This prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PROSPECTUS

<u>Non-offering Prospectus</u>

June 5, 2023

CISCOM CORP.

No securities are being offered pursuant to this prospectus.

This non-offering prospectus (the "**Prospectus**") of Ciscom Corp. ("**Ciscom**" or the "**Company**") is being filed with the Ontario Securities Commission (the "OSC") to comply with Policy 2 – *Qualifications for Listing of the Canadian Securities Exchange* of the Canadian Securities Exchange (the "**CSE**") in order for the Company to meet one of the eligibility requirements for the listing of the Company's common shares (the "**Common Shares**") on the CSE by becoming a reporting issuer pursuant to applicable securities legislation in the Province of Ontario. Upon the final receipt of this Prospectus by the OSC, the Company will become a reporting issuer in Ontario.

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

An application has been filed by the Company to have its Common Shares listed for trading on the CSE. The listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the ownership of the Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

There is no market through which the securities of the Company may be sold, and holders of the Company's securities may not be able to resell any such securities. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS Markets operated by PLUS Markets Group plc).

An investment in the securities of the Company is subject to a number of risks. Investors should carefully consider the risk factors described under the heading "Risk Factors" before purchasing any securities of the Company.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of its contents.

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Unless otherwise noted all currency amounts in this Prospectus are stated in Canadian dollars.

The head and registered offices of the Company are at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8.

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ABOUT THIS PROSPECTUS

Unless otherwise noted or the context otherwise indicates, the "Company", "Ciscom", "we", "us" and "our" refer to Ciscom Corp. Certain terms and phrases used in this Prospectus are defined in the "Glossary".

Prospective purchasers should rely only on the information contained in this Prospectus. We have not authorized any other person to provide prospective purchasers with additional or different information. If anyone provides prospective purchasers with additional or different or inconsistent information,including information or statements in media articles about the Company, prospective purchasers should not rely on it. The Company is not making an offer to sell or seeking offers to buy shares or other securities of the Company. The information appearing in this Prospectus is accurate only as of the date othis Prospectus, regardless of its time of delivery. The Company's business, financial conditions, results of operations and prospects may have changed the date of this Prospectus.

Third Party Information

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus or analyzed or verified the underlying reports relied upon or referred to by such sources or ascertained the underlying economic and other assumptions relied upon by such sources. The Company believes that its market, industry, and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, and economic data used throughout this Prospectus are not guaranteed and the Company does not make any representation as to the accuracy of such information. For the avoidance of doubt, nothing stated in this paragraph operates to relieve the Issuer from liability for any misrepresentation contained in this prospectus under applicable Canadian securities laws.

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, "forward-looking statements." These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "seeks", "projects", "intends", "plans", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies, and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance, or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Prospectus. Such risks include, but are not limited to: a decrease in the value of the shares; the ability of the Company to continue as a going concern; dependence on key personnel; the Company's early stage of development; potential losses on investments; unstable and potentially negative economic conditions; fluctuations in interest rates; competition for investments within the Canadian real estate sector; maintenance of client relationships; obtaining and maintaining a listing on the CSE; risks related to potential dilution in the event of future financings; no previous public market for the shares; volatility of the market price for shares; dual class share structure; and risks related to whether the Company will ever be in a position to declare and pay dividends. See "Risk Factors" for a complete list of risks relating to an investment in the Company. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully, and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which assumptions include, but are not limited to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, a stable workforce, no material variations in the current tax and regulatory environments, future levels of indebtedness and the current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

- the timing and receipt of approvals and consents required;
- planned acquisitions and negotiated purchased prices;
- revenue and costs synergies;
- information with respect to the Company's future financial and operating

performance; and,
- expectations regarding the ability to raise capital and the availability of funds.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to any other assumptions identified in this Prospectus, assumptions have been made regarding, among other things:

- the timely receipt of required regulatory and exchange approvals and other necessary consents;
- the ability to obtain debt financing on acceptable terms;
- conditions in general economic and financial markets;
- timing and amount of capital expenditures, where required;
- the Company's or its subsidiary's ultimate ability, as applicable, to operate profitably;
- effects of regulation by governmental agencies; and
- future operating costs.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- general commercial risks inherent to operating non-manufacturing businesses;
- the capital requirements of the Company and ability to maintain adequate capital resources to carry out its business activities;
- the risk that the Company is unable to list its Shares on a stock exchange;
- industry competition;
- inflation and fluctuations in interest rates;
- stock market volatility and capital market valuation;
- funds may not be available to the Company on terms acceptable to the Company or at all;
- financing risks and dilution to shareholders resulting from future financing activities;
- reliance on management and dependence on key personnel;
- conflicts of interest;
- general market and industry conditions; and
- the COVID-19 pandemic and its short-term and long-term effects on the global economy.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All of the forward-looking statements made in this Prospectus are qualified by these cautionary statements.

All monetary amounts in this prospectus are expressed in Canadian dollars, unless otherwise indicated.

ELIGIBILITY FOR INVESTMENT

Investors should consult their investment, legal and tax advisors and regarding their investments in the Company and eligibility to savings and retirement plans.

GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the Financial Statements may be defined separately and the terms defined below may not be used therein.

"Audit Committee" means the Audit Committee of the Company in accordance with NI 52-110.

"Auditors" means SRCO Professional Corporation, Chartered Professional Accountants.

"Board" means the board of directors of the Company.

"CBLT" means CBLT Inc., a reporting issuer in the provinces of British Columbia, Alberta and Ontario currently trading on the CSE;

"CBLT Option" means the Option Agreement signed on October 2, 2020 between CBLT and the Company that were exercised in its entirety on February 28, 2021.

"CEO" means Chief Executive Officer.

"CFO" means Chief Financial Officer.

"Chairman" or "Executive Chairman" means the chairman of the Board.

"Ciscom Financial Statements" means the Company's IFRS audited financial statements and related notes thereto for the period from incorporation on June 29, 2020 to December 31, 2020 and for the year ended December 31, 2021.

"Ciscom Options" means the options issued under the Stock Option Plan.

"Ciscom Securities" means, collectively, the Common Shares, Ciscom Options and Ciscom Warrants.

"Ciscom Shareholders" means the holders of outstanding Common Shares from time to time.

"Common Shares" means common shares in the capital of Ciscom.

"Company" and "Ciscom" mean Ciscom Corp., a company incorporated under the OBCA.

"CSE" means the Canadian Securities Exchange.

"**CSE Policies**" means the policies of the CSE, as amended from time to time.

"**Escrow Agreement**" means the escrow agreement to be entered into between TSX Trust and certain shareholders of the Company with respect to the listing on the CSE.

"**Escrowed Securities**" means the securities subject to the restrictions pursuant to the Escrow Agreement.

"IFRS" means International Financial Reporting Standards.

"Listing" means the proposed listing of the Common Shares on the CSE for trading.

"Listing Date" means the date of Listing.

"MD&A" means Management's Discussion and Analysis.

"MFD" means Market Focus Direct Inc., a company incorporated under the OBCA located in Markham, Ontario, and following the Closing of the MFD Acquisition, a wholly owned subsidiary of the Company.

"**MFD Acquisition**" means the acquisition of MFD by way of cash and an issuance of Common Shares by the Company.

"MFD Financial Statements" Means MFD's IFRS audited financial statements and the related notes thereto for the year ended December 31, 2020.

"MFD Shares" means the common shares of MFD.

"MFD Share Purchase Agreement" or "MFD SPA" means the acquisition agreement dated August 29, 2020 between Ciscom Corp. and Market Focus Direct Inc. and its shareholders, as subsequently amended.

"NEO" means "Named Executive Officer", and has the meaning ascribed by the OSC in Form 51-102F6, as follows:

(a) Company's Chairman & CEO;
(b) Company's President & CFO; and
(c) each of the two most highly compensated executive officers of the Company, including subsidiaries, other than the Chairman & CEO and President & CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year.

"NI 52-110" means National Instrument 52-110 – *Audit Committees*.

"NP 46-201" means National Policy 46-201 – *Escrow for Initial Public Offerings*.

"NP 58-201" means National Policy 58-201 – *Corporate Governance Guidelines*.

"OBCA" means the *Business Corporations Act* (Ontario), as it may be amended from time to time.

"**OSC**" means the Ontario Securities Commission.

"**Performance Warrants"** means Warrants that may be issued to senior management of the Company as further described under the heading "Options and Warrants to Purchase Securities- Performance Warrants".

"**PIPEDA**" means the *Personal Information Protection and Electronic Documents Act* (Canada).

"PMG" means Prospect Media Group Ltd., a company incorporated under the OBCA located in Toronto, Ontario, and a wholly owned subsidiary of 188Ont.

"Preferred Shares" means the preferred shares without par value in the capital of the Company.

"President" means the president of the Company.

"Pro Forma Financial Statements" means the unaudited December 31, 2022 year-end pro forma financial statements in Schedules "S" through "T" , giving effect to the 188Ont Acquisition as if it had taken place as of January 1, 2021.

"Prospectus" means this non-offering prospectus dated June 5, 2023.

"SEDAR" means the System for Electronic Document Analysis and Retrieval.

"Stock Option Plan" means the executive stock option plan adopted by the Board on July 15, 2020.

"Tax Act" means the *Income Tax Act* (Canada), as it may be amended from time to time.

"TSX" means the Toronto Stock Exchange.

"TSXV" means the TSX Venture Exchange.

"Warrants" means the Common Shares purchase warrants of the Company.

"188Ont" means 1883713 Ontario Inc., a company incorporated under the OBCA located in Toronto, Ontario, and owning 100% of all outstanding shares of PMG.

"**188Ont Acquisition**" means the acquisition of 188Ont by way of cash and a share issuance by the Company.

"188Ont Earn-Out" means the earn-out payable by Ciscom under the 188Ont Acquisition, which is payable in Common Shares valued at $0.45 per share and can be increased to a maximum amount of $1,500,000 based on an aggregate revenue increase of 14.5% for the years 2022 and 2023 when compared to 2021.

"188Ont Financial Statements" means 188Ont's IFRS audited financial statements and the related notes thereto for the years ended December 31, 2020 and 2021.

"188Ont Share Purchase Agreement" or "188Ont SPA" means the share purchase agreement dated January 26, 2022 between Ciscom Corp. and 188Ont and its shareholders, as subsequently amended.

PROSPECTUS SUMMARY

The following is a summary *of the principal features of the Company and should be read together with the more detailed information and financial data* and *statements contained elsewhere in this Prospectus.*

The Company and its Business

Ciscom was incorporated under the OBCA on June 29, 2020 with the intention of investing in, managing and acquiring other companies in the Information, Communications and Technology ("**ICT**") sector. Since the date of its incorporation, the Company closed the MFD Acquisition and the 188Ont Acquisition. For a detailed description of the Company see "*Corporate Structure*" and *"Description of the Business".*

Management, Directors & Officers

As of the date of this Prospectus, the senior management members of the Company are:

Drew Reid: Executive Chairman & CEO, Director, and Promoter
Michel Pepin: President & CFO, Corporate Secretary, Director and Promoter

See "*Directors and Officers*" for more details.

Acquisition of MFD

On August 29th, 2020, Ciscom entered into a SPA to acquire 100% of all issued and outstanding shares of MFD from its shareholders. The Share Purchase Agreement was subsequently amended to change the closing date and the nature of the purchase price consideration for the MFD Acquisition. Closing of the MFD Acquisition occurred on September 1, 2021.

Under the MFD SPA, Ciscom has purchased 100% of all issued and outstanding shares of MFD for an amount of $3,500,000 which was satisfied with the payment of $1,000,000 in cash and $2,500,000 in Common Shares valued at $0.25 per share (share issuance of 10,000,000 Common Shares). The selling shareholders of MFD are entitled to an Earn-Out ("**MFD Earn-Out**") in a maximum amount of $500,000 based on cumulative revenue increases of 26% for the years 2022 and 2023 when compared to 2020.

Ciscom also raised debt financing with a Canadian Schedule 1 chartered bank, in the amount of $1,000,000 to satisfy the cash portion of the MFD Acquisition.

Acquisition of 188Ont

On January 26th, 2022, Ciscom entered into a SPA to acquire all issued and outstanding shares of 188Ont from its shareholders. The Share Purchase Agreement was subsequently amended to change the closing date and the nature of the purchase price consideration for the 188Ont Acquisition. Closing of the 188Ont Acquisition occurred on September 30, 2022.

Under the 188Ont SPA, Ciscom purchased all issued and outstanding shares of 188Ont for an amount of $12,488,481 which was satisfied with a cash payment of $5,800,000, a short-term loan payable in 2023 in the amount of $1,163,521, an earn-out of $689,710, a convertible debenture of $1,400,000 and $3,435,250 in

Common Shares valued at $0.45 per share, resulting in a share issuance of 7,633,889 Common Shares. The earn-out ("**188Ont Earn-Out**") is payable in Common Shares valued at $0.45 per share and can be increased to a maximum amount of $1,500,000 based on an aggregate revenue increase of 14.5% for the years 2022 and 2023 when compared to 2021.

Ciscom secured a credit facility with HSBC Bank Canada, an international Canadian Schedule II chartered bank, in the amount of $6,000,000 to satisfy the cash portion of the 188Ont Acquisition and repay the remaining portion of the loan taken for the MFD Acquisition.

Selected Financial Information

The following table sets out selected audited financial information for Ciscom. It should be read in conjunction with "Management's Discussion and Analysis" and the Company's audited financial statements as at December 31, 2022 and the notes thereto and the Combined Financial Statements attached as Schedule "U" and Schedule "V" to this Prospectus. The selected financial information is derived from the audited financial statements for the period ended December 31, 2022. The Company has established December 31 as its financial year end.

Financial Statement Heading	Year Ended December 31, 2022	Year Ended December 31, 2021
Current Assets	$9,148,947	$1,767,618
Non-Current Assets	$14,654,630	$2,854,875
Total Assets	$23,803,577	$4,622,493
Current Liabilities	$12,079,948	$1,117,021
Non-Current Liabilities	$5,811,317	$1,647,220
Total Liabilities	$17,891,265	$2,764,241
Total Shareholders' Equity	$5,912,312	$1,858,252
Revenue	$14,766,407	$1,132,076
Cost of Revenue	$12,468,249	$941,425
Gross Profit	$2,298,158	$190,651
Total Expenses	$4,059,059	$2,246,016
Net Loss and Comprehensive Loss	($1,545,364)	($2,011,032)
Basic and Diluted Loss Per Share	(0.035)	(0.075)

Estimated Funds Available and Use of Proceeds

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the OSC for the purpose of allowing the Company to become a reporting issuer in such jurisdiction and to enable the Company to develop an organized market for its Common Shares. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from general corporate funds.

Estimated Funds Available

As of December 31, 2021, the Company had $1,006,133 in cash (2020: $6,066). These funds are related to MFD's ongoing operations and proceeds from private placements in the Company less cost of operations. Following the acquisition of 188Ont, on September 30, 2022, the Company had $1,708,683 in cash and no investment(s) and a negative working capital of $2,948,610. On April 30, 2023, the Company had $221,811 in cash and a negative working capital of $3,130,753. The negative working capital is related to a one-time purchase price payment of $1,163,521 due for the acquisition of 188Ont and the revolving operating loan financing obtained from HSBC in the amount of $2,500,000 used to complete the 188Ont Acquisition that must be presented as a current liability under IFRS. This $2,500,000 revolving operating loan has no repayment requirement and remains at that level at all times. The availability of funds and the Company's ability to raise and generate revenue over the next 12-month period may vary significantly and will depend on several factors including those set out in "*Risk Factors*".

Following the acquisition of 188Ont, the Company's consolidated operations are profitable and has positive cash flow. On-going corporate operational expenses are projected at $537,000 in year 1 which will be covered by management fess charged to its subsidiaries. Should the consolidated business not perform to expected levels, senior management compensation will be suspended until the financial performance has been re-established. The breakdown of such expenses are as follows:

Expenses	
Office and General	$ 92,000
Compensation	300,000
Professional Fees	100,000
Advertising and Promotion	45,000
Total	$ 537,000

During the months of October and November 2022, Ciscom raised additional equity in the amount of $135,000. On September 29, 2022, the related party loan and debenture in the total amount of $200,000 were converted to Common Shares.

The 188Ont Acquisition closed on September 30, 2022. 188Ont is a profitable entity producing operating income before income taxes of over $2,000,000 per year. 188Ont has low capital expenditures and no debt. As such, cash flows closely align to net income (before shareholders' distributions/dividends). Consequently, on a consolidated basis, Ciscom has sufficient liquidity and working capital to sustain operations going forward.

Ciscom has had negative operating cash flows from operations since its inception. As of the date of close of the 188Ont Acquisition, the Company earns management fees from its subsidiaries.

The current global uncertainty with respect to the novel coronavirus ("**COVID-19**"), the consistently evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company. See "*Risk Factors- COVID-19 Coronavirus Outbreak*" for further information.

The actual amount that the Company spends may vary significantly and will depend on several factors including those listed under the heading "*Risk Factors*." See "*Use of Available Funds*" for further details.

The Listing

The Company has applied to list its Common Shares on the CSE. Listing will be subject to the Company's fulfilling all of the listing requirements of the CSE, including, without limitation, ensuring that the minimum number of public shareholders of the Company meets the minimum listing requirements.

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition and development of the businesses it acquires. Ciscom operates as a technology roll up focused management company in the information, communications and technology, or ICT, sector. Ciscom seeks to acquire small to medium size enterprises, or SME's, with a proven history of profitability, positive cash flows and growth potential.

Current focus is on technology driven big data marketing, advertising, document processing and content management organizations. Ciscom is a long-term investor that buys and holds businesses and works with management on growth plans.

Selling entrepreneurs are typically seeking equity transition and do not have a proper succession plan. The entrepreneurs must commit to stay on for a period of 2 to 3 years, post acquisition to ensure a proper and orderly transition of the business to a professional management.

Part of the strategy is to implement significant synergies and leverages at all levels, including the following:

1. Cross selling initiatives and economies of scale;
2. Expense reductions;
3. Financial levers;
4. Operational; and
5. Management principles.

The Company plans on proceeding with additional acquisitions following the completion of the 188Ont Acquisition. Any potential acquisition involves finding a suitable target, completing due diligence, entering into appropriate transaction documents and lining up bank loan or other financing in order to complete same. Owing to the inherent uncertainty surrounding this process along with general economic conditions, it is difficult to project specific timeframes as to when these would be completed.

From inception to April 30, 2023, the Company's NEOs have received $270,000 in cash compensation ($20,000 from inception to April 30, 2022). Market level cash compensations are not planned to be paid to NEOs until the Company has achieved positive consolidated net income. The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above and will depend on several factors including those listed under the heading "*Risk Factors*." See "*Use of Available Funds*" for further details.

Risk Factors

Any future investment in the Common Shares should be considered highly speculative and investors may incur a loss on their investment. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: insufficient capital; no established market; limited operating history; lack of operating cash flow; resale of shares; price volatility of publicly traded securities; market for securities; risks associated with acquisitions; executive employee recruitment and retention; adverse general economic conditions; claims and legal proceedings; force majeure; uncertainty of use of proceeds; competition; conflicts of interest; dividends; litigation; the ongoing COVID-19 pandemic; reporting issuer status; tax issues; and inflation and fluctuations in interest rates. See the section entitled "*Risk Factors*" for details of these and other risks relating to the Company's business.

CORPORATE STRUCTURE

The Company was incorporated on June 29, 2020 as Ciscom Corp. under the OBCA. Articles of Incorporation have not been amended. The Company has its principal and registered offices located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8.

Currently the Company has one (1) subsidiary, MFD, which is incorporated under the OBCA and wholly owned. MFD has three (3) authorized classes of shares:

1. Unlimited number of common shares with no stated par value with one vote per share;
2. Unlimited number of class A shares with no stated par value with one vote per share; and,
3. Unlimited number of class B shares with no stated par value with one vote per share.

MFD issued capital is 10,000 MFD Shares, all of which are owned by the Company. MFD remains a wholly owned subsidiary of Ciscom and will continue to operate as an independent business. MFD has its principal and registered offices located at 550 Alden Road, Suite 207, Markham, Ontario, L3R 6A8.

Under the 188Ont SPA the Company has acquired a second subsidiary, 188Ont who owns 100% of PMG, both of which were incorporated under the OBCA. 188Ont has five (5) authorized classes of shares:

1. Unlimited number of class 1 common shares, one vote per share, without par value,
2. Unlimited number of class 2 common shares, non-voting share, without par value,
3. Unlimited number of class A shares, one vote per share, with no stated par value,
4. Unlimited number of class B shares, non-voting share, with no stated par value, and
5. Unlimited number of class C shares, one vote per share, with no stated par value.

188Ont issued capital is 100 class 1 common shares, 100 class 2 common shares and 750,000 class A shares. Once acquired, 188Ont will remain a wholly owned subsidiary of Ciscom and will continue to operate as an independent business.

MFD and PMG (subsidiary of 188Ont) are long standing competitors in the same industry. As such the “Narrative Description Of The Business” below covers both MFD and PMG.

DESCRIPTION OF THE BUSINESS

The Business of the Company

The Company’s principal business is investing in and acquiring companies operating in the ICT sector and playing an active role in the management of these companies to mitigate risk and maximize growth. The Company defines itself as an enabling business accelerator. Through ownership of Common Shares, the general public has an opportunity to participate in the financial growth of the investments and acquisitions made by Ciscom in these companies, either as wholly owned subsidiaries or minority investment stakes. The Company does not have a minimum dollar size or ownership percentage for such investment stakes, and would consider investment in any type of securities.

Ciscom targets companies in the following areas:

1. The ICT sector; and

2. Companies using technology as a way to process data and incorporate external databases, documents and information to deliver products and services.

Such investments shall be within North America and may be conducted through the purchase of any type of equity or debt securities of the target company.

In addition to its investment and acquisition activities, the Company's business mandate includes the negotiating strategic joint ventures and the identification of the implementation of synergies through shared services.

The business of the Company includes the management of its investments and acquisitions to improve long-term performance. The Company invests and acquires small to medium size enterprises/businesses ("**SME**") with growth potential and is paying moderate acquisition prices, based on proven profitability track records, which lowers risks and shortens the return on capital period.

In addition to providing returns to its investors, Ciscom provides an exit strategy to entrepreneurs. Currently there is significant inter-generational wealth transfers which create an increased influx of offers to sell, while there are limited opportunities being offered to the SME market participants. The Company addresses this gap in the market.

The Company charges investees a management fee for its services. The Company's second investment closed on September 30 2022. The Company has not identified any potential additional acquisition and is not in discussion with any other organization to this effect. The Company may not be able to identify other target acquisition and/or successfully close on acceptable terms providing accretion to shareholder value.

Ciscom believes that its success will be dependent on its systemic business and selection approach to mergers and acquisitions ("**M&A**") and the experience and expertise of its senior management team.

The Company's executive officers and board of directors have considerable experience in several industries which will provide the Company with the ability to develop valuable insights and complete transactions efficiently and expeditiously. See "Directors and Officers". The Company's philosophy and strategy is to follow a disciplined and systematic approach to investments and is guided by four (4) core principles which will be applied consistently across all transactions, each of which is described in further detail below:

- Capital Preservation;
- Profitable Income Growth Potential;
- Risk Management; and
- Shareholder Value.

1. *Capital Preservation:* This principle is at the core of the Company's investment guidelines. Ciscom will focus on investing in companies with an historic of stable, predictable and positive cash flows. The Company will not invest in pre-revenue early-stage organizations.
2. Profitable *Income Growth Potential*: Making investments that are already profitable and that have the potential for growth and additional cash flows for re-investment and eventual shareholders' dividend payments.
3. *Risk Management:* The Company's management will take on an active role in each of its investments and acquisitions by means such as controlling the respective board of directors representation,

governance matrices and weekly operational reviews with investee management and their operators.

4. *Shareholder Value*: The principal driver of the Company's corporate initiatives, and investment decisions, is the objective of creating and enhancing long-term value for its shareholders. With is M&A approach, investments made will be accretive to shareholder value on day one.

The Company will not sit on non-performing and idling cash of a material nature for more than six months. It will invest in accordance with its investment criteria or return its excess cash to shareholders. Ciscom will work with management of operating investee companies in order to create and enhance value. These activities will include equity financing, developing mergers and acquisitions, providing operational management support and structuring and negotiating debt and equity placements.

Competitive Conditions

The Company's business of M&A and the ensuing active management has several participants operating at different levels. Most participants are targeting medium to large size organizations, which are typically large conglomerates and private equity funds. Larger and smaller participants and competitors are expected to continue to enter into market. Some of those competitors may be better known, may have greater financial resources and may have more established operating histories than Ciscom.

The Company differentiates itself from its competitors (other participants) through its unique market approach and investment philosophy, the significant experience and expertise of its executive officers and its Board of Directors. There are very few participants in the SMEs M&A sector able to acquire complementary businesses with growth potential where leverage and synergies can be realized, in addition to providing an orderly transition for the exiting entrepreneurs, thus ensuring continued performance of the acquired businesses.

Initial Investment – Market Focus Direct

Market Focus Direct Inc.

Ciscom owns all of the issued and outstanding MFD Shares, consisting of 10,000 MFD Shares. MFD does not have subsidiaries or investments in other entities.

Name, Address and Incorporation

MFD was incorporated pursuant to the OBCA on November 15th, 1991 under the name Market Focus Distribution Services Inc. The articles of incorporation of MFD were subsequently amended on September 17th, 1996 to create an unlimited number of preference shares, and on May 26th, 2010 to change the name to Market Focus Direct Inc.

MFD's articles were further amended on December 20, 2013 to cancel the preference shares and issue an unlimited number of Class A shares, an unlimited number of Class B shares and to redesignate, subdivide and change all of the seventy-five (75) issued and outstanding common shares of MFD as and in a total of one million (1,000,000) Class B shares and seventy-five (75) common shares. In addition, the articles were amended on March 16, 2016 to subdivide the common shares from seventy-five (75) shares to ten thousand (10,000) shares, and all of the issued and outstanding Class B shares were redeemed in 2016 (900,000 shares) and 2017 (100,000 shares).

The head and records and registered office of MFD are located at 550 Alden Rd, Suite 207 Markham Ontario L3R 6A8, Canada. MFD has no subsidiaries.

Intangible Properties

Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable. The estimated useful lives of intangible assets are as follows:

Customer Relationships	6 years
Brand Name	6 years
Technology	6 years

Goodwill impairment

Goodwill and Intangibles are two separate items. Goodwill represents the value paid over both the tangible and intangible assets.

As such, the goodwill impairment threshold is set at a low level and any negative impact on the future earnings of the entity results to partial or full impairment. In the case of MFD, in light of its future earnings level for 2022 through 2026 insufficient to justify the goodwill, IFRS required a full write-off of the goodwill.

Intangibles impairment

Intangibles have a higher threshold for impairment. They value the brand, technology and customers' relationship. The brand name would be impaired if disrepute were to come to the entity. Technology would be impaired if it's no longer used in the business. MFD has been in business for over 30 years and is very reputable and the proprietary technology developed is in full use.

As for customer relationships, it represents an intangible asset that has separate and distinct value apart from other purchased intangible assets. Specifically, MFD has established long-term relationships with mature customers with an appetite for innovative marketing solutions. These customer contracts and relationships are anticipated to result in repeat business and the renewal of revenue for the Company and contribute to its overall profitability.

The Intangibles asset are also amortized over a period of time which account for a pseudo built in annual impairment. In MFD's case the amortization is over a period of 6 years or 16.67% per year.

Second Investment – 188Ont (Prospect Media Group)

<u>1883713 Ontario Inc. and Prospect Media Group Ltd.</u>

Pursuant to the closing of the 188Ont Acquisition of September 30, 2022, Ciscom owns all of the issued and outstanding 188Ont, consisting of 100 class 1 common shares, 100 class 2 common shares and 750,000 class A shares. 188Ont only has one asset, which is Prospect Media Group, a wholly owned subsidiary.

Name, Address and Incorporation

188Ont was incorporated pursuant to the OBCA on October 30, 2012. PMG predecessor entity, Prospect Media Inc., was incorporated pursuant to the OBCA on December 1, 1998. On January 1, 2014, Prospect Media Inc. and Stratafly Inc. amalgamated into a new corporation, Prospect Media Group Ltd. On the amalgamation date, 188Ont owned 46% of PMG. 188Ont purchased the other 54% of PMG on January 1, 2019.

The head and records and registered office of 188Ont were located at 19 Langmuir Crescent in Toronto, Ontario M6S2A8. Following the 188Ont Acquisition the registered office is being relocated to Ciscom's offices. PMG's office lease ended in November 2020 and management decided to operate 100% virtually since December 2020.

Intangible Properties

Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable. The estimated useful lives of intangible assets are as follows:

Customer Relationships	4-6 years
Intellectual Property	4-6 years

Goodwill impairment

Goodwill and Intangibles are two separate items. Goodwill represents the value paid over both the tangible and intangible assets.

As such, the goodwill impairment threshold is set at a low level and any negative impact on the future earnings of the entity results to partial or full impairment.

Intangibles impairment

Intangibles have a higher threshold for impairment. They value the brand, technology and customers' relationship. The brand name would be impaired if disrepute were to come to the entity. Technology would be impaired if it's no longer used in the business. PMG has been in business for over 10 years and is very reputable and the proprietary technology developed is in full use.

As for customer relationships, it represents an intangible asset that has separate and distinct value apart from other purchased intangible assets. Specifically, PMG has established long-term relationships with mature customers with an appetite for innovative marketing solutions. These customer contracts and relationships are anticipated to result in repeat business and the renewal of revenue for the Company and contribute to its overall profitability.

The Intangible assets are also amortized over a period of time which account for a pseudo built in annual impairment. In PMG's case the amortization is over a period of 4 to 6 years or 16.67% to 25% per year.

NARRATIVE DESCRIPTION OF THE BUSINESS

Both MFD and 188Ont (together, the "**Acquired Corporations**") are technology driven direct marketing organizations that have developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, the corporations provide retail analytics, digital and integrated media services, direct mail, flyer distribution management, and related services to Canadian retailers and business-to-consumer companies. The corporations use proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries. The corporations' value lies in applying dynamic, customer transaction data, combined with consumer behavioural data, to develop an optimized and integrated media channel mix to reach client target audiences.

Ciscom completed the MFD Acquisition on September 1, 2021. Under the SPA, Ciscom purchased 100% of all issue and outstanding shares of MFD for an amount of $3,500,000 to be satisfied with the payment of $1,000,000 in cash and $2,500,000 in Common Shares valued at $0.25 per share (share issuance being 10,000,000 Common Shares). In addition of the purchase price, the selling shareholders of MFD are entitled to an Earn-Out in a maximum amount of $500,000 based on cumulative revenue increases of 26% for the years 2022 and 2023 when compared to 2020.

In December 2020, MFD, with the approval of Ciscom, declared a dividend in the amount of $640,000 (subsequently paid in 2021) to its shareholders. MFD declared a dividend in the amount of $1,159,486 to its shareholders just before the Closing.

Ciscom completed the 188Ont Acquisition on September 30, 2022. Under the 188Ont SPA, Ciscom purchased all of the issued and outstanding shares of 188Ont for an amount of $12,488,481 satisfied with the payment of $5,800,000 in cash, a short-term loan payable in 2023 in the amount of $1,163,521, an earn-out of $689,710, a convertible debenture of $1,400,000 and $3,435,250 in Common Shares valued at $0.45 per resulting in a share issuance of 7,633,889 Common Shares. The 188Ont Earn-Out is payable in Common Shares valued at $0.45 per share and can be increased to a maximum amount of $1,500,000 based on an aggregate revenue increase of 14.5% for the years 2022 and 2023 when compared to 2021.

As part of the 188Ont Acquisition, Ciscom secured a credit facility in the amount of $6,000,000 with HSBC Bank Canada, an international Canadian Schedule II chartered bank to satisfy a portion of the cash portion of the purchase price.

Significant Acquisitions and Dispositions

MFD, 188Ont and PMG have made no significant acquisitions or dispositions since their incorporation save for the transactions detailed in the previous page.

General

The Acquired Corporations' revenue mix, which is all driven by technology thus requiring lower resources, is composed of flyer distribution management services, orienting and direct mail, digital/media and analytics services. The corporations' suite of analytical, targeting, and management tools help retailers meet and exceed their marketing goals by providing customer and trade area analysis, insights and business intelligence, media planning and flyer program management.

The technology platforms are exhaustive and agile, thus enabling the customization of clients' solutions and programs to fit their strategy and objectives. Ciscom believes that the mutual IPs provide the corporations with the ability to processed detailed big data more efficiently than their average competitors.

Principal Products and Services

The main products and services provided by Acquired Corporations are:

1. **Consumer Data & Analytics** – Through proprietary analysis of client point of sale (POS) data (transaction data linked to customer postal code), identifying the highest value, highest opportunity consumers and households within retail trade areas. This data is applied to build a targeted, integrated media strategy focused on driving incremental traffic and sales (in-store & e-commerce).
2. **Print Flyer Management** – significant expertise in the print flyer and direct mail industry, leveraging data to ensure flyers are used effectively within an integrated media strategy. Turnkey flyer and direct mail management services are provided including printing, targeting, strategy, household distribution (via newspaper or Canada Post) and measurement of programs.
3. **Digital Media Management** – plans and buys digital media for its clients, including search engine marketing (SEM), social, display/programmatic, contextual, digital flyer, audio and video.
4. **Broadcast & Out of Home (OOH)** – provides full planning of all core media tactics including TV, radio, OOH and other specialty tactics.
5. **Integrated Media Strategy** – leverages its data and analytic expertise to develop fully integrated media strategy for its clients, ranging from the creation of consumer personas, market share analysis, media mix planning & channel investment recommendations, media performance and measurement.

Considering PIPEDA, federal privacy and anti-Spam legislation and limitations imposed on emails and such, physical direct mail is an effective way to market to the public.

Market & Revenue Growth

The Acquired Corporations' revenue generation initiatives can be classified in three (3) main activities:

1. Direct solicitation: dedicated business development professionals knocking on doors daily introducing the entity and soliciting business nationally.
2. Account management: the account managers (clients' services) are always looking for additional work, projects and budgets from clients and grow the partnership within.
3. Corporate: the corporations' are key figures and presences in the industry. Having led several initiatives and on the boards of industry organizations, the corporations have high visibility in the flyer distribution sphere.

The Acquired Corporations' revenue mix are heavily technology driven. Their suite of analytical, targeting, digital and management tools help retailers meet and exceed their marketing goals by providing customer and trade area analysis, insights and business intelligence, media planning and direct mail program management.

The above is supported by the Acquired Corporations' sound client and supplier relationships, favorable reputations in their markets and referrals. Furthermore, management has upheld both corporations' firm commitment to providing clients with the best possible products and services, timely delivery, and superior service at competitive prices.

The Acquired Corporations serve the retail and business to consumer (B2C) sectors nationally (Canada), specializing in medium and large-sized organizations, thus serving major recognizable brands/clients.

Growth

The Acquired Corporations' goals are to grow their sales and profitability through the following key initiatives:

1. Further develop the sales force;
2. Increased marketing spending;
3. Geographic diversification;
4. Introducing new products and services;
5. Pricing reviews;
6. Strategic procurement; and
7. Creating a shared services environment.

Gains in operating efficiencies

Through automation, the Acquired Corporations were able to gain significant operational efficiency and reduce human error. The continued investment in technology will further honed MFD's service offering and widened its client base.

Technology* & Established *leading market position

The Acquired Corporations use their information technology systems to manage their operations and, in particular, for the efficient functioning of their respective businesses, including accounting, data storage, purchasing and inventory management, supply chain management, customer data gathering, task automation, financial data generation and providing insight on consumer habits and spending. The ability to process big data from all sources including POS systems and other information technology systems enables management to more efficiently conduct their operations and gather, analyze and assess information across all business segments and geographic locations. The corporations believe that their information technology systems are sufficient to support operations and growth and provide the corporations with the information that they need to effectively run their business in the upcoming years.

KQuest Analytics is an owned asset

KQuest Analytics, MFD's flagship, proprietary software application, is a unique and powerful suite of analytical tools designed and built for the retailer industry. It generates powerful, decision-making insights about customers and market areas based on demographics, consumer spending, media usage and lifestyle traits. This allows retailers to target their adverting more effectively in all theatres, including flyers, direct mail, radio, digital, newspaper and social media.

Capabilities of the analytical software include:

1. ROI analysis, demographics analysis, media analysis and lifestyle personas.
2. The Phoenix mail manager is a robust software designed to provide comprehensive direct mail program management. Built to manage franchise-based programs, it handles any eventuality in the very complex direct mail distribution process. It integrates with KQuest and ORCA (Canada's National Database of Flyer Distributors) to assemble run lists, insertion orders, route files, CPC management, bindery, billing summaries, and other customized reporting. It is important to highlight that the technology platform is exhaustive and agile, thus enabling the customization of clients' solutions/programs to fit their strategy and objectives. Ciscom management believes that MFD has the most advanced and performant platform in the market, which provides advantages over other retailers agencies and competitors with respect to the ability to process detailed big data efficiently.

The main products and services provided by the corporations are:

1) ***Analysis:*** The analysis of retail trade areas and client data bases to identify highest value targetable neighborhoods.
2) ***Distribution:*** Design, targeting, strategy and management of programs for the distribution of physical mail pieces and flyers – also referred to as 'In-Home Advertising'.
3) ***Digital:*** SEM, Search, Display/Programmatic, Contextual, Digital Flyer, Audio and Video
4) ***Print management:*** The management of personalized direct mail programs and printing of flyers and direct mail material.

Analysis:
The Acquired Corporations use robust toolboxes of analytical tools to introduce efficiency and effectiveness to any retailer's advertising program. This suite of tools includes:

a. ROI analysis
b. Demographic, consumer spend, media usage and lifestyle preference analysis with proprietary analytics software.
c. Geographic analysis
d. Targeting of all media, including direct mail, digital, social media, radio, mags, flyers and newspapers.

