 70% for the prior comparable period, reflecting lower margin mix and higher cost intensity associated with the revenue generated by Insentra. Direct costs are comprised of commissions, service and support labour, and cost of goods sold.

During the six months ended March 31, 2026, revenue increased by 149% over the prior period, while direct costs increased by 480% over the prior period. The Company reported gross margin for the period of 40% compared with gross margin of 74% for the prior comparable period.

Acquisition of Claratti in August 2024 and Insentra in January 2026 affected the revenue and gross margin changes. Management believes that, over time, organic growth and cross-selling into the customer base may support improvements in overall profit margin; however, margins may continue to fluctuate in the near term as the Company integrates recent acquisitions and optimizes its cost structure.

### Expenses

Expenses for the three months ended March 31, 2026, increased by 285% over the prior period, driven by Insentra expenses. A 1278% increase in share-based compensation, a 689% increase in general and administrative expenses, a 206% increase in sales and marketing expenses, a 41% increase in research and development expenses, and a 71% increase in depreciation and amortization expense was slightly compensated by a 22% decrease in amortization of right-of-use assets.

Expenses for the six months ended March 31, 2026, increased by 84% over the prior period, driven by Insentra expenses. A 477% increase in share-based compensation, a 79% increase in general and administrative expenses, a 111% increase in sales and marketing expenses, an 81% increase in research and development expenses, and a 34% increase in depreciation and amortization expense was slightly compensated by a 14% decrease in amortization of right-of-use assets.

Management intends to take all cost saving measures where possible and to otherwise closely manage operating expenses over the ensuing quarters and will align spending with available resources, and revenue growth opportunities.

Management has also initiated a cost optimization program across the Group and, based on initiatives identified to date, estimates that it may be able to achieve aggregate reductions in operating expenses in the range of approximately \$100,000 to \$200,000 per month (equating to approximately \$1.2 million to \$2.4

million on an annualized basis). The timing, amount and realization of any such savings will depend on a number of factors, including the pace of integration of acquired businesses, implementation of common systems and processes, and broader market and operating conditions.

#### Refundable Tax Credits

The Government of Canada provides refundable tax credits to qualifying companies engaged in Scientific Research and Experimental Development (“SRED”) activities, as that term is defined in the Income Tax Act (Canada). The Group records 100% of its claim for such credits in profit or loss for the period in which the claim filed with the taxation authorities has been accepted and the tax credits have been received. Subsequent amendments or adjustments to such claims, if any, are recorded as they occur.

The government of Australia, which relates to Claratti, provides a refundable tax offset, notably under the Research and Development (R&D) Tax Incentive program. Companies with an aggregated turnover of less than \$20 million per year are eligible for the refundable R&D tax offset, which means if their tax credits (offsets) exceed their tax liability, the excess is paid out as a refund.

#### Interest and Accretion Expense

Interest expenses incurred for the six months ended March 31, 2026, and 2025 are as follows:

	2026	2025
	\$	\$
<b>Interest</b>		
Convertible note (Note 12(b))	16,545	16,522
Convertible notes (Note 12(o) to (t))	242,665	53,608
Loan payable (Note 12(c))	11,596	13,809
Claratti loans (Note 12(d) to (m))	321,399	364,478
Promissory notes (Note 12(u) to (y), (aa), (cc))	124,952	42,935
Individual loan (Note 12(bb))	2,574	11,683
CEBA loan (Note 12 (a))	8,121	2,625
Non-convertible debentures (Note 12 (z))	138,586	-
Take-back note (Note 12 (dd))	13,699	-
<b>Accretion</b>		
Accretion of lease obligations (Note 10)	15,941	28,453
Accretion of convertible note (Note 12(b))	9,013	7,484
Accretion of Claratti loans (Note 12(d) to (m))	-	88,036
Accretion of convertible notes (Note 12(o) to (t))	179,237	73,837
Accretion of promissory notes (Note 12 (v))	-	30,000
<b>Finance costs</b>		
Non-convertible debentures (Note 12 (z))	263,560	-
Broker warrants (Note 17)	85,116	-
Convertible notes (Note 12 (o) to (t))	-	37,480
Claratti loans (Note 12 (d) to (m))	183,159	-
	1,616,163	770,950

## 8. Non-IFRS Financial Measures – Adjusted EBITDA

This MD&A 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.

We use non-IFRS financial measures to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. We believe that securities analysts, investors, and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. 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.

Adjusted EBITDA is a non-IFRS financial measure that we calculate as net income (loss) before tax excluding depreciation and amortization expense, share based expense, gain/loss on change on fair value of derivatives, loss on debt settlement, government grants, foreign exchange gain/loss, interest and accretion and SRED refund. Adjusted EBITDA is used by management to understand and evaluate the performance and trends of the Company's operations. The following table shows a reconciliation of adjusted EBITDA to net income (loss) before tax, the most comparable IFRS financial measure, for the three and six months ended March 31, 2026 and 2025:

	<b>Three months ended March 31, 2026</b>	Three months ended March 31, 2025	<b>Six months ended March 31, 2026</b>	Six months ended March 31, 2025
			\$	\$
Loss before tax	<b>(2,622,916)</b>	(444,542)	<b>(5,587,492)</b>	(2,314,384)
Amortization	<b>225,415</b>	131,744	<b>357,965</b>	266,939
Amortization of right-of-use assets	<b>31,531</b>	40,484	<b>67,965</b>	78,842
Share-based compensation	<b>126,398</b>	9,175	<b>189,419</b>	32,839
Gain on change in fair value of the conversion option liabilities	<b>(1,159,824)</b>	-	<b>(54,197)</b>	-
Loss on change in FV of derivative	-	27,744	-	39,253
Gain on lease surrender	-	-	<b>(32,552)</b>	-
Government Grant	-	-	-	-
Foreign exchange gain	<b>(37,915)</b>	(51,450)	<b>(32,011)</b>	(52,852)
Interest and accretion expense	<b>1,122,666</b>	382,511	<b>1,616,163</b>	770,950
M&A and financing related one-time transaction costs	<b>467,953</b>	-	<b>601,991</b>	11,751
<b>Adjusted EBITDA</b>	<b>(1,846,692)</b>	95,666	<b>(2,872,749)</b>	(1,166,662)

## 9. Quarterly Highlights

	March 31, 2026*	December 31, 2025*	September 30, 2025*	June 30, 2025	Mar 31, 2025	Dec 31, 2024	Sep 30, 2024	June 30, 2024
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	6,927,422	2,032,597	2,286,459	2,337,977	2,189,664	1,973,697	1,545,810	1,357,317
Gross Margin	2,354,005	1,183,482	686,818	1,577,142	1,279,799	1,344,216	925,672	849,670
Total Expenses	4,934,634	2,575,582	1,683,418	2,749,493	1,365,536	2,824,061	2,000,367	1,363,395
Other gain (loss)	(42,287)	(1,572,476)	(6,466,979)	(297,692)	(358,805)	(400,014)	(520,613)	134,736
Income tax recovery (expense)	-	-	-	-	-	10,017	(79,561)	-
Deferred income tax recovery	-	-	-	-	-	-	84,780	-
Net income (loss)	(2,622,916)	(2,964,576)	(7,463,579)	(1,470,043)	(444,542)	(1,869,842)	(1,575,615)	(378,989)
Other comprehensive income (loss)	(151,028)	(13,059)	(47,065)	(8,245)	(49,342)	158,130	(86,806)	-
Net comprehensive income (loss)	(2,773,944)	(2,977,635)	(7,510,644)	(1,478,288)	(493,884)	(1,711,712)	(1,662,421)	(378,989)
Weighted average number of common shares outstanding	191,078,686	184,757,145	170,187,417	165,122,873	164,962,446	164,962,446	136,923,348	107,968,303
Basic and diluted loss per common share	(0.01)	(0.02)	(0.04)	(0.01)	(0.00)	(0.01)	(0.01)	(0.00)

\*) The operating results of TNET are included in the data for the three months ended March 31, 2026, December 31, 2025 and September 30, 2025. In the consolidated financial statements, TNET is classified as a disposal group, and the results of its operations for the period up to the date of disposal are reported as a net loss from discontinued operations in the consolidated statement of loss and comprehensive loss, with separate disclosure of its revenue, direct costs, and other gains or losses in the notes to the financial statements. The operating results of TNET for the three months ended March 31, 2026, December 31, 2025 and September 30, 2025, were as follows:

	March 31, 2026	December 31, 2025	September 30, 2025
	\$	\$	\$
Revenue	483,916	524,210	530,556
Gross margin	184,259	135,680	116,889
Total expenses	89,698	101,805	97,928
Income tax expenses	(84,120)	-	-
Net income	10,441	33,875	18,961

It is anticipated that revenues and expenses may vary, perhaps materially, from quarter to quarter due to several factors, including changes in product mix, costs related to planned increase in market share, global expansion costs and ongoing corporate development initiatives.

Although revenues may fluctuate from quarter to quarter, and such fluctuations may be material, management expects that revenues will increase year over year.

Revenue for the current quarter increased by 216% over the same quarter last year, while direct costs increased by 403%. The Company reported a combined profit margin of 34% for the quarter, compared to 58% for the same quarter last year. The Company expects its combined profit margin will remain relatively constant in the near-term, and improve with organic growth through cross-selling into our respective customer bases.

## 10. Summary of Financial Position

The Company's financial position as at March 31, 2026, compared with the Company's financial position as at September 30, 2025, is as follows:

Balance Sheet Data	March 31, 2026 (Consolidated)	September 30, 2025 (Consolidated)
	\$	\$
Current assets	2,508,273	1,722,811
Assets held for sale	-	1,149,614
Non-current assets	14,442,543	3,722,466
Current liabilities	14,287,192	11,101,752
Liabilities related to the assets held for sale	-	378,616
Non-current liabilities	16,458,014	5,175,497

Assets as at March 31, 2026 increased by 157% compared to the previous period mainly due to increase in amounts receivable, intangible assets and goodwill due to Insentra acquisition, and increase in cash due to recent financing. This increase was partially compensated by the decrease of prepaid expenses and inventory and decrease of property and equipment and right-of-use assets due to depreciation and amortization. As at March 31, 2026, intangible assets and goodwill comprised \$14,237,431 (September 30, 2025 - \$3,428,445), net of amortization and impairment, representing 84% (September 30, 2025 - 52%) of the Company's total assets.

Current assets increased by 46% over the prior period due to a 67% increase in cash, a 52% increase in amounts receivable, partially compensated by a 42% decrease in prepaid expenses and a 74% decrease in inventory.

Non-current assets increased by 288% over the prior period due to a 100% increase in goodwill and a 87% increase in intangible assets due to Insentra acquisition, slightly offset by a 34% decrease in right-of-use assets, a 22% decrease in property and equipment due to depreciation and amortization.

Current liabilities increased by 29% compared to the prior period, primarily due to a 1274% increase in deferred revenue and a 43% increase in accounts payable and accrued liabilities due to Insentra acquisition, slightly offset by a 43% decrease in lease liability and an 18% decrease in due to related party. Current loans payable remained relatively stable compared to prior period.

Non-current liabilities increased by 218% from the prior period due to a 453% increase in loans payable, partially offset by a 25% decrease in conversion option liabilities, a 100% decrease in deferred revenue, and a 39% decrease in lease liabilities.

### Liquidity and Capital Resources

Until TTGI earns an operating surplus, it is reliant on its ability to raise capital in order to settle its debts as they come due. As at March 31, 2026, TTGI had a working capital deficiency of \$11,778,919 (September 30, 2025 - \$9,378,941). During the six months ended March 31, 2026, the Company incurred a net loss of \$5,587,492 (2025 - \$2,314,384).

