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TTGI ANNOUNCES COMPREHENSIVE RECAPITALIZATION PLAN TO STRENGTHEN BALANCE SHEET AND FUND GROWTH

Proposed settlement of unsecured debt in shares, amended terms on the existing secured debenture, a new secured loan offering, a non-brokered private placement and a 1-for-10 share consolidation

- Settlement of up to C$5.3 million of unsecured debt and trade payables through shares for debt at C$0.25 per share (post-consolidation), with one attaching warrant per share exercisable at C$0.40
- Amended terms on the existing C$4.65 million secured non-convertible debenture, including a six-month deferral of cash interest and covenant to receive interest in shares
- New secured loan offering of between C$1.5 million and C$6.0 million
- Non-brokered private placement of up to C$2.0 million at C$0.25 per unit (post-consolidation)
- Board-approved 1-for-10 share consolidation
- Strengthening of balance sheet and improving financial flexibility

November 16, 2026 – Vancouver, Canada – **Turnium Technology Group Inc. (TSXV: TTGI) (FSE: E48)** ("TTGI" or the "Company"), a global provider of Technology-as-a-Service (TaaS) solutions and channel-only IT services, announces: (1) proposed shares-for-debt transactions (the "Debt Settlements") to settle outstanding indebtedness owed to certain creditors of up to C$5,300,000; (2) amended terms to its existing secured debentures; (3) a new secured debenture offering; (4) the first tranche closing of a revised non-brokered private placement of units (the "Offering") to raise gross proceeds of up to C$2,000,000; and (5) a proposed share consolidation of 1 for 10.

All dollar amounts in this release are expressed in Canadian dollars unless otherwise stated.

Summary of the Transactions

Transaction	Amount
Shares-for-debt settlement	Up to C$5.3 million
Amended secured debenture	C$4.65 million (existing)
New secured debenture	C$1.5 million to C$6.0 million
Non-brokered private placement	Up to C$2.0 million
Share consolidation	1 for 10

(1) Proposed Shares for Debt Transaction to Settle up to C$5.3 million in unsecured debt and trade payables

The Company will enter into agreements with certain unsecured creditors and trade payables to settle an aggregate of up to C$5,300,000 in outstanding indebtedness (the "Unsecured Debt Settlement"). The shares and warrants issued under the Unsecured Debt Settlement shall be issued on a post-consolidation basis.

Pursuant to the terms of the Unsecured Debt Settlement, the Company will issue an aggregate of up to 21,200,000 common shares at a deemed price of C$0.25 per share, post-consolidation, and 21,200,000 whole share purchase warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of C$0.40, post-consolidation, for a period of 3 years from the date of issuance.

If completed, the Unsecured Debt Settlement would reduce the Company's unsecured liabilities by up to C$5.3 million and improve its working capital position.

The Debt Settlement is subject to customary regulatory approvals, including the final approval of the TSX Venture Exchange ("TSXV"). All securities issued pursuant to the transaction will be subject to a statutory four-month-and-one-day hold period from the closing date under applicable Canadian securities laws.

Certain insiders of the Company are participating in the Unsecured Debt Settlement, which constitutes a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements. The insiders participating are Ralph Garcea and Jim Lovie, who will settle approximately C$415,409 of indebtedness in exchange for 1,661,636 common shares and 1,661,636 warrants, representing approximately 3% of the Company's issued and outstanding common shares on a post-consolidation basis. The Company intends to rely on the exemption from the formal valuation requirement in section 5.5(b) of MI 61-101 and the exemption from the minority approval requirement in section 5.7(1)(a) of MI 61-101, on the basis that the fair market value of the securities issued to insiders does not exceed 25% of the Company's market capitalization.

(2) Amended Terms for the Current C$4.65 Million Secured Non-Convertible Debenture

The Company plans to enter into agreements with certain secured creditors who have agreed to amend the terms of the current secured non-convertible debenture first announced on December 22, 2025. The amendments are as follows:

- Coupon: increases from 16% to 18% per year
- Six months of interest Paid-In-Kind ("PIK"): The Company defers six months of interest payments, and the Lender will receive interest paid in equity in six months' time, comprised of units consisting of shares priced at the maximum permitted discounted price under the rules of the TSXV and a full warrant entitling the holder to acquire one additional common share at an exercise price equal to the lowest price permitted by the TSXV for a period of 3 years from the date of issuance.
- Interest frequency: amended from monthly in arrears to quarterly in arrears; after six months, interest will be paid quarterly in arrears, in cash.
- The General Security Agreement (GSA) granted by the Company to secured creditors will be amended to include under the existing security the new debentures to be issued under the Secured Offering, and an Accounts Receivable and Purchase Order (AR/PO) facility of up to US$5,000,000.