Distribution:
The Acquired Corporations have created robust and highly efficient management software program for the management of the data rich direct mail and distribution programs. Built over the years, they facilitate every aspect of multi-store, multi-version and multi-channel programs. It allows the corporations to be highly effective in its internal manpower management.

The software applications integrate the analysis and targeting into each retailer's store trade area. Current clients and retailers have between 30 and 600 stores per program, although the software is capable of handling more. From the analysis results, the corporations create all functions required for an effective distribution and post distribution management:

a. Run list for printer
b. Bindery and Canada Post prep instructions
c. Shipping manifests
d. Insertion orders for independent distributors
e. All Canada Post management paperwork and electronic ordering
f. Exact billing summaries for invoicing and client reconciliation

The physical distribution is then subcontracted to independent carriers and Canada Post. Direct mail pieces are then sent to the carriers and Canada Post nationally or locally as the case may be, with distribution directives.

Print Management

The Acquired Corporations have preferred relationships with large web printers and trade printers. They negotiated excellent rates and conditions with printers. As such, they manage the print production of flyers or direct mail for a number of its clients.

Considering PIPEDA, and limitations imposed on emails and such, physical direct mail is still considered an effective way to market to the public. This is the only way for retailers to ensure 100% penetration of their message into the market areas they want to target.

Digital, social media and ads on the internet are a key deliverable. While the conversion rates are somewhat lower, they can be deployed rapidly, adapted and are generally less expenses than print media.

Clients use the Acquired Corporations' services to better manage their efforts as far as reaching the right audience with the right message and save by eliminating over-distribution and untargeted areas. Sending glass windows promotions to condominium residents is a waste of money, thus the need to manage distribution.

Regulatory Matters

The Acquired Corporations' commercial activities are subject to risks related to product safety laws. Procedures are in place in order to address such risks. Suppliers are responsible for the quality of their products, and, in situations of non-compliance, its suppliers would have to assume such risks. Among other things, the corporations reserve the right to discontinue acceptance of products from any supplier that are not in compliance with high quality standards. Before agreeing to conduct business with an international supplier, the corporations require a review of their existing procedures. They also inspect a prospective supplier's operations and production facilities in order to ensure compliance with standards. In addition, the corporations conduct random audits to ensure product quality and compliance with its standards.

Customers, Sales and Marketing

Sales and marketing are supported by sound client and supplier relationships, a favorable reputation in its markets, and referrals. Furthermore, management has upheld the corporations' commitment to providing clients with the best possible products and services, timely delivery, and superior service at competitive prices. Under new ownership, additional investments are being contemplated to assess opportunities in order to accelerate revenue and profit growth by diversifying and expanding its customer base and geographic markets and looking into additional product offerings.

Competitive Strengths

The Acquired Corporations serve the retail and B2C sectors in Canada, specializing in medium and large-sized companies, including major recognizable brands/clients. Whoever is closest to the consumer gets the order. The corporations data-first approach gives an advantage related to consumer data and analytic expertise, setting us apart from the majority of media buying agencies in Canada. The corporations are in a privileged position, whereas clients entrust the corporations with their confidential transactional data, plus store and e-commerce sales information, in order to provide meaningful and actionable insights to drive better sales performance. The result is an optimized and integrated media strategy that reaches the clients core audience.

Typically, clients have limited marketing capabilities to effectively manage their flyer and direct mail programs to maximize impact through targeting and analytics. By using the corporations' platform, on average clients reduce their program costs. With its latest software development and further automation, the corporations can onboard a significant number of new clients with limited additional resources and staff.

Analytics, targeting, direct mail analysis and management is an intricate service. While the Acquired Corporations, with their technology, can onboard clients quickly, typically in the industry, it takes some time for a flyer and direct mail management partner to setup and establish an effective program tailored to clients' needs, and keep it optimized month after month. It requires an understanding of the client's store structures and program goals. Program changes are usually done within 24 to 72 hours, which is a key factor for retail direct mail and flyer merchandisers. By comparison, most competitors would require more lead-time to complete this.

A direct mail and flyer management partner is essentially an extension of the client's marketing team. Clients usually do not have the right resources to analyze, design and manage their direct mail program as efficiently as it does by using the corporations' platform and IP. With its proprietary technology, the corporations have been improving the performance of clients' programs, increasing impact and sales, and reducing costs.

The Acquired Corporations are also continually providing new opportunities for clients in the way of analysis and execution. The corporations and their clients have multi-level relationships between them – several staff on each side are involved in the program. This ensures that one staff departure or change on either side does not influence the account performance and stickiness.

Clients use a partner because of the deep investment needed to plan and execute a regular direct mail program. Canada has almost a million postal codes. A partner needs to maintain this database with concordance to every distributor and their route structures including Canada Post. As part of its IP, the corporations data bases integrate over 1,200 distributors, with very disparate route structures. This enables swift deployment of programs anywhere in Canada.

Clients' procurement efforts and Partner selection

It is important to understand the dynamic in clients' selection process: what problem are they trying to solve and what improvements are they looking for. Reasons to change partner are:

1. Misalignment of objectives
2. Lack of communication
3. Poor quality of services
4. Missed deadlines or deliveries
5. Cost and pricing
6. Supplier or partner staff rotation requiring extra efforts and investments of resources

Pricing

Pricing is at market. The staff of the Acquired Corporations have on average several years of services, and as such, provide corporate memory to clients with higher turnover. Often clients will call on the corporations' team members to discuss initiatives that took place in prior years and review results. Tracking improvements and the impact of program changes.

In changing a partner, there are both logistical and human factors. It is far more efficient to work with your current supplier at solving problems and improving quality versus switching supplier. In changing supplier, an organization opens itself to risks and uncertainties. Frequently implementations, even with the best of planning, go sideways, take longer, and do not yield the expected perceived savings.

The established business methodologies are expected to yield growth going forward. However, management cites several opportunities to accelerate growth trends over the next few years.

Ciscom is working with the Acquired Corporations at quantifying the opportunities through the following:

1. Enhanced Marketing Efforts:
   - The corporations currently employ sales and business development staff. Management believes that with the implementation of an even more comprehensive, strategic marketing plan, and hiring additional experienced, dedicated salespersons, the corporations could increase their market share, sales, and profitability.
   - Other avenues to help sales growth include enhancing and improving websites, publishing more product brochures, and creating an effective, targeted social media marketing campaigns.

2. KQuest Analytics: Management believes that growth opportunities exist in marketing KQuest, MFD's proprietary analytics software on a wide scale. With additional capital, the MFD could license this

product to multiple markets throughout Canada and the US, thereby increasing sales and profitability.

3. Geographic Market Expansion: The entire customer base is in Canada, with a concentration in Ontario. Given additional working capital, there is growth potential to further penetrate existing markets and expanding to the US.

Typically, clients have limited marketing capabilities to effectively manage their flyer programs to maximize impact through improved targeting and sophisticated analytics.

Competition

The Acquired Corporations compete within the broad and diverse media agency landscape. However, they are highly specialized, with significant expertise in consumer data, analytics, print optimization and digital media integration, plus, development of integrated media strategy. There are a small and select group of competitors within this space, such as Geomedia, Targeo (division of TC Transcontinental) and Novus. The Acquired Corporations have grown as leaders in this space, since the business evolved and diversified, focused on the transition of traditional, lower margin print media revenues, into profitable revenue streams (direct mail, digital, integrated strategy). This has been a key differentiator, combining expertise in data and analytics to build optimized, integrated media strategy. At the same time, the main competitors are experiencing contraction in their client base and revenues, due to a lack of diversification.

Employees

As of April 30, 2023, MFD employed 5 full time employees. As managing director of this division, David Mathews oversees the strategic direction of the business, and its IP and next software development to further improve products and services. MFD also has a support team handling operations, sales, and finances.

As of April 30, 2023, PMG employed 20 full time employees. As President and Managing Director, David Mathews oversees the strategic direction of the business, and its IP and next software development to further improve products and services. PMG also has a support team handling operations, sales, and finances.

Real Property

MFD is headquartered in Markham, Ontario, Canada, a suburb of Toronto. MFD's previous facility was located at 55 Alden Road, Suite 207. Effective April 1, 2022, MFD extended its lease for a period of 12 months ending March 31, 2023. In the process, MFD reduced its square footage from 3,603 to 1,802 square feet. This lease was not subsequently renewed.

PMG has no office lease. When the prior lease expired in November 2020, in light of the Covid-19 pandemic, it was decided to move operations 100% virtually.

USE OF AVAILABLE FUNDS

As of December 31, 2021, the Company had $1,006,133 in cash. Following the acquisition of 188Ont, on September 30, 2022, the Company had $1,708,683 in cash and no investments and a negative working capital of $2,948,610. On April 30, 2023, the Company had $221,811 in cash and a negative working capital of

$3,130,753. The negative working capital is related to a one-time purchase price payment of $1,163,521 due for the acquisition of 188Ont and the revolving operating loan financing obtained from HSBC in the amount of $2,500,000 used to secure the acquisition of 188Ont that must be presented as a current liability under IFRS. This $2,500,000 revolving operating loan has no repayment requirement and remains at that level at all times. The availability of funds and the Company's ability to raise and generate revenue over the next 12-month period may vary significantly and will depend on several factors including those set out in "*Risk Factors*".

Following the acquisition of 188Ont, the Company's consolidated operations are profitable and has positive cash flow. On-going corporate operational expenses are projected at $537,000 in year 1 which will be covered by management fees charged to its subsidiaries.. The breakdown of such expenses are as follows:

Expenses	
Office and General..	$ 92,000
Compensation..	300,000
Professional Fees..	100,000
Advertising and Promotion..	45,000
Total..	$ 537,000

During the first four months of 2023, Ciscom raised additional equity in the amount of $228,000. On September 29, 2022, the related party loan and debenture in the total amount of $200,000 were converted to Common Shares.

The 188Ont Acquisition closed on September 30, 2022. 188Ont is a profitable entity producing an operating income before income taxes of over $2,000,000 per year. 188Ont has low capital expenditures and no debt. As such, cash flows closely align to net income (before shareholders' distributions/dividends). Consequently, on a consolidated basis, Ciscom has sufficient liquidity and working capital to sustain operations going forward .

Any future potential acquisitions to be undertaken by the Company, including those discussed under the heading "Business Objectives and Milestones", above, will need to be undertaken primarily with funds borrowed from banks or other institutional lenders, issuing of shares or through raising equity financing by selling Common Shares.

Ciscom has had negative operating cash flows from operations since its inception. Following the closing of the 188Ont acquisition on September 30, 2022, the Company now has positive operating cash flow However, during the period following the date of this Prospectus, the Company may continue to incur negative cash flow from operations and may expend a portion of its unallocated cash to fund such negative cash flow.

As of the date of close of the 188Ont Acquisition, the Company earns management fees from its subsidiaries.

DIVIDENDS AND DISTRIBUTIONS

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles of incorporation, bylaws, or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business.

As such, the Company has no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

As private companies, MFD and 188Ont have declared dividends in the past from time to time. There will be no restrictions in the Company's constating documents or elsewhere which would prevent the Company from paying dividends as a result of the MFD Acquisition or following the completion of the 188Ont Acquisition.

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Ciscom's IFRS reviewed financial statements for March 31, 2023 along with audited financial statements for December 31, 2022 with 2021 comparatives and December 31, 2020 with 2019 comparatives, with respective Management Discussions and Analysis ("MD&A") are attached in Schedules "A" through "V" to this Prospectus.

Management's Discussion and Analysis

The MD&A of the financial condition and results of operations of Ciscom, for the year ended December 31, 2022 along with the years ended December 31, 2021 and 2020 are attached as Schedules "F", "G", "H", "I", "M", "P", "R" and "V" and should be read in conjunction with the IFRS reviewed and audited financial statements. Reviewed financial statements for the period ended March 31, 2023 along with audited financial statements for the years ended December 31, 2022 and December 31, 2021, with comparatives, are attached in the Schedules for reference. The audited financial statements have been prepared in accordance with IFRS. For a discussion of risks and uncertainties facing MFD, 188Ont and the Company, see "*Risk Factors*".

DESCRIPTION OF COMPANY'S SECURITIES

Ciscom Shares

The Company is authorized to issue:

1. Unlimited number of common shares (Common Shares), one vote per share with no par value;
2. Unlimited number of class A Preferred Shares; non-voting, with no stated par value; and,
3. Unlimited number of class B Preferred Shares; non-voting, with no stated par value.

As at December 31, 2022, 51,108,882 (51,563,831 as at April 30, 2023) Common Shares are issued and outstanding as fully paid and non-assessable. Holders of Common Shares are entitled to one vote per share at the meetings of the Company's shareholders, dividends if, as and when declared by the Company's Board, and upon liquidation, to share equally in the assets of the Company that are distributable to the Company's shareholders.

The Company has never declared or paid dividends. The payments of dividends or distributions in the future are dependent on the Company's consolidated earnings, financial conditions and such other factors as the Company's Board considers appropriate.

As at April 30, 2023, the Company had 3,670,000 Ciscom Options, 483,044 Warrants to investors and 500,000 Performance Warrants for the senior management of the Company issued and outstanding.

CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at December 31, 2022, and as at April 30, 2023. The table should be read in conjunction with the Company's financial statements and the notes thereto included in the Schedules of this Prospectus.

Description of Security	Authorized Number	Outstanding as at December 31, 2021 (audited)	Outstanding as at December 31, 2022 (audited)	Outstanding as at April 30, 2023 (unaudited)
Common Shares	Unlimited	40,254,979	51,108,882	51,563,831
Class A Preferred Shares	Unlimited	Nil	Nil	Nil
Class B Preferred Shares	Unlimited	Nil	Nil	Nil
Loan facility for 188Ont Acquisition(1)	N/A	Nil	$5,741,667	$5,471,973

Note:

(1) The loan facility consists of a term loan of $3,500,000 (fixed interest rate of 7.695%) amortized over 36 months and a demand operating loan of $2,500,000 (interest rate of prime plus 1.10%), all secured on the assets of the Company and its subsidiaries.

OPTIONS AND WARRANTS TO PURCHASE SECURITIES

Stock Options

On July 15, 2020, the Company adopted a Stock Option Plan with the purpose or rewarding key contributors to the success of the business. As at April 30, 2023, the Company had 3,670,000 Ciscom Options issued and outstanding of which 3,320,000 were issued to Directors and advisors and 350,000 to employee of MFD and PMG as summarized below. No Ciscom Options have been exercised to date.

Name	# of stock options	Exercise Price	Maturity Date
All executive officers and past executive officers of the issuer, as a group (two individuals)	1,000,000	$0.10	May 31, 2026
All directors and past directors of the issuer who are not executive officers, as a group (six individuals)	1,175,000	$0.10	May 31, 2026
Advisors of the Issuer (one individuals)	45,000	$0.10	May 31, 2026
Advisors of the Issuer (two individuals)	55,000	$0.55	February 27, 2027
All directors and past directors of the issuer who are not executive officers, as a group (one individual)	45,000	$0.55	September 20, 2027
Advisors of the Issuer (one individual)	75,000	$0.55	September 20, 2027

All executive officers and past executive officers of MFD, as a group (one individual)	250,000	$0.55	September 29, 2027
Advisors of the Issuer (one individual)	150,000	$0.55	February 27, 2028
All directors and past directors of the issuer who are not executive officers, as a group (one individual)	150,000	$0.55	February 27, 2028
All directors and past directors of the issuer who are not executive officers, as a group (one individual)	150,000	$0.55	April 24, 2028
Advisors of the Issuer (one individual)	225,000	$0.55	September 29, 2027
Employees of MFD	60,000	$0.55	September 20, 2027
Employees of PMG	290,000	$0.55	September 29, 2027
Total	**3,670,000**		

Description of the Stock Option Plan and Terms of the Performance Warrants

On July 15, 2020, the Board approved the Stock Option Plan, the principal terms of which are described below.

The purposes of the Stock Option Plan are to enable Ciscom and its affiliates to attract and retain the types of employees, consultants and directors who will contribute to its long-term success, to provide incentives that align the interests of employees, consultants and directors with those of securityholders of the Company and to promote the success of Ciscom's business.

Participation is limited to employees, consultants and directors providing services to the Company. The number of Common Shares, the exercise price per Common Share, the vesting period and other terms and conditions of options granted pursuant to the Stock Option Plan, from time to time, are determined by the Board at the time of the grant, subject to the defined parameters of the Stock Option Plan and compliance with applicable laws, including the CSE policies.

Subject to shareholder approval, the maximum aggregate number of Common Shares and Performance Warrants which may be reserved and set aside for issue is equal to 10% of the issued and outstanding Common Shares.

The Stock Option Plan is administered by the Board, which has the authority thereunder to delegate its administration and operation to a committee of directors appointed from time to time by the board of directors. The aggregate number of Common Shares and Performance Warrants which can be issued (a) to any one director or officer shall not exceed 5% of the issued and outstanding Common Shares; (b) to any one consultant shall not exceed 2% of the issued and outstanding Common Shares; and (c) to all participants, in the aggregate, as compensation for providing Investor Relations Activities (as defined in CSE Policy 1 – Interpretation and General Provisions) shall not exceed 1% of the issued and outstanding Common Shares.

The exercise period cannot exceed 10 years. Options will terminate on either the date of expiration specified or on such earlier date as set out in the Stock Option Plan.

Pursuant to the policies of the CSE, Ciscom may not grant stock options or issue Performance Warrants with an exercise price lower than the greater of the closing market prices of the Common Shares on (a) the trading day prior to the date of grant of the stock options or the issuance of Performance Warrants, as applicable; and (b) the date of grant of the stock options or the issuance of Performance Warrants, as applicable. In addition, the terms of an option or Performance Warrant may not be amended once issued. If a stock option or Performance Warrant is cancelled prior to its expiry date, the Company must post notice of the cancellation and shall not grant new options or issue new Performance Warrants to the same person until 30 days have elapsed from the date of cancellation.

The Company will amend the terms of its security based compensation arrangements to be fully compliant with the revised CSE Policies that came into effect on April 3, 2023 and will seek shareholder approval of the amendments at its next shareholders meeting.

Warrants attached to Common Shares

The Company has raised equity through private placements. The private placement offerings completed since November 2021, were at $0.45 to $0.55 per share and included one warrant for every ten Common Shares purchased. The warrants are cashless, have a strike price of $1.00 each entitling the owner to one Common Share per warrant and mature 3 years from their issuances.

As at April 30, 2023, Ciscom has 483,044 Warrants issued and outstanding to investors. The warrants are cashless, have a strike price of $1.00 each entitling the owner to one Common Share per warrant and mature 3 years from their issuances. No warrants have been exercised to date. Cashless exercises are completed by using a portion of the value of the warrants, based on the exercise price and the prevailing market price of the Common Shares, to exercise some or all of the others.

Performance Warrants

Pursuant to the terms of their respective employment agreements, Michel Pepin and Drew Reid each have the ability to be issued 1,750,000 Performance Warrants by the Company based on the achievement of certain business objectives and thresholds, each of which would be exercisable into one Common Share. To date, the Company has issued 250,000 Performance Warrants to each of Messrs. Pepin and Reid with an exercise price of $0.25 per Warrant that expire on May 31, 2025.

An additional 1,500,000 Performance Warrants may be issued to each of these individuals based on the achievement of business objectives and thresholds as outlined below, subject to the provisions as set out under the heading "Options and Warrants to Purchase Securities- Description of the Stock Option Plan and Terms of the Performance Warrants". Any additional Performance Warrants to be issued will have an exercise price set upon issuance and will also expire on May 31, 2025.

(i) 500,000 Performance Warrants upon the Company achieving $50,000,000 in annual consolidated sales;

(ii) 500,000 Performance Warrants upon the Company achieving $75,000,000 in annual consolidated sales;

(iii) 1,000,000 Performance Warrants upon the Company achieving $100,000,000 in annual consolidated sales;
(iv) 500,000 Performance Warrants upon the Company closing its first public offering of at least $5,000,000 in equity; and
(v) 500,000 Performance Warrants upon the Company closing of a second public offering of at least $10,000,000 in equity.

PRIOR SALES

The following table summarizes details of the securities issued by Company during the 12-month period ended April 30, 2023.

Date of Issuance	Description of Security	Issuance Price per Security	Number of Securities Issued	Total Funds Received (CAD $)
12-May-22	Common Shares	$0.55	10,000	5,500
16-May-22	Common Shares	$0.55	10,000	5,500
29-May-22	Common Shares	$0.55	20,000	11,000
30-May-22	Common Shares	$0.55	40,907	22,500
02-Jun-22	Common Shares	$0.55	90,908	50,000
03-Jun-22	Common Shares	$0.55	18,181	10,000
06-Jun-22	Common Shares	$0.55	57,271	31,500
09-Jun-22	Common Shares	$0.55	18,181	10,000
28-Jun-22	Common Shares	$0.55	3,636	2,000
13-Jul-22	Common Shares	$0.55	85,454	47,000
14-Jul-22	Common Shares	$0.55	5,545	3,050
19-Jul-22	Common Shares	$0.55	40,000	22,000
22-Jul-22	Common Shares	$0.55	27,272	15,000
19-Aug-22	Common Shares	$0.55	7,272	4,000
19-Aug-22	Common Shares	$0.55	5,454	3,000
25-Aug-22	Common Shares	$0.55	272,727	150,000
30-Sep-22	Common Shares	$0.55	281,818	155,000
30-Sep-22	Common Shares (1)	$0.45	7,633,889	3,435,250
30-Sep-22	Common Shares (2)	$0.25	800,000	200,000
4-Oct-22	Common Shares	$0.45	222,222	100,000
5-Oct-22	Common Shares	$0.55	27,273	15,000
8-Nov-22	Common Shares	$0.55	36,363	20,000
24-Jan-23	Common Shares	$0.55	181,818	100,000
22-Feb-23	Common Shares	$0.55	45,455	25,000
28-Mar-23	Common Shares	$0.55	5,455	3,000
28-Mar-23	Common Shares	$0.45	222,222	100,000

(1) Issuance related to the 188Ont Acquisition
(2) Issuance related to the conversion of debt from a related party

Trading Price and Volume

The Company is not and has never been listed or quoted on any stock exchange.

ESCROWED SECURITIES

The Escrow Agreement provides that the Escrowed Securities are held in escrow pursuant to its terms and may not be sold, assigned, hypothecated, or transferred within escrow or otherwise dealt with in any manner except as set out in the Escrow Agreement. In the event of the bankruptcy of an escrow shareholder, the Escrowed Securities held by such escrow shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the escrowed shares which shares will remain in escrow subject to the Escrow Agreement. In the event of the death of an escrow shareholder, the Escrowed Securities held by the escrow shareholder will be released from escrow as permitted by the Escrow Agreement. As of April 30, 2023, it is anticipated that the Escrowed Securities will be held as follows:

Name of Shareholder	Designation of Class	Number of securities to be held in escrow	Percentage of Class[1]
Whittaker Inc., Markham, Ontario – directly owned by Paul Gaynor	Common Shares	9,622,333 Common Shares	18.7%
Paul Gaynor, Oro-Medonte, Ontario	Common Shares	1,184,000 Common Shares	2.3%
Paul Gaynor, Oro-Medonte, Ontario	Ciscom Options	250,000 Ciscom Options	6.8%
David Mathews, Toronto, Ontario	Common Shares	3,816,945 Common Shares	7.4%
Nashly Mathews, Toronto, Ontario	Common Shares	3,816,945 Common Shares	7.4%
Shaun Power, Burlington, Ontario	Common Shares	750,000 Common Shares	1.5%
Shaun Power, Burlington, Ontario	Ciscom Options	200,000 Ciscom Options	5.5%
Josh Howard, London, Ontario	Common Shares	725,000 Common Shares	1.4%
Josh Howard, London, Ontario	Ciscom Options	175,000 Ciscom Options	4.8%
Julia Robinson, Toronto, Ontario	Common Shares	900,000 Common Shares	1.8%
Julia Robinson, Toronto, Ontario	Ciscom Options	370,000 Ciscom Options	10.1%

Name of Shareholder	Designation of Class	Number of securities to be held in escrow	Percentage of Class(1)
Estate of Peter McDonald, Oakville, Ontario	Common Shares	3,295,000 Common Shares	6.4%
Eric Klein, Toronto, Ontario	Ciscom Options	375,000 Ciscom Options	10.2
Mark Irwin, Mississauga, Ontario	Common Shares	900,000 Common Shares	1.8%
Lucie Cousineau, Brantford, Ontario	Common Shares	200,000 Common Shares	0.4%
Alkaneid Corp. – directly owned by Drew Reid Toronto, Ontario	Common Shares	5,050,000 Common Shares	9.8%
	Ciscom Options	500,000 Ciscom Options	13.6%
	Performance Warrants	250,000 Performance Warrants	50%
Michel Pepin, Brantford, Ontario	Common Shares	3,300,000 Common Shares	6.4%
	Ciscom Options	500,000 Ciscom Options	13.6%
	Performance Warrants	250,000 Performance Warrants	50%

(1) Based on 51,563,831 Common Shares issued and outstanding, 3,670,000 Ciscom Options and 500,000 Performance Warrants issued as of April 30, 2023.

(2) The Company may issue up to 2,000,000 Common Shares to the selling shareholders of 188Ont in relation to the 188Ont Acquisition and the 188Ont Earn-Out in 2022 and 2023.

The Ciscom Securities listed above will be held in escrow by TSX Trust Company and such securities shall be released in accordance with the following timeline:

Release Dates	Percentage of Total Escrowed Securities to be Released	Cumulative Percentage of Total Escrowed Securities to be Released
Date of listing on the CSE	10%	10%
6 months following the date of listing on the CSE	1/6 of the remaining escrowed securities	25%
12 months following the date of listing on the CSE	1/5 of the remaining escrowed securities	40%
18 months following the date of listing on the CSE	1/4 of the remaining escrowed securities	55%

Release Dates	Percentage of Total Escrowed Securities to be Released	Cumulative Percentage of Total Escrowed Securities to be Released
24 months following the date of listing on the CSE	1/3 of the remaining escrowed securities	70%
30 months following the date of listing on the CSE	1/2 of the remaining escrowed securities	85%
36 months following the date of listing on the CSE	The remaining escrowed securities	100%

PRINCIPAL SHAREHOLDERS

The following table sets out the name of each person who, to the knowledge of the Company, directly or indirectly, owns of record or beneficially, or exercises control or direction over more than 10% of the shares of the Company as at April 30, 2023.

Name of Shareholder	Occupation	Designation of Class	Number of securities held	Percentage of Class(1)
Paul Gaynor, directly and indirectly through Whittaker Inc., Oro-Medonte, Ontario	Retired Former President of MFD	Common Shares Ciscom Options	10,806,333 250,000	21.0% 6.8%
David Mathews, Toronto, Ontario(2)	President and Managing Director of PMG	Common Shares	7,633,889	14.8%

Notes:

(1) Based on 51,563,831 Common Shares issued and outstanding and 3,670,000 Ciscom Options issued as at April 30, 2023.

(2) Includes 3,816,944 Common Shares owned by Mr. Mathews' spouse.

DIRECTORS AND EXECUTIVE OFFICERS

Below is a brief description of each director and member of management of the Company, including their names, positions, and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Company's industry. As of the date of this Prospectus, none of the directors or officers have signed non-compete or nondisclosure agreements with the Company – see "*Conflicts of Interest*" below. None of the directors and officers of the Company are compensated in cash. As at April 30, 2023, appointees and stock ownership are the following:

Directors

Name	City of residence (1)	Board position	Board status	Principal Occupation(s) During Past Five Years	Board appointment	Ciscom Shares	Ciscom Options
Drew Reid (54 years old)	Toronto, ON	Chairman	Non-Independent	Executive Chairman and CEO, Ciscom Corp.; prior thereto, operations manager, DLT Resolution Inc. (February 2017-March 2020) and operations consultant, Atlantic Power and Infrastructure Corp. (January 2016- March 2020)	June 29, 2020	5,050,000(2)	500,000 along with 250,000 Performance Warrants
Michel Pepin (60 years old)	Brantford, ON	Corporate Secretary	Non-Independent	President and CFO, Ciscom Corp.; CFO and COO, Anova Fertility and Reproductive Health; CFO, The Minacs Group	Nov. 10, 2020	3,300,000	500,000 along with 250,000 Performance Warrants
Paul Gaynor (76 years old)	Oro-Medonte, ON	Director and Audit Committee	Non-Independent	President of Market Focus Direct (now retired)	Sept 1, 2021	10,806,333(3)	250,000
David Mathews (55 years old)	Toronto, ON	Director	Non-Independent	President and Managing Director of Prospect Media Group	April 24, 2023	7,633,889(4)	Nil
Eric Klein (62 years old)	Toronto, ON	Director and Audit committee	Independent	President, Klein Advisory Services Inc.; EVP Corporate Development, Dundee Corporation	Aug. 16, 2021	Nil	375,000
Shaun Power (52 years old)	Burlington, ON	Director, Chair Audit Committee	Independent	Tax Consultant, BDFP+A CPA, LLP; Partner at BDO Canada LLP	Dec. 3, 2021	750,000	200,000
Julia Robinson (48 years old)	Toronto, ON	Director	Independent	Vice President of World Wave Events	Dec. 3, 2021	900,000	370,000
Josh Howard (51 years old)	London, ON	Director	Independent	Managing Partner & Real Estate Sales Representative of Forest Hill Real Estate	Dec. 3, 2021	725,000	175,000

Notes:

(1) The information as to municipality of residence, principal occupation, securities beneficially owned or over which a director or officer exercises control or direction has been furnished by the respective persons individually.

(2) Share are owned indirectly through Alkaneid Corp.
(3) Shares are owned directly and indirectly through Whittaker Inc.
(4) 50% of the shares are owned by Mr. Mathews' spouse.

The following is a summary of the relevant experience of the Company's directors and executive officers:

Drew Reid: As Chairman of the Board and Chief Executive Officer, Mr. Reid oversees the Board's activities, stakeholders' relations, liaise with investors and financial institutions and seek acquisition targets on behalf of the Company. Mr. Reid of Toronto, Ontario devotes 100% of his time to the business of the Company and was appointed to the Board on June 29, 2020.

Mr. Reid has 34 years' experience in the finance industry, private equity, mergers and acquisitions, publicly traded and privately-owned companies. Positions held have ranged from commodities trade desks to bond, equities and currency trading with several banks and institutions, including Bank of Tokyo (from 1990 to 1992), CIBC Wood Gundy (1988-1990), and Burns Fry (from 1987 to 1988). Mr. Reid has been instrumental with developing profitable businesses, rebuilding troubled companies, advancing businesses to public markets, compliance, government outreach architectural hardware design teams and managing legal and financial matters.

P. Michel Pepin, CPA, CA.: As President, Corporate Secretary and Chief Financial Officer, Mr. Pepin is responsible for the finances of the Company and for ensuring compliance with regulatory matters, including the filing by the Company on a timely basis of its financial statements and related documents and will assist the Chairman and CEO in his duties and will be responsible for overseeing the day-to-day management and performance of the Company, M&A, set performance management metrics and liaise with the subsidiaries. Mr. Michel Pepin of Brantford, Ontario devotes 100% of his time to the business of the Company and was appointed to the Board on November 10, 2020.

Mr. Pepin has led teams in domestic and global organizations and has worked in publicly traded, private equity and family-owned businesses, and traveled the world working with local management to re-enforce culture and improve performance. He has also led and participated in a number of new ventures, including M&A deals on both the buy and sell side and interacted with capital markets. He has a B.Comm. from UQAM and became a Chartered Accountant (now CPA) in 1987. Recent work experience includes:

- 2020 to present: President & CFO, Director, Ciscom Corp.
- 2018 – 2020: CFO & COO Anova Fertility.
- 2016 – 2018: General business consulting technology and real estate.
- 2015 – 2016: CFO (global), GLT and Board member (22,000 employees) Minacs Group (now Concentrix).
- 2013 – 2015: CFO, SLT and Board member at Millennium 1 Solutions. Carve out from D&H with 3 divisions and 1,400 employees.

Eric Klein, CPA, CA, CBV, ICD.D: Mr. Klein of Toronto, Ontario is a Director, a Chartered Professional Accountant, Chartered Business Valuator and member of the Institute of Corporate Directors. Mr. Klein has over 35 years of both professional and corporate management experience. He focuses on mergers, acquisitions, divestitures, financings and strategic advisory as well as joint ventures for primarily mid-sized Canadian corporations. His experience as both a corporate executive and an advisor lead to unique and holistic results. As a member of the Institute of Corporate Directors, he serves on both public and private company boards.

Currently, Mr. Klein is the President of Klein Advisory Services Inc. Prior to that he held the position of Executive Vice President, Corporate Development of Dundee Corporation from 2016 to 2018. From 1992 to 2016, Mr. Klein served as the lead partner of Klein Farber Corporate Finance Inc., a financial services advisory firm that is a member of the Farber Financial Group. Over the years, he has served as an advisor, executive and independent board member to various public and private corporations, quasi-government organizations, private individuals and family groups.

Mr. Klein holds a graduate diploma in Public Accounting and a B.Comm. degree from McGill University in Montreal. He was appointed to the Board on August 16, 2021.

Paul Gaynor: Mr. Paul Gaynor of Oro-Medonte, Ontario was the founder of MFD that started operations in 1991 and remain its President. Throughout the years, Mr. Gaynor has been an entrepreneur and a chair and board member of several trade associations pushing for the development and advancement of technology in the industry. He was appointed to the Board on September 1, 2021.

MFD is focused on the retail industry with a full-service agency serving clients across Canada and servicing large, multi-location retail clients. MFD provides efficient and effective in-home advertising, across all platforms, including digital, social media and physical documents.

Shaun Power, CPA, CA: Mr. Shaun Power of Burlington, Ontario was appointed to the Board on December 3, 2021, is an independent Director and the Chair of the Audit Committee.

Mr. Power practice includes small to large sized organizations. He advises in the areas of finance, taxation and strategic planning, and has substantive experience in corporate reorganizations and innovative financings. He has worked in all sectors of the economy, including retail, manufacturing, consumer products, automotive, and professional services. Mr. Power is a frequent speaker at renown tax conferences in addition to writing and course material. He has had several Board appointments including Momentum Credit Union, 2018 – Present as Audit and Finance Committee Chair, fund raising Boars/committee at the new facilities of Joseph Brant Hospital ($60 million capital raise) and is currently on the Board of the Ronald MacDonald House in Hamilton. He has a BA from the University of Western Ontario abd graduated from the Accounting Program at the Wilfred Laurier University and became a Chartered Professional Accountant in 1994. Has also taken several specialty courses in corporate taxes. His recent work experience includes:

- 2020 to present: Partner at BDFP Chartered Accountants LLP.
- 2013 – 2020: Partner at BDO Canada LLP.

Julia Robinson: Mrs. Julia Robinson of Toronto, Ontario was appointed to the Board on December 3, 2021 as an independent director. Mrs. Robinson is a Vice-President of World Wave Events the Global experts in the design, fabrication and execution of brand environments and exhibits for trade expositions, in-store displays and special event, including the opening and closing ceremonies of the Olympic Games and FIFA World Cup Championship. She is actively involved in all aspects of daily operations supporting such clients as Mitsubishi Motors, Suzuki Canada and Nike. World Wave Events has been involved in executing such events as FIFA World Cup, The Ryder Cup and The Open. Prior to joining World Wave Events full time, Julia had a career in the Pharmaceutical and Medical Device industry as an independent sales representative for companies such as Valeant and Medexus Pharmaceuticals. Julia graduated from the University of Windsor in 1997 with an honors degree in Kinesiology.

Josh Howard: Mr. Howard of London, Ontario was appointed to the Board on December 3, 2021 as an independent Director. Mr. Howard has been practicing real estate since 2014. He is an active agent in Toronto, and an owner and the managing partner of a branch office in London for Forest Hill Real Estate. Prior thereto, he was President of Innovatech Display Technologies and a business consultant. Mr. Howard has been a board member of a number of NGOs and has been recognized by the Governor General of Canada and the Business Development Bank for his work in the community and abroad.

David Mathews: Mr. Mathews is the President and Managing Director of PMG. As a senior executive, Dave will be leading the operations, performance and growth strategy of the advertising and marketing technology segment within Ciscom. Dave has a long tenure of building, combining and developing the agency business since he founded Stratafly, in partnership with Prospect Media in 2006. Then merging the two agencies in 2014 as the new Prospect Media Group and taking sole ownership of PMG in 2019. He is based in Toronto.

He brings over 25 years as a leader in the marketing industry, leading growth strategy initiatives across multiple media and agency roles. He led the transformation of PMG into a retail focused, data-driven, integrated media agency— from print to digital to omni-channel. His passion is to deliver actionable consumer insights, combined with integrated media strategy to create successful client experiences focused on performance.

Dave has served on multiple boards within the marketing industry such as the RAC Board, the RCC Marketing Committee, as well as for the charitable organization Youth Without Shelter. He is the founding partner of Cover Me Urban in 2010, an annual fundraising event that supports YWS, raising over significant funding for the shelter since inception. He has a B.Sc. from UofT, leveraging his experience as the Advertising Director for the campus radio station, as his foray into Marketing.

Recent work experience includes:

- 2019 to present: President & Managing Director, Prospect Media Group Ltd.
- 2014 – 2018: Managing Director/Partner, Prospect Media Group Ltd.
- 2006 – 2014 – Managing Director/Partner, Stratafly
- 2014 – 2017 – Board Member, Youth Without Shelter
- 2007 – 2016 – Board Member, RAC Canada (Retail & Advertising Canada)
- 2007 – Present – RCC (Retail Council of Canada) Marketing Advisory Committee
- 1996 – 2006 – Sr. National Account Manager, Netmedia (div. of Quebecor)
- 1989 – 1996 – Specialty Distribution Manager, Metroland (div. of Torstar Corporation)

Mr. Mathews was appointed to the Board on April 24, 2023.

Term of Office of Directors

The term of office of the directors expires annually at the time of the Company's annual general meeting of shareholders. The term of office of the executive officers expires at the discretion of the Board.

Aggregate Ownership of Common Shares

As at April 30, 2023, to the best of the Company's knowledge, the directors and executive officers of the Company owned, as a group, or exercised control or direction over, directly or indirectly, approximately 29,095,222 or 56.4% of the issued and outstanding Common Shares of the Company (57% fully diluted).