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available

capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

A summary of the Company's obligations is as follows:

As at March 31, 2026	Carrying amount	Contractual cash flows	1 year or less	1-5 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	6,552,605	6,552,605	6,552,605	-
Due to related parties	653,882	653,882	653,882	-
Loans payable	19,934,684	23,305,460	8,090,070	15,215,390
Lease payments	163,176	194,519	66,893	127,626
	27,304,347	30,706,466	15,363,450	15,343,016

As at September 30, 2025	Carrying amount	Contractual cash flows	1 year or less	1-5 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	4,572,153	4,572,153	4,572,153	-
Due to related parties	792,702	792,702	792,702	-
Loans payable	8,065,566	11,029,961	5,558,375	5,471,586
Lease payments	278,649	316,826	207,335	109,491
	13,709,070	16,711,642	11,130,565	5,581,077

The Company received Canada Emergency Business Account ("CEBA") loans in three equal instalments for an aggregate amount of \$180,000 funded by the Government of Canada. The loans were interest-free until January 18, 2024, at which time, as they were not repaid, the balance converted to a 3-year term loan at an interest rate of 5% per annum. The Company had estimated the initial carrying value of the CEBA loans at \$137,725, using a discount rate of 12.68% per annum, which was the estimated rate for a similar loan without the interest-free component. The total difference of \$42,275 was accreted to other income (loss) on the consolidated statements of loss and comprehensive loss. The Company recognized loan accretion for the six months ended March 31, 2026 of \$Nil (2024 - \$Nil).

On May 17, 2023, the Company closed the first tranche of its previously announced non-brokered private placement of unsecured convertible notes for aggregate gross proceeds of up to \$1-million. The first tranche closing of the offering comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$276,500. The notes issued in connection with the first tranche closing will mature on May 16, 2026, and are convertible into units, each consisting of one common share in the capital of the company and one-half of one share purchase warrant at a conversion price of \$0.16 of principal per note. These warrants have a term of 36 months and entitle the holder to purchase one share at an exercise price of \$0.16 per share. These notes have an interest rate of 12 per cent per annum, with a minimum of four months of interest accrued regardless of the date of repayment or conversion of the notes.

The Company allocated \$41,740 to the equity component of the convertible note, and \$234,760 to the liability component of the convertible note.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$9,012 (2025 - \$7,484) and interest expense of \$16,545 (2024 - \$16,552). As at March 31, 2026, a total of \$276,825

(September 30, 2025 - \$267,812) was outstanding for principal. Accrued interest in amount of \$18,858 is included in the accounts payable and accrued liabilities.

On December 11, 2023, the Company entered into a loan agreement with a third party for proceeds of \$250,000. The proceeds will be used for operating purposes. This loan is repayable in 60 monthly payments starting November 2024, and matures in November 2029, carries a floating interest rate, calculated at the third party's floating base rate plus a variance of 3.7% per annum (currently at 9.3% per annum), and is secured by a general security agreement on the Company's assets. For the six months ended March 31, 2026, the loan was repaid in full (2025 - \$21,200).

As a part of the Claratti acquisition (Note 5), the Company assumed a series of seven loans due to a financial institution with a carrying balance of \$1,417,516 as at March 31, 2026 (September 30, 2025 - \$1,423,772). The loans are denominated in Australian dollars. These loans carry interest rates of 18% to 24% per annum, are secured by a personal guarantee, and had a maturity date of December 1, 2025. The loans were not repaid as of March 31, 2026. For the six months ended March 31, 2026, proceeds of \$Nil (2025 - \$614,437) were drawn from these loans, and principal and financing charges of \$293,214 (2025 - \$46,462) were paid.

As a part of the Claratti acquisition (Note 5), the Company assumed a loan due to a financial institution. The loan is denominated in Australian dollars. This loan carries an interest rate of 8.61% per annum, and was secured by equipment. This loan is repaid in monthly instalments over five years, with maturity in December 2025. The Company recorded the fair value of the loan using an incremental borrowing rate of 12.75% per annum and subsequently measured at amortized cost. Accretion of \$58 (2025 - \$646) was recorded for the six months ended March 31, 2026. The loan was fully repaid as at March 31, 2026.

As a part of the Claratti acquisition (Note 5), the Company assumed a working capital loan due to an individual with a carrying balance of \$93,752 as at March 31, 2026 (September 30, 2025 - \$84,083). The loan is denominated in Australian dollars. This loan carries interest of 13.54% per annum payable at maturity in October 2027, and has a term of 3 years. Interest expense of \$5,492 was recorded for the six months ended March 31, 2026 (2025 - \$Nil).

On April 30, 2025 the Company entered into a working capital loan due to an arms-length individual with a carrying balance of \$22,348 (September 30, 2025 - \$19,862). The loan is denominated in Australian dollars. This loan carries interest of 18% per annum payable at maturity in April 2028, and has a term of 3 years. Interest expense of \$1,677 was recorded for the six months ended March 31, 2026 (2025 - \$Nil).

On October 9, 2024 the Company entered into a loan agreement with an arms-length individual for a principal amount of \$3,600. The loan is denominated in Australian dollars. The loan bears interest at 13.54% per annum payable at maturity in October 2027, and has a term of 3 years. During the six months ended March 31, 2026, the Company recognized interest expense of \$282 (2025 - \$Nil). As at March 31, 2026, \$4,632 (September 30, 2025 - \$4,144) was outstanding.

As a part of the Claratti acquisition (Note 5), the Company assumed an equipment loan due to financial institution with a carrying balance of \$Nil as at March 31, 2026 (September 30, 2025 - \$2,667). The loan is denominated in Australian dollars. This loan carries an interest rate of 3.4%, and is secured by equipment. This loan is paid in monthly instalments over four years and matured in December 2025. The Company was recorded the fair value of the loan using an incremental borrowing rate of 12.75% and subsequently measured at amortized cost. The loan was fully repaid as at March 31, 2026.

As a part of the Claratti acquisition (Note 5), the Company assumed a loan due to a Company controlled by the CEO of the Company with a principal balance of \$1,341,747 (September 30, 2025 - \$1,280,357) and

\$51,753 in interest as at March 31, 2026 (September 30, 2025 - \$24,785). The loan is denominated in Australian dollars. This loan is secured and due on demand. During the six months ended March 31, 2026, \$116,102 in principal and accrued interest was paid (2025 - \$519,171).

As a part of the Claratti acquisition (Note 5), the Company assumed a line of credit due to a financial institution with a carrying balance of \$36,322 as at March 31, 2026 (September 30, 2025 - \$38,957). The loan is denominated in Australian dollars. This loan carries an interest rate of 17.95%, and is secured by personal guarantees. This loan is due on demand. For the six months ended March 31, 2026, \$8,240 in principal and accrued interest was paid (2025 - \$Nil).

As a part of the Claratti acquisition (Note 5), the Company assumed a line of credit due to a financial institution with a carrying balance of \$35,961 as at March 31, 2026 (September 30, 2025 - \$33,683). The loan is denominated in Australian dollars. This loan carries an interest rate of 11.33%, and is unsecured. This loan is due on demand. During the six months ended March 31, 2026, \$1,980 in principal and accrued interest was paid (2025 - \$Nil).

On November 18, 2025 the Company received an insurance loan from a third party. The loan is denominated in Australian dollars. The carrying balance of the loan as at March 31, 2026 is \$17,853 (September 30, 2025 - \$Nil). The loan carries an interest rate of 15.31% and matures in 10 months. During the six months ended March 31, 2026, proceeds of \$34,775 was obtained from the loan (2025 - \$Nil), \$18,936 of principal and interest was paid and \$1,008 of interest expense was accrued.

As a part of the Claratti acquisition (Note 5), the Claratti Vendors are to be issued additional common shares in the capital of the Company with an aggregate deemed value of up to \$4,000,000 upon the achievement of certain EBITDA (earnings before interest, taxes, depreciation and amortization) projections (Note 5). The fair value of the Claratti Contingent Consideration was estimated to be \$207,190 as at September 30, 2025 and it did not materially change as at March 31, 2026.

On November 4, 2024, the Company closed the first tranche of a non-brokered private placement of unsecured convertible notes. The closing comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$501,000. The notes mature on May 4, 2026, and are convertible into units, each consisting of one common share in the capital of the Company and one share purchase warrant at a conversion price of \$0.08 per unit until November 4, 2025, and \$0.10 for the remaining term. These warrants expire on November 4, 2026, and entitle the holder to purchase one Company share at an exercise price of \$0.10. These notes bear interest at a rate of 15% per annum. The Company may, at its option, accelerate the expiry date of the warrants on 30 days of notice if the volume-weighted average trading price ("VWAP") of the common shares on the TSX-V is greater than \$0.30 for the preceding 10 consecutive trading days. The Company paid finders' fees of \$28,350 and issued 354,375 finders' warrants related to this closing. These warrants expire on November 4, 2026 and have an exercise price of \$0.10 per share.

The Company determined the conversion feature met the definition of a derivative liability as the conversion component had a variable conversion price at issuance and therefore failed to meet the "fixed-for fixed" criteria to be classified as equity as outlined in IAS 32 *Financial Instruments: Presentation*. The classification of the conversion feature is determined at issuance and remains the same over the life of the instrument. The Company allocated \$107,972 of the proceeds to the conversion option liability component, and \$393,028 to the note liability component.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$38,940 (2025 - \$42,483) and interest expense of \$36,451 (2025 - \$30,265). As at March 31, 2026, a total of \$500,109 (September 30, 2025 - \$519,942) was outstanding for principal and interest.

For the six months ended March 31, 2026, investors converted \$46,000 of principal amount into the units, at a conversion price of \$0.1 per unit. Consequently, the Company reduced conversion option liability component for \$21,420 and note liability component for \$43,320. The Company issued 460,000 common shares which were valued at fair market value of \$0.1 at \$46,000, and 460,000 share purchase warrants. Using residual method, the value of \$18,740 was allocated to the warrants.

On November 27, 2024, the Company closed the second tranche of a non-brokered private placement of unsecured convertible notes. The closing comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$105,000. The notes mature on May 27, 2026, and are convertible into units, each consisting of one common share in the capital of the Company and one share purchase warrant at a conversion price of \$0.08 per unit until November 27, 2025, and \$0.10 for the remaining term. These warrants expire on November 27, 2026, and entitle the holder to purchase one Company share at an exercise price of \$0.10. These notes bear interest at a rate of 15% per annum. The Company may, at its option, accelerate the expiry date of the warrants on 30 days of notice if the VWAP of the common shares on the TSX-V is greater than \$0.30 for the preceding 10 consecutive trading days. The Company paid finders' fees of \$2,800 and issued 35,000 finders' warrants related to this closing. These finders' warrants expire on November 27, 2026 and have an exercise price of \$0.10 per share.

The Company determined the conversion feature met the definition of a derivative liability as the conversion component had a variable conversion price at issuance and therefore failed to meet the "fixed-for fixed" criteria to be classified as equity as outlined in IAS 32 *Financial Instruments: Presentation*. The classification of the conversion feature is determined at issuance and remains the same over the life of the instrument. The Company allocated \$25,362 of the proceeds to the conversion option liability component, and \$79,638 to the note liability component.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$9,408 (2025 - \$7,879) and interest expense of \$7,853 (2025 - \$5,350). As at March 31, 2026, a total of \$116,823 (September 30, 2025 - \$108,970) was outstanding for principal and interest.

On December 17, 2024, the Company closed the third tranche of a non-brokered private placement of unsecured convertible notes. The closing comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$118,000. The notes mature on June 17, 2026, and are convertible into units, each consisting of one common share in the capital of the Company and one share purchase warrant at a conversion price of \$0.08 per unit until December 17, 2025, and \$0.10 for the remaining term. These warrants expire on December 17, 2026, and entitle the holder to purchase one Company share at an exercise price of \$0.10. These notes bear interest at a rate of 15% per annum. The company may, at its option, accelerate the expiry date of the warrants on 30 days of notice if the VWAP of the common shares on the TSX-V is greater than \$0.30 for the preceding 10 consecutive trading days. The Company paid finders' fees of \$1,500 related to this closing.

The Company determined the conversion feature met the definition of a derivative liability as the conversion component had a variable conversion price at issuance and therefore failed to meet the "fixed-for fixed" criteria to be classified as equity as outlined in IAS 32 *Financial Instruments: Presentation*. The classification of the conversion feature is determined at issuance and remains the same over the life of the instrument. The Company allocated \$18,134 of the proceeds to the conversion option liability component, and \$99,866 to the note liability component of the convertible note.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$6,196 (2025 - \$7,558) and interest expense of \$8,826 (2025 - \$5,075). As at March 31, 2026, a total of \$131,283 (September 30, 2025 - \$122,461) was outstanding for principal and interest.