The amended terms to the existing secured debenture are intended to preserve cash for ongoing operations in the near-term, and to provide the Company with additional financial flexibility. The amended terms are subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the conditional approval of the TSXV.

(3) Proposed Offering of New Secured Loan of Between C$1.5 Million and C$6.0 Million

The Company is pleased to announce a proposed offering (the "New Secured Offering") of secured debentures of the Company for aggregate gross proceeds of a minimum of C$1,500,000 and a maximum of C$6,000,000, with each debenture (a "Debenture") having a price of C$1,000 per Debenture and having the following terms:

- Coupon: 18% interest per year, paid quarterly in arrears
- Bonus shares: 16% Bonus Shares at C$0.25 per share, post-consolidation
- Bonus Warrants: 20% Bonus Warrants, with an exercise price of C$0.40, post-consolidation
- Six months of interest Paid-in-Kind ("PIK"): The Company defers six months of interest payments, and the Lender will receive interest paid in equity in six months' time, comprised of units consisting of shares priced at the maximum permitted discounted price under the rules of the TSXV and a full warrant entitling the holder to acquire one additional common share at an exercise price equal to the lowest price permitted by the TSXV for a period of 3 years from the date of issuance.
- Interest frequency: after the six-month PIK period, interest will be paid in cash, quarterly in arrears
- Term: 27 months; 6 months PIK followed by 9 months interest only, and the last 12 months of principal & interest

- Security: first-ranking security, to sit alongside the Company's existing secured lenders
- Carve-out: the security granted to the subscribers under the Secured Offering will carve out an Accounts Receivable and Purchase Order (AR/PO) facility of up to US$5,000,000.
- If repaid within 12 months the Lender may forfeit 50% of the Warrants issued in accordance with the terms of the TSXV.
- Warrants to have an acceleration clause (the "Acceleration Provision"): if the closing price for the common shares of the Company as traded on the TSXV is equal to or greater than C$0.80 per share for any 10 consecutive trading days, the Company has the right to provide notice to its Warrant holders that such Warrants must be exercised within 45 days from the date of that notice, failing which the Warrants shall expire and terminate with no right of exercise after that 45 day period.

The Company has received commitments for C$1,500,000 from existing Lenders, as part of a first tranche closing.

The New Secured Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the conditional approval of the TSXV.

(4) Non-Brokered Private Placement (NBPP) for up to C$2.0 Million

Under the terms of the NBPP Offering, the Company intends to issue up to 8,000,000 units (each a "Unit") at a subscription price of C$0.25 per Unit on a Post Consolidation Basis. Each Unit will consist of one common share (each a "Unit Share") and one common share purchase warrant (each a "Warrant"). The shares and warrants issued under the non-brokered private placement shall be issued on a post-consolidation basis.

Each whole Warrant will entitle the holder to purchase one common share in the capital of the Company at an exercise price of C$0.40 per common share on a Post Consolidation Basis, for a period of three years from the date of issuance. The Acceleration Provision described in section (3), Proposed Offering of New Secured Loan, also applies to the Warrants issued under the non-brokered private placement.

The Company intends to use the net proceeds from the Offering to retire certain debt facilities, and for working capital purposes related to several growth initiatives, including strategic partnerships, and sales and marketing.

The Company is pleased to announce the closing of the first tranche of this offering for gross proceeds of approximately C$410,000. The NBPP Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the conditional approval of the TSXV.

(5) Proposed Share Consolidation

The Company announces that its Board of Directors has approved a share consolidation of its issued and outstanding common shares on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the "Consolidation").

Post the shares-for-debt transactions, the maximum new secured loan and the non-brokered private placement, the Company will have approximately 550,000,000 common shares issued and outstanding. Following the completion of the Consolidation, the Company will have approximately 55,000,000 common shares issued and outstanding (subject to rounding for fractional shares).

Purpose of the Consolidation

The Board of Directors believes that the Consolidation is in the best interests of the Company and its shareholders as it will restructure the capital framework, provide greater flexibility for future corporate developments and financings, and better position the Company for long-term growth and market liquidity.

Consolidation Mechanics and Next Steps:

- Effective Date: the Consolidation is expected to take effect on or about November 30, 2026, or such other date as may be approved by the TSXV.
- CUSIP / ISIN: upon the Consolidation becoming effective, the common shares will trade under a new CUSIP number and ISIN.
- Letter of Transmittal / Direct Registration: registered shareholders will receive a Letter of Transmittal from the Company's transfer agent, Endeavor Trust, providing instructions on how to exchange their

existing share certificates for post-consolidation certificates or Direct Registration System (DRS) advice. Shareholders who hold their shares through a bank, broker, or other nominee do not need to take any action; their accounts will automatically reflect the adjusted shareholdings.