Conflicts of interest

Potential conflicts of interest may result from the fact that two of the directors of the Company are also senior executives of the Company. Messrs. Drew Reid and Michel Pepin are respectively the Chairman & CEO and the President & CFO of the Company. Certain of the directors and officers of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. See "Risk factors – Directors and Executive Officers – Conflicts of Interest".

Conflicts of interest may arise which could influence these individuals in generally acting on behalf of the Company. Pursuant to the OBCA, directors will be required to act honestly and in good faith with a view to the best interests of the Company. As required under the OBCA: (a) a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Company, must promptly disclose the nature and extent of that conflict; and (b) a director who holds a disclosable interest (as that term is used in the OBCA) in a contract or transaction into which the Company has entered or proposes to enter may generally not vote on any directors' resolution to approve the contract or transaction.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed below, none of the foregoing directors or executive officers of the Company is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity:

(i) was the subject of a cease trade or similar order, or an order that denied such company access to any exemption under applicable securities legislation for a period of more than 30 consecutive days; or

(ii) was subject to an event that resulted, after the director or executive officer ceased to be a director, chief executive officer or chief financial officer, in such company becoming the subject of a cease trade or similar order, or an order that denied such company access to any exemption under applicable securities legislation for a period of more than 30 consecutive days.

None of the foregoing directors or executive officers of the Company, nor any shareholder holding a sufficient number of securities of the Company to materially affect its control:

a. is, or within the last ten years has been, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

b. has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets;

c. has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities' regulatory authority; or

d. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

In January 1994, Drew Reid pleaded guilty to a charge of false pretenses over $1,000 after he admitted to the fraudulent transfer of title of a family residential property, and was sentenced to one year of probation. In June 1996, Mr. Reid pleaded guilty, and was sentenced to six sixty-day concurrent sentences, to charges of fraud and theft of telecommunication services after he provided false information to secure lease financing for two business cell phones. In October 1998, Mr. Reid pleaded guilty, and was sentenced to 3 months incarceration and two years' probation and ordered to pay approximately $10,500 in restitution, to charges of fraud and forgery on the misappropriation of insurance proceeds and the fraudulent transfer of funds earmarked for his insurance company as the co-payee. In March 2000, Mr. Reid pleaded guilty to charges of false pretenses and was sentenced to 9 months in jail after securing a vehicle lease with false income details.

Bankruptcies

No directors or executive officers of the Company has, within the 10 years prior to the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or comprise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, been a director or executive officer of any company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or comprise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No directors or executive officers of the Company or shareholder holding sufficient securities of the Company to affect materially the control of the Company has:

- been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities' regulatory authority; or
- been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table contains information about the non-securities compensation to, or earned by, individuals who were, as at the financial years ended December 31, 2020, December 31, 2021 and December 31, 2022 Directors or NEOs of the Company.

Table of compensation excluding compensation by securities							
Name and Position	**Period**	**Salary ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other Compensation ($)**	**Total Compensation ($)**
Drew Reid, Ciscom Chairman & CEO	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$100,000**(1)**	$100,000
	Dec. 31, 2022	$65,000	$30,000	$0	$0	**$0**	$95,000
Michel Pepin, Ciscom President & CFO	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$0	$0
	Dec. 31, 2022	$65,000	$30,000	$0	$0	$0	$95,000
Perter Clausi, Director	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$0	$0
	Dec. 31, 2022	$0	$0	$0	$0	$0	$0
David Mathews, President and Managing Director of PMG	Dec. 31, 2022	$67,750	$57,607	$0	$0	$2,400	$127,757
Eric Klein, Director	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$0	$0
	Dec. 31, 2022	$0	$0	$0	$0	$0	$0
Paul Gaynor, President of MFD	Dec. 31, 2020	$100,000	$0	$0	$0	$0	$0
	Dec. 31, 2021	$65,000	$0	$0	$0	$0	$0
	Dec. 21, 2022	$0	$0	$0	$0	$0	$0
Shaun Power, Director	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$0	$0
	Dec. 31, 2022	$0	$0	$0	$0	$0	$0

Julia Robinson, Director	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$0	$0
Josh Howard, Director	Dec. 31, 2020	$0	$0	$0	$0	$0	$0
	Dec. 31, 2021	$0	$0	$0	$0	$0	$0
	Dec. 31, 2022	$0	$0	$0	$0	$0	$0

(1) The compensation was paid to Mr. Reid's holding company for services rendered since inception of the Company.

Stock Options and Other Compensation Securities

The following table contains information about the securities compensation to, or earned by, individuals who were Directors or NEOs of the Company as at April 30, 2023.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Drew Reid, Ciscom Executive Chairman & CEO	Common Shares	2,500,000	Nov. 10, 2020	N/A	$0.10	$0.55	N/A
	Stock Options	500,000	Nov. 10, 2020	$0.10	$0.10	$0.55	May 31, 2026
Michel Pepin, Ciscom President, CFO and Corporate Secretary	Common Shares	2,125,000	Nov. 10, 2020	N/A	$0.10	$0.55	N/A
	Stock Options	500,000	Nov. 10, 2020	$0.10	$0.10	$0.55	May 31, 2026
Eric Klein, Director	Stock Options Stock Options	225,000 150,000	July 15, 2021 February 28, 2023	$0.25 $0.55	$0.25 $0.55	$0.55 $0.55	May 31, 2026 February 27, 2028
Paul Gaynor, President of MFD	Stock Options	250,000	Sep. 30, 2022	$0.55	$0.55	$0.55	Sep. 29, 2027
Shaun Power, Director	Common Shares	250,000	Nov. 10, 2020	N/A	$0.10	$0.55	N/A
	Stock Options	200,000	Nov. 10, 2020	$0.10	$0.10	$0.55	May 31, 2026
Julia Robinson, Director	Stock Options	175,000	Nov. 10, 2020	$0.10	$0.10	$0.55	May 31, 2026

	Stock Options Stock Options	45,000 150,000	Sep. 21, 2022 April 24, 2023	$0.55 $0.55	$0.55 $0.55	$0.55 $0.55	Sep. 20, 2027 April 23, 2028
Josh Howard, Director	Stock Options	175,000	Nov. 10, 2020	$0.10	$0.10	$0.55	May 31, 2026
David Mathews, President PMG	Common Shares	3,816,495	Sep. 30, 2022	$0.45	$0.55	$0.55	N/A

Employment, Consulting and Management Agreements

The Company has two employment agreements. Terms are the following:

1. Drew Reid:
    a. Position: Executive Chairman & CEO;
    b. Effective date: November 10, 2020;
    c. Term: No limit;
    d. Compensation: Base salary of $60,000 per year, determined by the Board, starting March 1, 2022 and increased to $120,000 per year starting October 1, 2022. No cash compensation was paid before March 1, 2022;
    e. Bonus: 100% of base salary based on achievement of annual targets. A transaction bonus of $30,000 was paid following the closing of the 188Ont Acquisition;
    f. Stock Options: to be determined by the Board from time to time;
    g. Performance Warrants: ability to earn up to 1,750,000 Performance Warrants which may be granted based of business threshold achievements; and
    h. Termination not for cause: Severance of 24 months plus bonus and benefits. Minimum of $500,000.

2. Michel Pepin:
    a. Position: President & CFO;
    b. Effective date: November 10, 2020;
    c. Term: No limit;
    d. Compensation: Base salary of $60,000 per year, determined by the Board, starting March 1, 2022 and increased to $120,000 per year starting October 1, 2022. No cash compensation was paid before March 1, 2022;
    e. Bonus: 100% of base salary based on achievement of annual targets. A transaction bonus of $30,000 was paid following the closing of the 188Ont Acquisition;
    f. Stock Options: to be determined by the Board from time to time;
    g. Performance Warrants: ability to earn up to 1,750,000 Performance Warrants which may be granted based of business threshold achievements; and
    h. Termination not for cause: Severance of 24 months plus bonus and benefits. Minimum of $500,000.

The Company does not have any consulting or management agreements.

Oversight and Description of Director and NEO Compensation

Currently the Company does not have a compensation committee at this time. The compensation for the NEOs is set by the independent Directors and is to be reviewed periodically.

No compensation plans have yet been entertained for Directors.

Pension Plan Benefits

Currently the Company does not have a pension plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Save for Mr. Reid as further described below, no director or officer of the Company, or any associate or affiliate of such person is or has ever been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

On February 24, 2022, the Company advanced $180,000 to Mr. Reid in the form of a promissory note. The promissory note carries interest at 6.25% per year, matures one year after its issuance and his guaranteed by 500,000 Common Shares pledged by Mr. Reid. The maturity date on this note was subsequently extended to December 31, 2023.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

The Company currently has an Audit Committee in place. The following is a description of the mandate of the Audit Committee, and the text of the audit committee charter is included in its entirety as Schedule "W" to this Prospectus.

The Audit Committee oversees the Company's financial reporting process and internal controls, and consults with management, the Company's accounting department and its independent auditors on matters related to the Company's annual audit and internal controls, published financial statements, accounting principles and auditing procedures. The Audit Committee also reviews management's evaluation of the auditors' independence and submits to the Ciscom Board its recommendations on the appointment of auditors.

Composition of the Audit Committee

The members of the Audit Committee are Shaun Power (Chair), Eric Klein and Paul Gaynor. Under NI 52-110, a director of an audit committee is "independent" if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board, reasonably be expected to interfere with the exercise of the member's independent judgment. For the purpose of assessing the independence of a member of an audit committee, NI 52-110 further provides that an individual will be deemed to have a material relationship with an issuer if he or she accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer, other than as remuneration for acting in his or her capacity as a member or as part-time chair or vice-chair of the board of directors of the issuer or any committee thereof. For this purpose, the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes the acceptance of a fee by an entity in which such individual is a partner, and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer.

Based on the foregoing, the Board has determined that Shaun Power and Eric Klein are independent members of the Company's Audit Committee, and that Paul Gaynor is not independent based on his previous role as President of MFD.

All members of the Audit Committee are financially literate in that they have the ability to read and understand a set of financial statements that are of the same breadth and level of complexity of accounting issues as can be reasonably expected to be raised by the Company's financial statements. See "Directors and Executive Officers" above for the relevant education and experience of the Audit Committee members.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year has there been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

The Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures for Non-Audit Services

The Audit Committee is responsible for pre-approving all non-audit services to be provided by the external auditor to the Company other than *de minimis* non-audit services referred to in section 2.4 of NI 52-110. In particular, the chairman of the Audit Committee is authorized to approve any non-audit services. Furthermore, the Audit Committee is required to evaluate the independence and objectivity of the external auditors. The Audit Committee also has the authority to engage independent legal counsel and other advisors as it determines necessary to carry out its duties and responsibilities.

External Auditor Service Fees

The following table discloses the fees billed to the Company by its external auditor since incorporation.

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
Dec. 31, 2020	$70,000	Nil	$2,000	$0
Dec. 31, 2021	$104,300	Nil	$2,300	$0
Dec. 31. 2022	$90,570	Nil	$5,000	$0

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 of the Canadian Securities Administrators sets out a series of guidelines for effective corporate governance (the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NP 58-201 requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

The following is a description of the Ciscom's approach to corporate governance in relation to the Guidelines.

The Board of Directors

NP 58-201 defines an "independent director" as a director who has no direct or indirect material relationship with the issuer. A "material relationship" is in turn defined as a relationship which could, in the view of the board of directors, be reasonably expected to interfere with such member's independent judgment. Ciscom's Board is currently comprised of eight (8) members.

As at the date of this prospectus, Eric Klein, Shaun Power, Julia Robinson, and Josh Howard are considered independent directors since they are each independent of management and free from any material relationship with the Company within the meaning of NP 58-201.

Messrs. Drew Reid, Michel Pepin, David Mathews and Paul Gaynor are not considered to be independent directors within the meaning of NP 58-201 by virtue of their roles as executive officers of the Company and its subsidiaries.

The Board believes that it functions independently of management. To enhance its ability to act independently of management, the Board may in the future meet in the absence of members of management or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

Other Reporting Issuer Experience

The following table sets out the proposed directors, executive officers and Promoters of Ciscom that are, or have been within the last five years, directors, executive officers or Promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Shaun Power	Element Nutritional Sciences	CSE	CFO, Director	May 26, 2021	Present
Eric Klein	INV Metal	TSX	Director	January 2008	July 2021
	Ramm Pharmaceutical	CSE	Director	October 2020	Present
	Braingrid Ltd	CSE	Director	December 2018	April 2020
	Dundee Corporation	TSE	Officer	May 2016	January 2018
	12 Exploration Inc.	CSE	Officer & Director	March 2019	June 2020
	79 North Inc.	CSE	Director	May 2022	Present

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislationon an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. In addition, the Board adopted a code of business conduct and ethics on October 13, 2022. This code provides a general statement of the Company's expectations regarding the ethical standards that each director, officer and employee and any consultants or other external parties in a similar role with the Company should adhere to while acting on behalf of the Company. This involves adherence to principles such as honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; the full, fair, accurate, timely and understandable disclosure in the public communications and filings of the Corporation; compliance with applicable governmental laws, rules and regulations; and the accountability by all of the Company's directors, officers and employees for adherence to this code.

Please refer to Schedule "X" for the complete version of the Company's code of business conduct and ethics.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committee(s).

Insider Trading Policy

The board has adopted an Insider Trading Policy. The purpose of this policy is to assist directors, officers and employees of Ciscom in complying with the prohibitions under applicable securities laws against insider trading, tipping and recommending trades in securities of the Company and other issuers in certain circumstances.

Please refer to Schedule “Y” for the complete version of the Insider Trading Policy.

RISK FACTORS

An investment in the Common Shares, in the event that the Common Shares are offered for sale at some time in the future or purchased on a stock exchange such as the CSE, should be considered highly speculative due to the nature of the Company’s business and the present stage of development. An investment in the Common Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in additionto other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations and other risks and uncertainties affecting the Company’s business could potentially arise or become material in the future.

Insufficient Capital

Since the acquisition of MFD on September 1, 2021, the Company has revenue producing operations. On September 30, 2022, the Company acquired 188Ont which has profitable operations. However, while Ciscom consolidated operations are cash flow positive following the closing of the 188Ont acquisition, the Company may require additional funds, and there is no assurance that the Company will be successful in obtaining such additional financing.

No Established Market

The Company has applied to list its Common Shares on the CSE. Listing will be subject to the Company fulfilling all the listing requirements of the CSE. There is currently no market through which the Company’s securities may be sold.

Limited Operating History

The Company is an early-stage company. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders’ investment and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

Although no securities are being offered pursuant to this prospectus, any investment in the Common Shares carries a high degree of risk and should be considered speculative by purchasers. There is a low probability of dividends being paid on the Common Shares.

Lack of Operating Cash Flow

Following the closing of the MFD acquisition on September 1, 2021, the Company has secured a source of operating cash flow. Following the closing of the 188Ont acquisition on September 30, 2022, the Company now has positive operating cash flow. However, Ciscom has had negative operating cash flows from operations since its inception. During the period following the date of this Prospectus, the Company may continue to incur negative cash flow from operations and may expend a portion of its unallocated cash to fund such negative cash flow.

The Company's failure to achieve profitability and positive operating cash flows, on a consolidated basis, could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. There can be no assurance that the Company will realize revenue or achieve profitability.

As at December 31, 2020, the Company had a negative working capital balance of $51,968. On December 31, 2021, the Company had a positive working capital balance of $650,597 and $1,006,133 in cash. Following the closing of the 188Ont acquisition, on September 30, 2022, the Company had $1,708,683 in cash, no investments and a negative working capital of $2,948,610. On April 30,2023, the Company had $221,811 in cash and no investments and a negative working capital of $3.130,753. The negative working capital is related to a one-time purchase price payment of $1,163,521 due for the acquisition of 188Ont and the revolving operating loan financing obtained from HSBC in the amount of $2,500,000 used to secure the acquisition of 188Ont that must be presented as a current liability under IFRS. This $2,500,000 revolving operating loan has no repayment requirement and remains at that level at all times. However, pursuant to this credit facility, HSBC retains the right to call this loan at any time in its sole discretion.

As Ciscom is acquiring SMEs using a combination of cash and shares, the ratio of which is based on size, profitability, economic environment and other risk factors, the cash versus shares proportions will vary from one transaction to the next.

Aside from its M&A activities, the Company does not anticipate purchasing significant assets. The Company has access to shared offices at 20 Bay Street, Suite 1110, Toronto, ON and will operate virtually in addition to leveraging operating subsidiaries' locations and facilities.

Resale of Common Shares

The continued operations of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

No Assurance (Nature of the Securities)

The ownership of the Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. The Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Additional Funding Requirements

The acquisition of additional businesses will require additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the Company's status as a new enterprise with a limited history and/or the loss of key management personnel. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development of the business plan.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company may issue additional Common Shares from time to time pursuant to Common Share purchase warrants and the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares could result in dilution to holders of Common Shares.

Regulatory Requirements

The Company and it subsidiaries are not subject to regulatory requirement at this time. However, it will be subject the terms and conditions and rules and regulations of any stock exchange on which the Common Shares are subsequently listed and the OSC.

Risks Associated with Acquisitions and Related to Ability to Continue as a Going Concern

Although there are no assurances that management's plans will be realized, management believes that the Company will be able to continue operations into the future. However, the continuation of the Company as a going concern, and the risk to an investment in the Company, is dependent upon:

1. the Company's ability to successfully raise debt financing it requires;
2. the Company's ability to find viable companies in which to invest or acquire and manage;
3. the Company's ability to successfully manage the companies in which it invests or acquires; and
4. the Company's ability to successfully expand, leverage and create the synergies in of its portfolio companies.

Executive Employee Recruitment and Retention and Dependence on Key Personnel

Ciscom is dependent upon the personal efforts, performance and commitment of its senior officers and directors, who are responsible for the future development of Ciscom's business. Investors will be relying upon the business judgment, expertise and integrity of Ciscom's senior officers and directors. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business. The number of persons skilled in acquisitions and operations may be limited and competition for such persons can be high. As the Company's business activity grows, it will require additional key financial, administrative as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

In recent years, the securities markets in Canada, have experienced volatility, and many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, investments or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited, and the price of the Common Shares may decline.

Economic and geopolitical uncertainty may negatively affect the business of the Company or its portfolio companies. The markets for the products of the Company or its portfolio companies may depend on economic and geopolitical conditions that affect the broader market. Economic conditions globally are beyond the Company's control. In addition, acts of terrorism and the outbreak of hostilities and armed conflicts between countries, including Russia's recent invasion of Ukraine, can create geopolitical uncertainties that may affect both local and global economies. Unfavorable economic conditions, geopolitical uncertainties and negative equity market conditions may negatively impact new investment opportunities and have a negative impact on the value of Ciscom's existing portfolio. Unfavorable economic and market conditions could also decrease Ciscom's net income, reduce demand for its services and limit access to capital markets.

COVID-19 Coronavirus Outbreak

The current global uncertainty with respect to the spread of COVID-19, the consistently evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company. While the precise impact of the

COVID-19 outbreak on the Company remains unknown, rapid spread of COVID-19 and declaration of the outbreak as a global pandemic has resultedin travel advisories and restrictions, certain restrictions on business operations, social distancing precautions and restrictions on group gatherings which are having direct and indirect impacts on businesses in Canada.

Force Majeure

The adverse effect of a force majeure, whereby certain parts or all of a contracts Ciscom may be bound by cannot be performed by the parties thereto, could create risks outside the control of the Company, and negatively impact results or potential acquisition opportunities.

Uncertainty of Use of Funds

Although the Company has set out its intended use of proceeds in this Prospectus, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Competition and Maintenance of Client Relationships

The Company is in the business of M&A and the ensuing active management has several participants operating at different levels. Most participants are targeting medium to large size organizations. The participant are typically large conglomerates and private equity funds. Larger and smaller participants/competitors are expected to continue to enter into market. Some of those competitors may be better known, may have greater financial resources and/or may have more established operating histories than Ciscom.

The Company differentiates itself from its competitors (other participants) through its unique market approach and investment philosophy, the significant experience and expertise of its executive officers and its Board of Directors.

MFD and 188Ont have a several competitors in Ontario. Competitors range from advertising agencies, direct marketing agencies, printers, specialized services and in-house ad/marketing departments. MFD and 188Ont distinguish their businesses from competitors with its ability to manage large quantities linked to national programs and dealing with different promotion versions very efficiently. As significant investments were made in its IP, MFD and 188Ont handle volumes very efficiently which most organizations cannot offer when dealing with large volumes, big-data and in a multitude of versions.

The ability of the Company's operating subsidiaries to attract and maintain clients requires that it provide a competitive offering of products and services that meet the needs and expectations of its clients. Subsidiaries' ability to satisfy the needs or demands of their clients may be adversely affected by factors such as the inability or failure to identify changing client needs or expectations or the inability to adapt in a timely and cost-effective manner to innovative products and services offered by competitors.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The OBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the OBCA.To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the OBCA.

Intellectual Property

The success Ciscom will depend in part upon its ability to protect intellectual property and proprietary technologies and upon the nature and scope of the intellectual property protection held by the Company. The ability to compete effectively and to achieve partnerships will depend on the ability of Ciscom to develop and maintain proprietary aspects of its intellectual property and to operate without infringing on the proprietary rights of others. The presence of such proprietary rights of others or theft of the Company's intellectual property could require financial resources and management attention to protect intellectual property rights, which may be in excess of our ability to raise such funds.

Dividends

The Company has not declared or paid any dividends on its shares since inception and does not anticipate paying any such dividends for the foreseeable future. Any decision to pay dividends on the shares of the Company will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions. Investors seeking dividend income or liquidity should not invest in the Company's shares.

Reporting Issuer Status

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may berequired. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations.

The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer may make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to the circumstances by each purchaser of Common Shares. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Common Shares.

Early Stage of Development

Ciscom is at an early stage of development in its business. There can be no assurance that Ciscom's business will be profitable. There can be no assurance that the Company will be able to generate sufficient activity to be profitable in the future and Ciscom's limited operating history makes an evaluation of its prospects difficult. Future results of operations may fluctuate significantly based upon numerous factors, including economic conditions, activities of competitors and the ability of the Company to create a diversified investment portfolio of real estate financial services companies.

Losses on Investments

The nature and operational quality of Ciscom's investments portfolio will impact upon Ciscom's asset base and the return it is able to generate on its investments. In its selection process, Ciscom targets certain industry sectors. There can be no assurance that the nature of the investment will not be adversely impacted by general economic or industry specific conditions, which in turn may adversely impact the value of Ciscom's portfolio.

Inflation and Fluctuations in Interest Rates

Should Ciscom heavily rely on debt to finance its investments, a significant increase in market interest rates could also adversely affect Ciscom's net income and its market value. Inflation rates are generally measured by the government and are reported as the Consumer Price Index ("**CPI**"). During times of higher and rising rates of the CPI, investors may demand higher interest rates, which can lead to an increase in the Company's cost of borrowing. In addition, higher interest rates may lead to reduced profit margins and decreased demand for the products and services provided by Ciscom.

Public Stock Exchange Listing of Common Shares Pending

Until the Common Shares of Ciscom are listed on any public stock exchange, they will have very limited liquidity. The Company is applying to list its Common Shares on the CSE. Listing will be subject the Company fulfilling all of the listing requirements of the CSE. The Company cannot provide assurances that an active trading market will develop or will be sustained if listed. If an active public trading market does not develop, the liquidity of an investment in the Company may be limited.

Risks Related to the Market

Sale by Ciscom shareholders. Ciscom Shareholders may choose to sell their shares, which could depress the trading price of the Common Shares for as long as those sales are continuing. Sales of a substantial number of Common Shares, or the perception that those sales may occur, could depress the prevailing market prices of the Company's shares, regardless of the Company's business prospects.

Volatility of share prices. Share prices are subject to changes because of numerous factors beyond the Company's control, including reports of new information, changes in the Company's financial situation, the sale of the Shares in the market, the Company's failure to achieve financial results in line with the expectations of analysts, or announcements by the Company or any of its competitors concerning results. There is no guarantee that the market price of the Company's shares will be protected from any such fluctuations in the future.

Absence of prior public market. There has been no prior public market for the Common Shares, and an active trading Market may not develop or, if it does develop, may not be sustained. The lack of an active market may impair shareholders' ability to sell their Common Shares at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the Common Shares. An inactive market may also impair the Company's ability to raise capital by selling Common Shares and to make acquisitions by using the Common Shares as consideration.

PROMOTERS

Each of the following shareholders, directors and executive officers of the Company is considered to be a "promoter" of the Company as that term is defined in the *Securities Act* (Ontario). As at April 30, 2023, respective ownership of Common Shares is the following:

Name and Type of Securities	Number of Common Shares Owned	Percentage of Common Shares Owned(1)
Drew Reid (owned through Alkaneid Corp.)	5,050,000	9.8%
Michel Pepin	3,300,000	6.4%
Paul Gaynor	1,190,333	2.3%
Whittaker Inc. (directly owned by Paul Gaynor)	9,616,000	18.6%

(1) Based on 51,563,831 Common Shares issued and outstanding as at April 30 2023.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, norto the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities' regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Prospectus with respect to the loan from Ciscom to Drew Reid, since the incorporation of the Company on June 29, 2020, no director, executive officer or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Company or any associate or affiliate of the foregoing has, or has had, any material interest, direct or indirect, in any transaction prior to the date of this Prospectus or any proposed transaction that has materially affected,or is reasonably expected to materially affect, the Company or any of its affiliates.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are SRCO Professional Corporation, Chartered Accountants, Park Place Corporate Centre, 15 Wertheim Court, Suite 409, Richmond Hill, Ontario L4B 3H7 since their appointment on March 2, 2021.

TSX Trust, at its principal offices located at 100 Adelaide St W #301, Toronto, ON M5H 1S3, will be the transfer agent and registrar of the Common Shares.

MATERIAL CONTRACTS

The only material contracts entered into, or to be entered into, by the Company since the date of its incorporation, other than those entered into in the ordinary course of business, are the following:

1. the MFD SPA between Ciscom, MFD and its shareholders dated August 29, 2020 and its ensuing amendments;
2. the 188Ont SPA between Ciscom, 188Ont and its shareholders dated January 26, 2022 and its ensuing amendments;
3. the employment agreements with Messrs. Reid and Pepin;
4. the loan from the Company in the amount of $180,000 to Drew Reid, as subsequently amended;
5. the Stock Option Plan;
6. a $1,400,000 convertible debenture agreement between the Company and the selling shareholders of 188Ont, accruing interest at a rate of 5% per annum, convertible into Common Shares at $0.45 per share and repayable in full by September 30, 2025; and
7. a $6,000,000 credit facility agreement entered into with HSBC Bank Canada, an international Canadian Schedule II chartered bank.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a Prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CREDIT SUPPORTER DISCLOSURE

The Company does not have any other credit supporter that has provided guarantees or other alternative support of any form.

SIGNIFICANT ACQUISITIONS

MFD: On August 29th, 2020, Ciscom entered into the MFD SPA as subsequently amended to acquire 100% of all issued and outstanding shares of MFD. The MFD Acquisition closed on September 1, 2021.

Under the MFD SPA, Ciscom purchased 100% of the shares of MFD for an amount of $3,500,000 to be satisfied with the payment of $1,000,000 in cash and $2,500,000 in Ciscom Common Shares valued at $0.25 per share (share issuance of 10,000,000 Common Shares). The selling shareholders of MFD are entitled to an Earn-Out in a maximum amount of $500,000 based on cumulative revenue increases of 26% for the years 2022 and 2023 when compared to 2020. On closing, MFD had approximately $300,000 in cash.

Concurrently with the closing of the MFD Acquisition, Ciscom raised bank debt (5-year opened term loan) in the amount of $1,000,000 with a Schedule I Canadian chartered bank to satisfy the cash portion of the MFD Acquisition. Messrs. Reid, Pepin and Gaynor have personally guaranteed this loan of $1,000,000, and such guarantees are joint and several for a total of $500,000, representing 50% of the original loan. On the closing of the 188Ont Acquisition, Ciscom paid-out the loan.

188Ont: On January 26th, 2022, Ciscom entered into the 188Ont SPA to acquire 100% of all issued and outstanding shares of 188Ont from its shareholders. The 188Ont SPA was subsequently amended pursuant to amending agreements dated May 31, 2022 and August 31, 2022 between Ciscom, 188Ont and its shareholders. The 188Ont Acquisition was completed on September 30, 2022.

Under the 188Ont SPA, Ciscom is purchasing 100% of all issued and outstanding shares of 188Ont for an amount of approximately $11,887,250 to be satisfied with the payment of $5,800,000 in cash, an earn-out of $1,250,000, a convertible debenture of $1,400,000 and $3,435,250 in Common Shares valued at $0.45, resulting in a share issuance of 7,633,889 Common Shares. The 188Ont Earn-Out of $1,250,000 can be increased to a maximum amount of $1,500,000 based on an aggregate revenue increase of 14.5% for the years 2022 and 2023 when compared to 2021.

To satisfy the cash portion of the 188Ont Acquisition and repay the remaining portion of the loan taken for the MFD Acquisition, Ciscom secured a credit facility with HSBC Bank Canada, an international Canadian Schedule II chartered bank. The facility consists of a $3,500,000 acquisition loan being amortized over 36 months and a line of credit in the amount of $2,500,000 guaranteed by the accounts receivable of the Company and its subsidiaries. The HSBC facility is guaranteed by the Company and its subsidiaries (GSA and PPSA).

FINANCIAL STATEMENT DISCLOSURE FOR ISSUER

Please refer to Schedules “A” through “V” for financial statements MD&As and pro-forma statements for Ciscom, MFD and 188Ont.

EXPERTS

Certain legal matters in connection with the Prospectus will be passed upon on behalf of the Company by CP LLP and with regard to certain tax matters by SRCO Professional Company as the case may be. As at the date hereof, the partners and associates of CP LLP, counsel to the Company, do not own, directly or indirectly, any outstanding shares of the Company.

The audited financial statements of the Company included in this Prospectus were passed upon on behalf of the Company by SRCO Professional Corporation, Chartered Accountants, and their audit report is included herein. SRCO Professional Corporation is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario. As at the date hereof, the partners and associates of SRCO Professional Corporation do not own, directly or indirectly, any outstanding shares of the Company.

OTHER MATERIAL FACTS

There are no other material facts to disclose that are not disclosed within this Prospectus.

CERTIFICATE OF CISCOM CORP.

Dated: June 5, 2023

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation of Ontario.

By: (signed) *Drew Reid*

Drew Reid
Executive Chairman and
Chief Executive Officer

By: (signed) *Michel Pepin*

Michel Pepin
President & Chief Financial
Officer

ON BEHALF OF THE BOARD

By: (signed) *Paul Gaynor*

Paul Gaynor
Independent Director

By: (signed) *Shaun Power*

Shaun Power
Independent Director

CERTIFICATE OF THE PROMOTERS OF CISCOM CORP.

Dated: June 5, 2023

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation of Ontario.

By: (signed) *Drew Reid*

Drew Reid
Promoter

By: (signed) *Michel Pepin*

Michel Pepin
Promoter

By: (signed) *Paul Gaynor*

Paul Gaynor
Promoter

By: (signed) *Paul Gaynor*

Whittaker Inc.
Promoter

Schedule A
Audited Financial Statements of Ciscom Corp. as at December 31, 2020

Financial Statements

Ciscom Corp.

For the period from June 29, 2020 (Incorporation Date) to December 31, 2020

(Expressed in Canadian dollars)

Ciscom Corp.
For the period from June 29, 2020 (Incorporation Date) to December 31, 2020

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SRCO Professional Corporation
Chartered Professional Accountants
Licensed Public Accountants
Park Place Corporate Centre
15 Wertheim Court, Suite 409
Richmond Hill, ON L4B 3H7

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www.srco.ca

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Ciscom Corp.

Opinion

We have audited the financial statements of Ciscom Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2020, and the statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the period from June 29, 2020 (Incorporation Date) to December 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020, and its financial performance and its cash flows for the period from June 29, 2020 (Incorporation Date) to December 31, 2020 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

(continues)

Independent Auditor's Report to the Shareholders of Ciscom Corp. *(continued)*

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

Richmond Hill, Canada
August 15, 2021

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

Ciscom Corp.
Statement of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2020
	$
ASSETS	
CURRENT	
Cash	**6,066**
Harmonized sales tax recoverable	**16,375**
Acquisition deposit *[note 10]*	**10,000**
Total assets	**32,441**
LIABILITIES AND SHAREHOLDERS' DEFICIENCY	
CURRENT	
Accounts payable and accrued liabilities *[note 4]*	**84,409**
Total liabilities	**84,409**
SHAREHOLDERS' DEFICIENCY	
Share capital *[notes 5 and 6]*	**121,750**
Shares to be issued *[notes 5 and 6]*	**30,000**
Share options reserve *[notes 6]*	**20,361**
Accumulated deficit	**(224,079)**
Total shareholders' deficiency	**(51,968)**
Total liabilities and shareholders' deficiency	**32,441**

Subsequent events *[note 10]*

See accompanying notes

Approved on behalf of the Board:

Director

Director

{}

Ciscom Corp.
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the period from June 29, 2020 (Incorporation Date) to December 31, 2020 $
EXPENSES	
Professional services	**111,853**
General and administrative	**30,615**
Share based compensation *[notes 5 and 6]*	**81,611**
TOTAL EXPENSES	**224,079**
NET LOSS BEFORE INCOME TAXES	**(224,079)**
Current income tax *[note 7]*	**-**
Deferred income tax *[note 7]*	**-**
NET LOSS AND COMPREHENSIVE LOSS	**(224,079)**
Basic and diluted loss per share	**(0.2206)**
Weighted average number of common shares	**1,015,753**

See accompanying notes

Ciscom Corp.
Statement of Changes in Shareholders' Deficiency
(Expressed in Canadian Dollars)

	Number of common shares	Share capital $	Number of common shares to be issued	Shares to be issued $	Share options reserve $	Accumulated deficit $	Total $
Balance, June 29, 2020	-	-	-	-	-	-	-
Issuance of common shares *[note 6]*	4,775,000	90,500	-	-	-	-	90,500
Issuance of stock options *[notes 5 and 6]*	-	-	-	-	20,361	-	20,361
Issuance of shares for services *[notes 5 and 6]*	6,500,000	31,250	4,956,116	30,000	-	-	61,250
Net loss and comprehensive loss	-	-	-	-	-	(224,079)	(224,079)
Balance, December 31, 2020	**11,275,000**	**121,750**	**4,956,116**	**30,000**	**20,361**	**(224,079)**	**(51,968)**

See accompanying notes

Ciscom Corp.
Statement of Cash Flows
(Expressed in Canadian Dollars)

	For the period from June 29, 2020 (Incorporation Date) to December 31, 2020
	$
OPERATING ACTIVITIES	
Net loss	**(224,079)**
Items not affecting cash:	
Share based compensation	**81,611**
Changes in non-cash working capital balances:	
Harmonized sales tax recoverable	**(16,375)**
Accounts payable and accrued liabilities	**84,409**
Cash used in operating activities	**(74,434)**
INVESTING ACTIVITIES	
Acquisition deposit	**(10,000)**
Cash used in investing activities	**(10,000)**
FINANCING ACTIVITIES	
Issuance of common shares	**90,500**
Cash provided by financing activities	**90,500**
INCREASE IN CASH	**6,066**
CASH – BEGINNING OF PERIOD	**-**
CASH – END OF PERIOD	**6,066**
Supplementary cash flow information	
Interest income	**-**
Income tax paid	**-**

See accompanying notes

1. NATURE OF BUSINESS

Ciscom Corp. (the "Company") is incorporated under the Business Corporations Act of Ontario on June 29, 2020. The Company's principal business is investing in or acquiring operating companies in the ICT and assuming an active role in the management of these companies to mitigate risk and maximize growth.

The office address of the Company is 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8.

2. BASIS OF PRESENTATION

2.1 Basis of presentation and statement of compliance

These financial statements for the Company for the period from June 29, 2020 (Incorporation Date) to December 31, 2020 have been prepared in accordance with the International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standards Board ("IASB").

These financial statements were approved and authorized for issuance by the Company's Board of Directors on August 15, 2021. These financial statements are presented in Canadian dollars which is also the Company's functional currency. The accounting policies have been applied consistently in these financial statements, unless otherwise indicated.

2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained.

2.3 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is the Canadian dollar. These financial statements are presented in Canadian dollars ("CAD"), which is the Company's presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash represents amounts deposited with the financial institution.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Taxation

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the period. Income tax is recognized in the statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

On June 29, 2020, the Company adopted IFRIC 23, Uncertainty over Income Tax Treatment, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There are no significant adjustments to the amounts recognized in the financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Financial instruments

The three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit or loss (FVTPL). The classification of financial assets under is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Further, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instruments as a whole is assessed for classification.

a) Classification of financial assets and financial liabilities

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. Financial assets are classified and measured based on three categories: amortized cost ("AMC"), fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL"). Financial liabilities are classified and measured in two categories: amortized cost or FVTPL. Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated, but the hybrid financial instrument as a whole is assessed for classification.

The Company's financial assets and financial liabilities are classified as follows:

	Classification under IFRS 9
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

On initial recognition, a financial asset is classified as measured at amortized costs, FVTPL, or FVTOCI. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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. All other financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All other financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets at amortized costs are measured at 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 profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. All other financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income/(loss). At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the statement of comprehensive income/(loss) in the period in which they arise.

b) Impairment of financial assets

IFRS 9 replaces the “incurred loss” model in IAS 39 with a forward-looking “expected credit loss” (“ECL”) model. The ECL model requires judgement, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The new impairment model is applied, at each reporting date, to the Company’s financial assets measured at amortized cost. Impairment losses are recorded in profit or loss with the carrying amount of the financial asset reduced through the use of impairment allowance accounts.

c) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in profit or loss. The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Impairment of non-financial assets

At each date of the statements of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of loss and comprehensive loss, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

3.5 Significant accounting judgments and estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Significant accounting judgments and estimates (continued)

Information about significant judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i) Determination of current and deferred income taxes
ii) COVID-19

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled.

Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company’s business activities might be subject to certain level of adverse impact. To the date of the issuance of these financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available.

3.6 Foreign currency translation

In preparing the financial statements, transactions in currencies other than the entity’s functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Foreign currency translation (continued)

that date. Exchange gains and losses are recognized on a net basis in the statement of loss and comprehensive loss.

3.7 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

3.8 Share-based payment

Where common shares are issued to employees and non-employees for services received, they are recorded at the fair value of the service received at the grant date. The issuance date fair value is recognized in profit or loss over the vesting period.

Stock purchase options that have been granted is measured by using Black-Scholes Option Pricing Model and is recognized in profit or loss over the vesting period with a corresponding increase in stock option reserves.

3.9 Loss per share

Loss per share is calculated by dividing the total net loss by the weighted average number of shares outstanding during the period. Outstanding warrants as at December 31, 2020 has not been factored into the calculation as they are considered anti-dilutive.

3.10 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

3.11 Standards issued but not yet effective

The Company has evaluated all recent accounting pronouncements up to the date of issuance of these financial statements, and conclude that these pronouncements are not expected to have any significant impact on the Company's financial statements.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at December 31, 2020
	$
Accounts payable	75,409
Accrued liabilities	9,000
	84,409

Advances from related parties in amount of $434 is included in accounts payable (note 5).

5. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party transactions, with entity with common management and shareholders, are as follows:

	For the period from June 29, 2020 (Incorporation Date) to December 31, 2020
	$
Shareholders Advance	**434**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. The following share-based compensations were awarded by the Company during the period from June 29, 2020 (Incorporation Date) to December 31, 2020:

- On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option (note 6).

- On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company (note 6).

6. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one vote per share, without par value.

Issuances of common shares are recorded in "share capital" in the statement of financial position.

b) Issued:

	As at December 31, 2020
	$
4,775,000 common shares pursuant to private placement	90,500
6,500,000 common shares for services provided	31,250
	121,750

Shares issued and to be issued for service provided

On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company.

During the year ended 2020, the Company received certain professional service with a service provider and per agreement, the Company would issue 4,965,116 common shares to compensate the service provider. The fair value of the share-based compensation transaction, in the amount of $30,000, was determined by fair value of those services received by the Company. Subsequent to year ended December 31, 2020, the Company issued 4,965,116 common shares.

Share options

On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option.

7. INCOME TAXES

The Company's Canadian operations are subject to income tax at a combined Federal and Provincial statutory income tax rate of 26.5% for the period from June 29, 2020 (Incorporation Date) to December 31, 2020 are as follows:

Current income taxes	**For the period from June 29, 2020 (Incorporation Date) to December 31, 2020 $**
Net loss before income taxes	(224,079)
Tax rate	26.5%
Income tax recoverable	(59,381)
Permanent differences	1,792
Unrecognized deferred tax assets	57,589
	-

Deferred income taxes	**For the period from June 29, 2020 (Incorporation Date) to December 31, 2020 $**
Non-capital loss carry-forward	57,589
Deferred tax assets not recognized	(57,589)
	-

The Company's ability to realize the tax benefits is dependent upon a number of factors, including the history of earnings and the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. Accordingly, a corresponding full valuation allowance was recorded to deferred tax assets.

As at December 31, 2020, the Company had non-capital losses amounting to approximately $217,317 and will expire in 2040.

8. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

The following table summarizes the fair values of recognized financial instruments. Unless otherwise noted, the carrying value of cash, accounts receivable, accounts payable and accrued liabilities, and Accounts payable for capital expenditure approximates fair value for each financial instrument.

8. FINANCIAL RISK FACTORS (continued)

Fair Value (continued)

	December 31, 2020 $	
	Carrying Value	**Fair Value**
	AMC	**Total**
Financial Assets		
Cash	6,066	**6,066**

	December 31, 2020 $	
	Carrying Value	**Fair Value**
	AMC	**Total**
Financial Liabilities		
Accounts payable and accrued liabilities	84,409	**84,409**

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

(a) Credit Risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash, accounts receivable, share subscriptions receivable and loan receivable. The cash consists of money held in a reputable Canadian bank. In order to reduce its credit risk from its loan receivable balances, the Company keeps a close connection with the third party.

8. FINANCIAL RISK FACTORS (continued)

(a) Credit Risk (continued)

To reduce its credit risk from its accounts receivable and share subscriptions receivable balances, the Company reviews a new client and share subscriber's credit history before extending credit. The Company recognized an impairment provision in amount of $NIL as at December 31, 2020.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders.

(c) Foreign Currency Risk

Currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate. The functional currency of the Company is the Canadian dollar. The Company is exposed to the currency exchange rate risk on its accounts payable. During the year, the Company did not incur significant foreign currency transactions. The Company does not use derivative financial instruments to mitigate its exposure to currency risk. Management, however, mitigates currency risk by regular monitoring, transacting in stable currencies, matching the foreign currency payables and minimizing the net exposure in any foreign currency at any point of time.

9. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at December 31, 2020.

10. SUBSEQUENT EVENTS

Acquisition

On August 29th, 2020, the Company entered into a Share Purchase Agreement ("SPA") to acquire 100% of all issued and outstanding shares of Market Focus Direct Inc. ("MFD") of Markham, Ontario, from its shareholders with a closing on October 30th, 2020. On October 30th, 2020, the SPA was amended to delay the Closing up to December 15th, 2020. On December 15th, 2020, the SPA was amended a second time to the delay the Closing up to March 15th, 2021. On March 15th, 2021, the SPA was amended a third time to delay the Closing up to May 15th, 2021. On May 13th, 2021, the SPA was amended a fourth time to delay the Closing up to July 15th, 2021. On May 13th, 2021, the SPA was amended a fifth time to amend the purchase price. On July 15th, 2021, the SPA was amended a sixth time to extend the closing date to on or before August 15th, 2021 as well as amend section 7.1. to "The Closing of the sale and purchase shall take place at the offices of the Purchasers' Counsel in Toronto, Ontario on the Closing Date or upon such earlier or later time and date and manner as may be agreed upon by all of the parties hereto in writing."

The purchase price of $3,500,000.00 is to be satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom Corp.'s common shares valued at a minimum of $0.25 per share (maximum share issuance of 10,000,000 shares). The selling shareholders of MFD are entitled to an earn-out payment based on revenue performance for the years 2022 and 2023 to a cumulative maximum of $500,000. On the day of the closing of the acquisition, MFD will have approximately $300,000 of positive working capital (current assets less all liabilities). The Company made a $10,000 down payment to MFD's shareholders for the acquisition.

The Company and MFD work closely to negotiate a seventh amendment to further extend the closing date.

Loan

On February 5, 2021 the Company entered into a Loan Agreement in the amount of $50,000 with Whittaker Graphic Systems Inc. (majority shareholder of Market Focus Direct Inc.). The loan matures on December 31, 2021 and has a nominal single interest rate of 1% per year. The Company can repay in whole or in part any portion of the loan before maturity. The loan is not guaranteed.

Financing

Subsequent to year end, the Company issued 13,290,000 common shares pursuant to private placement and received proceeds in amount of $563,510.

Prospectus

The Company is in the process of filing a prospectus with the OSC to be listed on the CSE and have its shares listed and publicly traded.

Schedule B
Audited Consolidated Financial Statements of Ciscom Corp. as at December 31, 2021

Consolidated Financial Statements

Ciscom Corp.

For the year ended December 31, 2021 and for the period from June 29, 2020 (Incorporation Date) to December 31, 2020

(Expressed in Canadian dollars)

Ciscom Corp.
For the year ended December 31, 2021 and for the period from June 29, 2020 (Incorporation Date) to December 31, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Ciscom Corp.

Opinion

We have audited the consolidated financial statements of Ciscom Corp. and its subsidiary (together the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years ended December 31, 2021 and 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and 2020, and its financial performance and its cash flows for the years ended December 31, 2021 and 2020, in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audits of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

(continues)

Independent Auditor's Report to the Shareholders of Ciscom Corp. *(continued)*

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

Richmond Hill, Canada
April 12, 2022, except as to Note 2.1, 4, 18(b) and 21, which are as of February 3, 2023

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

Ciscom Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at December 31,	**2021**	**2020**
	$	**$**
ASSETS		
CURRENT		
Cash	**1,006,133**	6,066
Trade and other receivables *[note 5]*	**623,445**	-
Harmonized sales tax recoverable	**64,016**	16,375
Prepaids and deposits *[note 4]*	**74,024**	10,000
	1,767,618	32,441
Property and equipment *[note 8]*	**5,124**	-
Right of use assets *[note 9]*	**7,918**	-
Intangibles *[note 4] [note7]*	**2,841,833**	-
Goodwill *[notes 4 and 7]*	**-**	-
Total assets	**4,622,493**	32,441
LIABILITIES AND SHAREHOLDERS’ EQUITY (DEFICIENCY)		
CURRENT		
Accounts payable and accrued liabilities *[note 6]*	**864,209**	84,409
Lease liabilities *[notes 10]*	**8,360**	-
Deferred grants [*note 15]*	**1,997**	-
Loan payable – current portion *[notes 12 and 14]*	**242,455**	-
Contingent consideration liability *[note 4]*	**-**	-
	1,117,021	84,409
NON-CURRENT		
Convertible debenture loan from a related party *[note 12]*	**131,800**	-
Loan payable – noncurrent portion *[notes 13 and 14]*	**757,577**	-
Deferred grants [*note 15]*	**4,176**	
Deferred tax liabilities *[notes 4 and 17]*	**753,667**	-
Total liabilities	**2,764,241**	84,409
SHAREHOLDERS’ EQUITY (DEFICIENCY)		
Share capital *[notes 4 and 16]*	**4,038,012**	121,750
Shares to be issued *[note 16]*	**-**	30,000
Share options reserve *[note 16]*	**32,008**	20,361
Contributed surplus *[note 12]*	**23,343**	-
Accumulated deficit	**(2,235,111)**	(224,079)
Total shareholders’ equity (deficiency)	**1,858,252**	(51,968)
Total liabilities and shareholders’ equity (deficiency)	**4,622,493**	32,441

Subsequent events *[note 21]*
See accompanying notes
Approved on behalf of the Board:

Director

Director

Ciscom Corp.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the year ended December 31, 2021	For the period from June 29, 2020 (incorporation date) to December 31, 2020
	$	$
REVENUE	**1,132,076**	-
COST OF REVENUE	**941,425**	-
GROSS PROFIT	**190,651**	-
EXPENSES		
Depreciation and amortization [*notes 7, 8 and 9]*	**178,242**	-
Professional services	**322,046**	111,853
Salaries and wages	**176,829**	-
Stock based compensation *[note 16]*	**11,647**	81,611
General and administrative	**156,224**	30,615
Finance costs *[note 12]*	**24,857**	-
Amortization of deferred grants	**(2,072)**	-
Fair value change in contingent consideration liability *[note 4]*	**(275,000)**	
Impairment of goodwill *[note 7]*	**1,653,243**	
TOTAL EXPENSES	**2,246,016**	224,079
NET LOSS BEFORE INCOME TAXES	**(2,055,365)**	(224,079)
Current income tax *[note 17]*	-	-
Deferred income tax *[note 17]*	**(44,333)**	-
NET LOSS AND COMPREHENSIVE LOSS	**(2,011,032)**	(224,079)
Basic and diluted loss per share	**(0.075)**	(0.221)
Weighted average number of common shares	**26,901,595**	1,015,753

See accompanying notes

Ciscom Corp.
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of shares	Share capital $	Number of shares to be issued	Shares to be issued $	Stock option reserve $	Contributed surplus $	Accumulated deficit $	Total $
Balance, December 31, 2020	11,275,000	121,750	4,956,116	30,000	20,361	-	(224,079)	(51,968)
Issuance of common shares *[notes 16]*	14,014,863	1,386,262	-	-	-	-	-	1,386,262
Issuance of common shares pursuant to business acquisition *[note 4]*	10,000,000	2,500,000	-	-	-	-	-	2,500,000
Issuance of common shares for services *[note 16]*	4,965,116	30,000	(4,956,116)	(30,000)	-	-	-	-
Issuance of stock options *[note 16]*	-	-	-	-	11,647	-	-	11,647
Issuance of convertible notes *[note 12]*	-	-	-	-	-	23,343	-	23,343
Net loss and comprehensive loss	-	-	-	-	-		(2,011,032)	(2,011,032)
Balance, December 31, 2021	**40,254,979**	**4,038,012**	**-**	**-**	**32,008.00**	**23,343**	**(2,235,111)**	**1,858.252**

	Number of shares	Share capital $	Number of shares to be issued	Shares to be issued $	Stock option reserve $	Contributed surplus $	Accumulated deficit $	Total $
Balance, June 29, 2020	-	-	-	-	-	-	-	-
Issuance of common shares *[notes 16]*	4,775,000	90,500	-	-	-	-	-	90,500
Issuance of stock options [*note 16]*	-	-	-	-	20,361	-	-	20,361
Issuance of shares for services *[note 16]*	6,500,000	31,250	4,965,116	30,000	-	-	-	61,250
Net loss and comprehensive loss	-	-	-	-	-	-	(224,079)	(224,079)
Balance, December 31, 2020	**11,275,000**	**121,750**	**4,965,116**	**30,000**	**20,361**	**-**	**(224,079)**	**(51,968)**

See accompanying note

Ciscom Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the year ended December 31, 2021 $	For the period from June 29, 2020 (incorporation date) to December 31, 2020 $
OPERATING ACTIVITIES		
Net loss	**(2,011,032)**	(224,079)
Items not affecting cash:		
Depreciation and amortization	**178,242**	-
Fair value change in contingent consideration liability	**(275,000)**	-
Share based compensation	**11,647**	81,611
Amortization of deferred grants and debt	**(2,072)**	-
Accretion of interest – government loan	**1,998**	-
Accretion of interest – lease liability	**266**	-
Accretion of interest – convertible debenture	**5,143**	-
Amortization of loan related transaction costs	**2,667**	-
Impairment of goodwill	**1,653,243**	-
Impairment provision – accounts receivable	**11,740**	-
Changes in non-cash working capital balances:		
Accounts and other receivables	**(344,159)**	-
Harmonized sales tax recoverable	**(46,870)**	(16,375)
Prepaid expenses	**(48,835)**	-
Accounts payable and accrued liabilities	**25,938**	84,409
Cash used in operating activities	**(837,084)**	(74,434)
INVESTING ACTIVITIES		
Cash received on business acquisition	**358,363**	-
Payment for business acquisition	**(990,000)**	(10,000)
Cash used in investing activities	**(631,637)**	(10,000)
FINANCING ACTIVITIES		
Proceeds from term loan, net	**960,000**	-
Principal repayment on term loan	**(66,666)**	-
Issuance of common shares for cash	**1,386,262**	90,500
Proceeds from related party loans	**200,000**	-
Lease payments	**(10,808)**	-
Cash provided by financing activities	**2,468,788**	90,500
INCREASE IN CASH	**1,000,067**	6,066
CASH – BEGINNING OF YEAR/PERIOD	**6,066**	-
CASH – END OF YEAR/PERIOD	**1,006,133**	6,066
Supplementary cash flow information		
Interest paid	**14,050**	**-**
Income tax paid	**-**	**-**

See accompanying notes

1. NATURE OF BUSINESS

Ciscom Corp. (the "Company") was incorporated under the Business Corporations Act of Ontario on June 29, 2020. The Company's principal business is investing in or acquiring operating companies in the Information, Communication and Technology sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The office address of the Company is 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquired 100% of all issued and outstanding shares of Market Focus Direct Inc. ("MFD") on August 31, 2021 (Note 4).

2. BASIS OF PRESENTATION

2.1 Statement of compliance

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS").

These consolidated financial statements have been prepared on a going concern basis, which assumes that the future operations will allow for the realization of assets and the discharge of liabilities in the normal course of business. These consolidated financial statements do not include any adjustments to the carrying value and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

These consolidated financial statements were approved by the Company's Board of Directors and authorized for issue on February 3, 2023.

2.2 Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiary company. On August 31, 2021 the Company acquired and now consolidates MFD. Subsidiaries are those entities over which the Company has control. Control is achieved when the Company is exposed to or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries, including entities that the Company controls, are included in the consolidated financial statements from the date that control commences until the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting periods as the Company, using consistent accounting policies. Intercompany transactions and balances have been eliminated in full.

2.3 Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained.

2. BASIS OF PRESENTATION (continued)

2.4 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's and its subsidiary's functional currency are the Canadian dollar. These financial statements are presented in Canadian dollars ("CAD"), which is the Company's presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash includes amount deposited with the financial institutions and demand deposits held with banks with an original maturity of 90 days or less.

3.2 Revenue recognition

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of advertisement flyer revenue and market strategy service revenue are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met. For those amounts of payments from customers for services to be rendered in a future time, those amounts are deferred and presented as deferred revenue in the statement of financial position and recognize as revenue upon delivery of services. Revenue related to advertisement is recognized when advertisements are printed and distributed or are placed on the digital platforms and collection is reasonably assured. Revenue related to market strategy is recognized when the related services are provided to customers.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Property and equipment

Equipment is stated at cost, less accumulated amortization. The cost of equipment comprises its purchase price, any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management.

Amortization is calculated over the useful life of the equipment less estimated residual value and recognized in the statements of income and comprehensive income. The methods and rates used for calculating the amortization are as follows:

Furniture and equipment	20% declining basis
Computer equipment	30% declining basis
Computer software	33% declining basis

Equipment acquired during the period but not placed into use is not depreciated until they are placed into use. All additions made during the period is depreciated at 50% of the above rates.

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated amortization of equipment retired or sold are removed from the accounts, and gains or losses are recognized in the statements of income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

3.4 Taxation

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the period. Income tax is recognized in the statement of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Taxation (continued)

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to business acquisitions to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

On June 29, 2020, the Company adopted IFRIC 23, Uncertainty over Income Tax Treatment, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There are no significant adjustments to the amounts recognized in the financial statements.

3.4 Financial instruments

The three classification categories for financial assets are: measured at amortized cost, fair value through other comprehensive income (“FVTOCI”), and fair value through profit or loss (FVTPL). The classification of financial assets under is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Further, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instruments as a whole are assessed for classification.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

a) Classification of financial assets and financial liabilities

Financial liabilities are classified and measured in two categories: amortized cost or "FVTPL". The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Trade and other receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost
Convertible debenture	Amortized cost
Lease liabilities	Amortized cost
Contingent consideration liability	FVTPL

Financial assets are recognized in the consolidated statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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.

All financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets as amortized costs are measured at cost using the effective interest method reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. All financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income/(loss). At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the statement of comprehensive loss in the period in which they arise.

a) Impairment of financial assets

IFRS 9 uses a forward-looking “expected credit loss” (“ECL”) model. The ECL model requires judgement, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The ECL impairment model is applied, at each reporting date, to the Company’s financial assets measured at amortized cost. Impairment losses are recorded in profit or loss with the carrying amount of the financial asset reduced through the use of impairment allowance accounts and the movement in the allowance is reflected in the statement of loss immediately.

b) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in profit or loss. The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

The estimated useful lives of intangible assets are as follows:

Customer relationships	6 years
Brand name	6 years
Technology	6 years

3.7 Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

3.8 Impairment of non-current assets

At each date of the statements of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Impairment of non-current assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

3.9 Significant accounting judgments and estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Information about significant judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

iii) Business combination
iv) Intangible assets and goodwill
v) Determination of current and deferred income taxes
vi) COVID-19
vii) Share-based payment

Business combination

The Company uses judgement in determining the entities that it controls and therefore consolidates or has significant influence and therefore uses equity method to account. The Company controls an entity when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entities' returns. The Company has significant influence when the Company has the power to participate in the financial and operating policy decisions of the investee, but does not control nor has joint control of that investee's policies.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Significant accounting judgments and estimates (continued)

Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required to determine the frequency with which these assets are to be tested for impairment. The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of intangible assets and goodwill. In testing for impairment, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the business combination. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate.

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled.

Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level of adverse impact. To the date of the issuance of these financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Significant accounting judgments and estimates (continued)

Share-based payment

In calculating share options valuations, various inputs and assumptions are used with respect to expected option life, risk free interest rate, dividend yield; expected volatility.

3.10 Lease

The Company uses a single lessee accounting model which requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The Company leases buildings, primarily for office use. For all lease contracts entered into, or changed the Company recognizes a right-of-use asset and a lease liability at the lease commencement or change date, respectively.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

Upon a modification of a lease contract and pursuant to a change in scope of a lease or the consideration of a lease that are not part of the original terms of the previous lease contact, the Company evaluates whether the lease modification results in a separate lease or a change in the accounting for the existing lease. During the year ended December 31, 2020, the lease contact modification agreed by the Company and the lessor did not result in separate leases. For lease modification that is not accounted for as a separate lease, the Company, at the effective date of the lease modification, remeasures lease liabilities by discounting the revised lease payments using discount rate that represents the incremental borrowing rate of the Company, and the Company recognizes the revised right-of-use to reflect the modification.

3.11 Inventory

The Company has no inventory.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Foreign currency translation

In preparing the financial statements, transactions in currencies other than the entity's functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at that date. Exchange gains and losses are recognized on a net basis in the statement of loss.

3.13 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

3.14 Share-based payment

Where common shares are issued to employees and non-employees for services received, they are recorded at the fair value of the service received at the grant date. The issuance date fair value is recognized in profit or loss over the vesting period.

Stock purchase options that have been granted is measured by using Black-Scholes Option Pricing Model and is recognized in profit or loss over the vesting period with a corresponding increase in stock option reserves.

3.15 Loss per share

Loss per share is calculated by dividing the total net loss by the weighted average number of shares outstanding during the period. Outstanding warrants and options as at December 31, 2021 has not been factored into the calculation as they are considered anti-dilutive.

3.16 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.17 Government assistance

Government grants are recognized when there is reasonable assurance that the grant will be received and that the Company will comply with the conditions attached to them.

Loans received from government grants are recognized initially at fair value, with the difference between the fair value of the loan based on prevailing market interest rates and the amount received recorded as a government grant gain in the consolidated statements of loss and comprehensive loss. Government assistances related to salary and wages and office rents claimed and received by MFD during the year ended December 31, 2021 were recognized and applied against salaries and wages and occupancy expense in the amount of $16,934 and $2,093, respectively.

3.18 Standards issued but not yet effective

The Company has evaluated all recent accounting pronouncements up to the date of issuance of these financial statements and conclude that these pronouncements are not expected to have any significant impact on the Company's financial statements.

4. BUSINESS ACQUISITION

On August 31, 2021, the Company acquired 100% of all issued and outstanding shares of Market Focus Direct Inc. (“MFD”) of Markham Ontario, from its shareholders. The purchase price of $3,500,000.00 was satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom common shares valued at $0.25 per share (share issuance of 10,000,000 shares). The selling shareholders of MFD are entitled to and Earn-Out payment based on revenue performance for the years 2022 and 2023 to a cumulative maximum of $500,000. The Earn-Out revenue performance targets are a gross profit of $1,500,000 for 2022 and a gross profit of $1,800,000 for 2023. The fair value of the Earn Out Consideration was in the amount of $275,000 upon acquisition date and $Nil as of December 31, 2021 respectively. As the Earn Out Consideration is conditional upon achieving certain milestones, it has been treated as a liability and categorized as FVTPL. The Company had made a deposit of $10,000 in September 2020 as a partial payment related to the MFD acquisition. The deposit was applied against and reduced the cash payment on closing.

A business valuation was performed on the closing date of the acquisition whereas the following value were established:

Brand name (note 7)	$729,000
Technology (note 7)	1,220,000
Customer relationships (note 7)	$1,060,000
Fair value of identifiable intangible assets	$3,009,000
Deferred tax liabilities	(798,000)
Net liabilities assumed*	$(89,243)
Goodwill (note 7)	$1,653,243
Purchase consideration	**$3,775,000**

*The details of net liabilities assumed is as below:

	$
Assets acquired	
Cash	358,362
Accounts receivable and other current assets	360,682
Property and equipment	5,642
Right-of-use assets	18,475
	743,161
Liabilities assumed	
Accounts payables and other current liabilities	(753,683)
Loan payable	(51,574)
Deferred grants	(8,245)
Lease liabilities	(18,902)
	(832,404)
Net liabilities assumed	**(89,243)**

4. BUSINESS ACQUISITION (continued)

The Company recognized an impairment of goodwill in the amount of $1,653,243 as of December 31, 2021. The goodwill of $1,653,243 arising from the MFD acquisition consists largely of the synergies and economies of scale expected from combining the operations of Ciscom and MFD. Ciscom will provide financial resource for the continued operation of MFD to enhance future revenue generation while MFD's continued operation with established reputation will reward Ciscom more opportunities for future expansion into the commercial sector via organic growth and potential business acquisitions. None of the goodwill recognized is expected to be deductible for income tax purposes.

The revenue included in the consolidated statement of loss and comprehensive loss since August 31, 2021 contributed by MFD was $1,132,076. MFD had a loss of $65,710 over the same period.

Had MFD been acquired and consolidated from January 1, 2021 the consolidated statement of loss and comprehensive loss would have included revenue of $2,780,412 and loss of $146,725.

For the nine-month period ended September 30, 2022, MFD had revenue $2,086,543 and a loss of $112,686.

5. TRADE AND OTHER RECEIVABLES

As at December 31,	**2021**	**2020**
	$	**$**
Trade receivables	**735,185**	-
Impairment provision for trade receivable	**(111,740)**	-
Trade and other receivables, net	**623,445**	-

As at December 31,	**2021**	**2020**
	$	**$**
MFD impairment provision for trade receivable on August 31, 2021	**100,000**	-
Impairment provision increase for the period	**11,740**	-
Impairment provisions at the end of the year	**111,740**	-

During the year, MFD increased its trade receivables impairment by $11,740, from $100,000 to $111,740 and included into general and administrative expenses.

6. ACCOUNT PAYABLE AND ACCRUED LIABILITIES

As at December 31,	**2021** **$**	**2020** **$**
Accounts payable	**672,972**	75,409
Accrued liabilities	**191,237**	9,000
	864,209	84,409

Advances from related parties in amount of $Nil ($434 in 2020) are included in accounts payable.

7. INTANGIBLE ASSETS AND GOODWILL

Intangible assets

	Brand name	Technology	Customer relationships	Total
	$	$	$	$
Cost				
Balance at date of acquisition *(note 4)*	**729,000**	**1,220,000**	**1,060,000**	**3,009,000**
Additions	-	-	-	-
Balance at December 31, 2021	**729,000**	**1,220,000**	**1,060,000**	**3,009,000**
Accumulated amortization				
Balance at date of acquisition	-	-	-	-
Amortization	40,500	67,778	58,889	**167,167**
Balance at December 31, 2021	**40,500**	**67,778**	**58,889**	**167,167**
Net book value				
Balance at December 31, 2021	**688,500**	**1,152,222**	**1,001,111**	**2,841,833**

Goodwill

	$
Balance at date of acquisition (note 4)	**1,653,243**
Impairment (note 4)	(1,653,243)
Balance at December 31, 2021	**-**

8. PROPERTY AND EQUIPMENT

	Furniture and equipment	Computer equipment	Computer software	Total
	$	$	$	$
Cost:				
As at December 31, 2020	-	-	-	-
Additions on acquisition (Note 4)	4,277	642	723	5,642
As at December 31, 2021	4,277	642	723	5,642
Accumulated depreciation:				
As at December 31, 2020	-	-	-	-
Additions	335	86	97	518
As at December 31, 2021	335	86	97	518
Net book value:				
As at December 31, 2020	-	-	-	-
As at December 31, 2021	**3,942**	**556**	**626**	**5,124**

9. RIGHT-OF-USE ASSETS

	As at December 31 2021 $	As at December 31, 2020 $
Cost:		
Opening balance	**-**	-
Addition pursuant to lease modification (note 4)	**18,475**	-
Closing balance	**18,475**	-
Accumulated depreciation:		
Opening balance	**-**	-
Additions	**10,557**	-
Closing balance	**10,557**	-
Net book value:		
As at period end	**7,918**	-

10. LEASE LIABILITIES

Upon the maturity of the lease contract during November 2020, the Company entered into a modified lease contract with landlord and recognized additional right-of-use asset (note 9) and corresponding lease liabilities. The lease payments are discounted using an incremental borrowing rate of 5%.

The continuity of lease liabilities is presented in the table below:

	As at December 31, 2021 $	As at December 31, 2020 $
Opening balance	**-**	-
Additions (note 4)	**18,902**	-
Accretion expense	**266**	-
Lease payments	**(10,808)**	-
Closing balance	**8,360**	-
Current portion	**8,360**	-
Non-current portion	**-**	-

Maturity analysis – contractual undiscounted cash flow **As at December 31, 2021**		
Due in fiscal year 2022	**8,492**	**-**

11. REVENUE

The Company's revenues for the periods ended December 31, 2021 and 2020 were comprised of the following:

	For the year ended December 31, 2021 $	For the period from June 29, 2020 to December 31, 2020 $
Distribution	**883,478**	-
Production	**248,598**	-
	1,132,076	-

12. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.
Related party balances, with entity with common management and shareholders, are as follows:

	For the year ended December 31, 2021 $	For the period from June 29, 2020 to December 31, 2020 $
Shareholder advance	**-**	**(434)**
Loan from a related party	**50,459**	**-**
Convertible debenture loan from a related party	**131,800**	**-**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. The following share-based compensations were awarded by the Company during the period from June 29, 2020 until December 31, 2020 and for the year ended December 31, 2021:

- On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option (note 6). No share purchase options were exercised or cancelled during the year ended December 31, 2021 (2020: Nil). The $20,361was included into Stock based compensation expenses and charged to the statement of loss.

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued**)**

- On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company (note 16), included in Stock based compensation expenses and charged to the statement of loss for the period ended December 31, 2020.

- On July 15, 2021, the Company granted an aggregate of 495,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.25 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $11,647, charged to the statement of loss and comprehensive loss, was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.05 at the time of grant for a valuation of $0.0235 per option (note 6).

Loan from a related party

On February 5, 2021, the Company obtained a loan in the amount of $50,000 from a corporation where the key management member of the Company is the main shareholder. The loan initially matured on December 31, 2021 and was extended to March 31, 2022. It has a interest rate of 1% per year. The Company can repay in whole or in part any portion of the loan before maturity. Interests in the amount of $324 were recorded and are not yet paid. The loan is unsecured and not guaranteed. Subsequent to March 31, 2022, both parties agreed that the loan will be due on demand.

On August 31, 2021, the Company obtained a Convertible debenture loan in the amount of $150,000 from a corporation where the key management member of the Company is the main shareholder. The loan matures on January 31, 2023. It has a nominal single interest rate of 4.7% per year. The Company can repay in whole or in part any portion of the loan before maturity. The loan is unsecured and not guaranteed. The conversion right is for 4 Company shares for $1 of outstanding loan ($0.25 per share) if not repaid at maturity. The Convertible debenture loan can be increased up to $300,000 should the Company need additional working capital. The loan was accounted by using effective interest method and the conversion feature in the amount of $23,343 was recorded into contributed surplus. The remaining portion of the convertible debentures was subjected t o accretion of interest. The total accretion of interest expense was in the amount of $5,143 for the year ended December 31, 2021 and included into finance cost.

13. CREDIT FACILITY

On August 31, 2021, the Company and MFD entered into a Line of Credit Agreement in the amount of $250,000 with the Bank of Montreal (a Canadian Financial Institution). The line of credit carries interests at the bank's prime rate plus 1.50% and remains unutilized since inception, and as such there is no interest expense related to the Line of Credit. The line of credit is guaranteed by a Personal Property Security Agreement ("PPSA") over the Company's assets and several personal guarantees up to $250,000 of three individuals related to the Company.

14. TERM LOAN

On August 31, 2021, the Company entered into a Loan Agreement in the amount of $1,000,000 with Bank of Montreal (a Canadian Financial Institution). The loan matures in August 2026 (a 60-month period) and carries interests at the bank's prime rate plus 1.25%. The Company made repayment of $66,666 for the year ended December 31, 2021. The loan is guaranteed by a PPSA over the Company's assets and joint and several personal guarantees up to $500,000 of three individuals related to the Company. The Company incurred $40,000 transaction cost that was directly attributable to the term loan financing. The transaction cost was accounted for as a reduction of the loan and would amortize over the term of the loan. During the year ended December 31, 2021, the amortization was in the amount of $2,667 and included in finance cost. At December 31, 2021, the remaining balance of the transaction cost in the amount of $37,333 was allocated into its current portion and noncurrent portion in the amount of $8,004 and $29,329 respectively.

Loans Payable Summary

The Company and MFD have entered into several loan agreements detailed in Notes 12, 13, 14 and 15.

	For the year ended December 31, 2021 $	For the period from June 29, 2020 to December 31, 2020 $
CEBA loan payable *[note 15]*	**53,572**	-
Bank term loan	**896,001**	-
Loan from a related party *[note 12]*	**50,459**	-
Convertible debenture loan from a related party *[note 12]*	**131,800**	-
Total loans payable	**1,131,832**	-
Current portion	**242,455**	-
Non-current portion	**889,377**	-

15. GOVERNMENT SPONSORED TERM DEBT AND DEFERRED GRANTS

In April 2021, MFD obtained $60,000 loan under the Canada Emergency Business Account Program. If the Company repays $10,000 by December 31, 2022, a $20,000 balance will be forgiven. Otherwise, an interest rate of 5% will apply to the balance, which will be repayable in 36 monthly blended instalments by December 31, 2025. An effective rate of 12% was used, taking into account the rate that the Company would have obtained for a similar loan, to arrive the present value of the CEBA loan in amount of $49,264 upon receipt of the CEBA loan proceeds. The effective interest would be accreted to the loan balance as well as charged to statement of loss over the period from date of receipt of loan proceeds to December 31, 2025. The difference between the present value and the proceeds from the CEBA loan in the amount of $10,736 was recorded as a deferred grant in April 2021 and will be recognized in the statement of loss at the same time as the occurrence of underlying expenses.

The reconciliation of CEBA loans is as follows:	**December 31, 2021** **$**
Balance assumed pursuant to business acquisition (note 4)	51,574
Interest accretion during the period	1,998
Balance as at December 31, 2021	**53,572**

The reconciliation of deferred grants is as below:	**December 31, 2021** **$**
Balance assumed pursuant to business acquisition (note 4)	8,245
Amortization of deferred grants during the period	(2,072)
Balance as at December 31, 2021	**6,173**

The summary of classification of long-term debt and deferred grants at December 31, 2021 is as follows:

	$
Non-current portion of long-term debt	**52,063**
	$
Non-current portion of deferred grants	**4,176**
	$
Current portion of deferred grants	**1,997**

16. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one vote per share, without par value. Issuances of common shares are recorded in "Share capital" in the statement of financial position.

b) Shares issued and to be issued for service provided

During the period ended December 31, 2020, the Company issued 4,775,000 common shares via several private placements and raised $90,500 in cash.

On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company.

During the period ended December 31, 2020, the Company received certain professional service with a service provider and per agreement, the Company would issue 4,965,116 common shares to compensate the service provider. The fair value of the share-based compensation transaction, in the amount of $30,000, was determined by fair value of those services received by the Company. The $30,000 was included into the Stock based compensation expenses in the statement of loss. During the year ended December 31, 2021, the Company issued 4,965,116 common shares.

On August 31, 2021, the Company acquired 100% of all issued and outstanding shares of MFD of Markham Ontario, from its shareholders. The purchase price of $3,500,000.00 was satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom common shares valued at $0.25 per share (share issuance of 10,000,000 shares). The selling shareholders of MFD are entitled to and Earn-Out payment based on revenue performance for the years 2022 and 2023 to a cumulative maximum of $500,000.

During the year ended December 31, 2021, the Company issued 14,014,863 common shares via several private placements and raised $1,386,262 (gross and net proceeds) in cash. No commissions or charges were paid in relation to the private placements.

16. SHARE CAPITAL (continued)

c) Share options

On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option.

On July 15, 2021, the Company granted an aggregate of 495,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.25 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $11,647 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.05 at the time of grant for a valuation of $0.0235 per option.

As at December 31, 2021, the following Options were outstanding:

Number of options	Exercise price	Expiry date	Remaining contractual life (years)
2,225,000	$0.10	November 9, 2025	3.8
495,000	$0.25	July 14, 2026	4.5

17. INCOME TAXES

The Company's Canadian operations are subject to income tax at a combined Federal and Provincial statutory income tax rate of 26.5%, as follows:

Current income taxes	December 31, 2021 $	December 31, 2020 $
Net loss before income taxes	**(2,011,032)**	(224,079)
Tax rate	**26.50%**	26.50%
Income tax recoverable	**(532,923)**	(59,381)
Non-deductible items	**416,479**	1,792
Unrecognized deferred tax assets	**116,444**	57,589
	-	-

Deferred tax assets	December 31, 2021 $	December 31, 2020 $
Non-capital loss carry-forward	**174,033**	57,589
Deferred tax assets not recognized	**(174,033)**	(57,589)
	-	-

Deferred tax liabilities	December 31, 2021 $	December 31, 2020 $
Deferred tax recognized pursuant to business acquisition *[note 4]*	**798,000**	-
Deferred income taxes	**(44,333)**	-
	753,667	-

The Company's ability to realize the tax benefits is dependent upon a number of factors, including the history of earnings and the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. Accordingly, a corresponding full valuation allowance was recorded to deferred tax assets.

As at December 31, 2021, the Company had non-capital losses amounting to $663,486 (December 31, 2020 - $224,074) and will expire starting in 2041.

18. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal
market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

18. FINANCIAL RISK FACTORS (continued)

Financial Risk Management (continued)

(a) Credit Risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit. During the year ended December 31, 2021, the Company's accumulated provision is in the amount of $111,740. (Note 5)

The following table provides information regarding the gross amount of aged trade receivables:

	Current	31-60 days	60 days to 90 days	Over 90 days	Total
	$	$	$	$	$
At December 31, 2021	**210,198**	**392,578**	**12,010**	**120,399**	**735,185**

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders.