On January 17, 2025, the Company closed the fourth tranche a non-brokered private placement of unsecured convertible notes. The closing comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$449,000. The notes mature on July 16, 2026, and are convertible into units, each consisting of one common share in the capital of the Company and one share purchase warrant at a conversion price of \$0.08 per unit until January 17, 2026, and \$0.10 for the remaining term. These warrants expire on January 17, 2027, and entitle the holder to purchase one Company share at an exercise price of \$0.10. These notes bear interest at a rate of 15% per annum. The Company may, at its option, accelerate the expiry date of the warrants on 30 days of notice if the VWAP of the common shares on the TSX-V is greater than \$0.30 for the preceding 10 consecutive trading days. The Company paid finders' fees of \$4,830 related to this closing and issued 60,375 finders' warrants exercisable at \$0.10 until January 17, 2027.

The Company determined the conversion feature met the definition of a derivative liability as the conversion component had a variable conversion price at issuance and therefore failed to meet the "fixed-for fixed" criteria to be classified as equity as outlined in IAS 32 *Financial Instruments: Presentation*. The classification of the conversion feature is determined at issuance and remains the same over the life of the instrument. The Company allocated \$65,629 of the proceeds to the conversion option liability component, and \$383,371 to the note liability component.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$21,320 (2025 - \$15,918) and interest expense of \$31,484 (2025 - \$12,916). As at March 31, 2026, a total of \$423,243 (September 30, 2025 - \$465,976) was outstanding for principal and interest.

For the six months ended March 31, 2026, investors converted \$69,000 of principal amount into the units, at a conversion price of \$0.08 per unit. Consequently, the Company reduced conversion option liability component for \$40,417 and note liability component for \$64,828. The Company issued 862,500 common shares which were valued at fair market value of \$0.1 at \$86,250, and 862,500 share purchase warrants. Using residual method, the value of \$18,995 was allocated to the warrants.

On May 27, 2025, the Company closed the first tranche of a non-brokered private placement of unsecured convertible notes. The closing comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$1,100,000. The notes mature on May 27, 2028, and are convertible into units, each consisting of one common share in the capital of the company and one share purchase warrant at a conversion price of \$0.08 per unit until May 27, 2026, and \$0.10 for the remaining term. These warrants expire on May 27, 2028, and entitle the holder to purchase one Company share at an exercise price of \$0.10. These notes bear interest at a rate of 15% per annum. The Company may, at its option, accelerate the expiry date of the warrants on 30 days of notice if the VWAP of the common shares on the TSX-V is greater than \$0.30 for the preceding 10 consecutive trading days. The Company paid finders' fees of \$7,350 related to this closing and issued an aggregate of 91,875 non-transferable finder warrants exercisable at \$0.10 until May 27, 2028.

The Company determined the conversion feature met the definition of a derivative liability as the conversion component had a variable conversion price at issuance and therefore failed to meet the "fixed-for fixed" criteria to be classified as equity as outlined in IAS 32 *Financial Instruments: Presentation*. The classification of the conversion feature is determined at issuance and remains the same over the life of the instrument. The Company allocated \$751,121 of the proceeds to the conversion option liability component, and \$348,879 to the note liability component.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$59,216 (2025 - \$Nil) and interest expense of \$75,777 (2025 - \$Nil). As at March 31, 2026, a total of \$853,995 (September 30, 2025 - \$1,156,959) was outstanding for principal and interest.

For the six months ended March 31, 2026, investors converted \$355,000 of principal amount into the units, at a conversion price of \$0.08 per unit. Consequently, the Company reduced conversion option liability component for \$432,084 and note liability component for \$133,056. The Company issued 4,437,500 common shares which were valued at fair market value \$404,375, and 4,437,500 share purchase warrants. Using residual method, the value of \$160,765 was allocated to the warrants.

On June 25, 2025, the Company closed the second tranche of a non-brokered private placement of unsecured convertible notes. The closing comprised the issuance of unsecured convertible notes in the aggregate principal amount of \$1,100,000. The notes mature on June 25, 2028, and are convertible into units, each consisting of one common share in the capital of the Company and one share purchase warrant at a conversion price of \$0.08 per unit until June 25, 2026, and \$0.10 for the remaining term. These warrants expire on June 25, 2028, and entitle the holder to purchase one Company share at an exercise price of \$0.10. These notes bear interest at a rate of 15% per annum. The Company may, at its option, accelerate the expiry date of the warrants on 30 days of notice if the VWAP of the common shares on the TSX-V is greater than \$0.30 for the preceding 10 consecutive trading days. The Company paid finders' fees of \$21,000 related to this closing and issued an aggregate of 87,500 non-transferable finders' warrants of the company, exercisable at \$0.10 until June 25, 2028.

The Company determined the conversion feature met the definition of a derivative liability as the conversion component had a variable conversion price at issuance and therefore failed to meet the "fixed-for fixed" criteria to be classified as equity as outlined in IAS 32 *Financial Instruments: Presentation*. The classification of the conversion feature is determined at issuance and remains the same over the life of the instrument. The Company allocated \$373,320 of the proceeds to the conversion option liability component, and \$726,680 to the note liability component.

For the six months ended March 31, 2026, the Company recognized accretion expense of \$44,157 (2025 - \$Nil) and interest expense of \$82,274 (2025 - \$Nil). As at March 31, 2026, a total of \$1,226,123 (September 30, 2025 - \$1,143,849) was outstanding for principal and interest.

On February 28, 2021, in connection with the acquisition of TNET, the Company entered into a promissory note with a company controlled by the former President of TNET, and a company controlled by the previous CEO of the Company for a principal amount of \$300,000. The promissory note bears interest at a rate of 6% per annum. The promissory note is due on demand and is secured by a General Security Agreement. For the six months ended March 31, 2026, the Company recognized accrued interest of \$6,140 (2025 - \$5,013). All accrued interest, including \$88,374, accrued as of September 30, 2025, and principal amounts were repaid during the six months ended March 31, 2026.

On September 30, 2022, the Company entered into a promissory note with an arms-length individual for a principal amount of \$100,000. The promissory note bears interest at a rate of 1% per month and is due on demand. The loan was not repaid as at March 31, 2026. For the year ended September 30, 2025, the Company recognized accrued interest of \$40,257 for this promissory note.

On March 28, 2024, the Company entered into promissory note with the same individual lender to borrow a total of \$200,000. The note bears interest at 14% per annum. The maturity date of the note was September 28, 2024. The note was not repaid as at December 31, 2025. On March 28, 2024, in connection with the note, the Company issued an aggregate of two million share purchase warrants to the lender (Note 16). Each warrant entitled the holder to purchase one common share of the company at an exercise price of \$0.10 until March 28, 2025. The warrants expired unexercised. For the year ended September 30, 2025, the Company recognized accrued interest of \$40,797 for this note.

On February 19, 2025, the Company entered into a loan agreement with the same arms-length individual for a principal amount of \$300,000. The loans bear interest at 1.5% per month, paid at maturity, and the maturity date of the loan is June 30, 2026. For the year ended September 30, 2025, the Company recognized accrued interest of \$25,053 for this note.

On August 1, 2025, the Company agreed with this lender to consolidate all of these debts, including unpaid interest, into one loan with a principal amount of \$700,000. The consolidated loan bears interest of 1.33% per month and is repayable on December 31, 2027. For the six months ended March 31, 2026, the Company recognized interest expense of \$51,480 (2025 - \$55,085) for this loan.

In connection with the loan agreement, on December 12, 2025, the Company issued an aggregate of 6,000,000 share purchase warrants to the lender (Note 16). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 9, 2027. The warrants are subject to acceleration should the shares trade at or \$0.30 per share for any 10 consecutive trading days.

On March 28, 2024, the Company entered into loan agreements with two arms-length lenders to borrow a total of \$75,000 (\$25,000 and \$50,000 respectively). The loans bear interest at 14% per annum. The maturity date of the loans was September 28, 2024. During the six months ended March 31, 2026, the loan for \$50,000 was repaid, and the loan for \$25,000 was not. On March 28, 2024, in connection with the loan agreements, the Company issued an aggregate of 750,000 share purchase warrants to the lenders (Note 16). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until March 28, 2025. The warrants expired unexercised. For the year ended September 30, 2025, the Company recognized interest expense of \$14,147 for these loans.

On August 1, 2025, the Company agreed with the lender owed \$25,000 to amend his loan with a new one, payable at December 31, 2027 and bearing interest of 1.33% per month. For the six months ended March 31, 2026, the Company recognized interest expense of \$1,995 (2025 - \$2,023) for this loan.

In connection with the loan agreement, on December 12, 2025, the Company issued an aggregate of 250,000 share purchase warrants to the lender (Note 16). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 9, 2027. The warrants are subject to acceleration should the shares trade at or \$0.30 per share for any 10 consecutive trading days.

On March 28, 2024, the Company entered into loan agreement with a company controlled by an arms-length individual to borrow a total of \$25,000. The loan bears interest at 14% per annum. The maturity date of the loan was September 28, 2024. The loan was not repaid as of March 31, 2026. On March 28, 2024, in connection with the loan, the Company issued an aggregate of 250,000 share purchase warrants to the lender (Note 16). Each warrant entitles the holder to purchase one common share of the company at an exercise price of \$0.10 until March 28, 2025. The warrants expired unexercised. For the year ended September 30, 2025, the Company recognized interest expense of \$4,612 (2024 - \$Nil) for this loan.

On December 17, 2024, the Company entered into a promissory note with the same arms-length individual for a principal amount of \$100,000. The promissory note bears interest at 1.5% per month, paid at maturity, and the maturity date of the loan is June 30, 2026. For the year ended September 30, 2025, the Company recognized interest expense of \$5,000 (2024 - \$Nil) for this note.

On August 1, 2025, the Company agreed with the lender to consolidate all of these debts, including unpaid interest, into one loan with a principal amount of \$130,000. The consolidated loan bears interest of 1.33% per month and is repayable on December 31, 2027. For the six months ended March 31, 2026, the Company recognized interest expense of \$10,374 (2025 - \$1,975) for this loan.

In connection with the loan, on December 12, 2025, the Company issued an aggregate of 1,250,000 share purchase warrants to the lender (Note 16). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 9, 2027. The warrants are subject to acceleration should the shares trade at or \$0.30 per share for any 10 consecutive trading days.

On February 5, 2025, the Company entered into a loan agreement with a director of the Company for a principal amount of \$200,000. The loan bears interest at 1.5% per month, paid at maturity, and the maturity date of the loan is June 30, 2026. For the year ended September 30, 2025, the Company accrued interest of \$18,000 (2024 - \$Nil) for this loan.

On August 1, 2025, the Company agreed with the director to consolidate principal and outstanding interest into a loan with a principal amount of \$218,000, payable at December 31, 2027 and bearing interest of 1.33% per month. For the six months ended March 31, 2026, the Company recognized interest expense of \$17,396 (2025 - \$Nil) for this loan.

In connection with the loan agreement, on December 12, 2025, the Company issued an aggregate 2,000,000 share purchase warrants to the lender (Note 16). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 9, 2027. The warrants are subject to acceleration should the shares trade at or \$0.30 per share for any 10 consecutive trading days.

On February 3, 2026, the Company completed a non-brokered private placement financing for aggregate gross proceeds of \$4.65 million through the issuance of 4,650 units at \$1,000 per unit. Each unit consisted of one secured, non-convertible debenture with a principal amount of \$1,000 and 4,000 non-transferable share purchase warrants. The debentures bear interest at 16% per annum, payable monthly, are secured by a first-ranking security interest over substantially all of the Company's assets (excluding assets of TNET), and have a contractual term of 36 months, subject to scheduled amortization and early repayment provisions. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.10 during 36 months after closing, subject to acceleration provisions. In connection with the financing, 1,200,000 non-transferable finder's warrants were issued to arm's length finders, exercisable at \$0.10 per common share during 36 months after closing. Net proceeds are intended to be used for, among other things, repayment of existing secured debt, funding acquisitions, professional fees, and general working capital.

For the six months ended March 31, 2026, the Company accrued and paid interest expense of \$138,586(2025 - \$Nil).

In October 2025, the Company entered into promissory note agreements with arm's length individuals, each of whom advanced \$150,000 to the Company. The loans bear interest at 1.5% per annum and mature in December 31, 2025. The loans were not repaid as of March 31, 2026.