- Fractional Shares: no fractional post-consolidation common shares will be issued. Any fractional shares resulting from the Consolidation will be [rounded down to the nearest whole number], and no cash consideration will be paid in lieu thereof.

Benefits to Shareholders

The Company believes the transactions described in this release, if completed, will strengthen its balance sheet and improve its financial flexibility. In particular:

- Up to C$5.3 million of unsecured debt and trade payables is proposed to be settled in shares, reducing the Company's liabilities.
- Secured lenders have agreed to defer cash interest for six months, preserving cash for ongoing operations.
- New capital of between C$1.5 million and C$6.0 million through the secured loan, with commitments of C$1,500,000 received from existing lenders, together with up to C$2.0 million potentially through the private placement, will fund working capital and growth initiatives.
- The 1-for-10 Consolidation is intended to provide greater flexibility for future corporate developments and financings.

Expected Timetable

The Company expects the transactions described in this release to proceed as follows, subject to TSXV approval:

Step	Expected timing
Shares-for-debt settlement	On or before December 15, 2026
Amended terms of existing secured debenture	On or before December 15, 2026
New secured loan: first tranche (C$1,500,000 committed)	On or before December 15, 2026
Non-brokered private placement	On or before December 15, 2026
Share Consolidation	On or before November 30, 2026

Leadership Commentary

Doug Childress, Chief Executive Officer of TTGI, said:

"Our secured lenders have agreed to amend their terms and to defer cash interest for six months, and certain unsecured creditors have agreed to take shares in place of cash. Those were their decisions to make, and I am grateful for the confidence they represent. Taken together, the transactions announced today are intended to reduce the Company's liabilities, preserve cash within the business and bring new capital alongside it. We intend to direct that capital where it earns a return: supporting our partner-led channel, funding the working capital our partners rely on us to carry, and strengthening the platform our subsidiaries sell from. Our objective is to become a Company that trades profitably and sustains it. I believe the steps announced today provide the foundation for that."

General Terms and Regulatory Approvals

Completion of the transactions contemplated in this announcement are subject to the approval of the TSXV. The securities will be issued pursuant to exemptions from the prospectus requirements in accordance with National Instrument 45-106 – Prospectus Exemptions.

The securities issued pursuant to the transactions set out herein will be subject to a hold period of four months plus one day from the date of issuance. Insiders may participate in the Offering, and details of any insider participation will be announced at a later date, as applicable.

In connection with the Offering, the Company may pay finder's fees of up to 7% in cash and 7% in finders' warrants to eligible finders, as permitted by the policies of the TSXV.

The Offering may close in multiple tranches, and is anticipated to be completed on or around December 15, 2026.

The Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the "United States" or "U.S. persons" (as such terms are defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and all applicable U.S. state securities laws or compliance with an exemption from such registration requirements.

This press release is not an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction.

About Turnium Technology Group Inc. (TTGI)

TTGI acquires companies that complement its Technology-as-a-Service (TaaS) strategy, integrates them to generate efficiencies, and delivers their solutions through a global partner-led program to customers worldwide. TTGI's mission is to provide IT providers with a complete, white-labelled portfolio of business technology solutions, enabling them to quickly add new services in response to customer demand.

TTGI is focused on building a TaaS platform that incorporates all the services, platforms, and capabilities that ISPs, MSPs, IT Providers, VoIP/UCaaS, CCaaS, or Cloud Providers might need. Additionally, TTGI provides deployment resources, hardware, delivery, support, and marketing and sales enablement to help channel partners go to market quickly and deliver exceptional quality.

TTGI delivers secure, cost-effective, uninterrupted, and scalable global IT solutions to its partners and their end-customers, because "Connectivity Matters."

For more information, contact sales@ttgi.io, visit www.ttgi.io or follow us on X (formerly Twitter) @turnium.

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Cautionary Notes

Neither the TSX Venture Exchange ("TSX.V") nor its Regulation Services Provider (as that term is defined in the policies of the TSX.V) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain acts, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this release includes, without limitation, statements regarding the completion of the transactions described above, the use of proceeds, the expected timetable, the effect of the transactions on the Company's balance sheet and financial results, and the statements attributed to the Chief Executive Officer regarding the Company's objectives. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company, as the case may be, to be materially different from those expressed or implied by such forward-looking information. Some of these risks are described under the "Caution on Forward-Looking Information" section and "Risk Factors" section of the MD&A. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.