As at December 31, 2021 the Company had $1,767,618 in current assets including $1,006,133 in cash, $250,000 in unutilized line of credit as against $864,209 in accounts payable and accrued liabilities. Following the year end, the Company raised additional equity in the amount of $1,454,910 through February 3, 2023. As such, the Company has sufficient funds to pay for its liabilities for the foreseeable future.

(c) Foreign Currency Risk

Currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate. The functional currency of the Company is the Canadian dollar. The Company is exposed to the currency exchange rate risk on its accounts payable. During the year, the Company did not incur significant foreign currency transactions. The Company does not use derivative financial instruments to mitigate its exposure to currency risk. Management, however, mitigates currency risk by regular monitoring, transacting in stable currencies, matching the foreign currency payables and minimizing the net exposure in any foreign currency at any point of time.

19. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and
growth objectives. There were no externally imposed capital requirements to which the Company is subject as at December 31, 2020 and December 31, 2021.

20. CONTINGENCIES

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at December 31, 2021 and December 31, 2020 there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

21. SUBSEQUENT EVENTS

Equity Financing:

Subsequent to December 31, 2021, and up to February 3, 2023, the Company issued 3,401,832 common shares private placements and received proceeds in amount of $1,454,910.

Acquisition:

On January 26, 2022, the Company entered into a share purchase agreement with 1881713 Ontario Inc ("188Ont") inclusive of its wholly owned subsidiary, Prospect Media Group Ltd. ("PMG"), to acquire all of the issued and outstanding shares of 188Ont. Both 188Ont and PMG were incorporated under the Business Corporations Act of Ontario (OBCA). On September 30, 2022, the transaction was completed and 188Ont and PMG became wholly owned subsidiaries of the Company.

Schedule C
Audited Financial Statements of Market Focus Direct Inc. as at December 31, 2020

Financial Statements

Market Focus Direct Inc.

Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars)

Market Focus Direct Inc.

Years ended December 31, 2020 and 2019

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Market Focus Direct Inc.

Opinion

We have audited the financial statements of Market Focus Direct Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2020, and the statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the year ended December 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020, and its financial performance and its cash flows for the year ended December 31, 2020 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter – Comparative Information

The financial statements for the year ended December 31, 2019 were audited by another auditor who expressed an unmodified opinion on those financial statements on February 17, 2021.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

(continues)

SRCO

Independent Auditor's Report to the Shareholders of Market Focus Direct Inc. *(continued)*

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

Richmond Hill, Canada
August 4, 2021

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

Market Focus Direct Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2020 $	As at December 31, 2019 $
ASSETS		
CURRENT		
Cash	**1,698,170**	1,920,335
Trade and other receivables *[notes 4 and 13]*	**2,047,679**	1,798,056
Income taxes recoverable	**-**	11,871
Prepaid expenses	**69,934**	51,700
	3,815,783	3,781,962
Equipment *[note 5]*	**6,634**	8,030
Right-of-use assets *[note 6]*	**39,591**	42,579
Total assets	**3,862,008**	3,832,571
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Accounts payable and accrued liabilities *[note 7]*	**1,931,685**	2,378,940
Harmonized sales tax payable	**7,570**	15,702
Lease liabilities *[note 8]*	**31,293**	39,754
Income taxes payable	**92,280**	-
Due to related parties *[note 10]*	**639,624**	27,816
	2,702,452	2,462,212
Lease liabilities *[note 8]*	**8,298**	-
Total liabilities	**2,710,750**	2,462,212
SHAREHOLDERS' EQUITY		
Share capital *[note 11]*	**65**	65
Retained earnings	**1,151,193**	1,370,294
Total shareholders' equity	**1,151,258**	1,370,359
Total liabilities and shareholders' equity	**3,862,008**	3,832,571

Subsequent events *[note 15]*
See accompanying notes

Approved on behalf of the Board:

Director

Director

Market Focus Direct Inc.
Statements of Income and Comprehensive Income
(Expressed in Canadian Dollars)

	For the year ended December 31, 2020 $	For the year ended December 31, 2019 $
REVENUE	**6,143,857**	9,773,180
COST OF REVENUE	**4,715,596**	7,838,842
GROSS PROFIT	**1,428,261**	1,934,338
EXPENSES		
Depreciation and amortization *[notes 5 and 6]*	**44,480**	44,881
Impairment provision *[notes 4 and 13]*	**58,542**	50,000
Occupancy expense	**43,143**	71,235
General and administrative	**56,411**	53,114
Marketing and travel	**29,418**	56,323
Professional fees	**56,668**	78,437
Salaries and wages *[note 10]*	**614,860**	885,556
TOTAL EXPENSES	**903,522**	1,239,546
NET INCOME BEFORE INCOME TAXES	**524,739**	694,792
Current income tax *[note 12]*	**110,496**	86,415
Deferred income tax *[note 12]*	**-**	-
NET INCOME AND COMPREHENSIVE INCOME	**414,243**	608,377
Basic and diluted earnings per share	**41.42**	60.84
Weighted average number of common shares – basic and diluted	**10,000**	10,000

See accompanying notes

Market Focus Direct Inc.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of common shares	Share capital $	Retained earnings $	Total $
Balance, December 31, 2018	10,000	65	761,917	761,982
Net income and comprehensive income	-	-	608,377	608,377
Balance, December 31, 2019	10,000	65	1,370,294	1,370,359
Dividends *[notes 10 and 11]*	**-**	**-**	**(640,000)**	**(640,000)**
Dividend tax refund *[note 12]*	**-**	**-**	**6,656**	**6,656**
Net income and comprehensive income	**-**	**-**	**414,243**	**414,243**
Balance, December 31, 2020	**10,000**	**65**	**1,151,193**	**1,151,258**

See accompanying notes

Market Focus Direct Inc.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	December 31, 2020	December 31, 2019
	$	$
OPERATING ACTIVITIES		
Net income	**414,243**	608,377
Items not affecting cash:		
Depreciation and amortization	**44,480**	44,881
Interest accretion	**832**	2,903
Changes in non-cash working capital balances:		
Trade and other receivables	**(249,623)**	9,255
Harmonized sales tax	**(8,132)**	(31,921)
Prepaid expenses and other receivables	**(18,234)**	17,197
Accounts payable and accrued liabilities	**(447,255)**	515,430
Income taxes	**110,807**	(9,639)
Cash used in (provided by) operating activities	**(152,882)**	1,156,483
INVESTING ACTIVITIES		
Purchase of equipment	**(505)**	(2,402)
Cash used in investing activities	**(505)**	(2,402)
FINANCING ACTIVITIES		
Due to related parties	**(28,192)**	(78,160)
Lease payments	**(40,586)**	(43,010)
Cash used in financing activities	**(68,778)**	(121,170)
(DECREASE) INCREASE IN CASH	**(222,165)**	1,032,911
CASH – BEGINNING OF YEAR	**1,920,335**	887,424
CASH – END OF YEAR	**1,698,170**	1,920,335
Supplementary information:		
Interest paid	**-**	-
Tax paid and refund received, net	**311**	96,054

See accompanying notes

1. NATURE OF BUSINESS

Market Focus Direct Inc. (the "Company") was incorporated under the Business Corporations Act of Ontario on November 15, 1991. The Company is engaged in providing retail analytics and flyer distribution management to retailers and business-to-consumer companies.

The office address of the Company is 550 Alden Rd, Suite. 207 Markham Ontario, Canada, L3R 6A8.

2. BASIS OF PRESENTATION

2.1 Statement of compliance

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations set by the IFRS Interpretations Committee (previously the International Financial Reporting Interpretations Committee, ("IFRIC")).

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

2.2 Basis of measurement

These financial statements have been prepared on the historical cost convention, except for certain financial instruments, which have been measured at fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and are presented in Canadian dollars.

These financial statements were approved by the Company's Board of Directors and authorized for issue on August 4, 2021.

2.3 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is the Canadian dollar. These financial statements are presented in Canadian dollars ("CAD"), which is the Company's presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash includes only cash on deposit in Canadian chartered banks.

3.2 Revenue recognition

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of ad flyer revenues are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met.

Interest income, including income arising from deposits in banking institution, is recognized using the effective interest method.

3.3 Equipment

Equipment is stated at cost, less accumulated amortization. The cost of equipment comprises its purchase price, and any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management.

Amortization is calculated over the useful life of the equipment less estimated residual value and recognized in the statements of income and comprehensive income. The methods and rates used for calculating the amortization are as follows:

Furniture and equipment	20% declining basis
Computer equipment	30% declining basis
Computer software	33% declining basis

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Equipment (continued)

Equipment acquired during the period but not placed into use are not depreciated until they are placed into use. All additions made during the period is depreciated at 50% of the above rates.

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated amortization of equipment retired or sold are removed from the accounts, and gains or losses are recognized in the statements of income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

3.4 Taxation

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the period. Income tax is recognized in the statement of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Taxation (continued)

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

On January 1, 2019, the Company adopted IFRIC 23, Uncertainty over Income Tax Treatment, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There are no significant adjustments to the amounts recognized in the consolidated financial statements.

3.5 Financial instruments

The Company uses three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit or loss (FVTPL). The classification of financial assets under is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified and measured in two categories, amortized cost or FVTPL. The Company does not separate derivatives embedded in contracts where the host is a financial asset. Instead, the hybrid financial instruments as a whole are assessed for classification.

A) Classification of financial assets and financial liabilities

The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Trade and other receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Lease liabilities	Amortized cost

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

On initial recognition, a financial asset is classified as measured at amortized costs, FVTPL, or FVTOCI. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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 Company recognizes trade receivables initially when they are originated. All other financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All trade receivables without a significant financing component are initially measured at their transaction prices. All other financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets as amortized costs are measured at 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 profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. All other financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of income. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the statement of income in the period in which they arise.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

B. Impairment of financial assets

The Company uses a forward-looking "expected credit loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors and forward-looking information affect ECLs, which will be determined on a probability-weighted basis. The new impairment model is applied, at each reporting date, to the Company's financial assets measured at amortized cost. Impairment losses are recorded in office and general expenses with the carrying amount of the financial asset reduced through the use of impairment allowance accounts.

3.6 Impairment of non-financial assets

At each date of the statements of financial position, the Company reviews the carrying amounts of its tangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of income, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 Significant accounting judgments and estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Information about significant judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Assessment of credit risk and the determination of the expected credit losses;
(ii) Determination of current and deferred income taxes;
(iii) Determination of useful lives of equipment;
(iv) Determination of the valuation of the right-of-use asset and lease liabilities; and
(v) COVID-19

Assessment of credit risk and the determination of the expected credit losses

An 'expected credit loss' impairment model requires an allowance to be recognized based on expected credit losses that require management's estimate and judgment related to the future probability of realized credit losses.

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 Significant accounting judgments and estimates (continued)

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled.

Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Determination of useful lives of equipment

Changes in the intended use of equipment as well as changes in technology or economic conditions may cause the estimated useful life of these assets to change. The change in useful lives could impact the depreciation expense and carrying value of equipment.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected.

Determination of the valuation of the right-of-use asset and lease liabilities

The Company exercises judgment in determining the approximate lease term on a contract-by-contract basis. The Company considers all facts and circumstances that may create an economic incentive to exercise renewal options and also evaluated the economic incentive related to continuation of existing leaseholds. The Company is also required to estimate specific criteria in order to estimate the carrying amount of right-of-use assets and lease liabilities including the incremental borrowing rate and effective interest rate.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company’s business activities might be subject to certain level of adverse impact. To the date of the issuance of these financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Lease

Effective January 1, 2019, the Company adopted IFRS 16 – Leases, which supersedes previous accounting standards for leases, including IAS 17 – Leases and IFRIC 4 – Determining whether an arrangement contains a lease. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company accounted for office operating leases with a remaining lease term, as of January 1, 2019, of less than 12 months as short-term leases (remaining lease term, as of January 1, 2019, of more than 12 months are included for IFRS 16 adoption purposes).

The Company leases buildings, primarily for office use. For all lease contracts entered into, or changed, on or after January 1, 2019, the Company recognises 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 for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

Upon a modification of a lease contract and pursuant to a change in scope of a lease or the consideration of a lease that are not part of the original terms of the previous lease contact, the Company evaluates whether the lease modification results in a separate lease or a change in the accounting for the existing lease. During the year, the lease contact modification agreed by the Company and the lessor did not result in separate leases. For lease modification that is not accounted for as a separate lease, the Company, at the effective date of the lease modification, remeasures lease liabilities by discounting the revised lease payments using discount rate that represents the incremental borrowing rate of the Company, and the Company recognises the revised right-of-use to reflect the modification.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Foreign currency translation

In preparing the financial statements, transactions in currencies other than the entity's functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at that date. Exchange gains and losses are recognized on a net basis in the statement of income.

3.10 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

3.11 Earnings per share

Earnings per share is calculated by dividing the total net income by the weighted average number of shares outstanding during the period. There are no outstanding warrants as at December 31, 2020.

3.12 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amounts recognized as a provision are the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation. Where the Company expects reimbursement associated with a provision, the reimbursement is recognized as an asset if and when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statements of Income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

3.13 Government assistance

Government assistances related to salary and wages and office rents claimed and received during the year were recognized and applied against salaries and wages and occupancy expense in the amount of $249,380 and $2,212, respectively.

3.14 Standards issued but not yet effective

The Company has evaluated all recent accounting pronouncements up to the date of issuance of these financial statements, and conclude that these pronouncements are not expected to have any significant impact on the Company's financial statements.

(Expressed in Canadian Dollars)

4. TRADE AND OTHER RECEIVABLES

	As at December 31, 2020 $	As at December 31, 2019 $
Trade receivables	**2,117,863**	1,848,056
Other receivables	**29,816**	-
Impairment provision for trade receivable	**(100,000)**	(50,000)
Trade and other receivables, net	**2,047,679**	1,798,056

5. EQUIPMENT

	Furniture and equipment $	Computer equipment $	Computer software $	Total $
Cost:				
As at December 31, 2018	22,919	56,030	-	78,949
Additions	623	-	1,779	2,402
As at December 31, 2019	23,542	56,030	1,779	81,351
Additions	**505**	**-**	**-**	**505**
As at December 31, 2020	**24,047**	**56,030**	**1,779**	**81,856**
Accumulated depreciation:				
As at December 31, 2018	16,623	54,395	-	71,018
Additions	1,322	492	489	2,303
As at December 31, 2019	17,945	54,887	489	73,321
Additions	**1,171**	**343**	**387**	**1,901**
As at December 31, 2020	**19,116**	**55,230**	**876**	**75,222**
Net book value:				
As at December 31, 2019	5,597	1,143	1,290	8,030
As at December 31, 2020	**4,931**	**800**	**903**	**6,634**

(Expressed in Canadian Dollars)

6. RIGHT-OF-USE ASSETS

	As at December 31, 2020 $	As at December 31, 2019 $
Cost:		
Opening balance	**85,157**	85,157
Addition pursuant to lease modification	**39,591**	-
Maturity	**(85,157)**	-
Closing balance	**39,591**	85,157
Accumulated depreciation:		
Opening balance	**42,578**	-
Additions	**42,579**	42,578
Maturity	**(85,157)**	-
Closing balance	**-**	42,578
Net book value:		
As at December 31, 2020 and 2019	**39,591**	42,579

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at December 31, 2020 $	As at December 31, 2019 $
Accounts payable	**1,884,078**	2,271,188
Accrued liabilities	**47,607**	107,752
	1,931,685	2,378,940

(Expressed in Canadian Dollars)

8. LEASE LIABILITIES

On January 1, 2019, the Company adopted IFRS 16. As at January 1, 2019, the Company recognized right-of-use assets of $85,157, and a lease liability of $79,861. The Company applied IFRS 16 on a modified retrospective basis.

The Company recorded right-of-use assets (note 6) and a lease liability for office space in the statement of financial position as at January 1, 2019. On adoption of IFRS 16, the lease liabilities were measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 5%.

The Company renewed its office lease effective January 1, 2021 for a period of fifteen months ending March 31, 2022. As the Company has learnt to work remotely during the COVID-19 pandemic, it reduced the size of its offices from 5,060 square feet to 3,603 square feet effective January 1, 2021.

Upon the maturity of the lease contract reached in prior year, during November 2020, the Company reached a modified lease contract with landlord and recognized additional right-of-use asset (note 6) and corresponding lease liabilities. The lease payments are discounted using an incremental borrowing rate of 5%.

The continuity of lease liabilities is presented in the table below:

	As at December 31, 2020 $	**As at December 31, 2019 $**
Opening balance	**39,754**	79,861
Accretion expense	**832**	2,903
Lease payments	**(40,586)**	(43,010)
Additions pursuant to lease modification	**39,591**	-
Closing balance	**39,591**	39,754
Current portion	**31,293**	39,754
Non-current portion	**8,298**	**-**

Maturity analysis – contractual undiscounted cash flows as at December 31, 2020 $	
Due in fiscal year 2021	32,427
Due in fiscal year 2022	8,332

During the year ended December 31, 2020, the Company expensed $1,429 related to short term leases (2019 - $11,410).

(Expressed in Canadian Dollars)

9. REVENUE

The Company's revenues for the years ended December 31, 2020 and 2019 were comprised of the following:

	2020 ($)	2019 ($)
Distribution	**4,162,170**	7,005,596
Production	**1,974,442**	2,753,132
Interest income	**7,245**	14,452
	6,143,857	9,773,180

10. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party transactions were performed in the normal course of business and are related to compensation and shareholder dividends.

As at December 31, 2020, total amounts due to related parties was $639,624 (2019 - $27,816). The balance was composed of a receivable due from a related party in the amount of $376 and dividend payable to the President who is also a main direct and corporate shareholder of the Company in the amount of $640,000. The amount due to related parties as at December 31, 2020 and 2019 respective is unsecured, due on demand and non-interest bearing.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. During the year, key management personnel was compensated for $100,000 (2019 - $116,000). There were no share-based compensations in 2020 and in 2019.

(Expressed in Canadian Dollars)

11. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one votes per share, without par value.
Unlimited number of class A shares with no stated par value, one votes per share.
Unlimited number of class B shares with no stated par value, one votes per share.

b) Issued:

	As at December 31, 2020	As at December 31, 2019
Common shares	**10,000**	10,000

The Company declared a dividend in the amount of $640,000 to its shareholders in 2020 ($Nil in 2019). The dividend was unpaid at year end and included into due to related party.

12. INCOME TAXES

The Company's Canadian operations are subject to income tax at a combined Federal and Provincial statutory income tax rate of 26.5% (2019 – 26.5%) for the years ended December 31, 2020 and 2019 are as follows:

Current income taxes

	December 31, 2020 $	December 31, 2019 $
Net income before income taxes	**524,739**	694,792
Tax rate	**26.5%**	26.5%
Income tax payable	**139,056**	184,120
Non-deductible items	**2,497**	3,726
Dividends taxes recoverable	**(6,656)**	-
Small business deduction and others	**(24,401)**	(55,704)
Unrecognized deferred tax assets	**-**	(45,727)
	110,496	86,415

Deferred income taxes

Unrecognized deferred tax assets

	December 31, 2020 $	December 31, 2019 $
Capital losses carried forward	**114,115**	114,115

The Company's ability to realize the tax benefits is dependent upon a number of factors, including the history of earnings and the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. Accordingly, a corresponding full valuation allowance was recorded to deferred tax assets.

The capital loss carry forward may be carried forward indefinitely but can only be used to reduce capital gains. Deferred tax assets have not been recognized in respect of these items because it is not probable that future profit will be available against which the Company can utilize the benefits therefrom.

13. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk, liquidity risk and foreign currency risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

(Expressed in Canadian Dollars)

13. FINANCIAL RISK FACTORS (continued)

(a) Credit Risk and Economic Dependence

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade and other receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit. The Company recognized an impairment provision in the amount of $100,000 as at December 31, 2020 (2019: $50,000).

The following table provides information regarding the aged trade receivables:

	Current	31-60 days	61 days over
December 31, 2020	**34%**	**59%**	**7%**
December 31, 2019	63%	26%	11%

As at December 31, 2020, one customer comprised 79% of trade receivables (2019 – 32%). The customer represented 64% revenue for the year ended December 31, 2020 (2019 – 49%,).

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through maintaining sufficient funds in the bank.

The following table sets out the Company's contractual maturities (representing undiscounted contractual cash flows) of financial liabilities and commitments:

	12 months $	1 to 2 years $	2 to 5 years $	Total $
Accounts payable and accrued liabilities	1,931,685	-	-	1,931,685
Due to related parties	639,624	-	-	639,624
Lease liabilities	32,427	8,332	-	40,759
At December 31, 2020	**2,603,736**	**8,332**	**-**	**2,612,068**
At December 31, 2019	2,447,341	-	-	2,447,341

13. FINANCIAL RISK FACTORS (continued)

c) Foreign Currency Risk

Currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate. The functional currency of the Company is the Canadian dollar. The Company is exposed to the currency exchange rate risk on its accounts payable. During the year, the Company did not incur significant foreign currency transactions. The Company does not use derivative financial instruments to mitigate its exposure to currency risk. Management, however, mitigates currency risk by regular monitoring, transacting in stable currencies, matching the foreign currency payables and minimizing the net exposure in any foreign currency at any point of time.

d) Market Risk

Market risk is the risk that changes in market prices, such as interest rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

14. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at December 31, 2020.

15. SUBSEQUENT EVENTS

The global outbreak of COVID-19 (coronavirus) is still having a significant impact on businesses through restrictions put in place by governments regarding business operations and isolations/quarantine orders. At this time, with the on-going vaccination (immunization) program started in the winter of 2021 and continuing, it is anticipated that there will be "herd immunization" by September 2021 and more activities will start resuming in the last quarter of 2021.

The government grants such as the Canada Emergency Wage Subsidy (CEWS) program has now been extended through October 2021 which will benefit the Company. The Company has filed CEWS claims in the amount of $194,132 subsequent to year end.

Schedule D
Audited Financial Statements of Market Focus Direct Inc. as at December 31, 2019

MARKET FOCUS DIRECT INC.

Financial Statements
(Expressed in Canadian dollars)
(Expressed in Canadian dollars) Years Ended December 31, 2019 and 2018

Independent Auditor's Report

To the Shareholders of Market Focus Direct Inc.

Opinion

We have audited the financial statements of Market Focus Direct Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2019 and December 31, 2018, and the statements of earnings, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and December 31, 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

MNP LLP

Mississauga, Ontario — Chartered Professional Accountants

February 17, 2021 — Licensed Public Accountants

MNP

Market Focus Direct Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2019 ($)	As at December 31, 2018 ($)
ASSETS		
Current		
Cash	1,920,335	887,424
Trade receivables *(note 4)*	1,798,056	1,807,311
Work-in-progress	21,715	6,863
Income taxes recoverable	11,871	2,232
Prepaids	29,985	67,330
	3,781,962	2,771,160
Equipment, net *(note 5)*	8,030	7,931
Right-of-use asset *(note 6)*	42,579	-
Total assets	**3,832,571**	**2,779,091**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Trade payables and accrued liabilities (note 7)	2,378,940	1,863,510
HST payable	15,702	47,623
Lease liabilities (note 8)	39,754	-
Due to related parties (note 10)	27,816	105,976
Total liabilities	**2,462,212**	**2,017,109**
Shareholders' equity		
Share capital (note 11)	65	65
Retained earnings	1,370,294	761,917
	1,370,359	761,982
Total liabilities & shareholders' equity	**3,832,571**	**2,779,091**

Nature of operations *(note 1)*

Subsequent event *(note 15)*

Approved on behalf of the Board of Directors:

______________________**Director**

The accompanying notes are an integral part of these financial statements

Market Focus Direct Inc.
Statements of Income and Comprehensive Income
(Expressed in Canadian Dollars)

For the years ended	December 31, 2019 ($)	December 31, 2018 ($)
Revenue (note 9)	9,773,180	9,815,123
Cost of sales	7,838,842	7,737,787
Gross profit	1,934,338	2,077,336
Expenses		
Amortization (note 5 and 6)	44,881	2,274
Bad debts (note 12)	50,000	-
Marketing and travel	56,323	84,195
Occupancy expense	71,235	48,158
Office and general administrative expenses	53,114	61,759
Professional fees	78,437	140,106
Salaries and wages (note 10)	885,556	1,174,623
Total expenses	1,239,546	1,571,115
Net income before taxes	694,792	506,221
Current income tax (note 14)	86,415	104,897
Deferred income tax (note 14)	-	(203)
Net income and comprehensive income	**608,377**	**401,527**
Basic and diluted income per share	**61.66**	**40.69**
Weighted average number of shares outstanding	**9,867**	**9,867**

The accompanying notes are an integral part of these financial statements

MARKET FOCUS DIRECT INC.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of common shares (#)	Share capital ($)	Retained earnings ($)	Total shareholders' equity ($)
Balance, December 31, 2017	**9,867**	**65**	360,390	360,455
Net income and comprehensive income		-	401,527	401,527
Balance, December 31, 2018	**9,867**	**65**	761,917	761,982
Net income and comprehensive income	-	-	608,377	608,377
Balance, December 31, 2019	**9,867**	**65**	1,370,294	1,370,359

The accompanying notes are an integral part of these financial statements

MARKET FOCUS DIRECT INC.

Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended	December 31, 2019 ($)	December 31, 2018 ($)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income and comprehensive income	608,377	401,527
Items not affecting cash:		
Deferred tax provision	-	(203)
Amortization (notes 5 and 6)	44,881	2,275
Interest accretion (note 8)	2,903	-
Changes in non-cash working capital items:		
Trade receivables	9,255	68,888
Work-in-process	(14,852)	(1,416)
Prepaids	32,049	(16,774)
Income taxes recoverable	(9,639)	49,519
Trade payable and accrued liabilities	515,430	(119,003)
HST payable	(31,921)	11,037
Net cash provided by operating activities	1,156,483	395,850
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment (note 5)	(2,402)	-
Net cash used in investing activities	(2,402)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Loans payable, parent corporation (note 10)	(78,160)	(187,908)
Lease payments (note 8)	(43,010)	-
Net cash used in financing activities	(121,170)	(187,908)
Net change in cash	1,032,911	207,942
Cash, beginning of year	887,424	679,482
CASH, END OF YEAR	**1,920,335**	**887,424**

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Market Focus Direct Inc. (the "Company") is incorporated and domiciled in Ontario, Canada. The registered office is located at 207-550 Alden Rd, Markham, Ontario Canada.

The Company was incorporated on November 15, 1991 under the laws of the Province of Ontario, Canada. Market Focus has been providing retail analytics and flyer distribution management to retailers and business-to-consumer companies.

2. BASIS OF PRESENTATION

a. Statement of compliance

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations set by the IFRS Interpretations Committee (previously the International Financial Reporting Interpretations Committee, ("IFRIC")).

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

b. Basis of measurement

The financial statements have been prepared on the historical cost convention, except for certain financial instruments, which have been measured at fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and are presented in Canadian dollars.

The financial statements were approved by the Company's Board of Directors and authorized for issue on February 17, 2021.

c. Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is the Canadian dollar. These financial statements are presented in Canadian dollars ("CAD"), which is the Company's presentation currency.

2. BASIS OF PRESENTATION (continued)

***d. Use of judgments and estimates*:**

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed below. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Assessment of credit risk and the determination of the expected credit losses;
(ii) Determination of current and deferred income taxes;
(iii) Determination of useful lives of equipment; and
(iv) Determination of the valuation of the right-of-use asset and lease liabilities

Assessment of credit risk and the determination of the expected credit losses

An 'expected credit loss' impairment model requires an allowance to be recognized based on expected credit losses that require management's estimate and judgment related to the future probability of realized credit losses.

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

2. BASIS OF PRESENTATION (continued)

Determination of useful lives of equipment

Changes in the intended use of equipment as well as changes in technology or economic conditions may cause the estimated useful life of these assets to change. The change in useful lives could impact the depreciation expense and carrying value of equipment.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected.

Determination of the valuation of the right-of-use asset and lease liabilities

The Company exercises judgment in determining the approximate lease term on a lease by lease basis. The Company considers all facts and circumstances that may create an economic incentive to exercise renewal options and also evaluated the economic incentive related to continuation of existing leaseholds. The Company is also required to estimate specific criteria in order to estimate the carrying amount of right-of-use assets and lease liabilities including the incremental borrowing rate and effective interest rate.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these financial statements are set out below.

Cash

Cash includes only cash on deposit in Canadian chartered banks. The Company maintains no cash equivalents which can readily be redeemed for cash without penalty or are issued for terms of ninety days or less from the date of acquisition. As at December 31, 2019, and 2018 the Company had $1,920,335 and $887,424, respectively of cash.

Revenue recognition

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed (“point in time” recognition) or “over-time” as control of the performance obligation is transferred to the customer.

Distribution and production of ad flyer revenues are recognized at a “point in time”, after all foregoing conditions of revenue recognition have been met.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

IFRS 9 – Financial instruments ("IFRS 9") includes requirements and guidance for classification, recognition and measurement, impairment, de-recognition and general hedge accounting.

Financial assets

Financial assets within the scope of IFRS 9 are classified in the following measurement categories:

i. Fair value through profit or loss ("FVTPL")
ii. Amortized cost; or
iii. Fair value through other comprehensive income ("FVTOCI")

The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The Company determines the classification of its financial assets at initial recognition.

i. Financial assets recorded at FVTPL

Financial assets are classified as fair value through profit or loss if they do not meet the criteria of amortized cost or fair value through other comprehensive income ("FVTOCI"). Gains or losses on these items are recognized in the statement of income and comprehensive income.

ii. Amortized cost

Financial assets classified as amortized cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other definitive evidence is received that a specific counterparty will default.

The Company's cash, and trade receivables, excluding HST, are classified as financial assets measured at amortized cost.

iii. Financial assets recorded at FVTOCI

Financial assets are recorded at FVTOCI when the change in fair value is attributable to changes in the market price of the underlying securities.

Financial liabilities

All financial liabilities are recognized initially at fair value and in the case of loans and borrowing, net of directly attributable transaction costs.

Financial liabilities are designated as either:

i. Amortized cost; or
ii. Fair value through profit or loss

The Company determines the classification of its financial liabilities at initial recognition.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

i. Amortized cost

Financial liabilities are classified as measured at amortized cost, net of transaction costs unless classified as FVTPL. Financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective yield basis is a method of calculating the unamortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flow payments over the expected life of the financial liability to the net carrying amount on initial recognition.

The Company's trade payables and accrued liabilities, and due to related parties are classified as other financial liabilities and carried on the statements of financial position at amortized cost.

ii. Financial liabilities recorded at FVTPL

Financial liabilities are classified as FVTPL if they do not fall into amortized cost detailed above.

Transaction costs

Transaction costs associated with financial instruments, carried at fair value with gains and losses recognized through the statement of income and comprehensive income, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the statements of income and comprehensive income. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

De-recognition of financial liability

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of income and comprehensive income.

Impairment

A financial asset carried at amortized cost is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flow of that asset. For trade receivables, a provision matrix impairment model applies to estimate the expected credit losses based on account identification. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in the profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date of impairment is reversed does not exceed what the amortized cost would have been had the impairment had not been recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash, trade receivables, trade payables and accrued liabilities, and due to related parties, all approximate their carrying values due to their short-term nature.

Equipment

Equipment is stated at cost, less accumulated amortization. The cost of equipment comprises its purchase price, any costs directly attributable to brining the asset to the condition necessary for it to be capable of operating in the manner intended by management.

Amortization is calculated over the useful life of the equipment less estimated residual value. Amortization is recognized in the statements of income and comprehensive income over the estimated useful lives of the equipment. The methods used for calculating the amortization are as follows:

Asset	**Basis**	**Rate**
Furniture and equipment	Declining basis	20%
Computer equipment	Declining basis	30%
Computer software	Declining basis	33%
Right-of-use asset	Term of the lease	2 years

Amortization methods, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate, Changes to the estimated useful lives are accounted for prospectively.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset’s fair value less cost to sell or its value in use. In addition, long-lived assets that are not amortized are subject to an annual impairment assessment.

3. SIGNIFICANT ACCOUNTING POLICIES

(continued) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amounts recognized as a provision are the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation. Where the Company expects reimbursement associated with a provision, the reimbursement is recognized as an asset if and when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statements of Income and Comprehensive Income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. The Company has no material provisions at December 31, 2019 and 2018.

Income per share

Basic income per share is computed using the weighted average number of common shares outstanding during the period. Diluted income per share is computed in accordance with the treasury stock method and based on the average number of common shares and dilutive common share equivalents. Diluted common share equivalents are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive. As at December 31, 2019 and 2018, there were no dilutive instruments.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax.

Share based payments

The Company records all share-based payments at their fair value. The share-based compensation costs are charged to operations over the stock option vesting period. Agents' options and warrants issued in connection with common share placements are recorded at their fair value on the date of issue as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options and agents' options and warrants, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus.

Related party transactions

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 financial and operating decisions. Parties subject to common control are also considered to be related. 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.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

(continued) New Accounting Standards Adopted

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16 – Leases ("IFRS 16"), replacing IAS 17 – Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

The Company adopted IFRS 16, effective January 1, 2019, which resulted in changes in accounting policies as described below. In accordance with the transitional provisions in the standard, IFRS 16 was adopted under the modified retrospective approach without restating comparatives. The Company also utilized certain practical expedient elections whereby (i) there is no need to reassess whether an existing contract is a lease, or contains an embedded lease if previously determined under IAS 17, (ii) short term and low value leases are treated as operating leases, and (iii) there is no need to reassess the previous assessments in respect of onerous contracts that confirmed there were no existing onerous lease contracts.

At transition, the Company elected to use the practical expedient available under the standard that allows lease assessments made under IAS 17 and IFRIC 4 to be used for existing contracts. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or modified after January 1, 2019. At January 1, 2019, the Company adopted IFRS 16 and recognized right-of-use assets of $85,157, and lease liability of $79,861. The incremental borrowing rate used is 5%.When measuring the lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its incremental borrowing rate at January 1, 2019.

Operating lease commitment at December 31, 2018	$	83,595
Discounted using the incremental borrowing rate at January 1, 2019		(3,734)
Lease liabilities recognized at January 1, 2019	$	79,861

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonably certain to exercise that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognized where the Company is contractually required to dismantle, remove or restore the leased asset.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

IFRS 16 – Leases (Continued)

Lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to be made over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortized over the remaining (revised) lease term.

4. TRADE RECEIVABLES

	December 31, 2019 ($)	December 31, 2018 ($)
Trade receivables	1,848,056	1,807,311
Expected credit losses	(50,000)	-
Trade receivables, net	1,798,056	1,807,311

5. EQUIPMENT

Cost	**Furniture and fixtures ($)**	**Computer equipment ($)**	**Computer Software ($)**	**Total ($)**
Balance, January 1, 2018	22,918	56,031	-	78,949
Additions	-	-	-	-
Disposals	-	-	-	-
Balance, December 31, 2018	22,918	56,031	-	78,949
Additions	623	-	1,779	2,402
Disposals	-	-	-	-
Balance, December 31, 2019	23,541	56,031	1,779	81,351
Accumulated amortization				
Balance, January 1, 2018	15,049	53,694	-	68,743
Amortization	1,574	701	-	2,275
Balance, December 31, 2018	16,623	54,395	-	71,018

(Expressed in Canadian Dollars)

Amortization	1,322	492	489	2,303
Balance, December 31, 2019	17,945	54,887	489	73,321
Net Book Value, December 31, 2018	**6,295**	**1,636**	**-**	**7,931**
Net Book Value, December 31, 2019	**5,596**	**1,144**	**1,290**	**8,030**

6. RIGHT-OF-USE ASSET

Balance – December 31, 2018	$	-
Additions on IFRS 16 adoption		85,157
Amortization		(42,578)
Balance – December 31, 2019	$	42,579

7. TRADE PAYABLES AND ACCRUED LIABILITIES

	December 31, 2019 ($)	December 31, 2018 ($)
Trade payables	2,274,650	1,602,615
Accrued liabilities	104,136	260,539
Trade payables and accrued liabilities	2,378,78	1,863,154

8. LEASE LIABILITIES

On January 1, 2019, the Company adopted IFRS 16. As at January 1, 2019, the Company recognized right-of-use assets of $85,157, and a lease liability of $79,861. The Company did not apply IFRS 16 on a fully retrospective basis.

The Company recorded right-of-use assets (note 6) and a lease liability for office space in the statement of financial position as at January 1, 2019. On adoption of IFRS 16, the lease liabilities were measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 5%.

The continuity of lease liabilities is presented in the table below:

Balance – December 31, 2018	-
Additions on IFRS 16 adoption	79,861
Accretion expense	2,903
Lease payments	(43,010)
Balance – December 31, 2019	39,754

The remaining balance of the lease liability is the current portion.

(Expressed in Canadian Dollars)

Maturity analysis – contractual undiscounted cash flows

As at December 31, 2019	
Due less than one year	40,585
Total undiscounted lease obligation	40,585

During the year ended December 31, 2019, the Company expensed $11,410 related to short term leases.

9. REVENUES

The Company's revenues for the years ended December 31, 2019 and 2018 were comprised of the following:

	2019 ($)	2018 ($)
Distribution	7,020,048	7,457,883
Production	2,753,132	2,357,240
	9,773,180	9,815,123

10. RELATED PARTY BALANCES AND TRANSACTIONS

The related parties of the Company are key management personnel and companies owned by key management. As at December 31, 2019, total amounts due to related parties was $27,816 (2018 - $105,976). The amount is unsecured, due on demand and non-interest bearing. During the year, key management personnel was compensated for $116,000 (2018 - $124,600).

11. SHARE CAPITAL

Authorized share capital

The Company is authorized to issue an:

- Unlimited number of common shares with no stated par value.
- Unlimited number of class A shares with no stated par value.
- Unlimited number of class B shares with no stated par value.

Issued share capital

The Company has 9,867 Common shares issued and outstanding

(Expressed in Canadian Dollars)

12. FINANCIAL RISK FACTORS

Credit risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its trade receivables.