For the six months ended March 31, 2026, \$26,710 of interest expense was accrued (2025 – \$Nil) and recognized in profit or loss, \$13,355 of interest was paid. As at March 31, 2026, accrued interest of \$13,355 was included in the loan balance.

On October 2, 2024, the Company entered into a loan agreement with an individual in the amount of \$278,790. The loan is denominated in Australian dollars. Under the terms of the agreement, the loan was to be repaid in two instalments by December 2, 2024. This loan carries an interest rate of 12% per annum, is unsecured, and is due on demand. For the six months ended March 31, 2026 the loan was repaid.

	\$
Funds received	278,790
Interest accrued	18,231
Repayment	(229,582)
Effect of foreign exchange	(6,924)
Balance, September 30, 2025	60,515
Interest accrued	2,574
Repayment	(65,496)
Effect of foreign exchange	2,407
Balance, March 31, 2026	-

On March 11, 2026 the Company entered into promissory note agreements with arm's length individuals, who advanced in total \$500,000 to the Company. The loans bear interest at 1.33% per annum and mature in December 31, 2026.

For the six months ended March 31, 2026, \$4,290 of interest expense was accrued (2025 – \$Nil) and recognized in profit or loss. As at March 31, 2026, accrued interest of \$4,290 was included in the loan balance.

In connection with Insentra acquisition (Note 5), the Company issued Take-back Note, bearing interest 2% above the Royal Bank of Canada prime lending rate per annum. The fair value of the note as of the acquisition date was assessed at \$2,605,094.

For the six months ended March 31, 2026, \$13,699 of interest expense was accrued (2025 – \$Nil) and recognized in profit or loss. No repayments were made for the six months ended March 31, 2026. As at March 31, 2026, accrued interest of \$13,699 was included in the loan balance.

As a part of the Insentra acquisition (Note 5), the Insentra Vendors are to be issued additional consideration contingent on achieving targeted revenue and adjusted EBITDA. 60% of the Insentra Contingent Consideration is payable in cash, and 40% - in shares of the Company.

On August 21, 2025, the Company received \$500,000 from an arms-length individual. The amounts bore no interest, as they were received in advance of the next financing which was scheduled to take place on February 3, 2026 (Note 12 (z)).

The following is an aggregate summary of the maturity of loans payable as of March 31, 2026:

Within 1 year	1-3 years	3+ years	<b>Total</b>
\$5,470,097	\$14,464,587	-	<b>\$19,934,684</b>

The Financial Statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the Financial Statements as at March 31, 2026, TTGI has an accumulated deficit of \$43,310,088 (September 30, 2025 - \$37,722,596) and negative cash flow from operating activities of \$1,442,548 for the three months ended March 31, 2026 (2025 - \$626,130). These factors, among others, indicate there are material uncertainties that may cast significant doubt as to the ability of the Company to continue as a going concern. Management believes that the proceeds from additional equity financing activities that it is currently pursuing, combined with revenue that the Company expects to generate in subsequent periods, will provide the Company with

sufficient working capital to satisfy its liabilities and commitments as they become due for the foreseeable future. There can be no assurances that sufficient equity can be raised on acceptable terms on a timely basis.

## 11. Acquisition

### *Claratti*

On August 22, 2024, the Company completed its acquisition of 100 per cent of the issued and outstanding securities of Claratti.

In connection with the acquisition, the Company issued to the vendors of the Claratti securities (the Claratti Vendors) 40,000,000 common shares in the capital of the Company at a deemed price of \$0.15 per share for purchase price of \$6,000,000. These shares were subject to a four-month hold period under applicable securities laws that expired on December 23, 2024, along with a contractual resale restriction (the contractual hold period), such that:

1. 25% of the issuable consideration shares were not subject to a contractual hold period;
2. 25% of the issuable consideration shares were released from the contractual hold on February 22, 2025;
3. 25% of the issuable consideration shares were released from the contractual hold on August 22, 2025;
4. The final 25% of the issuable consideration shares are to be released from the contractual hold on February 22, 2026.

In addition to these shares, the Claratti Vendors are to be issued contingent consideration in the form of additional common shares in the capital of the Company with an aggregate deemed value of up to \$4,000,000, payable through the issuance of up to 26,666,666 common shares upon the achievement of certain EBITDA (earnings before interest, taxes, depreciation and amortization) projections (the “Claratti Contingent Consideration”).

The Claratti Contingent Consideration is contingent on the Group achieving the following EBITDA projections (which requires the Group to have positive EBITDA):

1. Upon achievement of EBITDA of \$1-million for the year ended September 30, 2025, an earnout payment of \$1,000,000 payable through the issuance of up to 6,666,666 Company shares, to be issued September 28, 2025;
2. Upon achievement of EBITDA of \$3-million for the year ending September 30, 2026, an earnout payment of \$3,000,000 payable through the issuance of up to 20,000,000 Company shares, to be issued September 28, 2026.

The fair value of the Claratti Contingent Consideration was estimated by management upon acquisition to be \$642,475, using a simulation approach with 100,000 iterations, an average share price\* of \$0.065, a credit spread of 14.70%, volatility of future EBITDA of 92.3%, a risk-free rate of 3.3% per annum and a discount rate of 40.0% per annum.

*\*The higher of 1) \$0.15 and 2) the Discounted Market Price as defined in the policies of the TSX Venture Exchange at closing on the date prior to the issuance the applicable Earnout Shares.*

*Discounted Market Price is defined as:*

*- If the market price is not greater than \$0.05: The Discounted Market Price is equal to the market price, with a minimum price per security of \$0.01.*

*- If the market price is greater than \$0.05 but less than or equal to \$0.50: The Discounted Market Price is the market price less \$0.01*

*- If the market price is greater than \$0.50: The Discounted Market Price is 90% of the market price.*

EBITDA criteria were not met during the year ended September 30, 2025. As of September 30, 2025, the Company reassessed the fair value of the Claratti Contingent Consideration to be \$207,190, using a simulation approach with 500,000 iterations, an average share price\* of \$0.005, a credit spread of 9.53%, volatility of future EBITDA of 91.6%, a risk-free rate of 2.47% per annum and a discount rate of 21.0% per annum.

The Company engaged an independent third party to assist with the valuation of the Claratti assets on acquisition. The fair value of the Claratti assets was determined primarily by discounting estimated future cash flows over five years, which were determined based on revenue and expense growth assumptions ranging from 2% to 9% per annum, at a weighted average cost of capital (discount rate) of 40.0% per annum.

As Claratti meets the IFRS 3, *Business Combinations*, definition of a business, the acquisition has been accounted for as a business combination and measured at the fair value of consideration paid of \$2,657,475. Claratti is engaged in the provision of professional IT services and support, hardware sales and resale of third-party services targeted at corporate clients.

In accordance with the acquisition method of accounting, the acquisition cost had been allocated on a preliminary basis to the identifiable underlying assets acquired and liabilities assumed, based upon their estimated fair values at the date of acquisition.

The purchase price allocation for the acquisition of Claratti as at August 22, 2024 is summarized as follows:

Purchase Consideration:	\$, except number of shares
Number of Company shares issued	40,000,000
Closing share price as at the acquisition date	0.065
Share consideration before discount for lack of marketability	2,600,000
Discount for lack of marketability due to hold provisions	(585,000)
Share consideration	2,015,000
Claratti Contingent Consideration	642,475
Total Purchase Consideration	2,657,475
Fair value of Claratti's net assets (liabilities) acquired:	
Cash	91,545
Property and equipment	47,458
Right-of-use assets	9,999
Brand name	505,294
Technology	1,545,675
Customer relationships	1,608,014
Non-cash working capital deficiency	(3,286,955)
Lease liability	(11,443)
Inter-company loan	(66,259)
Borrowings	(2,970,097)
Total fair value of Claratti's net liabilities acquired	(2,526,768)
Resulting goodwill	5,184,243

The resulting goodwill represents the assembled workforce, and sales and growth potential of Claratti and

is not to be deductible for tax purposes. The Company tests for impairment annually on September 30, and between annual tests if the Company becomes aware of an event or a change in circumstances that would indicate the carrying value may be impaired. The Company completed its annual impairment test and recognized impairment loss of \$5,185,012.

### ***Insentra***

On January 1, 2026, the Company acquired substantially all of the assets of Insentra. The transaction has been accounted for as a business combination, and as a result, Insentra became a wholly owned subsidiary of the Company, with the acquisition date January 1, 2026. In connection with the acquisition, on closing on February 27, 2026, the Company issued to the vendors of the Insentra's assets (the Insentra Vendors) the following consideration:

**Shares:** 10,721,720 common shares in the capital of the Company at a deemed price of \$0.20 per share for purchase price of \$2,144,344. These shares were subject to a four-month hold period under applicable securities laws, along with a contractual resale restriction (the contractual hold period), such that:

1. 25 % of the issuable consideration shares will be released from contractual hold on June 27, 2026;
2. 25% of the issuable consideration shares will be released from contractual hold on August 27, 2026;
3. 25% of the issuable consideration shares will be released from contractual hold on February 27, 2027;
4. 25% of the issuable consideration shares will be released from contractual hold on August 27, 2027.

**Cash consideration:** \$1,000,000 paid in cash on closing;

**Take-back Note:** \$2,584,000 payable pursuant to an unsecured, non-transferable vendor take-back loan, as follows:

- \$500,000 payable within 30 days following closing;
- \$500,000 payable within 60 days following closing; and
- \$1,584,000 payable in 20 monthly instalments commencing on April 4, 2026 with interest accruing at a rate of 2% above the Royal Bank of Canada prime lending rate per annum, and default interest of 1.25% per month on overdue amounts.

The fair value of the Take-back Note was estimated by management upon acquisition to be \$2,605,094, by discounting the monthly payments over the period using a market interest rate of 5.35%.

**Warrants:** 1,188,000 common share purchase warrants, each exercisable into one common share at an exercise price of \$0.20 per share for a period of three years from issuance, vesting in equal 1/12 monthly increments over the 12 months following issuance. The fair value of the warrants was estimated by management upon acquisition to be \$77,564, using the Black Scholes Option Pricing Model with the following key inputs: market share price on the transaction date of \$0.1, risk free rate of 2.57% and volatility of 129.86%.

**Contingent consideration** consisting of two parts:

- Performance consideration (earnout) of up to \$7,250,000, payable over two fiscal years following closing upon achievement of certain revenue and adjusted EBITDA targets, with:
  - 60% payable in cash; and
  - 40% payable through the issuance of up to 14,500,000 common shares, with an issuance

- price per share equal to the greater of \$0.20 and a 25% discount to the 10-day volume weighted average price of the Company's shares.
- EBITDA bonus: contingent consideration of up to \$2,000,000, payable over two fiscal years following closing upon achievement of certain adjusted EBITDA targets, with:
  - 60% payable in cash; and
  - 40% payable through the issuance of up to 4,000,000 common shares, with an issuance price per share equal to the greater of \$0.20 and a 25% discount to the 10-day volume weighted average price of the Company's shares.

The fair value of the Insentra Contingent Consideration was estimated by management upon acquisition to be \$4,581,234, using a simulation approach with 100,000 iterations, a credit spread of 2.16% to 2.34%, volatility of future revenue of 31.95 to 33.33%, a risk-free rate of 3.78 to 3.95% per annum.

The Company engaged an independent third party to assist with the valuation of the Insentra assets on acquisition (Note 9, 11). The fair value of the Insentra assets was determined primarily by discounting estimated future cash flows over ten years, which were determined based on revenue and expense growth assumptions ranging from 2% to 5.6% per annum, at a discount rate of 35% per annum.

As Insentra meets the IFRS 3, Business Combinations, definition of a business, the acquisition was accounted for as a business combination and measured at the fair value of consideration paid of \$9,135,032. Insentra is engaged in the provision of professional IT services and support, hardware sales and resale of third party services targeted at corporate clients.

In accordance with the acquisition method of accounting, the acquisition cost had been allocated on a preliminary basis to the identifiable underlying assets acquired and liabilities assumed, based upon their estimated fair values at the date of acquisition.

The purchase price allocation at January 1, 2026 was preliminary and the determination of the final working capital adjustment, the identification of any intangible assets and the finalization of the value of goodwill remained provisional. If new information obtained within one year of the date of acquisition about facts and circumstances that existed at the date of acquisition identified adjustments to these amounts, or any additional provisions that existed at the date of acquisition, then the accounting for the acquisition is to be revised.

The provisional purchase price allocation for the acquisition of Insentra as at January 1, 2026 is summarized as follows:

Purchase Consideration:	\$, except number of shares
Number of Company shares issued	10,721,720
Closing share price as at the acquisition date	0.1
<hr/>	
Share consideration before discount for lack of marketability	1,072,172
Discount for lack of marketability due to hold provisions	(201,032)
<hr/>	
Share consideration	871,140
Cash consideration	1,000,000
Take-back Note	2,605,094
Warrants consideration	77,564
Insentra Contingent Consideration	4,581,234
<hr/>	
Total purchase consideration	9,135,032
<hr/>	
Fair value of Insentra’s net assets (liabilities) acquired:	
Accrued revenue	585,949
Trade name	934,591
Partner relationships	2,175,067
Deferred revenue	(1,549,377)
Provisions	(830,579)
<hr/>	
Fair value of Insentra’s net assets acquired	1,315,651
<hr/>	
Resulting goodwill	7,819,381
<hr/>	

Trade name was allocated to intangible assets class “Brand Name”, and Partner relationship – to “Customer Relationships” class.

The resulting goodwill represents the assembled workforce, and sales and growth potential of Insentra and is not to be deductible for tax purposes. The Company tests for impairment annually on September 30, and between annual tests if the Company becomes aware of an event or a change in circumstances that would indicate the carrying value may be impaired. Management did not identify any circumstances from the acquisition date that would indicate impairment.

## 12. Related Party Transactions

The following table summarizes the compensation of the Company's key management:

	Three months Ended March 31, 2026	Three months Ended March 31, 2025	Six months Ended March 31, 2026 \$	Six months Ended March 31, 2025 \$
Consulting*	51,820	265,879	282,740	510,540
Salaries and wages*	286,879	104,568	396,311	223,852
Share-based compensation	72,174	385	81,177	2,772

\* Salaries and wages paid to key management personnel are included under general and administrative and research and development expenses on the consolidated statement of loss and comprehensive loss.

- a) During the six months ended March 31, 2026, the Company incurred \$3,200 (2025 - \$14,467) in connectivity services and \$4,800 in interest (2025 - \$8,000) with companies controlled by a former CEO of the Company. The Company also purchased equipment of \$Nil (2024 - \$5,350) and intangible assets of \$Nil (2024 - \$48,301).
- b) During the six months ended March 31, 2026, the Company incurred \$24,526 (2025 - \$53,762) in consulting fees and recognized revenue of \$108,197 (2025 - \$77,277) in connectivity services a company controlled by a director of the Company.
- c) During the six months ended March 31, 2026, the Company incurred \$5,000 (2025 - \$30,000) in advisory fees to a former CEO and director of the Company.
- d) During the six months ended March 31, 2026, the Company incurred \$Nil (2025 - \$20,348) in consulting fees to a company controlled by the previous CEO of the Company.
- e) During the six months ended March 31, 2026, the Company incurred \$396,311 (2025 - \$154,125) in salaries to the CEO of the Company and recognized revenue of \$6,267 (2025 - \$Nil) in connectivity services a company controlled by the CEO.
- f) During the six months ended March 31, 2026, the Company incurred \$Nil (2025 - \$141,430) in advisory fees with a company controlled by the former President of TNET.
- g) During the six months ended March 31, 2026, the Company incurred \$Nil (2025 - \$69,727) in salaries to the former CMO of the Company.
- h) During the six months ended March 31, 2026, the Company incurred \$150,000 (2025 - \$175,000) in accounting fees with a company controlled by the CFO of the Company.
- i) During the six months ended March 31, 2026, the Company incurred \$30,000 (2025 - \$30,000) in advisory fees with a director of the Company.
- j) During the six months ended March 31, 2026, the Company incurred \$5,000 (2025 - \$30,000) in advisory fees with a former director of the Company.
- k) During the six months ended March 31, 2026, the Company incurred \$30,000 (2025 - \$30,000) in advisory fees with a director of the Company.
- l) During the six months ended March 31, 2026, the Company incurred \$30,000 (2025 - \$Nil) in advisory fees with a director of the Company.
- m) During the six months ended March 31, 2026, the Company recognized revenue of \$296 (2025 - \$222) for services provided to companies controlled by a former CEO of the Company.

As at March 31, 2026, \$653,882 (September 30, 2025 - \$792,702) is payable to related parties. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment. As at March 31, 2026, \$55,930 (September 30, 2025 - \$53,821) is receivable from related parties. As at March 31, 2026, the Company owed \$1,341,747 in principal (September 30, 2025 - \$1,280,357) and \$51,753 in interest (September 30, 2025 - \$24,785) under loan agreements to a company controlled by the CEO of the Company. As at March 31, 2026 the Liabilities related to the assets held for sale include a payable balance to a related party of \$Nil (September 30, 2025 - \$218,972), and a payable balance to the Company of \$Nil, with corresponding receivable balance included in the amounts receivable (September 30, 2025 - \$590,743).

n) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$300,000) under a promissory note to a company controlled by the former President of TNET and a company controlled by a former CEO of the Company.

o) As at March 31, 2026, the Company owed \$27,660 (September 30, 2025 - \$25,000) under a promissory note to the previous CEO of the Company.

p) As at March 31, 2026, the Company owed \$1,341,747 in principal (September 30, 2025 - \$1,280,357) and \$51,753 in interest (September 30, 2025 - \$24,785) under loan agreements to a company controlled by the CEO.

q) As at March 31, 2026, the Company owed \$176,389 (September 30, 2025 - \$126,319) to the CEO of the Company. Amounts are unsecured, non-interest bearing and due on demand.

r) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$43,773) to a company controlled by the CEO of the Company. Amounts are unsecured, non-interest bearing and due on demand.

s) As at March 31, 2026, the Company owed \$7,779 (September 30, 2025 - \$19,886) to a company controlled by a director of the Company. Amounts are unsecured, non-interest bearing and due on demand.

t) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$Nil) to a company controlled by the previous CEO of the Company.

u) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$149,187) to a former CEO of the Company. Amounts are unsecured, non-interest bearing and due on demand.

v) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$33,704) to companies controlled by a former CEO of the Company. Amounts are unsecured, non-interest bearing and due on demand.

w) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$44,187) to the previous President of TNET. Amounts are unsecured, non-interest bearing and due on demand.

x) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$218,972) to a company controlled by the previous President of TNET. Amounts are unsecured, non-interest bearing and due on demand.

y) As at March 31, 2026, the Company owed \$100,000 (September 30, 2025 - \$70,000) to a director of the Company. Amounts are unsecured, non-interest bearing and due on demand.

z) As at March 31, 2026, the Company owed \$165,000 (September 30, 2025 - \$105,000) to a director of the Company. Amounts are unsecured, non-interest bearing and due on demand.

aa) As at March 31, 2026, the Company owed \$Nil (September 30, 2025 - \$70,000) to a director of the Company. Amounts are unsecured, non-interest bearing and due on demand.

bb) On February 5, 2025, the Company entered into a loan agreement with a director of the Company for a principal amount of \$200,000. The Promissory Note bears interest at 1.5% per month, paid at maturity, and the maturity date of the loan is June 30, 2026. During the year ended September 30, 2025, the Company accrued interest of \$18,000 (2024 - \$Nil) for this loan.

On August 1, 2025, the Company agreed with the director to consolidate all debts under the above Promissory Note, including unpaid interest, into one loan with a principal amount of \$218,000, payable at December 31, 2027 and bearing interest of 1.33% per month.

For the six months ended March 31, 2026, the Company recognized interest expense of \$17,396 (2025 - \$Nil) for this loan.

In connection with the loan agreement, on December 12, 2025, the Company issued an aggregate 2,180,000 share purchase warrants to the lender (Note 29). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 12, 2028. The warrants are subject to acceleration should the shares trade at or \$0.30 per share for any 10 consecutive trading days.

cc) As at March 31, 2026, included in amounts receivable is \$55,930 (September 30, 2025 - \$53,821) due from a company controlled by a director of the Company. Amounts are unsecured, non-interest bearing and due on demand.

### **13. Off-Balance Sheet Arrangements**

As at the date of this MD&A, TTGI did not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of TTGI, including, and without limitation, such considerations as liquidity and capital resources.

### **14. Significant Accounting Policies**

#### **Cash and cash equivalents**

The Group considers cash, cash held with financial institutions, and all highly liquid instruments with an original maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value, to be cash equivalents.

#### **Foreign currency translation**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss.

The assets and liabilities of foreign operations are translated into Canadian dollars at period-end exchange rates. Income and expenses, and cash flows of foreign operation are translated into Canadian dollars using average exchange rates. Exchange differences from translating foreign operations are recognized in other comprehensive income (loss) and accumulated separately in shareholders' equity (deficiency).

Foreign currency translation gains or losses arising from a monetary item receivable or payable to a foreign option, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income (loss) in the translation reserve.

## Financial instruments

### (i) Recognition and initial measurement

The Group's financial instruments consist of cash, amounts receivable, accounts payable, due to related parties, loans payable, lease liabilities and derivative warrant liabilities.

Amounts receivables are initially recognized when they are originated. All other financial assets and liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### (ii) Classification and subsequent measurement

#### *Financial assets*

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI") - debt investment; FVOCI - equity investment; or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model. The Group does not have any financial assets classified as FVTPL except cash, or any financial assets classified as FVOCI, but only those classified at amortized cost.

#### *Financial assets: Subsequent measurement and gains and losses*

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statements of loss and comprehensive loss. Any gain or loss on derecognition is recognized in the consolidated statements of loss and comprehensive loss.

#### *Financial liabilities*

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the consolidated statements of loss and comprehensive loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the consolidated statements of loss and comprehensive loss. Any gain or loss on derecognition is also recognized in the consolidated statements of loss and comprehensive loss.

The Group's financial liabilities of accounts payable, due to related parties, loans payable, and lease liabilities are classified as measured at amortized cost, and derivative warrant liabilities are classified as FVTPL.

### (iii) Derecognition

#### *Financial assets*

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in

which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Group enters into transactions whereby it transfers assets recognized in its consolidated statements of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

#### *Financial liabilities*

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the consolidated statements of loss and comprehensive loss.

#### *Write-off*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

### **Impairment of Financial Assets**

The Group recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Group measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses ("ECL") if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the 12-month expected credit losses.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track the changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group considers historical credit loss experience, adjusted for forward-looking factors specific to the debtors, and the economic environment.

The Company recognizes in the consolidated statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

### **Property and equipment**

Property and equipment consist of furniture and fixtures, and computer equipment and is recorded at cost, including all costs directly attributable to bringing the asset to working condition, and amortized annually at following rates calculated to amortize the assets over their estimated useful lives:

Computer equipment	30% declining balance
Furniture and fixtures	20% declining balance

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication those assets have suffered an impairment loss.

## **Intangible assets**

Intangible assets consist of customer lists, technology, brand name and customer relationships acquired, recorded at cost and amortized annually on a straight-line basis over 15, 7, 7 and 10 years, respectively. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication those assets have suffered an impairment loss. In addition, the Group has goodwill as an intangible asset with an indefinite useful life.

## **Business combinations and goodwill**

Acquisitions of businesses are accounted for using the acquisition method. At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognized at their fair value, except deferred tax assets or liabilities, which are recognized and measured in accordance with IAS 12, *Income Taxes*. Subsequent changes in fair values are adjusted against the cost of acquisition if they qualify as measurement year adjustments. The measurement year is the year between the date of acquisition and the date where all significant information necessary to determine the fair values is available and cannot exceed 12 months. All other subsequent changes are recognized in the consolidated statements of loss and comprehensive loss.

The purchase price allocation process resulting from a business combination requires management to estimate the fair value of identifiable assets acquired including intangible assets and liabilities assumed including any contingently payable purchase price obligation due over time. The Company uses valuation techniques, which are generally based on forecasted future net cash flows discounted to present value. These valuations are closely linked to the assumptions used by management on the future performance of the related assets and the discount rates applied. The determination of fair value involves making estimates relating to acquired intangibles assets, property and equipment and contingent consideration.