The nature of the Company's diverse customer base ensures that there is no concentration of credit risk.

Aged trade receivables	December 31, 2019 ($)	December 31, 2018 ($)
Current	1,164,013	1,151,099
Past due 31 – 60 days	475,014	453,299
Past due 60+ days	209,029	202,913
Expected credit loss	(50,000)	-
	1,798,056	1,807,311

The Company recorded a provision for $50,000 related to the expected credit losses under IFRS 9. This amount is based on amounts which are past due, historical trends, and available information, indicating that a customer could be experiencing liquidity or going concern problems. During the year ended December 31, 2019, the Company wrote off $50,000 (2018 - $nil) that were deemed uncollectible (Note 4).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk to is ensure, that it will always have sufficient liquidity to meet liabilities when due. This is provided through advances made by related parties or the issuance of shares as needed. The Company also manages liquidity risk by continuously monitoring actual and budgeted expenses.

	Less than 1 $	1 to 3 years $	3 to 5 years $	Total
Trades payable and accrued liabilities	2,378,940	-	-	2,378,940
HST payable	15,702	-	-	15,702
Lease liabilities	39,754	-	-	39,754
Due to related parties	27,816	-	-	27,816
	2,462,212	-	-	2,462,212

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The Company has limited exposure to any market risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company believes that interest rate risk is low as the Company does not have any financial instruments with variable interest rates.

12. FINANCIAL RISK FACTORS (CONTINUED)

Currency risk

No portion of the Company's operating costs are realized in currencies other than its functional currency. As a result, the Company is not exposed to currency risk on these types of transactions.

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as going concern and to continue to develop and market its software applications. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital and retained earnings. The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, issuing new debt, and controlling the capital expenditures program. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended December 31, 2019.

14. INCOME TAXES

The following table reconciles the expected income tax expense at the Canadian statutory income tax rate of 26.5% (2018 – 26.5%) to the amounts recognized in the statements of income and comprehensive income for the years ended December 31, 2019 and 2018:

	2019 ($)	2018 (S)
Net Income before income taxes	694,792	506,221
Expected income tax	184,120	134,148
Small business deduction	(55,704)	(65,000)
Non-deductible items	3,726	4,200
Change in tax benefits not recognized	(45,727)	31,346
Effective tax expense	**86,415**	**104,694**

The Company's income tax expense (recovery) is allocated as follows:		
Current tax expense	86,415	104,897
Deferred tax (recovery)	-	(203)
	86,415	**104,694**

Deferred tax

The following table summarizes the components of deferred tax:

Deferred tax assets		
Lease liabilities	10,530	-
Deferred tax liabilities		
Right-of-use asset	(10,143)	-
Equipment, net	(387)	-
Net deferred tax liability	**-**	**-**

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Movement in net deferred tax liabilities:		
Balance at the beginning of the year	-	(203)
Recognized in profit/loss	-	203
Balance at the end of the year	**-**	**-**

14. INCOME TAXES (CONTINUED)

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2019 ($)	2018 ($)
Equipment, net	-	136,426
Capital losses carried forward	114,115	114,115
	114,115	**250,541**

The capital loss carry forward may be carried forward indefinitely, but can only be used to reduce capital gains. Deferred tax assets have not been recognized in respect of these items because it is not probable that future profit will be available against which the Company can utilize the benefits therefrom.

15. SUBSEQUENT EVENT

Subsequent to year-end, there was a global outbreak of COVID-19 (coronavirus), which had a significant impact on businesses through restrictions put in place by the Canadian government regarding travel, business operations and isolations/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business time, or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate that this outbreak may cause supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact the Company's business and financial condition.

The projected revenue for 2020 is expected to be down significantly from 2019, however, the Company is still expected to realize positive net income. The COVID-19 reduction in gross profit has been partially offset through government grants such as the Canada Emergency Wage Subsidy (CEWS) program. The Company has filed CEWS claims throughout 2020 and has received $269,809 to date.

Schedule E
Audited Financial Statements of Market Focus Direct Inc. as at August 31, 2021

Market Focus Direct Inc.

For the eight-months period ended August 31, 2021 and the year ended December 31, 2020

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SRCO Professional Corporation
Chartered Professional Accountants
Licensed Public Accountants
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Market Focus Direct Inc.

Opinion

We have audited the financial statements of Market Focus Direct Inc. (the "Company"), which comprise the statement of financial position as at August 31, 2021, and the statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the eight-month period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2022, and its financial performance and its cash flows for the eight-month period then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

(continues)

SRCO

Independent Auditor's Report to the Shareholders of Market Focus Direct Inc. *(continued)*

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

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Richmond Hill, Canada
July 29, 2022

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

{}

Market Focus Direct Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	As at August 31, 2021 $	As at December 31, 2020 $
ASSETS		
CURRENT		
Cash	**358,362**	1,698,170
Trade and other receivables *[notes 4 and 13]*	**319,286**	2,047,679
Income taxes recoverable	**16,235**	-
Harmonized sales tax receivable	**771**	-
Prepaid expenses	**24,390**	69,934
	719,044	3,815,783
Equipment *[note 5]*	**5,642**	6,634
Right-of-use assets *[note 6]*	**18,475**	39,591
Total assets	**743,161**	3,862,008
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Accounts payable and accrued liabilities *[note 7]*	**394,197**	1,931,685
Harmonized sales tax payable	**-**	7,570
Deferred grant current *[note 9]*	**3,111**	-
Lease liabilities *[note 8]*	**18,902**	31,293
Income taxes payable	**-**	92,280
Due to related parties *[notes 10 and 12]*	**359,486**	639,624
	775,696	2,702,452
Lease liabilities *[note 8]*	**-**	8,298
Deferred grants (non-current) *[note 9]*	**5,134**	-
Government-sponsored term-debt [note 9]	**51,574**	-
Total liabilities	**832,404**	2,710,750
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital *[note 12]*	**65**	65
Deficit/ retained earnings	**(89,308)**	1,151,193
Total shareholders' (deficiency) equity	**(89,243)**	1,151,258
Total liabilities and shareholders' (deficiency) equity	**743,161**	3,862,008

Subsequent events *[note 16]*
See accompanying notes
Approved on behalf of the Board:

Director

Director

Market Focus Direct Inc.
Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in Canadian Dollars)

	For the eight-month period ended August 31, 2021 $	For the year ended December 31, 2020 $
REVENUE	**1,648,336**	6,143,857
COST OF REVENUE	**1,324,292**	4,715,596
GROSS PROFIT	**324,043**	1,428,261
EXPENSES		
Depreciation and amortization *[notes 5 and 6]*	**22,108**	44,480
Impairment provision *[notes 4 and 14]*	**-**	58,542
Occupancy expense	**1,690**	43,143
General and administrative	**32,193**	56,411
Marketing and travel	**28,773**	29,418
Professional fees	**56,201**	56,668
Salaries and wages *[note 10]*	**319,580**	614,860
Government grants	**(40,000)**	-
Interest accretion for lease liabilities *[note 8]*	**930**	-
Interest accretion for government sponsored term debt *[note 9]*	**2,310**	-
Amortization of deferred grants *[note 9]*	**(2,491)**	-
TOTAL EXPENSES	**421,294**	903,522
NET (LOSS) INCOME BEFORE INCOME TAXES	**(97,250)**	524,739
Current income tax *[note 12]*	**(16,235)**	110,496
Deferred income tax *[note 12]*	**-**	-
NET (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME	**(81,015)**	414,243
Basic and diluted earnings per share	**(8.10)**	41.42
Weighted average number of common shares – basic and diluted	**10,000**	10,000

See accompanying notes

Market Focus Direct Inc.
Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of common shares	**Share capital $**	**Retained earnings $**	**Total $**
Balance, December 31, 2019	10,000	65	1,370,294	1,370,359
Dividends *[notes 11 and 12]*	-	-	(640,000)	(640,000)
Dividend tax refund *[note 13]*	-	-	6,656	6,656
Net income and comprehensive income	-	-	414,243	414,243
Balance, December 31, 2020	10,000	65	1,151,193	1,151,258
Dividends *[notes 11 and 12]*	**-**	**-**	**(1,159,486)**	**(1,159,486)**
Net loss and comprehensive loss	**-**	**-**	**(81,015)**	**(81,015)**
Balance, August 31, 2021	**10,000**	**65**	**(89,308)**	**(89,243)**

See accompanying notes

Market Focus Direct Inc.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	August 31, 2021 $	December 31, 2020 $
OPERATING ACTIVITIES		
Net income (loss)	**(81,085)**	414,243
Items not affecting cash:		
Depreciation and amortization	**22,108**	44,480
Interest accretion for lease liabilities	**930**	832
Interest accretion for government sponsored term debt	**2,310**	-
Amortization of deferred grants	**(2,491)**	-
Changes in non-cash working capital balances:		
Trade and other receivables	**1,728,393**	(249,623)
Harmonized sales tax	**(8,341)**	(8,132)
Prepaid expenses and other receivables	**45,544**	(18,234)
Accounts payable and accrued liabilities	**(1,537,488)**	(447,255)
Income taxes	**(108,515)**	110,807
Cash provided by (used in) operating activities	**61,435**	(152,882)
INVESTING ACTIVITIES		
Purchase of equipment	**-**	(505)
Cash used in investing activities	**-**	(505)
FINANCING ACTIVITIES		
Due to related parties	**376**	(28,192)
Proceeds from government sponsored term debt	**60,000**	-
Lease payments	**(21,619)**	(40,586)
Dividend	**(1,440,000)**	-
Cash used in financing activities	**(1,401,243)**	(68,778)
(DECREASE) IN CASH	**(1,339,808)**	(222,165)
CASH – BEGINNING OF YEAR	**1,698,170**	1,920,335
CASH – END OF YEAR	**358,362**	1,698,170

Supplementary information:

Interest paid	-	-
Tax paid and refund received, net	**103,850**	311

See accompanying notes

1. NATURE OF BUSINESS

Market Focus Direct Inc. (the “Company”) was incorporated under the Business Corporations Act of Ontario on November 15, 1991. The Company is engaged in providing retail analytics and flyer distribution management to retailers and business-to-consumer companies.

The office address of the Company is 550 Alden Rd, Suite. 207 Markham Ontario, Canada, L3R 6ª8.

On August 31, 2021, Ciscom Corp., an Ontario based company, acquired 100% of all issued and outstanding shares of the Company.

These financial statements have been prepared for the purpose of the acquisition transaction by Ciscom and for regulatory filing purpose.

2. BASIS OF PRESENTATION

2.1 Statement of compliance

These financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

2.2 Basis of measurement

These financial statements have been prepared on the historical cost convention, except for certain financial instruments, which have been measured at fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and are presented in Canadian dollars.

These financial statements were approved by the Company’s Board of Directors and authorized for issue on July 29, 2022.

2.3 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s functional currency is the Canadian dollar. These financial statements are presented in Canadian dollars (“CAD”), which is the Company’s presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash includes only cash on deposit in Canadian chartered banks.

3.2 Revenue recognition

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of ad flyer revenues are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met.

Interest income, including income arising from deposits in banking institution, is recognized using the effective interest method.

3.3 Equipment

Equipment is stated at cost, less accumulated amortization. The cost of equipment comprises its purchase price, and any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management.

Amortization is calculated over the useful life of the equipment less estimated residual value and recognized in the statements of income and comprehensive income. The methods and rates used for calculating the amortization are as follows:

Furniture and equipment	20% declining basis
Computer equipment	30% declining basis
Computer software	33% declining basis

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Equipment (continued)

Equipment acquired during the period but not placed into use are not depreciated until they are placed into use. All additions made during the period is depreciated at 50% of the above rates.

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated amortization of equipment retired or sold are removed from the accounts, and gains or losses are recognized in the statements of income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

3.4 Taxation

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the period. Income tax is recognized in the statement of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Taxation (continued)

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

On January 1, 2019, the Company adopted IFRIC 23, Uncertainty over Income Tax Treatment, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There are no significant adjustments to the amounts recognized in the consolidated financial statements.

3.5 Financial instruments

The Company uses three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit or loss (FVTPL). The classification of financial assets under is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified and measured in two categories, amortized cost or FVTPL. The Company does not separate derivatives embedded in contracts where the host is a financial asset. Instead, the hybrid financial instruments as a whole are assessed for classification.

a) Classification of financial assets and financial liabilities

The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Trade and other receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Government sponsored term debt	Amortized cost
Lease liabilities	Amortized cost

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

On initial recognition, a financial asset is classified as measured at amortized costs, FVTPL, or FVTOCI. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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 Company recognizes trade receivables initially when they are originated. All other financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All trade receivables without a significant financing component are initially measured at their transaction prices. All other financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets as amortized costs are measured at 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 profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. All other financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of income. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the statement of income in the period in which they arise.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

b) Impairment of financial assets

The Company uses a forward-looking "expected credit loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors and forward-looking information affect ECLs, which will be determined on a probability-weighted basis. The new impairment model is applied, at each reporting date, to the Company's financial assets measured at amortized cost. Impairment losses are recorded in office and general expenses with the carrying amount of the financial asset reduced through the use of impairment allowance accounts.

3.6 Impairment of non-financial assets

At each date of the statements of financial position, the Company reviews the carrying amounts of its tangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of income, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 Significant accounting judgments and estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Information about significant judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i. Assessment of credit risk and the determination of the expected credit losses;
ii. Determination of current and deferred income taxes;
iii. Determination of useful lives of equipment;
iv. Determination of the valuation of the right-of-use asset and lease liabilities; and COVID-19

Assessment of credit risk and the determination of the expected credit losses

An 'expected credit loss' impairment model requires an allowance to be recognized based on expected credit losses that require management's estimate and judgment related to the future probability of realized credit losses.

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 Significant accounting judgments and estimates (continued)

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled.

Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Determination of useful lives of equipment

Changes in the intended use of equipment as well as changes in technology or economic conditions may cause the estimated useful life of these assets to change. The change in useful lives could impact the depreciation expense and carrying value of equipment.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected.

Determination of the valuation of the right-of-use asset and lease liabilities

The Company exercises judgment in determining the approximate lease term on a contract-by-contract basis. The Company considers all facts and circumstances that may create an economic incentive to exercise renewal options and also evaluated the economic incentive related to continuation of existing leaseholds. The Company is also required to estimate specific criteria in order to estimate the carrying amount of right-of-use assets and lease liabilities including the incremental borrowing rate and effective interest rate.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level of adverse impact. To the date of the issuance of these financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Lease

IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company accounted for office operating leases with a lease term of less than 12 months as short-term leases. The Company leases buildings, primarily for office use. For all lease contracts greater than one year or are material, 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 for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

Upon a modification of a lease contract and pursuant to a change in scope of a lease or the consideration of a lease that are not part of the original terms of the previous lease contact, the Company evaluates whether the lease modification results in a separate lease or a change in the accounting for the existing lease. During the year, the lease contact modification agreed by the Company and the lessor did not result in separate leases. For lease modification that is not accounted for as a separate lease, the Company, at the effective date of the lease modification, remeasures lease liabilities by discounting the revised lease payments using discount rate that represents the incremental borrowing rate of the Company, and the Company recognises the revised right-of-use to reflect the modification.

3.9 Foreign currency translation

In preparing the financial statements, transactions in currencies other than the entity's functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at that date. Exchange gains and losses are recognized on a net basis in the statement of income.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

3.11 Earnings per share

Earnings per share is calculated by dividing the total net income by the weighted average number of shares outstanding during the period. There are no outstanding warrants nor options as at August 31, 2021.

3.12 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amounts recognized as a provision are the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation. Where the Company expects reimbursement associated with a provision, the reimbursement is recognized as an asset if and when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statements of Income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

3.13 Government assistance

Government assistances related to salary and wages and office rents claimed and received during the eight-month period were recognized and applied against salaries and wages and occupancy expense in the amount of $227,595 and $18,778 respectively. ($249,380 and $2,212, respectively for 2020).

3.14 Standards issued but not yet effective

The Company has evaluated all recent accounting pronouncements up to the date of issuance of these financial statements, and conclude that these pronouncements are not expected to have any significant impact on the Company's financial statements.

Market Focus Direct Inc.
Statements of Cash Flows
(Expressed in Canadian Dollars)

4. TRADE AND OTHER RECEIVABLES

	As at August 31, 2021	**As at December 31, 2020**
	$	**$**
Trade receivables	**418,486**	2,117,863
Other receivables	**800**	29,816
Impairment provision for trade receivable	**(100,000)**	(100,000)
Trade and other receivables, net	**319,286**	2,047,679

5. EQUIPMENT

	Furniture and equipment	**Computer equipment**	**Computer software**	**Total**
	$	**$**	**$**	**$**
Cost:				
As at December 31, 2019	23,542	56,030	1,779	81,351
Additions	505	-	-	505
As at December 31, 2020	24,047	56,030	1,779	81,856
Additions	**-**	**-**	**-**	**-**
As at August 31, 2021	**24,047**	**56,030**	**1,779**	**81,856**
Accumulated depreciation:				
As at December 31, 2019	17,945	54,887	489	73,321
Additions	1,171	343	387	1,901
As at December 31, 2020	19,116	55,230	876	75,222
Additions	**653**	**159**	**180**	**992**
As at August 31, 2021	**19,769**	**55,389**	**1,056**	**76,214**
Net book value:				
As at December 31, 2020	4,931	800	903	6,634
As at August 31, 2021	**4,278**	**641**	**723**	**5,642**

(Expressed in Canadian Dollars)

6. RIGHT-OF-USE ASSETS

	As at August 31, 2021 $	As at December 31, 2020 $
Cost:		
Opening balance	**39,591**	85,157
Addition pursuant to lease modification	**-**	39,591
Maturity	**-**	(85,157)
Closing balance	**39,591**	39,591
Accumulated depreciation:		
Opening balance	**-**	42,578
Additions	**21,116**	42,579
Maturity	**-**	(85,157)
Closing balance	**21,116**	-
Net book value:	**18,475**	39,591

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at August 31, 2021 $	As at December 31, 2020 $
Accounts payable	**324,419**	1,884,078
Accrued liabilities	**69,778**	47,607
	394,197	1,931,685

(Expressed in Canadian Dollars)

8. LEASE LIABILITIES

The Company recorded right-of-use assets (note 6) and a lease liability for office space in the statement of financial position. On adoption of IFRS 16, the lease liabilities were measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 5%.

The Company renewed its office lease effective January 1, 2021 for a period of fifteen months ending March 31, 2022. As the Company has learnt to work remotely during the COVID-19 pandemic, it reduced the size of its offices from 5,060 square feet to 3,603 square feet effective January 1, 2021.

Upon the maturity of the lease contract reached in November 2020, the Company reached a modified lease contract with landlord and recognized additional right-of-use asset (note 6) and corresponding lease liabilities. The lease payments are discounted using an incremental borrowing rate of 5%.

The continuity of lease liabilities is presented in the table below:

	As at August 31, 2021 $	**As at December 31, 2020 $**
Opening balance	**39,591**	39,754
Accretion expense	**930**	832
Lease payments	**(21,619)**	(40,586)
Additions pursuant to lease modification	**-**	39,591
Closing balance	**18,902**	39,591
Current portion	**18,902**	31,293
Non-current portion	**-**	**8,298**

Maturity analysis – contractual undiscounted cash flows
as at August 31, 2021
$

Due in fiscal year 2022	19,141

During the eight-month period ended August 31, 2021, the Company expensed $953 related to short term leases (2020 - $1,429).

(Expressed in Canadian Dollars)

9. GOVERNMENT SPONSORED TERM DEBT AND DEFERRED GRANTS

In April 2021, the Company obtained $60,000 loan under the Canada Emergency Business Account ("CEBA") Program. If the Company repays $10,000 by December 31, 2022, a $20,000 balance will be forgiven. Otherwise, an interest rate of 5% will apply to the balance, which will be repayable in 36 monthly blended instalments by December 31, 2025. An effective rate of 12% was used, taking into account the rate that the Company would have obtained for a similar loan, to arrive the present value of the CEBA loan in amount of $49,264 upon receipt of the CEBA loan proceeds. The effective interest would be accreted to the loan balance as well as charged to statement of loss over the period from date of receipt of loan proceeds to December 31, 2025. The difference between the present value and the proceeds from the CEBA loan in the amount of $10,736 was recorded as a deferred grant in April 2021 and will be recognized in the statement of loss at the same time as the occurrence of underlying expenses.

The reconciliation of CEBA loans is as follows:	**August 31, 2021** **$**
Opening balance	49,264
Interest accretion during the period	2,310
Balance as at December 31, 2021	**51,574**

The reconciliation of deferred grants is as below:	**August 31, 2021** **$**
Opening balance	10,736
Amortization of deferred grants during the period	(2,491)
Balance as at December 31, 2021	**8,245**

The summary of classification of long-term debt and deferred grants at December 31, 2021 is as follows:

	$
Non-current portion of long-term debt	**51,574**
	$
Non-current portion of deferred grants	**5,134**
	$
Current portion of deferred grants	**3,111**

(Expressed in Canadian Dollars)

10. REVENUE

The Company's revenues for the 8-month period ended August 31, 2021 and for the year ended December 31, 2020 were comprised of the following:

	2021 ($)	2020 ($)
Distribution	**1,489,432**	4,162,170
Production	**157,280**	1,974,442
Interest income	**1,624**	7,245
	1,648,336	6,143,857

11. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company.

Related party transactions were performed in the normal course of business and are related to compensation and shareholder dividends. During the year, key management personnel was compensated for $67,000 (2020 - $100,000). There were no share-based compensations in 2021 and in 2020.

As at August 31, 2021, total amounts due to related parties was $359,486 (2020 - $640,000) (Note 12). The balance was a dividend payable to the President who is also a main shareholder of the Company.

(Expressed in Canadian Dollars)

12. SHARE CAPITAL

(a) Authorized:

Unlimited number of common shares, one votes per share, without par value.
Unlimited number of class A shares with no stated par value.
Unlimited number of class B shares with no stated par value.

(b) Issued:

	As at August 31, 2021	As at December 31, 2020
Number of common shares	**10,000**	10,000

The Company declared a dividend in the amount of $1,159,486 to its shareholders during the period ended August 31, 2021 ($640,000 in 2020 which remained unpaid at December 31, 2020). During the eight months ended Aug 31, 2021, the Company paid $1,440,000 that included dividend declared in the amount of $800,000 in 2011 and $640,000 in 2020. The unpaid dividend at the end of the period, in the amount of $359,486 was included into due to related party (Note 11).

(Expressed in Canadian Dollars)

13. INCOME TAXES

The Company's Canadian operations are subject to income tax at a combined Federal and Provincial statutory income tax rate of 26.5% (2020 – 26.5%) for the 8-month period ended August 31, 2021 and the year ended December 31, 2020 are as follows:

Current income taxes

	August 31, 2021 $	**December 31, 2020 $**
Net income before income taxes	**(81,015)**	524,739
Tax rate	**26.5%**	26.5%
Income tax payable	**(21,469)**	139,056
Non-deductible items	**5,234**	2,497
Dividends taxes recoverable	**-**	(6,656)
Small business deduction and others	**-**	(24,401)
Unrecognized deferred tax assets	**-**	-
	(16,235)	110,496

Deferred income taxes

Unrecognized deferred tax assets

	August 31, 2021 $	**December 31, 2020 $**
Capital losses carried forward	**133,866**	114,115

The Company's ability to realize the tax benefits is dependent upon a number of factors, including the history of earnings and the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. Accordingly, a corresponding full valuation allowance was recorded to deferred tax assets.

The capital loss carry forward may be carried forward indefinitely but can only be used to reduce capital gains. Deferred tax assets have not been recognized in respect of these items because it is not probable that future profit will be available against which the Company can utilize the benefits therefrom.

14. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk, liquidity risk and foreign currency risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

(Expressed in Canadian Dollars)

14. FINANCIAL RISK FACTORS (continued)

(a) Credit Risk and Economic Dependence

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade and other receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit. The Company recognized an impairment provision in the amount of $100,000 as at August 31, 2021 (2020: $100,000).

The following table provides information regarding the aged trade receivables:

	Current	31-60 days	61 days over
August 31, 2021	**67%**	**6%**	**27%**
December 31, 2020	34%	59%	7%

As at August 31, 2021, one customer comprised 35% of trade receivables (2020 – 79%).

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through maintaining sufficient funds in the bank.

The following table sets out the Company's contractual maturities (representing undiscounted contractual cash flows) of financial liabilities and commitments:

	12 months	1 to 2 years	2 to 5 years	Total
	$	$	$	$
Accounts payable and accrued liabilities	394,197	-	-	394,197
Due to related parties	359,486	-	-	359,486
Lease liabilities	19,141	-	-	19,141
At August 31, 2021	**772,824**	**-**	**-**	**772,824**
At December 31, 2020	2,603,736	8,332	-	2,612,068

14. FINANCIAL RISK FACTORS (continued)

(c) Foreign Currency Risk

Currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate. The functional currency of the Company is the Canadian dollar. The Company is exposed to the currency exchange rate risk on its accounts payable. During the year, the Company did not incur significant foreign currency transactions. The Company does not use derivative financial instruments to mitigate its exposure to currency risk. Management, however, mitigates currency risk by regular monitoring, transacting in stable currencies, matching the foreign currency payables and minimizing the net exposure in any foreign currency at any point of time.

(d) Market Risk

Market risk is the risk that changes in market prices, such as interest rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

15. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at August 31, 2021.

16. SUBSEQUENT EVENTS

The global outbreak of COVID-19 (coronavirus) had a significant impact on businesses through restrictions put in place by governments regarding business operations and isolations/quarantine orders. Those restrictions are now lifted for the most part.

The government grants such as the Canada Emergency Wage Subsidy (CEWS) program and its successor have been extended. The Company has filed CEWS claims in the amount of $28,506 subsequent to August 31, 2021. Starting November 2021, the Company no longer qualifies to receive such subsidy.

Schedule F
Ciscom Corp. Management Discussion and Analysis as at December 31, 2020

Ciscom Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FROM THE DATE OF INCORPORATION, JUNE 29, 2020 TO DECEMBER 31, 2020

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operations of Ciscom Corp. (the "**Company**" or "**Ciscom**") constitutes management's review of the factors that affected the Company's financial and operating performance from the date of incorporation of Ciscom on June 29, 2020 to December 31, 2020. This MD&A was written to comply with the requirements of NI 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company and the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's and MFD's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of December 31, 2020 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Ciscom common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

a) Description of Business

The Company was incorporated under the *Business Corporations Act* (Ontario) ("OBCA") on June 29, 2020. The Company's head office, principal address and registered and records office is located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquires and manages businesses in the technology and communications industry. The Company's financial year ends on December 31.

b) Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward- looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the datespecified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "*Risk Factors*" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to beincorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

c) *Financial and Operating Highlights*

Basis of Presentation

The following discussion and analysis of the Company's financial condition as at December 31, 2020 should be read in conjunction with the Company's audited financial statements contained in this prospectus. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

See "Risk Factors" for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial conditions, cash flows and operating results.

Ciscom's principal business is investing in or acquiring operating companies in the ICT sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The Company defines itself as an enabling business accelerator.

The Company targets companies in such areas as:
1. Companies in the ICT sector; and
2. Companies using technology as a way to process data and incorporate external databases, documents and information to deliver products and services.

In addition to its investment and acquisition activities, the Company's business mandate includes the negotiating strategic joint ventures and the identification of the implementation of synergies through shared services.

Critical Accounting Estimates

The preparation of these financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include:

- Provision for clients' bad debt – Management exercises judgement to determine whether accounts receivable are in good standing and closely follow remittances.
- Impairment of assets – Management exercises judgement to determine whether indicators of impairment exist, and if so, management must estimate the timing and amount of future cash flows from sales.

While management believes that the estimates and assumptions are reasonable, actual results may differ materially from those estimates.

Changes in Accounting Policies

There were no changes in accounting policies during the year.

<u>Corporate</u>

On June 29, 2020, the Company was incorporated under the Ontario Business Corporation Act, and authorized to issue an unlimited number of shares of the following classes:

a. Common shares;
b. Class A preferred shares; and,
c. Class B Preferred shares.

As of December 31, 2020, the Company has issued a total of 11,275,000 common shares for a total consideration of $121,750 and had issued an Option to purchase shares to CBLT Inc. for 4,965,116 shares for a total consideration of $30,000 (the Option was exercised in its entirety on February 28th, 2021. The Company has reserved Common Shares for its Executive Stock Option Plan. A total of 2,225,000 Ciscom Options have been issued as of December 31, 2020. Each option consists of one Common Share exercisable at $0.10 per share up to May 31, 2026.

On August 29, 2020, the Company entered into a Share Purchase Agreement ("SPA") transaction with Market Focus Direct Inc. for the purchase price of $3,500,000 for 100% of all issued shares. The purchase price is being satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued shares at a price value of $0.25 per share. The transaction will be completed through the issuance of 10,000,000 common shares of the Company on closing. The transaction closed on September 1, 2021.

(i) Paul Gaynor, founder of MFD, will remain President of MFD;

(ii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid and Michel Pepin will become directors of MFD;

(iii) Paul Gaynor will become a director of the Company; and,

(iv) MFD will become a fully owned subsidiary of the Company.

(v) MFD is a technology driven direct marketing organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides retail analytics, digital marketing, In-Home Advertising (direct mail and flyer distribution management), and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries.

d) Trends and Economic Conditions

Management regularly monitors economic conditions and estimates, their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management'sgoing concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Interest rate fluctuations;
- Availability of suitable business for acquisition
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines.
- Availability of government supplies, such as food, water and electricity.
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is notaware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

e) Outlook

The Company intends to continue exploring acquisition opportunities that have the potential to be suitable to Ciscom's objectives. In addition, management will review project submissions, and conduct independent research, for opportunities in such jurisdictions and businesses as it may consider prospective.

There is no assurance that capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

f) Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company and MFD as at December31, 2020. For the Company, for the period from the date of incorporation on June 29, 2020 to December 31, 2020.

Year ended December 31, 2020	**Ciscom (audited)**
Revenue	Nil
Operating expenses	$224,079
Net Income Loss	($224,079)
Net Income (loss) per share – basic and diluted	($0.2206)
Total assets on December 31, 2020	$32,441
Distributions or dividends	Nil

g) Off-Balance Sheet Arrangements

As at December 31, 2020, the Company 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 the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

h) Proposed Transactions

On August 29, 2020, the Company entered into a Share Purchase Agreement with MFD and its shareholders for the acquisition of the 100% of the shares of MFD. The transaction closing date has been extended in order for the Company to complete a financing. The transaction closed on September 1, 2021. The MFD acquisition was satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued at $0.25 per share.

(i) Paul Gaynor, founder of MFD, will remain President of MFD;

(ii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid and Michel Pepin will become directors of MFD;

(iii) Paul Gaynor will become a director of the Company; and,

(iv) MFD will become a fully owned subsidiary of the Company.

i) *Financial Highlights*

<u>For the Company, from Incorporation date of June 29, 2020 to December 31, 2020.</u>

Revenues

The Company had no revenues in 2020 as it is in start-up in building mode.

Expenses

The expenses for the Company for the period from incorporation for the period June 29, 2020 to December 31, 2020 of $224,079, consisted of: (i) Accounting/Auditing fees $72,000, (ii) Legal & Advisory Fees $48,908 (iii) share based compensation of $81,611 and (iii) Operational Expenses $21,560. Advisory and professional fees are related to the Company's initiatives including the SPA with MFD, audits and fees related to becoming a publicly traded entity.

No cash compensation was paid to management and directors during the year.

Interests and Amortization

The Company and MFD do not have any loan or debt with a third party, and as such, interest charges are minimal.

Income taxes

As at December 31, 2020, the Company was in a cumulative losses position and as such had no income taxes to pay or to record.

Net Income

The Company closed its initial year (6 months) with a net loss of $224,079 as it has no revenue and is incurring expenses with the set up of its operations and the advisor, accounting, audit and legal fees related to its public company listing initiative.

Liquidity

As at December 31, 2020, the Company had $6,066 in cash and no investment(s) and a negative working capital of $51,968. The Company needed to raise additional capital to pay its existing liabilities as at December 31, 2020. The Company was successful in raising additional capital and paid all suppliers. The Company did not have any bank indebtedness as at December 31, 2020.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

Capital Resources
Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at year-end for the Company.

Fixed Assets and Right-of-Use Assets
The Company has no fixed assets and no Right-of-Use assets.

j) *Liquidity and Capital Resources*

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

The activities of the Company are principally the acquisition of established organizations, with solid annual revenue ($5M minimum). The potential acquisition targets must fit within the Company's roll up model and criteria. The potential acquisition targets will be financed through the completion of equity and debt transactions, such as equity offerings, the issuance of convertible debt and the assumption of standard loans from financial institutions. There is no assurance that equity capital or debt financing will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

As of December 31, 2020, and to the date of this MD&A, the cash resources of the Company are held with a Canadian Schedule 1 chartered bank.

At December 31, 2020, the Company had cash and cash equivalents balance of $6,066. The cash was raised through share offerings at $0.02 and $0.10 per share during the period. Regardless of whether the Company acquires other entities following the Closing of the MFD Acquisition, its working capital was approximately $423,000 at the date of the Closing which is anticipated to be adequate to sustain operations for a period of at least twenty-four months and beyond.

k) *Prospective Acquisitions*

While the Company is in discussions with different organizations, it does not have additional acquisitions signed. It is anticipating that acquisition transactions will be completed once the Company as secured its debt financing.

l) *Capital Disclosure and Management*

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and,
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, assuming debt, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and its Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned acquisition activities is uncertain and dependent upon securing additional financing.

The Company had issued equity in the amount of $121,750 as at December 31, 2020 and had issued an Option to purchase shares to CBLT Inc. for 4,965,116 shares for a total consideration of $30,000 (the Option was exercised in its entirety on February 28th, 2021.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its on-going activities. The Company's capital management objectives, policies and processes have remained unchanged during the seven-month period ended December 31, 2020. The Company is not yet subject to any capital requirements imposed by a lending institution or regulatory body (may change with a debt financing to complete the MFD/first acquisition) and has adequate working capital or financial resources to maintain operations and cover general and administrative expenses for a period of twenty-four months.

m) Financial Instrument and Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directorsapproves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) 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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

(c) Market risk:

The Company is exposed to price risk with respect to equity prices, interest rate variations and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity pricesor general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favorable market related interest rates.

n) Major Shareholders and Related Party Disclosures

Major shareholders

To the knowledge of the directors and senior officers of the Company, as at December 31, 2020, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below:

Name	**Number of common shares**	**Percentage of outstanding and issued Common Shares**	**Percentage of outstanding Common Shares – fully diluted**
Drew Reid	4,700,000	41.4%	45.8%
Succession of Peter McDonald	1,675,000	14.8%	19.2%
Michel Pepin	2,175,000	19.2%	23.6%

Total Issued	11,275,000	100.0%	80.4%
Total Ciscom Shares Fully Diluted	13,500,000		100.0%

None of the Company's shareholders have different voting rights than other holders of the Company's common shares.

o) *Related party disclosures*

Related parties include the members of the Board of Directors, officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

- Through the period of June 29, 2020 to December 31, 2020, Drew Reid subscribed to 2,200,000 common shares of the Company at prices of $0.02 per share and $0.10 per share and was granted 2,500,000 shares;
- Through the period of June 29, 2020 to December 31, 2020 Peter McDonald (deceased) subscribed to 50,000 common shares of the Company at a price of $0.10 per share and was granted 1,625,000 shares;
- Through the period of June 29, 2020 to December 31, 2020 Michel Pepin subscribed to 50,000 common shares of the Company at a price of $0.10 per share and was granted 2,125,000 shares;

The above share subscriptions and grant for Messrs. Reid, McDonald (deceased) and Pepin were part of Builder's subscriptions and considered normal transactions on the start-up of a new company.

p) *Share Capital*

As at December 31, 2020, the Company had a total of 11,275,000 common shares issued and outstanding and 2,225,000 stock options issued and a total of 4,965,116 CBLT Options exchangeable one to one for common shares. As part of the MFD Acquisition (closed on September 1, 2021), the Company will issue 10,000,000 common shares as payment.

q) *Disclosure of Internal Controls*

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

r) *Risks and Uncertainties*

The acquisition, management and development of acquired companies are subject to certain risks associated with such investments. While the management team of the Company has decades of relevant experience, the Company itself is at an early stage of development. The Company is a new entity, and it acquires established entities with historical solid financial backgrounds which mitigates risks to some extent. Management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

s) *Development Stage Company and Acquisition Risks*

The Company is a roll up company focused primarily on the acquisition and development of businesses located in Canada. There is no assurance that through any of the Company's acquisition projects that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially advancing and promoting the companies acquired, to maintain existing and increase sales. The acquisition and development of businesses involves a certain degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. Certain expenses may be required to establish cash reserves. The profitability of the Company's operations will be, in part, directly related to the cost and success of its acquisition and development programs, which may be affected by a number of factors.

t) *Capital Markets*

The price of the Company's securities, its financial results, and its access to the capital required to finance its acquisition activities may in the future be adversely affected by market conditions. Factors beyond the Company's control such as, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, taxes, and international political and economic trends, conditions, and events. If these or other factors adversely affect the availability of capital that are the subject of the Company's acquisition efforts, the market price or growth of the Company's securities may decline.

u) *Market Fluctuation and Commercial Quantities*

The market for available and viable companies to acquire is influenced by many factors beyond the Company's control, including without limitation the of capital financing, government legislation and regulations including those relating to prices, interest rates and taxes, and it is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

v) *Option and Joint Venture Agreements*

The Company has not to date but may enter into option agreements and/or joint ventures as a means of acquiring business interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact its strategic value.

w) Financing Risks

Although the Company currently has sufficient cash and cash equivalents, the Company has no source of operating cash flow until it completes the first acquisition with MFD. There is no assurance that additional funding will be available to it for further subsequent acquisitions and development of its projects. Further acquisitions and development of the Company's projects may be dependent upon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further acquisition and development of the Company's projects.

x) Government Regulations, Permitting and Taxation

The Company's acquisitions, operations are subject to standard government taxation under the Excise Tax Act of Canada. No abnormal taxation or regulation is expected or that is not provisioned for within an acquisition of a business that the company engages in.

y) Health, Safety and Community Relations

The Company's operations through various acquisitions may be subject to various health and safety laws and regulations that impose various dutieson the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. The company will be careful to weigh acquisitions opportunities within these categories carefully. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company would, if necessary, comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities.

z) Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the effortsof key management and other key personnel. Although a mandate of the company wand of an acquired business will be for former management to remain on for at least 2 years following the acquisition. Premature Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the

Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient numberof key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

aa) *Competitive Industry Environment*

The roll up industry is competitive, both domestically and internationally. The Company's ability to acquire businesses and develop those businesses in the future will depend on its ability to select and acquire suitable profitable, stable and established businesses. The Company may be at a competitive disadvantage in acquiring additional businesses because it must compete with other individuals and companies, many of which have greater financial resources, operational experience, and technical capabilities than the Company. Competition could adversely affect the Company's to realize its objectives.

bb) *Global Financial Conditions*

Recent global financial conditions have been characterized by increased volatility and access to public financing, which has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

cc) *Covid-19 Risks*

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn and supply chain issues have caused significant disruption to business activities and economies. The depth, breadth andduration of these disruptions remain uncertain die new variants. It is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

dd) *Strategic & Operational Risks*

The ongoing COVID-19 pandemic could adversely impact the Company's financial condition in future periods as a result of reduced business opportunities via acquisitions and dispositions of acquisitions and development of those businesses. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. The Company's strategic initiatives to advance business may be delayed or cancelled as a result.