In certain situations, goodwill or a bargain purchase gain may result from a business combination. Goodwill is measured as the excess of the consideration transferred over the net amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognized immediately in the consolidated statements of loss and comprehensive loss as a bargain purchase gain. Acquisition related costs are recognized in the consolidated statements of loss and comprehensive loss as incurred. Goodwill is assessed for indicators of impairment at each reporting date and is tested annually or whenever events or changes in circumstances indicate that the carrying amount of goodwill exceeds its recoverable amount.

## **Revenue**

The Group accounts for revenue under IFRS 15, *Revenue from Contracts with Customers*, which establishes a five-step model to account for revenue arising from contracts with customers:

- identify the contract with a customer; and
- identify the performance obligations in the contract; and
- determine the transaction price, which is the total consideration provided by the customer; and
- allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- recognize revenue when the relevant criteria are met for each performance obligation.

The Group has several sources of revenue. Revenue is earned from the grant of non-exclusive, non-transferrable licenses to service providers to use the Group's SD-WAN business platform (the "Platform"). Pursuant to the licensing agreements, the Group charges an initial start-up fee and a license fee for software license units that covers the licensing of all of the software comprised in the Platform. Revenue from license fees is generally earned over time and is recognized on a straight-line basis over the term of the contract.

Revenue from initial start-up fees is recognized when the set-up process is complete, and the customer has full access to the software.

Revenue is also earned through the sale of onsite and remote support, host/cloud services, and the resale of both hardware and software. Revenue from onsite and remote support are generally earned at a point in time and are recognized at the point in time when the support services have been completed. Certain onsite and remote support is sold on a block of hours basis and is recognized proportionately between the number of hours provided out of the pre-purchased block of hours.

Revenue from host/cloud services are generally earned over time and are recognized using the output method based on time elapsed. Revenue from the resale of hardware and software are generally earned at a point in time and is recognized when the product has been delivered to the customer. Revenue from the resale of software licenses is recognized at a point in time on a net amount basis which is the amount billed to a customer less the amount paid to the software license provider, as inventory risk, credit risk and control is directly transferred.

Payments received in advance are recorded as deferred revenue and brought into revenue at the beginning of each month as subscription time elapses or as services are delivered.

### **Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If indicators exist, then the asset's recoverable amount is estimated. The recoverable amounts of the following types of intangible assets are measured annually whether or not there is any indication that they may be impaired.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU").

The Group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

In respect of assets other than intangible assets that have indefinite useful lives, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## **Leases**

The Company assesses whether a contract is, or contains, a lease by evaluating if the contract conveys the right to control the use of an identified asset. For contracts that contain a lease, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted by any initial direct costs, and costs to dismantle and remove the underlying asset less any lease incentives. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the underlying asset or the end of the lease term.

Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36, *Impairment of Assets*.

The lease liability is initially measured at the present value of lease payments to be paid subsequent to the commencement date of the lease, discounted either at the interest rate implicit in the lease or the Group's incremental borrowing rate. The lease payments measured in the initial lease liability include payments for an optional renewal period, if any, if the Group is reasonably certain that it will exercise a renewal extension option. The liability is measured at amortized cost using the effective interest method and will be remeasured when there is a change in either the future lease payments or assessment of whether an extension or other option will be exercised. The lease liability is subsequently adjusted for lease payments and interest on the obligation. Interest expense on the lease obligation is included in the consolidated statements of loss and comprehensive loss.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases with a lease term of less than 12 months and for low value leases and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term, as permitted by IFRS 16.

## **Share-based payments**

The grant date fair value of share-based payment awards granted to employees is recognized as a share-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Group measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credit to share capital, adjusted for any consideration paid.

## **Research and development**

Expenditures on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognized in profit or loss as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to

and has sufficient resources to complete development and to use or sell the asset. No development costs have been capitalized to date.

### **Income taxes**

Income tax comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in the other comprehensive loss. Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustments to income tax payable in respect of previous years. Current income taxes are determined using tax rates and laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amounts of an asset or liability differs from its tax base, except for the taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company re-assesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

### **Loss per share**

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all “in the money” stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, the exercise of stock options and share purchase warrants is considered to be anti-dilutive and basic and diluted loss per share are the same. As at March 31, 2026, the Company has 122,654,832 (September 30, 2025 - 89,753,157) potentially dilutive shares which were anti-dilutive for the loss per share from continuing operations and dilutive for the profit from discontinued operations.

### **Refundable tax credits**

The Government of Canada provides refundable tax credits to qualifying companies engaged in Scientific Research and Experimental Development (“SRED”) activities, as that term is defined in the Income Tax Act (Canada). The Group records 100% of its claim for such credits in profit or loss for the period in which the claim filed with the taxation authorities has been accepted and the tax credits have been received. Subsequent amendments or adjustments to such claims, if any, are recorded as they occur. The Group no longer qualified for tax credits after it became public.

### **Convertible debt**

Convertible loans are separated into their liability and equity components on the consolidated statements of financial position. The liability component is initially recognized at fair value, determined as the net present value of future payments of interest and principal, discounted at the market rate for similar non-convertible liabilities at the time of issue. The liability component is recognized at amortized cost, using the effective interest method, until extinguished upon conversion or maturity. If a security or instrument becomes convertible only upon the occurrence of a future event outside the control of the Company, or, is convertible from inception, but contains conversion terms that change upon the occurrence of a future event, then any contingent beneficial conversion feature is measured and recognized when the triggering event occurs, and

contingency has been resolved. The fair value of the equity component of the convertible loan is estimated using the residual method in which the difference between the face value of the instrument and the fair value of the debt component is allocated as the fair value of the equity component.

#### **Accounting for government grants and disclosure of government assistance**

The Company classifies forgivable loans, or the forgivable portion thereof, from the government as government assistance when there is a reasonable assurance that the Group will meet the terms for forgiveness on the loan. If this threshold is not met, the Company classifies forgivable loans as loan payable, measured initially at fair value in accordance with IFRS 9, *Financial Instruments*.

#### **Warrants**

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in a private placement is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the day prior to the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrant reserve.

In accordance with IFRS, a contract to issue a variable number of shares fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in fair value recognized in the consolidated statements of loss and comprehensive loss at each period-end. The derivative liabilities will ultimately be converted into the Company's equity (common shares) when the warrants are exercised or will be extinguished on the expiry of the outstanding warrants, and will not result in the outlay of any cash by the Company. Immediately prior to exercise, the warrants are remeasured at their estimated fair value. Upon exercise, the intrinsic value is transferred to share capital (the intrinsic value is the share price at the date the warrant is exercised less the exercise price of the warrant). Any remaining fair value is recorded through the consolidated statements of comprehensive loss as part of the change in estimated fair value of derivative warrant liabilities.

#### **Related parties**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's senior management, who are considered to be key management personnel by the Company. Parties are also related if they are subject to common control or significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

### **15. Accounting Standards and Amendments Issued but Not Yet Adopted**

#### *Presentation and Disclosure in Financial Statements (IFRS 18)*

In April 2024, the IASB issued IFRS 18 - Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standard replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements.

Retrospective application is required and early adoption is permitted. The Company does not expect any material impact from adoption of this new standard.

Other accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

## **16. Capital Management**

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of loans payable, and equity comprised of issued share capital, share-based payment reserve, common stock subscribed accumulated other comprehensive loss and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its board of directors, will balance its overall capital structure through new equity issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company's overall strategy with respect to capital risk management remains unchanged from the year ended September 30, 2025.

## **17. Share Capital**

### **Authorized:**

The Company is authorized to issue an unlimited number of common shares without par value.

### **Issued share capital:**

As at the date of this MD&A, the Company had 203,730,657 common shares issued and outstanding.

- i. On April 22, 2026, the Company completed a shares-for-debt settlement, pursuant to which the Company issued 5,163,750 common shares at a deemed price of \$0.10 per share in full and final settlement of outstanding indebtedness totaling \$516,375. The transaction was undertaken to preserve cash resources and strengthen the Company's balance sheet. Of the total amount settled, \$464,375 related to indebtedness owing to insiders and former insiders of the Company, resulting in the issuance of 4,643,750 common shares to related parties. The transaction constituted a related party transaction under applicable securities regulations and received disinterested shareholder approval on March 13, 2026, as well as approval from the TSX Venture Exchange on April 21, 2026. The common shares issued are subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws.

As at March 31, 2026, there were 198,566,907 common shares issued and outstanding (September 30, 2025 – 184,757,145).

Shares issued during the six months ended March 31, 2026:

- ii. On January 16, 2026 the Company issued 862,500 common shares due to conversion of the convertible notes (Note 12 (r)) by one of the investors. The principal amount of \$69,000 was converted into 862,500 units of the Company. Each unit comprised one common share of the

Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until January 17, 2027. The common shares were valued at \$86,250 based on their fair market value, and \$18,995 was allocated to the warrants using residual method.

- iii. On February 4, 2026 the Company issued 500,000 common shares due to warrants exercise at the exercise price \$0.1. The common shares were valued at \$50,000 based on their fair market value.
- iv. On February 5, 2026 the Company issued 460,000 common shares due to conversion of the convertible notes (Note 12 (o)) by one of the investors. The principal amount of \$46,000 was converted into 460,000 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until November 4, 2026. The common shares were valued at \$46,000 based on their fair market value, and \$18,740 was allocated to the warrants using residual method.
- v. On February 5, 2026 the Company issued 3,125,000 common shares due to conversion of the convertible notes (Note 12 (s)) by a director of the Company, in his capacity of investor. The principal amount of \$250,000 was converted into 3,125,000 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until May 27, 2028. The common shares were valued at \$312,500 based on their fair market value, and \$85,486 was allocated to the warrants using residual method.
- vi. On February 27, 2026 the Company issued 10,721,720 common shares as part of consideration for Insentra acquisition (Note 5). These shares were subject to a four-month hold period under applicable securities laws, along with a contractual resale restriction (the contractual hold period). The fair value of the shares was assessed as \$871,140, based on fair market value at the closing date and discount for lack of marketability due to hold provisions.
- vii. On March 9, 2026 the Company issued 1,312,500 common shares due to conversion of the convertible notes (Note 12 (s)) by several investors. The principal amount of \$105,000 was converted into 1,312,500 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until May 27, 2028. The common shares were valued at \$91,875 based on their fair market value, and \$75,279 was allocated to the warrants using residual method.
- viii. On March 4, 2026 the Company cancelled 3,171,958 shares, as part of purchase consideration for TNET disposal.

Shares issued during year ended September 30, 2025:

- i. On May 27, 2025 the Company completed a non-brokered private placement of 3,130,000 units at a price of seven cents per unit for aggregate proceeds of \$219,100. Each unit comprised one common share of the Company and 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 \$0.10 per share until May 27, 2028. No value was assigned to these warrants based on the residual value approach. In connection with the units offering, the Company paid certain arm's-length finders a cash commission in the aggregate amount of \$8,330 and issued an aggregate of 119,000 non-transferable finder's warrants of the

Company exercisable at any time until August 22, 2026, with each finder's warrant entitling the holder thereof to purchase one common share, at an exercise price equal to \$0.10 per share, subject to adjustment in certain events.

- ii. On June 25, 2025 the Company completed a non-brokered private placement of 14,687,856 units at a price of seven cents per unit for aggregate proceeds of \$1,028,150. Each unit comprised one common share of the Company and 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 \$0.10 per share until June 25, 2028. \$367,196 of total offering proceeds was assigned to these warrants based on the residual value approach. In connection with the units offering, the Company paid certain arm's-length finders a cash commission in the aggregate amount of \$49,687 and issued an aggregate of 709,821 non-transferable finder's warrants of the Company exercisable at any time until August 22, 2026, with each finder's warrant entitling the holder thereof to purchase one common share, at an exercise price equal to \$0.10 per share, subject to adjustment in certain events.
- iii. On July 28, 2025, the Company settled outstanding debt in the aggregate amount of approximately \$138,270 owing to arm's-length creditors of the Company, by issuing 1,976,843 common shares in the capital of the company at a deemed price of \$0.075 per share. A loss on debt settlement of \$9,994 has been recorded for this transaction.