To date, operations have remained stable under the pandemic but there can be no assurance that the Company's ability to continue to operate the business will not be adversely impacted, in particular to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside the Company's control. If one or more of the third parties to whom we outsource critical business activities fails to perform as a result of the impacts from the spread of COVID-19, it could have a material adverse effect on business and operations.

ee) *Liquidity risk and capital management*

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit the Company's access to capital markets and ability to generate funds to meet out capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while the Company currently has sources of liquidity, such as cash balances, there can be no assurance that these sources will provide sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave the Company unable to react in a manner consistent with historical practices.

ff) Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks have announced emergency interest rate cuts, while governments are implementing unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact the Company's financial condition.

gg) Subsequent Events

Acquisition:

On August 29, 2020, the Company entered into a share purchase agreement with MFD and its shareholders for 100% of its issued and outstanding shares (all categories). The transaction is expected to complete by way of a debt financing and share issuance.

(i) The acquisition of MFD was to close on October 30, 2020. The closing date was extended and took place on September 1, 2021.

(ii) Paul Gaynor, founder of MFD, will remain President of MFD;

(iii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid, Peter McDonald and Michel Pepin will become directors of MFD;

(iv) Paul Gaynor will become a director of the Company; and,

(v) MFD will become a fully owned subsidiary of the Company.

Financing:

The Company entered into a loan agreement with Whittaker Graphic Systems Inc. (the majority shareholder of MFD before the Ciscom acquisition) on February 5, 2021 for an amount of $50,000 to assists with working capital and on-going activities. The loan matures on December 31, 2021 and was extended to March 31, 2022. It carries interests at the rate of 1% per year, single interest.

As part of the MFD acquisition, the Company secured debt financing on September 1, 2021 with a Canadian financial institution (Schedule 1 chartered bank) to establish a credit facility totaling $1,275,000.

Schedule G
Market Focus Direct Inc. Management Discussion and Analysis as at December 31, 2020

Market Focus Direct Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2020 to DECEMBER 31, 2020

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operations of Market Focus Direct Inc. (the "**Company**" or "**MFD**") constitutes management's review of the factors that affected the Company's financial and operating performance from January 1, 2020 to December 31, 2020. This MD&A was written to comply with the requirements of NI 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company and the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of December 31, 2020 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Ciscom common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

hh) Description of Business

MFD was incorporated under the Business Corporations Act (Ontario) ("OBCA") on November 15, 1991. MFD's head office, principal address and registered and records office is located at 550 Alden Road, suite 207, Markham, Ontario, L3R 6A8. MFD is a technology driven organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides analytics, customer acquisition strategies, digital marketing, direct mail, flyer distribution management, and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary, sophisticated software applications (MFD's IP) to provide fully customized marketing solutions to retail customers in a wide range of industries. MFD's financial year ends on December 31.

ii) Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward- looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the datespecified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company’s ability to predict or control. Please also make reference to those risk factors referenced in the “*Risk Factors*” section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to beincorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

jj) Financial and Operating Highlights

Basis of Presentation

The following discussion and analysis of the Company’s financial condition as at December 31, 2020 should be read in conjunction with the Company’s audited financial statements contained in this prospectus. These financial statements were prepared in accordance with International Financial Reporting Standards (“IFRS”). All figures are expressed in Canadian dollars unless otherwise indicated.

See “Risk Factors” for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial conditions, cash flows and operating results.

Operating Segment(s)
The Company's operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Critical Accounting Estimates

The preparation of these financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include:

- Provision for clients' bad debt – Management exercises judgement to determine whether accounts receivable are in good standing and closely follow remittances.
- Impairment of assets – Management exercises judgement to determine whether indicators of impairment exist, and if so, management must estimate the timing and amount of future cash flows from sales.

While management made estimates and assumptions, actual results may differ materially from those estimates.

Changes in Accounting Policies

There were no changes in accounting policies during the year.

Corporate

MFD is a technology driven direct marketing organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides retail analytics, digital marketing, In-Home Advertising (direct mail and flyer distribution management), and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries.

The Company was sold to Ciscom Corp. on September 1, 2021.

kk) Trends and Economic Conditions

Management regularly monitors economic conditions and estimates, their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management'sgoing concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Interest rate fluctuations;
- Availability of suitable business for acquisition
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines.
- Availability of government supplies, such as food, water and electricity.
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is notaware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

ll) Outlook

The Company intends to continue exploring acquisition opportunities that have the potential to be suitable to Ciscom's objectives. In addition, management will review project submissions, and conduct independent research, for opportunities in such jurisdictions and businesses as it may consider prospective.

There is no assurance that capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

mm) Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company as at December31, 2020.

Year ended December 31, 2020	**MFD (audited)**
Revenue	$6,143,857
Cost of revenue and Operating expenses	$5,619,118
Net income before income taxes	$524,739
Current income taxes	$110,496
Net Income Loss	$414,243

Net Income (loss) per share – basic and diluted	$41.42
Total assets on December 31, 2020	$3,862,008
Distributions or dividends	$640,000

nn) Off-Balance Sheet Arrangements

As at December 31, 2020, the Company 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 the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

oo) Proposed Transactions

On August 29, 2020, Ciscom Corp. entered into a Share Purchase Agreement with MFD and its shareholders for the acquisition of the 100% of the shares of MFD. The transaction closing date has been extended in order for the Company to complete a financing. The transaction closed on September 1, 2021. The MFD acquisition was satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued at $0.25 per share.

(i) Paul Gaynor, founder of MFD, will remain President of MFD;

(ii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid and Michel Pepin will become directors of MFD;

(iii) Paul Gaynor will become a director of the Company; and,

(iv) MFD will become a fully owned subsidiary of the Company.

i) Financial Highlights

For the year ended on December 31, 2020.

Revenues

MFD had revenues of $6,143,857 in 2020 compared to revenues of $9,773,180 in 2019. A decreased of $3,629,323 or 37% year-over-year. The decrease in revenues is 100% attributable to COVID-19 as closures, limitations on access and lockdowns have greatly impacted retailers worldwide. As such advertising and marketing budgets were reduced, thus affecting MFD revenue. MFD retained all of its clients and has virtually no current bad debt. Of note, 80% (70% in 2019) of MFD's revenues are from 'essential' providers/retailers which enabled MFD to maintain a respectable level of revenues. Retailers use the services of MFD to create foot traffic. As stores are closed and faced severe restrictions due to the pandemic, volumes decreased.

The pandemic is lasting for a longer period than everyone had anticipated and has affected 2021 results

MFD only operates in one sector which is marketing and advertising for retailers. Starting in March In 2020 and through 2020, the retail industry was greatly impacted by Covid-19 with closures and in-store restrictions limiting customers access. These factors negatively impacted MFD client base where spend for programs delivered by MFD were cut. The trend continues in 2021.

Expenses

MFD was able to significantly reduce its expenses during the year as a function of additional automation and reduced volumes. Total expenses were $5,574,638 in 2020 versus $9,033,507 in 2019, a reduction of $3,458,869 or 38.3% year-over-year. The impressive reduction in total expenses is in line with the decrease in revenue related to the pandemic, and MFD financial agility.

- Cost of sales were $4,715,596 for 2020 versus $7,839,842 in 2019, a reduction of $3,123,246 or 40% year-over-year. The decrease was related to reduced volumes and additional automation/technology. MFD was able to reduce its cost of sales at a faster rate than the reduction in revenue for the year.
- Gross profit was $1,428,261 in 2020 versus $1,934,338 in 2019, a decrease of $506,077 or 26% year-over-year.
- Gross margin increased in 2020 to 23% from 20% in 2019 as a function of cost of sales reduction and revenue mix.
- Operating expenses were $903,522 in 2020 versus $1,239,546 in 2019, a reduction of $335,994 or 28%.
- Employees were not laid-off or furloughed as MFD's operations and activities continued, and at the onset of the COVID-19 pandemic, MFD decided to keep its staff on a full-time basis and at full pay, even if further contingent reductions were possible. There were two permanent terminations during the year related to advancement in technology. MFD received a total of $249,380 in government assistance through the wage subsidy program.
- No cost saving measure or restructure were implemented in 2020 due to the Covid-19 negative impact on sales.
- Further negative impact due to Covid-19 may entail cost cutting measures namely staff reduction and pay cuts which are the principal fixed costs in MFD.

Interests and Amortization

MFD amortization was $44,480 for 2020 versus $44,881 for 2019, a decrease of $401. The main item in being amortized is the Right-of-use assets related to the office lease ($42,579 in 2020 and $42,578 in 2019).

Income taxes

As a function of its profitable operations, MFD has income taxes expense of $110,496 in 2020 versus $86,415 in 2019.

Net Income

MFD closed 2020 with a Net Income of $414,243 versus $608,377 in 2019, a decrease of $194,134 or 32%. Considering the challenges that 2020 has brought to the retail industry and its suppliers, MFD performed well through this economic challenge.

Quarterly results

Revenue: The table below compares revenue and gross profit for 2020 to 2019 on a quarterly basis. MFD was impacted by COVID-19 starting in March 2020 and the impact continued through Q2, Q3 andQ4 – the most severely impacted quarters being Q3 and Q4 where revenue respectively fell 16% and 21% in 2020 versus the prior year. COVID-19 affected revenue where clients postponed and cancelled. The revenue decrease was due to clients reducing and stopping their campaigns in light of store closures and restriction which affected stores' operations.

Quarterly gross margins went up as a function of the product mix where and clients' activities where print production proportion of revenue increased from 28% to 32% of revenue which alleviated part of the revenue decrease.

In $000	**2020**				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Sales	1,514	923	851	2,856	6,144
Cost of sales	1,134	725	660	2,197	4,716
Gross profit	380	198	191	659	1,428
Gross margin	25.1%	21.5%	22.4%	23.1%	23.2%
	2019				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Sales	2,005	2,582	1,525	3,661	9,773
Cost of sales	1,556	2,119	1,192	3,006	7,873
Gross profit	449	463	333	655	1,900
Gross margin	22.4%	17.9%	21.8%	17.9%	19.4%
	2020 versus 2019				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Sales	-491	-1,659	-674	-805	-3,629
Cost of sales	-422	-1,394	-532	-809	-3,157
Gross profit	-69	-265	-142	4	-472
Gross margin	14.1%	16.0%	21.1%	-0.5%	13.0%
Sales	-24.5%	-64.3%	-44.2%	-22.0%	-37.1%
Cost of sales	-27.1%	-65.8%	-44.6%	-26.9%	-40.1%
Gross profit	-15.4%	-57.2%	-42.6%	0.6%	-24.8%

Expenses: The table below compares expenses for 2020 to 2019 on a quarterly basis.

Quarterly expenses for 2020 versus 20219 only fluctuated by 3% year-over-year. The reduction was marketing and travel expenses in 2020 following the onset of COVID-19. In light of the wage subsidy program (CEWS), the management of the company decided to not implement staff reduction and kept full employment to all. The company received $270k in wage subsidy in 2020.

In $000	**2020**				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Compensation	219	218	218	228	883
Other SG&A	42	27	36	46	151
Sub-total	261	245	254	274	1,034
Wage subsidy	0	-114	-93	-63	-270
Rent subsidy	0	0	0	-4	-4
Net expenses	**261**	**131**	**161**	**207**	**760**

	2019				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Compensation	219	214	203	243	879
Other SG&A	38	55	36	61	190
Sub-total	257	269	239	304	1,069
Wage subsidy	0	-114	0	0	-114
Rent subsidy	0	0	0	0	0
Net expenses	257	155	239	304	955

	2020 versus 2019				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Compensation	0	4	15	-15	4
Other SG&A	4	-28	0	-15	-39
Total	4	-24	15	-30	-35
Compensation	0.0%	1.9%	7.4%	-6.2%	0.5%
Other SG&A	10.5%	-50.9%	0.0%	-24.6%	-20.5%
Total	1.6%	-8.9%	6.3%	-9.9%	-3.3%

Liquidity

As at December 31, 2020, MFD had $1,698,170 in cash (2019: $1,920,335) and no investment(s). MFD had a positive working capital of $1,113,331 (2019: $1,319,750) and a quick ratio of 1.41 (2019: 1.54). MFD does not have any bank indebtedness.

During 2020, MFD declared a dividend in the amount of $640,000 to its shareholders. The amount was unpaid as at December 31, 2020 and presented in current liabilities.

Management was not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

In 2021, MFD incurred operating losses of $143k which put pressure on liquidity. As such, the selling shareholders of MFD agreed to lend MFD up to $300,000 as a debenture to sustain working capital/operations. As at December 31, 2021 and June 30, 2022, the loan amount was $150,000. The debenture was converted to Ciscom Shares on September 29, 2022.

Capital Resources
Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at year-end for both the Company and MFD.

Fixed Assets and Right-of-Use Assets
Over the years, MFD has invested heavily in the development of its proprietary software and IP. As MFD used internal resources to perform the development, criteria for capitalization under IFRS were not met, and as such, investments were expensed yearly and not capitalized. Consequently, MFD's fixed asset are low and closed at $6,634 in 2020 and $8,030 in 2019.

MFD's only Right-of-Use Asset is related to its office lease. As the office lease that was expiring on December 31, 2020 was renewed for 15 months in November 2020, MFD capitalized $39,591 for its future lease ($42,579 in 2019).

j) Liquidity and Capital Resources

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

As of December 31, 2020, and to the date of this MD&A, the cash resources of the Company are held with a Canadian Schedule 1 chartered bank.

k) Prospective Acquisitions

The Company is not in discussions with any other organizations regarding potential acquisition(s).

l) Capital Disclosure and Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and,
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, assuming debt, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and its Board of Directors on an ongoing basis. The Company's ability to continue operations.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its on-going activities. The Company's capital management objectives, policies and processes have remained unchanged for the period ended December 31, 2020. The Company is not yet subject to any capital requirements imposed by a lending institution or regulatory body and has adequate working capital or financial resources to maintain operations and cover general and administrative expenses for the foreseeable future.

m) Financial Instrument and Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directorsapproves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) 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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

(c) Market risk:

The Company is exposed to price risk with respect to equity prices, interest rate variations and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity pricesor general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favorable market related interest rates.

n) Major Shareholders and Related Party Disclosures

Major shareholders

To the knowledge of the directors and senior officers of the Company, as at December 31, 2020, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below:

Name	Number of common shares	Percentage of outstanding and issued Common Shares
Whittaker Inc.	8,816	88.16%
Paul Gaynor	1,184	11.84%
Total MFD Shares Issued	10,000	100.00%

None of the Company's shareholders have different voting rights than other holders of the Company's common shares.

o) Related party disclosures

Related parties include the members of the Board of Directors, officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

- Aside from the payment of dividends described in the financial statements, there were no related party transaction(s) to report.

p) Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

q) Government Regulations, Permitting and Taxation

The Company's operations are subject to standard government taxation under the Excise Tax Act of Canada. No abnormal taxation or regulation is expected.

r) Health, Safety and Community Relations

The Company's operations through various acquisitions may be subject to various health and safety laws and regulations that impose various dutieson the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. The company will be careful to weigh acquisitions opportunities within these categories carefully. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company would, if necessary, comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities.

s) Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the effortsof key management and other key personnel. Although a mandate of the company wand of an acquired business will be for former management to remain on for at least 2 years following the acquisition. Premature Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient numberof key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

t) Competitive Industry Environment

The Company's industry is competitive. While a number of competitors are in the market, the cost of entry is now higher as specialized software is required for targeting client's the right audience. The ability to continue to deliver services using technology and at a competitive price is essential.

u) Global Financial Conditions

These conditions do not the Company's operations.

v) Covid-19 Risks

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn and supply chain issues have caused significant disruption to business activities and economies. The depth, breadth andduration of these disruptions remain uncertain die new variants. It is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

w) Strategic & Operational Risks

The ongoing COVID-19 pandemic has changed consumer habits whereas they now consume more online and retailers have repurposed advertising spend to digital media. The Company has adapted and developed a digital offering to remain a supplier of choice.

x) Subsequent Events

Acquisition:

On August 29, 2020, Ciscom Corp. entered into a share purchase agreement with MFD and its shareholders for 100% of its issued and outstanding shares (all categories). The transaction is expected to complete by way of a debt financing and share issuance.

(i) The acquisition of MFD was to close on October 30, 2020. The closing date was extended and took place at the end of the business day on August 31, 2021 (effective September 1, 2021).

(ii) Paul Gaynor, founder of MFD, will remain President of MFD;

(iii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid and Michel Pepin will become directors of MFD;

(iv) Paul Gaynor will become a director of Ciscom Corp.; and,

(v) MFD will become a fully owned subsidiary of the Company.

Financing:

As part of the MFD acquisition, the Company secured a line of credit on September 1, 2021 with a Canadian Schedule 1 chartered bank to establish a credit facility of $250,000.

Market Focus Direct Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2021 to AUGUST 31, 2021

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operations of Market Focus Direct Inc. (the "**Company**" or "**MFD**") constitutes management's review of the factors that affected the Company's financial and operating performance from January 1, 2021 to August 31, 2021. This MD&A was written to comply with the requirements of NI 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company and the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of August 31, 2021 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Ciscom common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

a) Description of Business

MFD was incorporated under the Business Corporations Act (Ontario) ("OBCA") on November 15, 1991. MFD's head office, principal address and registered and records office is located at 550 Alden Road, suite 207, Markham, Ontario, L3R 6A8. MFD is a technology driven organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides analytics, customer acquisition strategies, digital marketing, direct mail, flyer distribution management, and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary, sophisticated software applications (MFD's IP) to provide fully customized marketing solutions to retail customers in a wide range of industries. MFD's financial year ends on December 31. Results are presented to August 31, 2021 as the company was acquired by Ciscom Corp. at the end of the business day on August 31, 2021 and MFD results are consolidated in the Ciscom financial statements from September 1, 2021 forward.

b) Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward- looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the datespecified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "*Risk Factors*" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to beincorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

c) Financial and Operating Highlights

Basis of Presentation

The following discussion and analysis of the Company's financial condition as at August 31, 2021 should be read in conjunction with the Company's audited financial statements contained in this prospectus. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

See "Risk Factors" for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial conditions, cash flows and operating results.

Operating Segment(s)
The Company's operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Critical Accounting Estimates

The preparation of these financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include:

- Provision for clients' bad debt – Management exercises judgement to determine whether accounts receivable are in good standing and closely follow remittances.
- Impairment of assets – Management exercises judgement to determine whether indicators of impairment exist, and if so, management must estimate the timing and amount of future cash flows from sales.

While management made estimates and assumptions, actual results may differ materially from those estimates.

Changes in Accounting Policies

There were no changes in accounting policies during the year.

Corporate

MFD is a technology driven direct marketing organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides retail analytics, digital marketing, In-Home Advertising (direct mail and flyer distribution management), and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries.

The Company was sold to Ciscom Corp. at the end of business day on August 31, 2021 (effective September 1, 2021).

d) Trends and Economic Conditions

Management regularly monitors economic conditions and estimates, their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management'sgoing concern assumption. Management cannot accurately predict the future impact

COVID-19 may have on:

- Interest rate fluctuations;
- Availability of suitable business for acquisition
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines.
- Availability of government supplies, such as food, water and electricity.
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is notaware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

e) Outlook

The Company intends to continue exploring acquisition opportunities that have the potential to be suitable to Ciscom's objectives. In addition, management will review project submissions, and conduct independent research, for opportunities in such jurisdictions and businesses as it may consider prospective.

There is no assurance that capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

f) Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company as at August 31, 2021.

Period ended August 31, 2021	**MFD (audited)**
Revenue	$1,648,336
Government grants	$40,000
Cost of revenue and Operating expenses	$1,762,729
Depreciation, amortization and interest	$22,857
Net income (loss) before income taxes	($97,250)
Current income taxes	($16,235)

Net Income (Loss)	($81,015)
Net Income (Loss) per share – basic and diluted	($8.10)
Total assets on August 31, 2021	$743,161
Distributions or dividends	$1,159,486

g) *Off-Balance Sheet Arrangements*

As at August 31, 2021, the Company 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 the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

h) *Proposed Transactions*

On August 29, 2020, Ciscom Corp. entered into a Share Purchase Agreement with MFD and its shareholders for the acquisition of the 100% of the shares of MFD. The transaction closing date has been extended in order for the Company to complete a financing. The transaction closed at the end of the business day on August 31, 2021 (effective September 1, 2021). The MFD acquisition was satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued at $0.25 per share.

(i) Paul Gaynor, founder of MFD, will remain President of MFD;

(ii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid and Michel Pepin will become directors of MFD;

(iii) Paul Gaynor will become a director of the Company; and,

(iv) MFD will become a fully owned subsidiary of the Company.

i) *Financial Highlights*

For the period ended on August 31, 2021.

Revenues

MFD had revenues of $1,648,336 for the eight-month period ended August 31, 2021 compared to revenues of $2,810,270 for the same period in 2020 ($6,143,857 for the full year in 2020). A decreased of $1,161,934 or 41% year-over-year. The decrease in revenues is attributable to COVID-19 as closures, limitations on access and lockdowns have greatly impacted retailers worldwide. As such advertising and marketing budgets were reduced, thus affecting MFD revenue. MFD's service offering did not include a digital offering in 2021 where a number of retailers moved the advertising dollars in 2021 due to COVID-19 restrictions on retail operations.

MFD only operates in one sector which is marketing and advertising for retailers. Starting in March In 2020, the retail industry was greatly impacted by COVID-19 with closures and in-store restrictions limiting customers access. These factors negatively impacted MFD client base where spend for programs delivered by MFD were cut. And moved to digital offering the MFD did not have at the time. Starting in Q1 2022, MFD has developed a digital offering.

Expenses

MFD was able to reduce its expenses during the period as a function of additional automation and reduced volumes. The reduction in total expenses is in line with the decrease in revenue and MFD financial agility.

- Cost of sales were $1,324,292 for the eight-month period ended August 31, 2021 versus $2,142,255 for the same period in 2020 ($4,715,596 for 2020 full year) a reduction of $817,963 or 38% year-over-year. The decrease was related to reduced volumes and additional automation/technology. MFD was able to reduce its cost of sales in light of the reduction in revenue for the year.
- Gross profit was $324,043 for the eight-month period ended August 31, 2021 versus $668,015 for the same period in 2020 ($1,428,261 for 2020 full year), a decrease of $343,972 or 51% year-over-year.
- Gross margins were 20% for the eight-month period ended August 31, 2021 versus 24% for the same period in 2020. The reduction is related to fixed costs as part of the cost of sales and reduced activities of higher margin accounts.
- Operating expenses were $400,123 for the eight-month period ended August 31, 2021 versus $485,021 for the same period in 2020 ($859,042 for 2020 full year), a reduction of $84,898 or 17.5%. The increased subsidies of the federal government accounted for $56,983 of the $84,898 reduction. Actual expense reduction was $28,006 mainly related to compensation.
- Employees were not laid-off or furloughed as MFD's operations and activities continued, and at the onset of the COVID-19 pandemic, MFD decided to keep its staff on a full-time basis and at full pay, even if further contingent reductions were possible. MFD received a total of $227,595 in government assistance through the wage subsidy program for the eight-month period ended August 31, 2021 versus $189,390 for the same period in 2020.
- No material cost saving measure or restructure were implemented in 2021 due to the COVID-19 negative impact on sales.
- In the fall of 2021, the company developed an action plan to increase revenue and reduce expenses.
- In other to manage liquidity, MFD developed an action plan in the fall of 2021 to increase revenue and reduce expenses. The action plan includes:
    - The termination of the current sale force;
    - Employ industry recognized sales executives;
    - Redesign client-oriented sales/marketing documents;
    - Enhance current services and deploy new services, including digital, Omni and Intent;
    - Reduce the number of employees by 3;
    - Move 2 employees to jobs sharing (part-time);
    - Reduce salary level.

Interests and Amortization

MFD amortization was $22,108 for the eight-month period ended August 31, 2021 versus $29,541 ($44,880 for 2020 full year) , a decrease of $7,433. The main item in being amortized is the Right-of-use assets related to the office lease ($21,116 for the eight-month period ended August 31, 2021 versus $28,386 for the same period in in 2020 ($42,579 for the full year in 2020).

Income taxes

As a function of its loss for the for the eight-month period ended August 31, 2021, MFD has income taxes receivable of $16,235 on August 31m 2021 versus taxes payable of $110,496 at December 31, 2020.

Net Income

For the for the eight-month period ended August 31, 2021, MFD had a net loss of $81,015 versus a net income of $414,243 for the full year of 2020. MFD is diligently working on its action plan, has reduced expenses and has now acquired additional clients and revenue. The selling process typically takes 3 to 6 months for efforts to convert in client revenue.

Quarterly results

Revenue: The table below compares revenue and gross profit for the eight-month period ended August 31 2021 and 2020 on a quarterly basis. In 2021, MFD continued to be impacted by COVID-19 starting and its service offering not including digital where a number of clients have directed funds. Management has not been able to quantify the proportion of revenue decrease related to COVID-19 versus the digital migration. Quarterly gross margins were reduced by 4% as a function of fixed costs part of cost of sales and higher margin accounts reducing the activities.

In $000	**2021 (8 months ended August 31)**			
	Q1	**Q2**	**July & August**	**Total**
Sales	765	549	334	1,648
Cost of sales	587	451	286	1,324
Gross profit	178	98	48	324
Gross margin	23.3%	17.9%	14.4%	19.7%

	2020 (8 months ended August 31)			
	Q1	**Q2**	**July & August**	**Total**
Sales	1,515	923	372	2,810
Cost of sales	1,135	725	282	2,142
Gross profit	380	198	90	668
Gross margin	25.1%	21.5%	24.2%	23.8%

	2021 versus 2020			
	Q1	**Q2**	**July & August**	**Total**
Sales	-750	-374	-38	-1,162
Cost of sales	-548	-274	4	-818
Gross profit	-202	-100	-42	-344
Gross margin	26.9%	26.7%	110.5%	29.6%
Sales	-49.5%	-40.5%	-10.2%	-41.4%
Cost of sales	-48.3%	-37.8%	1.4%	-38.2%
Gross profit	-53.2%	-50.5%	-46.7%	-51.5%

Expenses: The table below compares expenses for the eight-month periods ended August 31, 2021 and 2020 on a quarterly basis.

Quarterly expenses for 2021 versus 2020 were reduced 4% year-over-year. The reduction was compensation (gross) where the expense decreased by $32k or 5.5%. In addition, MFD qualified from additional benefits from the wage subsidy program (CEWS) and rent subsidy program. For the eight-month period ended August 31, 2021 and 2020, the company received respectively received $247k and $189k.

In $000	2021 (8 months ended August 31)			
	Q1	**Q2**	**July & August**	**Total**
Compensation	221	199	128	548
Other SG&A	30	42	27	99
Sub-total	251	241	155	647
Wage subsidy	-51	-114	-63	-228
Rent subsidy	-3	-8	-8	-19
Net expenses	**197**	**119**	**84**	**400**

	2020 (8 months ended August 31)			
	Q1	**Q2**	**July & August**	**Total**
Compensation	219	219	142	580
Other SG&A	42	26	26	94
Sub-total	261	245	168	674
Wage subsidy	0	-113	-76	-189
Rent subsidy	0	0	0	0
Net expenses	261	132	92	485

	2021 versus 2020			
	Q1	**Q2**	**Q4**	**Total**
Compensation	2	-20	-14	-32
Other SG&A	-12	16	1	5
Total	-10	-4	-13	-27
Compensation	0.9%	-9.1%	-9.9%	-5.5%
Other SG&A	-28.6%	61.5%	3.8%	5.3%
Total	-3.8%	-1.6%	-7.7%	-4.0%

Liquidity

As at August 31, 2021, MFD had $358,362 in cash (December 31, 2020: $1,698,170) and no investment(s). MFD had a negative working capital of $56,652 (December 31, 2020: $1,113,331) and a quick ratio of 0.93 (December 31, 2020: 1.41). MFD does not have any bank indebtedness.

During 2021, MFD declared a dividend in the amount of $1,159,486 to its shareholders. An amount of $359,486 was unpaid as at August 31, 2021 and presented in current liabilities.

MFD's revenue are aligned to retail activities where a significant portion of the yearly sales occur from September to December each year. As such, the comparison of August to the December year-end is not truly representative of the situation. Additionally, MFD declared dividends of $1,159,486 in 2021 to pay out all retained earning to its shareholders before its acquisition by Ciscom Corp. – such large dividends would not have been paid had MFD not been acquired.

For the full year 2021, MFD incurred operating losses of $143k which put pressure on liquidity. As such, the selling shareholders of MFD agreed to lend MFD up to $300,000 to sustain working capital/operations. As at December 31, 2021, June 30, 2022 and July 31, 2022, the loan amount was $150,000. As at July 31, 2022, MFD had $196,408 in its bank accounts and no bank indebtedness.

The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support its operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

Capital Resources
Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at year-end for MFD.

MFD's only on-going financial commitment is its office lease at a cost of $2,267 per moth ($27,204 annually) inclusive of both base rent and landlord operating costs. The lease ends on March 31, 2023.

Fixed Assets and Right-of-Use Assets
Over the years, MFD has invested heavily in the development of its proprietary software and IP. As MFD used internal resources to perform the development, criteria for capitalization under IFRS were not met, and as such, investments were expensed yearly and not capitalized. Consequently, MFD's fixed asset are low and closed at $5,642 on August 31, 2021 and $6,634 on December 31, 2020.

MFD's only Right-of-Use Asset is related to its office lease. As the office lease that was expiring on December 31, 2020 was renewed for 15 months in November 2020, MFD capitalized $39,591 for its future lease ($42,579 in 2019). On August 31, 2021 the Right-of-Use asset is $18,475 versus $39,591 on December 31, 2020 and the related lease liabilities were respectively $18,902 and $39,591.

j) Liquidity and Capital Resources

While MFD is experiencing temporary losses due to the reduction in revenue which are currently putting pressure on liquidities, management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. Save for its office lease, MFD has no capital commitment and no material capital expenditure are expected in the near future.

The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, MFD's parent company may procure debt financing from time to time to fund its operations.

As of August 31, 2021 and December 31, 2020, and to the date of this MD&A, the cash resources of the Company are held with a Canadian Schedule 1 chartered bank(s).

k) Prospective Acquisitions

The Company is not in discussions with any other organizations regarding potential acquisition(s).

l) Capital Disclosure and Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and,
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, assuming debt, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and its Board of Directors on an ongoing basis. The Company's ability to continue operations.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its on-going activities. The Company's capital management objectives, policies and processes have remained unchanged for the period ended December 31, 2020. The Company is not yet subject to any capital requirements imposed by a lending institution or regulatory body and has adequate working capital or financial resources to maintain operations and cover general and administrative expenses for the foreseeable future.

m) Financial Instrument and Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directorsapproves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) 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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

(c) Market risk:

The Company is exposed to price risk with respect to equity prices, interest rate variations and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity pricesor general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favorable market related interest rates.

n) Major Shareholders and Related Party Disclosures

Major shareholders

To the knowledge of the directors and senior officers of the Company, as at August 31, 2020, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below:

<u>Pre-closing</u> of the acquisition at the end of the business day on August 31, 2021

Name	Number of common shares	Percentage of outstanding and issued Common Shares
Whittaker Inc.	8,816	88.16%
Paul Gaynor	1,184	11.84%
Total MFD Shares Issued	10,000	100.00%

None of the Company's shareholders have different voting rights than other holders of the Company's common shares.

Post-closing of the acquisition at the end of the business day on August 31, 2021

Name	Number of common shares	Percentage of outstanding and issued Common Shares
Ciscom Corp.	10,000	100.00%
Total MFD Shares Issued	10,000	100.00%

o) Related party disclosures

Related parties include the members of the Board of Directors, officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

- Aside from the payment of dividends described in the financial statements, there were no related party transaction(s) to report.

p) Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

q) Government Regulations, Permitting and Taxation

The Company's operations are subject to standard government taxation under the Excise Tax Act of Canada. No abnormal taxation or regulation is expected.

r) Health, Safety and Community Relations

The Company's operations through various acquisitions may be subject to various health and safety laws and regulations that impose various dutieson the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. The company will be careful to weigh acquisitions opportunities within these categories carefully. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company would, if necessary, comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities.

s) Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the effortsof key management and other key personnel. Although a mandate of the company wand of an acquired business will be for former management to remain on for at least 2 years following the acquisition. Premature Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract enough key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

t) Competitive Industry Environment

The Company's industry is competitive. While a number of competitors are in the market, the cost of entry is now higher as specialized software is required for targeting client's the right audience. The ability to continue to deliver services using technology and at a competitive price is essential.

u) Global Financial Conditions

These conditions do not the Company's operations.

v) Covid-19 Risks

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn and supply chain issues have caused significant disruption to business activities and economies. The depth, breadth andduration of these disruptions remain uncertain die new variants. It is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

w) Strategic & Operational Risks

The ongoing COVID-19 pandemic has changed consumer habits whereas they now consume more online and retailers have repurposed advertising spend to digital media. The Company has adapted and developed a digital offering to remain a supplier of choice.

x) Subsequent Events

Acquisition:

On August 29, 2020, Ciscom Corp. entered into a share purchase agreement with MFD and its shareholders for 100% of its issued and outstanding shares (all categories). The transaction is expected to complete by way of a debt financing and share issuance.

(i) The acquisition of MFD was to close on October 30, 2020. The closing date was extended and took place at the end of the business day on August 31, 2021 (effective September 1, 2021).

(ii) Paul Gaynor, founder of MFD, will remain President of MFD;

(iii) Paul Gaynor will resign as the sole director and officer of MFD, and Drew Reid and Michel Pepin will become directors of MFD;

(iv) Paul Gaynor will become a director of Ciscom Corp.; and,

(v) MFD will become a fully owned subsidiary of the Company.

Financing:

As part of the MFD acquisition, the Company secured a line of credit on September 1, 2021 with a Canadian Schedule 1 chartered bank to establish a credit facility of $250,000.

Ciscom Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2021 to DECEMBER 31, 2021

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("**MD&A**") of the consolidated financial condition and results of the operations of Ciscom Corp. (the "**Company**" or "**Ciscom**") and it's wholly owned subsidiary Market Focus Direct Inc. ("**MFD**") constitutes management's review of the factors that affected the Company's financial and operating performance from January 1, 2021 to December 31, 2021. This MD&A was written to comply with the requirements of NI 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company and the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's and MFD's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of December 31, 2021 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Ciscom common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

a) Description of Business

The Company was incorporated under the *Business Corporations Act* (Ontario) ("OBCA") on June 29, 2020. The Company's head office, principal address and registered and records office is located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquires and manages businesses in the technology and communications industry. The Company's financial year ends on December 31.

MFD was incorporated under the Business Corporations Act (Ontario) ("OBCA") on November 15, 1991. MFD's head office, principal address and registered and records office is located at 550 Alden Road, suite 207, Markham, Ontario, L3R 6A8. MFD is a technology driven organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides analytics, customer acquisition strategies, digital marketing, direct mail, flyer distribution management, and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary, sophisticated software applications

(MFD's IP) to provide fully customized marketing solutions to retail customers in a wide range of industries. MFD's financial year ends on December 31.

b) *Cautionary Note Regarding Forward-Looking Information*

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward- looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the datespecified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "*Risk Factors*" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to beincorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

c) *Financial and Operating Highlights*

Basis of Presentation

The following discussion and analysis of the Company's financial condition as at December 31, 2021 should be read in conjunction with the Company's consolidated audited financial statements contained in this prospectus. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

See "Risk Factors" for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial conditions, cash flows and operating results.

Ciscom's principal business is investing in or acquiring operating companies in the ICT sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The Company defines itself as an enabling business accelerator.

The Company targets companies in such areas as:
1. Companies in the ICT sector; and
2. Companies using technology as a way to process data, incorporate external databases, documents and information to deliver the products and services.

In addition to its investment and acquisition activities, the Company's business mandate includes the negotiating strategic joint ventures and the identification of the implementation of synergies through shared services.

Operating Segment(s)
As the Company's only has one subsidiary (MFD) at year end the operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Critical Accounting Estimates

The preparation of these financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include:
- Provision for clients' bad debt – Management exercises judgement to determine whether accounts receivable are in good standing and closely follow remittances.
- Impairment of assets – Management exercises judgement to determine whether indicators of impairment exist, and if so, management must estimate the timing and amount of future cash flows from sales.

Management made estimates and assumptions, actual results may differ materially from those estimates.