Shares issued during the year ended September 30, 2024:

- iv. On May 17, 2024, the Company entered into a debt settlement agreement with its former auditor to settle the Company's outstanding debt for past services in the amount of \$235,593 by issuing 2,982,189 common shares in the capital of the Company at a deemed price of \$0.079 per share. A gain on debt settlement of \$56,662 has been recorded for this transaction.
- v. On May 8, 2024, the Company settled outstanding debt in the aggregate amount of approximately \$345,500 owing to certain directors and arm's-length creditors of the Company, by issuing 4,935,710 common shares in the capital of the company at a deemed price of \$0.07 per share. A gain on debt settlement of \$98,714 has been recorded for this transaction.
- vi. On August 22, 2024, the Company completed a non-brokered private placement of 11,139,303 units at a price of seven cents per unit for aggregate proceeds of \$779,751. Each unit comprised 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 \$0.105 per share until August 22, 2026. In connection with the concurrent private placement, the Company paid certain arm's-length finders a cash commission in the aggregate amount of \$23,171 and issued an aggregate of 331,000 non-transferable finder's warrants of the Company exercisable at any time until August 22, 2026, with each finder's warrant entitling the holder thereof to purchase one common share, at an exercise price equal to \$0.105 per share, subject to adjustment in certain events.
- vii. On August 22, 2024, the Company completed its acquisition of 100 per cent of the issued and outstanding securities of Claratti. In connection with the acquisition, the Company issued to the vendors 40,000,000 common shares in the capital of the Company.

- viii. 200,000 shares were issued pursuant to the exercise of 200,000 warrants for gross proceeds of \$28,000.
- ix. 1,100,000 shares were issued pursuant to the exercise of 1,100,000 stock options for gross proceeds of \$120,000.

**Escrow Shares:**

Pursuant to the acquisition of TNSI, 22,607,707 common shares were subject to escrow conditions:

2,260,771 common shares were released upon closing the RTO and the remainder of 20,346,936 were to be released in six equal instalments every six months thereafter.

As of September 30, 2024, the remainder of 6,782,332 were subject to escrow conditions, and they were released during the year ended September 30, 2025.

Pursuant to acquisition of Insentra (Note 5), 10,721,720 common shares are subject to escrow conditions:

1. 25 % of the issuable consideration shares will be released from contractual hold on June 27, 2026;
2. 25% of the issuable consideration shares will be released from contractual hold on August 27, 2026;
3. 25% of the issuable consideration shares will be released from contractual hold on February 27, 2027;
4. 25% of the issuable consideration shares will be released from contractual hold on August 27, 2027.

**Stock Options:**

Options to purchase common shares may be granted to directors, consultants, officers and employees of the Company and its subsidiary for terms up to 10 years at a price at least equal to the market price prevailing on the date of the grant.

On October 24, 2023, the Company granted 3,100,000 stock options to directors, officers and employees. The options have an exercise price of \$0.10 per share and an expiry date of October 24, 2028. 600,000 stock options vested immediately, and 2,500,000 stock options and vested monthly over a period of 12 months. A value of \$167,083 was assigned to these options, calculated using a share price of \$0.07, remaining life of five years, volatility of 111.17%, dividend rate of 0% and a risk-free rate of 4.16 to 4.52%.

On March 5, 2024, the Company granted 3,800,000 million options to certain consultants at an exercise price of \$0.07 per share. The options are exercisable until March 5, 2029 and vested immediately on grant. A value of \$173,635 was assigned to these options, calculated using a share price of \$0.06, remaining life of five years, volatility of 104.99%, dividend rate of 0% and a risk-free rate of 3.43%.

On May 17, 2024, the Company granted an aggregate of 2,000,000 stock options to an officer of the Company, at an exercise price of \$0.11 per common share. The options vested upon issued and are exercisable until May 17, 2029. A value of \$86,536 was assigned to these options, calculated using a share price of \$0.06, remaining life of five years, volatility of 107.86%, dividend rate of 0% and a risk-free rate of 3.69%.

On June 19, 2024, the Company entered into an agreement with I Made It Inc. to provide business consulting and public relations services to the Company. On June 24, 2024, pursuant to the agreement, the Company issued 1,000,000 common share purchase options with an exercise price of \$0.10 per share, exercisable until June 19, 2029. The options vested in tranches over a period of 12 months. A value of \$52,264 was assigned to these options, calculated using a share price of \$0.085, remaining life of five years, volatility of 107.13%, dividend rate of 0% and a risk-free rate of 3.31%.

During the year ended September 30, 2024, 1,100,000 shares were issued pursuant to the exercise of 1,100,000 stock options for gross proceeds of \$120,000.

The continuity of stock options for the six months ended March 31, 2026 is as follows:

	Number of Options	Weighted Average Exercise Price \$
Outstanding, September 30, 2023	8,375,440	0.30
Granted	9,900,000	0.10
Exercised	(1,100,000)	0.11
Forfeited	(600,000)	0.28
Outstanding, September 30, 2024	16,575,440	0.19
Exercisable, September 30, 2024	15,573,621	0.18
Outstanding, September 30, 2025	16,575,440	0.19
Exercisable, September 30, 2025	16,575,440	0.19
Forfeited	3,946,325	0.19
Outstanding, March 31, 2026	12,629,115	0.19
Exercisable, March 31, 2026	12,629,115	0.19

The following table summarizes information about stock options outstanding as at March 31, 2026:

Exercise Price \$	Expiry Date	Number of Options Outstanding	Number of Options Exercisable	Weighted Average Remaining Contracted Life (Years)
0.10	August 4, 2026	1,467,391	1,467,391	0.35
0.15	August 4, 2026	300,000	300,000	0.35
0.48	November 26, 2026	1,207,724	1,207,724	0.66
0.56	June 16, 2027	204,000	204,000	1.21
0.28	July 26, 2027	550,000	550,000	1.32
0.15	April 13, 2028	500,000	500,000	2.04
0.10	October 16, 2028	2,600,000	2,600,000	2.57
0.07	March 5, 2029	3,800,000	3,800,000	2.93
0.11	May 17, 2029	1,000,000	1,000,000	3.13
0.10	June 24, 2029	1,000,000	1,000,000	3.22
		12,629,115	12,629,115	2.18

On May 1, 2026, the Company granted an aggregate of 16,057,588 stock options to employees and consultants of the Company, at an exercise price of \$0.10 per common share. The options vested upon issued and are exercisable until May 1, 2029.

Share-based compensation expense is determined using the Black-Scholes option pricing model. For the six months ended March 31, 2026, the Company recognized share-based compensation expense of \$Nil in relation to the options granted (2025 - \$23,655).

### **Restricted Share Units:**

On August 20, 2025 the Company granted an aggregate of 7,000,000 restricted share units (“RSUs”) to certain key management personnel pursuant to its RSU plan. The RSUs vest over one- and three-year periods in accordance with the terms of the RSU plan.

Each unit represents an entitlement to one common share of the Company. The fair value of the RSUs granted was \$490,000.

On February 5, 2026 the Company granted 1,100,000 restricted share units (“RSUs”) to a director pursuant to its RSU plan. 50% of the RSUs vest on a grant date, and 50% - one- year after the grant. The fair value of the RSUs granted was \$110,000.

The Company recognized \$189,419 of share-based compensation for the six months ended March 31, 2026 (2025 - \$Nil).

### **Share Purchase Warrants:**

On March 28, 2024, the Company entered into loan agreements with lenders to borrow a total of \$300,000. The loans bear interest at 14% per annum. The maturity date of the loans is September 28, 2024. One of the lenders is a director of the company, and the other lenders are each arm's-length parties to the company (Note 12 (z)). On March 28, 2024, in connection with the loan agreements, the company has issued an aggregate of three million share purchase warrants to the lenders. Each loan bonus warrant entitles the holder to purchase one common share of the company at an exercise price of 10 cents for a period of 12 months from the issue date. The warrants will be subject to an acceleration clause allowing for the acceleration of the warrants should the shares trade at or above 20 cents for any 10 consecutive trading days. A fair value of \$76,735 was assigned to these warrants, calculated using a share price of \$0.07, exercise price of \$0.10, remaining life of 1.00 years, volatility of 132.46%, dividend rate of 0% and a risk-free rate of 4.17%.

On August 22, 2024 the Company issued 5,569,652 share purchase warrants as a part of a non-brokered private placement (Note 15). Each whole warrant is exercisable into one common share in the capital of the company at an exercise price of \$0.105 per share until August 22, 2026. No value was assigned to these warrants based on the residual value approach. In connection with the concurrent private placement, the Company issued an aggregate of 331,000 non-transferable 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 common share, at an exercise price equal to \$0.105 per share, subject to adjustment in certain events.

From November 4, 2024 to June 25, 2025, the Company closed six tranches of its previously announced non-brokered private placement of unsecured convertible notes for total proceeds of \$3,373,000 (Note 12 (u) to (z)). The notes issued in connection with the six tranches closing will mature from May 4, 2026 to June 25, 2028, and are convertible into units, each consisting of one common share in the capital of the company and one share purchase warrant at a conversion price of \$0.08 of principal per note for the first 12 months, and \$0.10 for the remaining term. In connection with these unsecured convertible notes, the Company issued 629,125 finders' warrant. Finders' warrants issued for the tranches November 4, 2024 to January 17, 2025, are exercisable at any time during 24 months from the issue date, and issued for the

tranches May 27, 2025 and June 25, 2025, are exercisable at any time during 36 months after the issue date. Each finder's warrant entitling the holder thereof to purchase one common share, at an exercise price equal to \$0.10 per share, subject to adjustment in certain events.

On May 27, 2025 the Company completed a non-brokered private placement of 3,130,000 units at a price of seven cents per unit for aggregate proceeds of \$219,100. Each unit comprised one common share of the Company and 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 \$0.10 per share until May 27, 2028. No value was assigned to these warrants based on the residual value approach. In connection with the units offering, the Company paid certain arm's-length finders a cash commission in the aggregate amount of \$8,330 and issued an aggregate of 119,000 non-transferable finder's warrants of the Company exercisable at any time until May 27, 2028, with each finder's warrant entitling the holder thereof to purchase one common share, at an exercise price equal to \$0.10 per share, subject to adjustment in certain events.

On June 25, 2025 the Company completed a non-brokered private placement of 14,687,857 units at a price of seven cents per unit for aggregate proceeds of \$1,028,150. Each unit comprised one common share of the Company and 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 \$0.10 per share until June 25, 2028. \$367,196 of total offering proceeds was assigned to these warrants based on the residual value approach. In connection with the units offering, the Company paid certain arm's-length finders a cash commission in the aggregate amount of \$49,687 and issued an aggregate of 709,821 non-transferable finder's warrants of the Company exercisable at any time until June 25, 2028, with each finder's warrant entitling the holder thereof to purchase one common share, at an exercise price equal to \$0.10 per share, subject to adjustment in certain events.

The finder's warrants issued in the year ended September 30, 2025, were fair valued at \$51,803 calculated using a share price of \$0.07, exercise price of \$0.04 to \$0.07, remaining life of 2 to 3 years, volatility of 144.54% to 150.39, dividend rate of 0% and a risk-free rate of 2.66% to 3.10%.

On December 12, 2025 the Company issued 9,500,000 share purchase bonus warrants, as further consideration for providing the loans (Note 12 (v) to (y)). Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 9, 2027. The warrants are subject to acceleration should the shares trade at or \$0.30 per share for any 10 consecutive trading days. No value was allocated to the warrants, based on the residual method.

On January 16, 2026 the Company issued 862,500 share purchase warrants due to conversion of the convertible notes (Note 12 (r)) by one of the investors. The principal amount of \$69,000 was converted into 862,500 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until January 17, 2027. The common shares were valued at \$86,250 based on their fair market value, and \$18,995 was allocated to the warrants using residual method.

On January 19, 2026 the Company issued 14,600,000 share purchase warrants, as part of non-brokered private placement of units (Note 12 (z)). Each unit consisted of one secured, non-convertible debenture with a principal amount of \$1,000 and 4,000 non-transferable share purchase warrants. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.10 during 36 months after closing, subject to acceleration provisions.

On January 19, 2026 the Company issued 1,200,000 non-transferable finder's share purchase warrants to arm's length finders, exercisable at \$0.10 per common share during 36 months after closing. The warrants were issued in connection with the non-brokered private placement of units (Note 12 (z)).

On February 2, 2026 the Company issued 4,000,000 share purchase warrants, as part of non-brokered private placement of units (Note 12 (z)). Each unit consisted of one secured, non-convertible debenture with a principal amount of \$1,000 and 4,000 non-transferable share purchase warrants. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.10 during 36 months after closing, subject to acceleration provisions.

On February 5, 2026 the Company issued 460,000 share purchase warrants due to conversion of the convertible notes (Note 12 (o)) by one of the investors. The principal amount of \$46,000 was converted into 460,000 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until November 4, 2026. The common shares were valued at \$46,000 based on their fair market value, and \$18,740 was allocated to the warrants using residual method.

On February 5, 2026 the Company issued 3,125,000 share purchase warrants due to conversion of the convertible notes (Note 12 (s)) by a director of the Company, in his capacity of investor. The principal amount of \$250,000 was converted into 3,125,000 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until May 27, 2028. The common shares were valued at \$312,500 based on their fair market value, and \$85,486 was allocated to the warrants using residual method.

On February 27, 2026 the Company issued 1,188,000 share purchase warrants as part of consideration for Inentra acquisition (Note 5). Each warrant is exercisable into one common share at an exercise price of \$0.20 per share for a period of three years from issuance, vesting in equal 1/12 monthly increments over the 12 months following issuance. The fair value of the warrants was estimated by management upon acquisition to be \$77,564, using the Black Scholes Option Pricing Model with the following key inputs: market share price on the transaction date of \$0.1, risk free rate of 2.57% and volatility of 129.86%.

On March 9, 2026 the Company issued 1,312,500 share purchase warrants due to conversion of the convertible notes (Note 12 (s)) by several investors. The principal amount of \$105,000 was converted into 1,312,500 units of the Company. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.10 until May 27, 2028. The common shares were valued at \$91,875 based on their fair market value, and \$75,279 was allocated to the warrants using residual method.

The following table summarizes the continuity of share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price \$
Outstanding, September 30, 2024	49,901,914	0.14
Issued:		
November 4, 2024: convertible notes - finders' fees	354,375	0.10
November 27, 2024: convertible notes - finders' fees	35,000	0.10
January 17, 2025: convertible notes - finders' fees	60,375	0.10
May 27, 2025: private placement	3,130,000	0.10
May 27, 2025: private placement – finders' fees	119,000	0.10
May 27, 2025: convertible notes - finders' fees	91,875	0.10
June 25, 2025: private placement	14,687,857	0.10
June 25, 2025: private placement – finders' fees	709,821	0.10
June 25, 2025: convertible notes - finders' fees	87,500	0.10
Cancelled:		
March 28, 2024: promissory note	(3,000,000)	0.11
Outstanding and exercisable, September 30, 2025	66,177,717	0.13
Issued:		
December 12, 2025: bonus warrants	9,500,000	0.10
January 16, 2026: convertible notes conversion	862,500	0.10
January 19, 2026: private placement – bonus warrants	14,600,000	0.10
January 19, 2026: private placement – finders' fees	1,200,000	0.10
February 2, 2026: private placement – bonus warrants	4,000,000	0.10
February 5, 2026: convertible notes conversion	3,585,000	0.10
February 27, 2026: consideration warrants (Insentra)	1,188,000	0.10
March 9, 2026: convertible notes conversion	1,312,500	0.10
Exercised:		
February 4, 2026: warrants issued on May 27, 2025	(500,000)	0.10
Outstanding and exercisable, March 31, 2026	101,925,717	0.12

The following table summarizes information about warrants outstanding and exercisable as at March 31, 2026:

Warrants Outstanding	Exercise Price \$	Expiry Date
864,062	0.16	June 27, 2026
31,613,900	0.14	August 1, 2026
5,023,300	0.14	August 22, 2026
5,900,652	0.105	August 22, 2026
354,375	0.10	** November 4, 2026
35,000	0.10	** November 27, 2026
60,375	0.10	** January 17, 2027
2,840,875	0.10	** May 27, 2028
15,485,178	0.10	** June 25, 2028
3,500,000	0.25	* September 14, 2028
9,500,000	0.10	** December 09, 2027
862,500	0.10	** January 26, 2028
14,600,000	0.10	** January 19, 2029
1,200,000	0.10	** January 19, 2029
4,000,000	0.10	** February 2, 2029
460,000	0.10	** February 5, 2028
4,437,500	0.10	** May 27, 2028
1,188,000	0.10	February 27, 2029
101,925,717		

\*The warrants are subject to an acceleration clause allowing for the acceleration of the warrants should the shares trade at or above \$0.20 for any 10 consecutive trading days.

\*\*The warrants are subject to an acceleration clause allowing for the acceleration of the warrants should the shares trade at or above \$0.30 for any 10 consecutive trading days.

As at the date of this MD&A, the company had the following outstanding securities:

- a. 203,730,657 common shares issued and fully paid (as at March 31, 2026 – 198,566,907);
- b. 28,686,703 stock options with a weighted average exercise price of \$0.14 (as at March 31, 2026 – 12,629,115 stock options with a weighted average exercise price of \$0.19);
- c. 101,925,717 share purchase warrants with a weighted average exercise price of \$0.12 (as at March 31, 2026 – 101,925,717 share purchase warrants with a weighted average exercise price of \$0.12).

## 18. Risk Factors

### *Going Concern Assumption*

The Financial Statements of TTGI have been prepared in accordance with IFRS on a going concern basis, which presumes that TTGI will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. TTGI's continuation as a "going concern" is uncertain and is dependent upon, amongst other things, attaining a satisfactory revenue level, the support of its customers, its ability to continue profitable operations, the generation of cash from operations, and its ability to obtain financing arrangements and capital in the future. These material uncertainties represent risks to TTGI's ability to continue as a going concern and realize its assets and pay its liabilities as they become due.

If the “going concern” assumption was not appropriate for the consolidated financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

#### *Access to Capital*

From time to time, TTGI may need additional financing, including funding potential acquisitions. Its ability to obtain additional financing, if and when required, will depend on investor demand, TTGI’s operating performance, the condition of the capital markets, and other factors. To the extent TTGI draws on its credit facilities, if any, to fund certain obligations, it may need to raise additional funds and TTGI cannot provide assurance that additional financing will be available to it on favorable terms when required, or at all. If TTGI raises additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences, or privileges senior to the rights of TTGI’s common shares, and existing shareholders may experience dilution.

#### *Liquidity and Funding Risk*

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company’s objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company’s ability to raise capital through equity markets under acceptable terms and conditions.

A summary of the Company’s obligations is as follows:

As at March 31, 2026	Carrying amount	Contractual cash flows	1 year or less	1-5 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	6,552,605	6,552,605	6,552,605	-
Due to related parties	653,882	653,882	653,882	-
Loans payable	19,934,684	23,305,460	8,090,070	15,215,390
Lease payments	163,176	194,519	66,893	127,626
	27,304,347	30,706,466	15,363,450	15,343,016

As at March 31, 2026, the Company had cash of \$616,589 (September 30, 2025 - \$369,551) to settle current liabilities of \$14,287,192 (September 30, 2025 - \$11,101,752) and fund ongoing operations. As noted in Note 1, there are factors which indicate the existence of a material uncertainty that may raise significant doubt about the Company’s ability to continue as a going concern.

#### *Interest Rate Risk*

The Company’s exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term term deposits at prescribed market rates. The fair value of the Company’s cash is not significantly affected by changes in short-term interest rates. The income earned from the bank accounts and short-term term deposits is subject to movements in interest rates.

### *Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is in its cash and receivables. Cash is held with major banks in Canada and the United States, which are high credit quality financial institutions as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

Amounts receivable consists of trade receivable of \$1,725,211 (September 30, 2025 - \$336,075). To reduce the credit risk of amounts receivable, the Company regularly reviews the collectability of the amounts receivable to ensure there is no indication that these amounts will not be fully recoverable. As at March 31, 2026, the Company recognized a provision for bad debts of \$Nil (September 30, 2025 - \$Nil) in accordance with IFRS 9, Financial Instruments.

For the six months ended March 31, 2026, the Company recognized bad debts of \$418 (2025 - \$Nil).

### *Currency Risk*

The functional currency of the parent, TNSI and Insentra TTGI Canada is the Canadian dollar. The functional currency of Claratti and Insentra TTGI Australia is the Australian dollar. The functional currency of Insentra TTGI United Kingdom is Pounds sterling, and the functional currency of Insentra TTGI United States is United States dollar. Currency risk is the risk that the fair value of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company's head office and operating expenses are mainly denominated in Canadian dollars. Some of the Company's revenue is denominated in US and Australian dollars, and Pound sterling. If the US dollar or Australian dollar or Pound sterling depreciates compared to the Canadian dollar, revenue would decrease in Canadian dollars. The Company is exposed to foreign currency risk to the extent that the following monetary assets and liabilities are denominated in US and Australian dollars and Pound sterling:

	March 31, 2026	September 30, 2025
Balance in US dollars:	\$	\$
Cash	55,235	80,579
Trade receivables	1,524,210	90,870
Accounts payable and accrued liabilities	(738,091)	(23,659)
Net exposure	841,354	147,790
Balance in Canadian dollars:	1,169,348	207,228

A 10% change in the US dollar to the Canadian dollar exchange rate would impact the Company's net loss by approximately \$116,935 for the six months ended March 31, 2026 (2025 - \$18,037).

	March 31, 2026	September 30, 2025
Balance in Australian dollars:	\$	\$
Cash	411,246	90,646
Trade receivables	2,540,304	151,840
Accounts payable and accrued liabilities	(7,549,760)	(3,548,644)
Loans payable	(3,151,221)	(3,184,515)
Net exposure	(7,749,431)	(6,490,673)
Balance in Canadian dollars:	(7,112,938)	(5,939,489)

A 10% change in the Australian dollar to the Canadian dollar exchange rate would impact the Company's net loss by approximately \$711,294 Canadian dollars for the six months ended March 31, 2026 (2025 - \$306,591).

	March 31, 2026	September 30, 2025
Balance in Pounds sterling:	\$	\$
Trade receivables	158,675	-
Accounts payable and accrued liabilities	(379,248)	-
Net exposure	(220,573)	-
Balance in Canadian dollars:	(405,832)	-

A 10% change in the Pounds sterling to the Canadian dollar exchange rate would impact the Company's net loss by approximately \$40,583 Canadian dollars for the six months ended March 31, 2026 (2025 - \$Nil).

## 19. Commitments

The Company is contractually committed to a payroll agreement with the Chief Executive Officer. The Company had no significant commitments or contractual obligations with any parties respecting consulting arrangements. Management services provided are on a month-to-month basis. The Company is committed to minimum lease payments.

## 20. Subsequent Events

On March 31, 2026, the Company announced its intention to complete a non-brokered private placement of up to 85,714,285 units at a subscription price of \$0.07 per unit, for aggregate gross proceeds of up to \$6.0 million. Each unit will consist of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire one additional common share at an exercise price of \$0.10 per share for a period of three years from the date of issuance. The completion of the offering is subject to approval by the TSX Venture Exchange. The securities to be issued will be subject to a statutory hold period of four months and one day from the date of issuance. The offering may be completed in multiple tranches, with anticipated completion on or around April 30, 2026. The Company intends to use the net proceeds from the offering to repay approximately \$2.5 million of existing debt facilities and to fund approximately \$3.5 million of working capital requirements associated with growth initiatives, including strategic partnerships, sales and marketing activities, and the expansion of its service offerings. In connection with the offering, the Company may pay finders' fees of up to 7% in cash and 7% in finders' warrants, in accordance with applicable exchange policies.

On April 22, 2026, the Company completed a shares-for-debt settlement, pursuant to which the Company issued 5,163,750 common shares at a deemed price of \$0.10 per share in full and final settlement of outstanding indebtedness totaling \$516,375. The transaction was undertaken to preserve cash resources and strengthen the Company's balance sheet. Of the total amount settled, \$464,375 related to indebtedness owing to insiders and former insiders of the Company, resulting in the issuance of 4,643,750 common shares to related parties. The transaction constituted a related party transaction under applicable securities regulations and received disinterested shareholder approval on March 13, 2026, as well as approval from the TSX Venture Exchange on April 21, 2026. The common shares issued are subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws.

On May 1, 2026, the Company granted an aggregate of 16,057,588 stock options to employees and consultants of the Company, at an exercise price of \$0.10 per common share. The options vested upon issued and are exercisable until May 1, 2029.