Changes in Accounting Policies

There were no changes in accounting policies during the year.

<u>Corporate</u>

On June 29, 2020, the Company was incorporated under the Ontario Business Corporation Act, and authorized to issue an unlimited number of shares of the following classes:

a. Common shares;
b. Class A preferred shares; and,
c. Class B Preferred shares.

As of December 31, 2021, the Company has issued a total of 40,254,979 Ciscom Shares for a total consideration of $4,038,012. CBLT Inc. exercised its Option to purchase 4,965,116 Ciscom Shares in its entirety on February 28th, 2021. The Company has reserved a rolling 10% of its issued and outstanding Common Shares for its Executive Stock Option Plan. A total of 2,720,000 Ciscom Options have been issued as of December 31, 2021. Each option consists of one Common Share exercisable per share up to May 31, 2026. A total of 2,225,000 Ciscom Options are exercisable at $0.10 and a total of 495,000 are exercisable at $0.25.

On close of business on August 31, 2021 (effective September 1, 2021), the Company completed a Share Purchase Agreement ("SPA") transaction with Market Focus Direct Inc. for the purchase price of $3,500,000 for 100% of all issued shares. The purchase price is being satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued shares at a price value of $0.25 per share. The Company issued 10,000,000 Ciscom Shares on closing to the selling shareholders of MFD.

(i) Paul Gaynor, founder of MFD, is the President of MFD;

(ii) Paul Gaynor resigned as the sole director and officer of MFD, and Drew Reid and Michel Pepin became directors of MFD;

(iii) Paul Gaynor became a director of the Company; and,

(iv) MFD became a wholly owned subsidiary of the Company.

(v) MFD is a technology driven direct marketing organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides retail analytics, digital marketing, In-Home Advertising (direct mail and flyer distribution management), and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries.

d) Trends and Economic Conditions

Management regularly monitors economic conditions and estimates, their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management'sgoing concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Interest rate fluctuations;
- Availability of suitable business for acquisition
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines.
- Availability of government supplies, such as food, water and electricity.
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

COVID-19 impact disclosure

While COVID-19 has impacted businesses at large, including MFD, other businesses have fared well during the pandemic. The business of the Company is to buy and manage portfolio companies operating in the ICT sector.
Ciscom is looking at acquiring and managing companies at a time where businesses have already experienced reduced revenue on the heels of COVID-19 affecting us all since March 2020. This favours Ciscom from an acquisition standpoint as targets are coming to market with reduced expectations (lower acquisition price points) while they are still nicely profitable. Companies have had to reorganize operations, costs and management to accommodate the new environment.

Many owners and operators have had a wake-up call of their own longevity and financial security due to COVID-19 and find themselves far more interested in selling their business into a public company. Typically, transactions for smaller entities are straight cash with an earn-out based on performance. The Ciscom model transaction provides the sellers the exit they are looking for at a fair (yet lower) price in a combination of cash and shares. They receive a portion of the proceeds in cash and the balance in shares of a publicly traded company (proportions are tailored to each transaction). Consequently, the sellers will benefit from a second event (kicker) when they sell their stock in the public company at a far greater multiple they would have on a full cash deal, especially with results that are impacted by COVID.

As these companies rebound through and post COVID, the profitability of Ciscom and its subsidiaries will increase substantially. The underlying valuation of Ciscom will increase and drive shareholder value, open up the market and lead to more substantial and profitable acquisitions.

From a day-today operations standpoint, Ciscom itself has not been affected by the pandemic. As noted above, the pandemic could be financial beneficial in the long run for Ciscom's shareholders.

Ciscom continuously monitor the impact of COVID-19 and well keep report both positive and negative impacts along with corrective measures implemented to ensure the preservation of assets and created shareholders' return.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

e) *Outlook*

Once the Company has achieved its public company status and secured additional financing, it intends to explore acquisition opportunities that have the potential to be suitable to Ciscom's objectives. In addition, management will review project submissions, and conduct independent research, for opportunities in such jurisdictions and businesses as it may consider prospective.

There is no assurance that capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

f) *Selected Annual Financial Information*

The following is selected financial data derived from the consolidated audited financial statements of the Company as at December 31, 2021. The operations of MFD are consolidated starting September 1, 2021.

Year ended December 31, 2021	**Consolidated results (audited)**
Revenue	$1,132,076
Gross Profit	$190,651
Total Operating expenses	$691,603
Net Operating Loss	($500,952)
Amortization, Change in contingent consideration and Goodwill impairment	$1,556,485
Net Loss	($2,011,032)
Net loss per share – basic and diluted	($0.075)
Total assets on December 31, 2021	$4,622,493
Distributions or dividends	$Nil

g) Off-Balance Sheet Arrangements

As at December 31, 2021, the Company 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 the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

h) Financial Highlights

For the year ended on December 31, 2021, incorporating the operations of MFD starting September 1, 2021.

Revenues

The Company consolidated revenues were $1,132,076 (2020: $Nil). The results included the operation of MFD September to December 2021. The Covid-19 pandemic has negatively impacted MFD's revenue in 2020 and 2021. Reduced clients' spend and clients cancelling and postponing their campaign had the following negative impact.

MFD 2019 Revenue (12 months): $9,773,180
MFD 2020 Revenue (12 months): $6,143,857 reduction of $3,629,328 (37.1%)
MFD 2021 Revenue (12 months): $2,780,412 reduction of $3,363,445 (54.7%)
Cumulation revenue reduction 2021 over 2019: $6,992,768 (71.6%)

MFD had one client representing 40% to 45% of its yearly revenue in prior years that reduced its activities in 2020 and for the first 9 months of 2021 and then, subsequently cancelled all of its order for Q4 2021 which negatively affected MFD's revenue through 2021.

MFD only operates in one sector which is marketing and advertising for retailers. Starting in March 2020 and through 2020, the retail industry was greatly impacted by Covid-19 with closures and in-store restrictions limiting customers access. These factors negatively impacted MFD client base where spend for programs delivered by MFD were cut. The trend continued in 2021 and for the first half of 2022.

Gross Profit

The Company realized a gross profit of $190,651 which represents a gross margin of 17%. This represents a reduction when compared to 2020 and 2019 which were Respectively at 23% and 19.8%. The reduction in gross margin is related to reduced volumes/revenue and fix costs of revenue that must be maintained to deliver clients campaigns and increase distribution costs that were not passed on to clients at the time.

Expenses

The operating expenses for the Company for the year ended December 31, 2021 were $691,603. Expenses include $322,046 in professional fees (accounting/audit, legal and advisory) which are related to the Company's initiative of becoming public and its acquisition prospections. No cash compensation was paid to the Company's management and directors during the year. MFD was able to significantly reduce its expenses during the year as a function of additional automation and reduced volumes.

Interests, Amortization and Impairment

The Company borrowed $1,000,000 for the acquisition of MFD. The term loan is amortized over 60 months and principal payments are $16,667 per month. Interest rate was 2.45% during the year which is prime + 1.25%. Interest charges are calculated on the declining balances. Nil in 2020.

The Company amortization of $178,242 for the year (2020: $Nil) include fixed assets ($518), right-of-use assets ($10,557) and intangibles ($167,167) amortization. The right-of -use assets are related to the MFD office lease and the intangibles were a function of the MFD acquisition.

On closing of the MFD acquisition the Company recognized $1,653,243 in goodwill. Following the closing of the MFD acquisition, client orders were cancelled which has led to revised projections. As a prudent and conservative measure, the Company decided to write-off (impairment) 100% of the goodwill in the current year.

Fair value change in contingent consideration liability

As part of the MFD acquisition an Earn-Out in the amount of $275,000 could be earned and was booked as a liability on closing. In accordance with the revised projections, the Earn-Out is not foreseen to be payable and was 100% written-off in the year, which provided a gain in the Profit and Loss statement. The amount of $275,000 was calculated as part of MFD's business valuation report performed by a professional accredited firm.

Details of the Earn-Out are the following:

"Earn-Out: a performance earn-out payable to the Selling Shareholders up to $500,000 (five hundred thousand dollars) to be earned and paid in the following manner:

i. If the financial year 2022 Gross Profit of the Corporation is $1,500,000 (one million, five hundred thousand dollars) or more, a sum of $250,000 (two hundred and fifty thousand dollars) (the "F2022 Earn-Out"); and,
ii. If the financial year 2023 Gross Profit of the Corporation is $1,800,000 (one million, eight hundred thousand dollars) or more, a sum of $500,000 (five hundred thousand dollars) less the amount paid relative to the F2022 Earn-Out, (the "F2023 Earn-Out")."

At the end of 2021, as budgets for 2022 and projections for 2023 were set, it was determined that the Earn-Out 2022 Gross Profit threshold of $1,500,000 and the 2023 Gross Profit threshold of $1,800,000 were not going to be achieved. Budgeted Gross Profit for 2022 was $600,000 and projected Gross Profit for 2023 was $1,100,000 – both falling short of the respective thresholds. As such the contingency of $275,000 was written-off.

Income taxes

As at December 31, 2021, the Company and MFD were in loss positions and as such had no income taxes payable to record.

A differed tax credit of $44,333 was recorded in the Profit and Loss statement as a function of the MFD acquisition and its inherent intangible assets.

Net Income

The Company net loss for the year was $2,011,032. The operating loss was $500,952 and $1,510,080 of the loss was related to goodwill impairment and intangibles amortization. The operating loss includes significant expenses related to professional fees (audits and legal) expenses related to the Company's initiative to go public. The goodwill impairment of $1,653,243 was a one-time event.

The professional fees incurred were part of acquisition negotiations with MFD and 188Ont where Ciscom agreed to cover costs as part of the consideration. Once Ciscom has closed its second acquisition (188Ont), thus have created critical mass and generates positive cash flow, management will no longer offer to cover auditing and other professional fees to potential acquirees.

The following tables present quarterly information for Ciscom Corp. and Market Focus Direct Inc. The operations of MFD are consolidated into Ciscom's financial statements starting September 1, 2021.

Ciscom Corp.	**For the year ended December 31, 2021**				
Consolidated Statement of Loss and Comprehensive Loss	**Q1**	**Q2**	**Q3**	**Q4**	**Total (audited)**
Revenue	0	0	116,329	1,015,747	1,132,076
Cost of revenue	0	0	76,344	865,081	941,425
Gross profit	0	0	39,985	150,666	190,651
Expenses					
Professional fees	25,699	26,370	85,977	184,000	322,046
Salaries and wages	0	0	36,594	140,236	176,829
Stock based compensation	0	0	11,647	0	11,647
Finance costs	6,214	6,214	6,214	6,215	24,857
General administrative	2,055	10,052	56,799	87,318	156,224
Total expenses	**33,968**	**42,636**	**197,230**	**417,769**	**691,604**
Operating profit (loss)	**-33,968**	**-42,636**	**-157,245**	**-267,103**	**-500,952**
Depreciation and amortization of assets and RoU	0	0	2,769	8,306	11,075
Amortization of deferred grants	0	0	-518	-1,554	-2,072
Amortization of Intangibles	0	0	41,792	125,375	167,167
Fair value change in contigent consideration liability	0	0	0	-275,000	-275,000
Impairment of goodwill	0	0	0	1,653,243	1,653,243
Net loss before income taxes	**-33,968**	**-42,636**	**-201,288**	**-1,777,473**	**-2,055,365**
Income taxes	0	0	-11,083	-33,250	-44,333
Net loss and comprehensive loss	**-33,968**	**-42,636**	**-190,205**	**-1,744,224**	**-2,011,032**

Ciscom Corp.	For the year ended December 31, 2021				
Non-Consolidated Statement of Loss	**Q1**	**Q2**	**Q3**	**Q4**	**Total**
Professional fees	25,699	26,370	79,977	191,000	323,046
Stock based compensation	0	0	11,647	0	11,647
General administrative	2,055	10,052	19,906	43,529	75,542
Finance costs	6,214	6,214	6,214	6,215	24,857
Operating expenses	**33,968**	**42,636**	**117,744**	**240,744**	**435,092**
Amortization of Intangibles			41,792	125,375	167,167
Fair value change in contigent consideration liability				-275,000	-275,000
Impairment of goodwill				1,653,243	1,653,243
Net loss before income taxes	**33,968**	**42,636**	**159,535**	**1,744,362**	**1,980,502**
Deferred income taxes			-11,083	-33,250	-44,333
Net loss and comprehensive loss	**-33,968**	**-42,636**	**-148,452**	**-1,711,113**	**-1,936,169**

MFD results incorporated in Ciscom's audited December 31, 2021 financial statements:

Market Focus Direct Inc.	For the year ended December 31, 2021				
Non-Consolidated Statement of Loss	**Q1**	**Q2**	**Q3**	**Q4**	**Total**
Revenue			116,329	1,015,747	1,132,076
Cost of revenue			76,344	865,081	941,425
Gross profit	**0**	**0**	**39,985**	**150,666**	**190,651**
Expenses					
Professional fees			6,000	-7,000	-1,000
Salaries and wages			36,594	140,236	176,829
General administrative			36,893	43,789	80,682
Total expenses	**0**	**0**	**79,487**	**177,025**	**256,512**
Operating profit (loss)	**0**	**0**	**-39,502**	**-26,359**	**-65,860**
Depreciation and amortization			2,769	8,306	11,075
Amortization of deferred grants			-518	-1,554	-2,072
Net loss before income taxes	**0**	**0**	**-41,752**	**-33,111**	**-74,863**
Income taxes			0	0	0
Net loss and comprehensive loss	**0**	**0**	**-41,752**	**-33,111**	**-74,863**

The following table presents MFD's results for the 12-month period ended December 31, 2021 as a stand-alone entity:

Market Focus Direct Inc.

Non-Consolidated Statement of Loss

In $000	**For the year ended December 31, 2021**				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Revenue	765	549	450	1,016	2,780
Cost of Revenue	587	451	362	865	2,265
Gross profit	178	98	88	151	515
Expenses					
Salaries and wages	170	85	102	140	497
Government grants	-20	-20	0	0	-40
General administrative	40	66	62	37	205
Total expenses	**190**	**131**	**163**	**177**	**662**
Operating profit (loss)	**-12**	**-33**	**-76**	**-26**	**-147**
Depreciation and amortization	8	8	7	7	30
Amortization of deferred grants	-1	-1	-1	-1	-4
Net loss before income taxes	**-19**	**-40**	**-82**	**-32**	**-173**
Income taxes			-16	0	-16
Net loss and comprehensive loss	**-19**	**-40**	**-66**	**-32**	**-157**

Liquidity

As at December 31, 2021, the Company had $1,006,133 in cash and no investment(s) and a positive working capital of $650,597. The Company has sufficient capital for the foreseeable future. The Company has been and continues to be successful in raising additional equity capital.

As at June 30, 2022, the Company had $1,215,163 in cash and no investment(s) and a positive working capital of $808,066. On July 31, 2022, the Company had $1,105,282 in cash.

During 2020, MFD declared a dividend in the amount of $640,000 to its shareholders. The amount was unpaid as at December 31, 2020 and presented in current liabilities.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

In other to manage liquidity, Ciscom continue to raise capital from investors and following the lost of MFD's main client in Q4 2021, Ciscom and MFD developed an action plan to increase revenue and reduce expenses. The action plan includes:

- The termination of the current sale force;
- Employ industry recognized sales executives;
- Redesign client-oriented sales/marketing documents;

- Enhance current services and deploy new services, including digital, Omni and Intent;
- Reduce the number of employees by 3;
- Move 2 employees to jobs sharing (part-time);
- Reduce salary levels.

Capital Resources
Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at year-end for both the Company and MFD.

Fixed Assets and Right-of-Use Assets
The Company (Ciscom Corp.) has no fixed assets.

Over the years, MFD has invested heavily in the development of its proprietary software and IP. As MFD used internal resources to perform the development, criteria for capitalization under IFRS were not met, and as such, investments were expensed yearly and not capitalized. Consequently, MFD's fixed asset are low and closed at $5,124 as at December 31, 2021 and $6,634 in 2020.

The Company Right-of-Use Asset is related to MFD's office lease. The lease expired on March 31, 2022 and the Company further reduced the size of its office as remote work is now a permanent fixture in the workplace.

The lease was renewed effective April 1, 2022 for a period of 12 months ending March 31, 2023 and in the process, MFD reduce the size of the location from 3,603 to 1,802 square feet.

i) Liquidity and Capital Resources

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

The activities of the Company are principally the acquisition of established organizations, with solid annual revenue ($5M minimum). The potential acquisition targets must fit within the Company's roll up model and criteria. The potential acquisition targets will be financed through the completion of equity and debt transactions, such as equity offerings, the issuance of convertible debt and the assumption of standard loans from financial institutions. There is no assurance that equity capital or debt financing will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

As of December 31, 2021, and to the date of this MD&A, the cash resources of the Company are held with a Canadian chartered bank.

At December 31, 2021, the Company had cash balance of $1,006,133. The cash was raised several private placements at increased valuations. Regardless of whether the Company acquires other entities following the Closing of the MFD Acquisition, its working capital is anticipated to be adequate to sustain operations for a period of at least twenty-four months and beyond.

j) *Prospective Acquisitions*

The Company is in initial discussions with different organizations to assess the market and entrepreneurs willingness to transact. Ciscom wishes to achieve public company status and secure equity and debt financing before entering in discussions with potential acquisition targets. As such, Ciscom has not entered into formal or informal acquisition discussion with any organization and has not entered into any major contracts save for 188Ont being discussed herein .

On January 26th, 2022, Ciscom entered into a SPA to acquire 100% of all issued and outstanding shares of 188Ont from its shareholders with a Closing in 2022.

Under the 188Ont SPA, Ciscom is purchasing 100% of all issued and outstanding shares of 188Ont for an amount of approximately $10,830,000 to be satisfied with the payment of $7,200,000 in cash, an earn-out of $1,250,000 and $2,380,000 in Common Shares valued at $0.55 per share (share issuance of 4,328,000 shares). The Earn-Out ("**188Ont Earn-Out**") of $1,250,000 is payable in Common Shares at the then market value and can be increased to a maximum amount of $1,500,000 based on an aggregate revenue increase of 14.5% for the years 2022 and 2023 when compared to 2021.

Ciscom is in the process of raising equity and debt to satisfy a portion of the cash portion of the 188Ont Acquisition.

Aside from the 188Ont acquisition, Ciscom has not initiated any additional projects for expansion or entered into material contracts. Discussions will be initiated once Ciscom has achieved public company status and secured financing/equity.

As Ciscom is about to close the 188Ont and becoming a publicly traded entity, Ciscom and its subsidiary (MFD) have not committed to any plan and including expenditures. Ciscom ability to raise equity and debt will determine the future plans. As such, the Company is at a standstill until these events take place.

As noted herein, Ciscom has $1,105,282 in the bank as at July 31, 2022 and a healthy positive working capital. As MFD operations are turning around and cash losses are no longer in the near future (end of 2022), the Company has sufficient liquidities for the foreseeable future to meet its financial obligations. The Company continues to raise equity. For the first 7 months of 2022, the Company raised so far $832,325 in equity.

k) *Capital Disclosure and Management*

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and,

- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, assuming debt, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and its Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned acquisition activities is uncertain and dependent upon securing additional financing.

The Company had issued equity in the amount of $4,038,012 as at December 31, 2021. An additional $551,718 has be issued (raised) up to April 15, 2022.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its on-going activities. The Company's capital management objectives, policies and processes have remained unchanged during the twelve-month period ended December 31, 2021. The Company is not yet subject to any capital requirements imposed by a lending institution or regulatory body (may change with a debt financing to complete the MFD/first acquisition) and has adequate working capital or financial resources to maintain operations and cover general and administrative expenses for a period of twenty-four months.

l) Financial Instrument and Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directorsapproves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) 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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

(c) Market risk:

The Company is exposed to price risk with respect to equity prices, interest rate variations and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity pricesor general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favorable market related interest rates.

m) Major Shareholders and Related Party Disclosures

Major shareholders

To the knowledge of the directors and senior officers of the Company, as at December 31, 2021, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below:

Name	Number of common shares	Percentage of outstanding and issued Common Shares	Percentage of outstanding Common Shares – fully diluted
Drew Reid	5,050,000	12.5%	12.9%
CBLT Inc.	4,215,116	10.5%	9.8%
Paul Gaynor/Whittaker Inc.	10,000,000	24.8%	23.3%
Total Issued	40,266,979	100.0%	93.7%
Total Ciscom Shares Fully Diluted	42,986,979		100.0%

None of the Company's shareholders have different voting rights than other holders of the Company's common shares.

CBLT Inc. has declared the Ciscom Shares dividend but has not yet paid (distributed) it to its shareholder base. The distribution will occur just before Ciscom achieves its public company status.

n) *Related party disclosures*

Related parties include the members of the Board of Directors, officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

- Since the Company's inception through December 31, 2021, Drew Reid subscribed to 2,550,000 Ciscom Shares at prices of $0.02 per share and $0.10 per share and was granted 2,500,000 Ciscom Shares. He was also granted 500,000 Ciscom Options;
- Since the Company's inception through December 31, 2021 Michel Pepin subscribed to 2,175,000 Ciscom Shares of the Company at a prices of $0.02 per share and $0.10 per share and was granted 2,125,000 shares. Mr. Pepin transferred 800,000 Ciscom Shares to family members.;

The above share subscriptions and grant for Messrs. Reid and Pepin were part of Builder's subscriptions and considered normal transactions on the start-up of a new company.

o) *Share Capital*

As at December 31, 2021, the Company had issued a total of 40,266,979 Ciscom Shares and 2,720,000 Ciscom Options. Respectively 41,955,546 Ciscom Shares and 2,775,000 Ciscom Options as at July 31, 2022.

p) *Disclosure of Internal Controls*

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

q) *Risks and Uncertainties*

The acquisition, management and development of acquired companies are subject to certain risks associated with such investments. While the management team of the Company has decades of relevant experience, the Company itself is at an early stage of development. The Company is a new entity, and it acquires established entities with historical solid financial backgrounds which mitigates risks to some extent. Management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

r) *Development Stage Company and Acquisition Risks*

The Company is a roll up company focused primarily on the acquisition and development of businesses located in Canada. There is no assurance that through any of the Company's acquisition projects that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially advancing and promoting the companies acquired, to maintain existing and increase sales. The acquisition and development of businesses involves a certain degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. Certain expenses may be required to establish cash reserves. The profitability of the Company's operations will be, in part, directly related to the cost and success of its acquisition and development programs, which may be affected by a number of factors.

s) *Capital Markets*

The price of the Company's securities, its financial results, and its access to the capital required to finance its acquisition activities may in the future be adversely affected by market conditions. Factors beyond the Company's control such as, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, taxes, and international political and economic trends, conditions, and events. If these or other factors adversely affect the availability of capital that are the subject of the Company's acquisition efforts, the market price or growth of the Company's securities may decline.

t) *Market Fluctuation and Commercial Quantities*

The market for available and viable companies to acquire is influenced by many factors beyond the Company's control, including without limitation the of capital financing, government legislation and regulations including those relating to prices, interest rates and taxes, and it is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

u) *Option and Joint Venture Agreements*

The Company has not to date but may enter into option agreements and/or joint ventures as a means of acquiring business interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact its strategic value.

v) Financing Risks

Although the Company currently has sufficient cash and cash equivalents, the Company has no source of operating cash flow until it completes the first acquisition with MFD. There is no assurance that additional funding will be available to it for further subsequent acquisitions and development of its projects. Further acquisitions and development of the Company's projects may be dependent upon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further acquisition and development of the Company's projects.

w) Government Regulations, Permitting and Taxation

The Company's acquisitions, operations are subject to standard government taxation under the Excise Tax Act of Canada. No abnormal taxation or regulation is expected or that is not provisioned for within an acquisition of a business that the company engages in.

x) Health, Safety and Community Relations

The Company's operations through various acquisitions may be subject to various health and safety laws and regulations that impose various dutieson the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. The company will be careful to weigh acquisitions opportunities within these categories carefully. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company would, if necessary, comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities.

y) Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the effortsof key management and other key personnel. Although a mandate of the company wand of an acquired business will be for former management to remain on for at least 2 years following the acquisition. Premature Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the

Company’s ability to employ the specific personnel required. The failure to retain or attract a sufficient numberof key skilled personnel could have a material adverse effect on the Company’s business, results of operations and financial condition. The Company has not taken out and does not intend to take out ‘key person’ insurance in respect of any directors, officers or other employees.

z) *Competitive Industry Environment*

The roll up industry is competitive, both domestically and internationally. The Company’s ability to acquire businesses and develop those businesses in the future will depend on its ability to select and acquire suitable profitable, stable and established businesses. The Company may be at a competitive disadvantage in acquiring additional businesses because it must compete with other individuals and companies, many of which have greater financial resources, operational experience, and technical capabilities than the Company. Competition could adversely affect the Company’s to realize its objectives.

aa) *Global Financial Conditions*

Recent global financial conditions have been characterized by increased volatility and access to public financing, which has been negatively impacted. These conditions may affect the Company’s ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. If such conditions continue, the Company’s operations could be negatively impacted.

bb) *Covid-19 Risks*

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn and supply chain issues have caused significant disruption to business activities and economies. The depth, breadth andduration of these disruptions remain uncertain die new variants. It is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

cc) *Strategic & Operational Risks*

The ongoing COVID-19 pandemic could adversely impact the Company’s financial condition in future periods as a result of reduced business opportunities via acquisitions and dispositions of acquisitions and development of those businesses. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. The Company’s strategic initiatives to advance business may be delayed or cancelled as a result.

To date, operations have remained stable under the pandemic but there can be no assurance that the Company’s ability to continue to operate the business will not be adversely impacted, in particular to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside the Company's control. If one or more of the third parties to whom we outsource critical business activities fails to perform as a result of the impacts from the spread of COVID-19, it could have a material adverse effect on business and operations.

dd) Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit the Company's access to capital markets and ability to generate funds to meet out capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while the Company currently has sources of liquidity, such as cash balances, there can be no assurance that these sources will provide sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave the Company unable to react in a manner consistent with historical practices.

MFD only operates in one sector which is marketing and advertising for retailers. Starting in March In 2020 and through 2021, the retail industry was greatly impacted by Covid-19 with closures and in-store restrictions limiting customers access. The above and the loss of MFD's largest client in Q4 negatively impacted MFD client base where spend for programs delivered by MFD were cut and generated losses in 2021. The trend continues in the first half of 2022 as signing new clients takes time.

ee) MFD has now developed a digital offering named OMNI+ and has also added Intent marketing services to its menu of services. Consequently, MFD has a more complete service offering and as become more competitive in the market. Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks have announced emergency interest rate cuts, while governments are implementing unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact the Company's financial condition.

ff) Subsequent Events

Acquisition:
On January 26th, 2022, Ciscom entered into a SPA to acquire 100% of all issued and outstanding shares of 188Ont from its shareholders with a Closing in Q2 2022.

Under the SPA, Ciscom is purchasing 100% of all issued and outstanding shares of 188Ont for an amount of approximately $10,830,000 to be satisfied with the payment of $7,200,000 in cash, an earn-out of $1,250,000 and $2,380,000 in Common Shares valued at $0.55 per share (share issuance of 4,328,000 shares). The Earn-Out ("**188Ont Earn-Out**") of $1,250,000 is payable in Common Shares at the then market value and can be increased to a maximum amount of $1,500,000 based on an aggregate revenue increase of 14.5% for the years 2022 and 2023 when compared to 2021.

Ciscom is in the process of raising equity and debt with a Canadian Schedule 1 chartered bank to satisfy a portion of the cash portion of the 188Ont Acquisition.

Financing:

As Ciscom was early in its capital raise efforts, it needed additional funds to carry on its activities and continue to move forward. Consequently, Ciscom entered into a loan agreement with Whittaker Graphic Systems Inc. (the majority shareholder of MFD before the Ciscom acquisition) on February 5, 2021 for an amount of $50,000 to assists with working capital and on-going activities. The loan matures on December 31, 2021 and was extended to February 28, 2022. It carries interests at the rate of 1% per year, single interest.

Whittaker Graphic System Inc. has been renamed Whittaker Inc. and owned 88.16% of MFD pre-acquisition. Whittaker is owned 100% by Paul Gaynor the founder and President of MFD. The 11.84% balance of MFD's outstanding shares were owned directly by Paul Gaynor pre-acquisition.

As part of the MFD acquisition, the Company secured debt financing on September 1, 2021 with a Canadian financial institution (Schedule 1 chartered bank) to establish a credit facility totaling $1,275,000.

To ensure MFD would maintain sufficient funds for working capital purposes, on September 1, 2021, the Company entered into a convertible debenture agreement with Whittaker Inc. (Paul Gaynor) to provide working capital to MFD. The convertible debenture is in the amount of $150,000 and can be increased to $300,000 should the company require working capital. The debenture carries interest at a rate of 4.7% per year and repayable by January 31, 2023.

Whittaker Inc. and owned 88.16% of MFD pre-acquisition. Whittaker is owned 100% by Paul Gaynor the founder and President of MFD. The 11.84% balance of MFD's outstanding shares were owned directly by Paul Gaynor pre-acquisition.

Schedule J
Audited Consolidated Financial Statements of 1883713 Ontario Inc. as at December 31, 2020

CONSOLIDATED FINANCIAL STATEMENTS
1883713 Ontario Inc.

For the years ended December 31, 2020 and 2019

1883713 Ontario Inc.

Consolidated Financial Statements
For the years ended December 31, 2020 and 2019
(Canadian dollars)

Consolidated Financial Statements

SRCO Professional Corporation
Chartered Professional Accountants
Licensed Public Accountants
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of 1883713 Ontario Inc.

Opinion

We have audited the consolidated financial statements of 1883713 Ontario Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019 and January 1, 2019 [effective date of transition to the International Financial Reporting Standards (IFRS)], the consolidated statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the years ended December 31, 2020 and 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2020 and 2019 and January 1, 2019, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2020 and 2019, in accordance with IFRS.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Change in Accounting Principles

Without qualifying our opinion on the consolidated financial statements, we draw attention to Note 3 to the consolidated financial statements, which indicates that the Company has retrospectively adopted IFRS as issued by the International Accounting Standards Board. Comparative figures, which were previously presented in accordance with Canadian Accounting Standards for Private Enterprises (ASPE), have been adjusted as necessary.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

(continues)

Independent Auditor's Report to the Shareholders of 1883713 Ontario Inc. *(continued)*

In preparing the consolidated financial statements, management is responsible for assessing the Company 's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company 's financial reporting process.

Auditor's Responsibilities for the Audits of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company 's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company 's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(continues)

Independent Auditor's Report to the Shareholders of 1883713 Ontario Inc. *(continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

Richmond Hill, Canada
February 17, 2022

1883713 Ontario Inc.
Consolidated Statements of Financial Position

	Notes	December 31, 2020	December 31, 2019	January 1, 2019 (Note 3)
		$	$	$
ASSETS				
Current				
Cash	2	1,484,760	676,295	15,022
Short term investment	2	800,000	800,000	-
Trade receivables	6	2,382,455	3,679,821	-
Harmonized sales tax receivable		78,588	59,492	-
Income taxes receivable		-	40,641	-
Prepaid expenses and deposits		119,155	522,387	-
Total Current Assets		**4,864,958**	**5,778,636**	**15,022**
Right-of-use assets	7	25,109	363,784	-
Property and equipment	9	56,206	91,497	-
Investment in equity accounted investee	4	-	-	380,560
Intangible assets	5, 8	408,000	612,000	-
Goodwill	5, 8	572,190	572,190	-
Total Assets		**5,926,463**	**7,418,107**	**395,582**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	10	3,469,098	5,181,685	57
Deferred revenue		12,980	12,980	-
Income taxes payable	14	95,818	-	-
Deferred tax liabilities	14	54,060	54,060	-
Promissory note	11	423,000	188,000	-
Lease liabilities	7	14,954	342,009	-
Total Current Liabilities		**4,069,910**	**5,778,734**	**57**
Promissory note non-current portion	11	-	423,000	-
Deferred tax liabilities	14	60,349	115,581	-
Lease liabilities non-current portion	7	12,699	27,653	-
Total Liabilities		**4,142,901**	**6,340,911**	**-**
SHAREHOLDERS' EQUITY				
Share capital	13	53	53	53
Other comprehensive income	3, 5	619,908	619,908	-
Retained earnings		1,163,544	457,178	395,472
Total Shareholders' Equity		**1,783,505**	**1,077,139**	**395,525**
Total Liabilities and Shareholders' Equity		**5,926,463**	**7,418,107**	**395,582**

Contingencies [Note 16]
Subsequent events [Note 17]
Approved on behalf of the Board:

__________________ ___________________

Director Director

The accompanying notes are an integral part of the consolidated financial statements

1883713 Ontario Inc.
Consolidated Statements of Income and Comprehensive Income

	Note	For year ended December 31, 2020	For year ended December 31, 2019
		$	**$**
Revenue			
Advertisement		19,374,640	21,770,970
Market strategy		1,904,744	1,907,766
		21,279,384	**23,678,736**
Cost of revenue		**17,031,229**	**19,615,158**
Gross profit		**4,248,155**	**4,063,578**
Expenses			
Salaries and wages	2	2,249,167	2,842,049
Subscriptions, permit and licenses		295,785	222,645
General and administrative		61,901	116,182
Insurance		99,793	98,506
Marketing and promotions		29,538	57,436
Depreciation and amortization	7, 8, 9	599,671	605,512
Professional fees		15,671	29,698
Interests	7, 11	25,676	45,089
Total expenses		**3,377,202**	**4,017,117**
Net income before income taxes		**870,953**	**46,461**
Current income tax	14	215,818	31,548
Deferred income tax	14	(51,231)	(46,793)
Net income		**706,366**	**61,706**
Remeasurement of equity investment upon acquisition date	3, 5	-	619,908
Net income and comprehensive income		**706,366**	**681,614**

The accompanying notes are an integral part of the consolidated financial statements

	Note	Class 1 common shares Number	Class 1 common shares Amount	Class 2 common shares Number	Class 2 common shares Amount	Class A shares Number	Class A shares Amount	Other comprehensive Income	Retained Earnings	Total
			$		$		$	$	$	$
Balance at January 1, 2019		100	10	100	10	750,000	33	-	431,519	431,572
IFRS 16 adjustment	3	-	-	-	-	-	-	-	(36,047)	(36,047)
Balance at January 1, 2019		**100**	**10**	**100**	**10**	**750,000**	**33**	**-**	**395,472**	**395,525**
Net income for the year		-	-	-	-	-	-	-	61,706	61,706
Remeasurement of equity investments upon acquisition date	3, 5	-	-	-	-	-	-	619,908	-	619,908
Balance at December 31, 2019		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**457,178**	**1,077,139**
Net income for the year		-	-	-	-	-	-	-	706,366	706,366
Balance at December 31, 2020		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**1,163,544**	**1,783,505**

The accompanying notes are an integral part of the consolidated financial statements

1883713 Ontario Inc.
Consolidated Statements of Cash Flows

	Note	For year ended December 31, 2020	For year ended December 31, 2019
		$	$
OPERATING ACTIVITIES			
Net income		706,366	61,706
Adjustments to reconcile net income to operating cash flow:			
Depreciation of property and equipment	9	56,996	34,506
Amortization of right-of use asset	7	338,675	367,006
Amortization of intangible assets	8	204,000	204,000
Gain on disposal of property and equipment	9	(6,530)	-
Interest accretion on lease liabilities	7	9,437	29,339
		1,308,944	696,557
Change in operating assets and liabilities:			
Trade receivables		1,297,366	1,376,559
Prepaid expenses and deposits		403,232	(287,290)
Harmonized sales tax receivable		(19,096)	(51,931)
Accounts payable and accrued liabilities		(1,712,587)	(2,168,384)
Deferred revenue		-	(38,420)
Income taxes receivable/payable and deferred tax liabilities		85,227	(123,623)
Cash provided by (used in) operating activities		**1,363,086**	**(596,532)**
INVESTING ACTIVITIES			
Purchase of property and equipment	9	(21,705)	(54,787)
Proceeds from disposal of property and equipment	9	6,530	-
Proceeds from business combination, net		-	1,803,705
Purchase of short term investment		-	(676,646)
Cash (used in) provided by investing activities		**(15,175)**	**1,072,272**
FINANCING ACTIVITIES			
Proceeds from promissory note	11	-	1,174,500
Repayment of promissory note	11	(188,000)	(563,500)
Principal payments of lease liabilities	7	(351,446)	(425,467)
Cash (used in) provided by financing activities		**(539,446)**	**185,533**
INCREASE IN CASH		**808,465**	**661,273**
CASH – BEGINNING OF YEAR		**676,295**	**15,022**
CASH – END OF YEAR		**1,484,760**	**676,295**
SUPPLEMENTAL CASH FLOW INFORMATION			
Income taxes paid		79,359	108,378
Interest paid		16,239	15,750

The accompanying notes are an integral part of the consolidated financial statements

1. NATURE OF BUSINESS

1883713 Ontario Inc. (the "Company") was incorporated under the Business Corporations Act of Ontario on October 30, 2012. The Company maintains its registered office at 19 Langmuir Crescent, Toronto, Ontario, M6S 2A8.

Prior to January 1, 2019, the Company owned 46% of the ownership interest of Prospect Media Group Ltd. ("PMG") (Note 4), an entity incorporated under the Business Corporations Act of Ontario, which provides marketers with consumer data, analytic insights and integrated media strategy, in addition to offering full-service media buying services across digital and traditional channels.

On January 1, 2019 (the date of acquisition), the Company acquired an additional 54% equity interest of PMG (Note 5) and PMG became a wholly-owned subsidiary of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

For all periods up to and including the year ended December 31, 2019 and 2018, the Company prepared its consolidated financial statements in accordance with Canadian Accounting Standards for Private Enterprises (ASPE). These consolidated financial statements for the year ended December 31, 2020 are the first time the Company has prepared in accordance with IFRS. The information on how the Company adopted IFRS first time is disclosed in Note 3.

These consolidated financial statements were approved and authorized for issuance by the Company's Board of Directors on February 17, 2022. The consolidated financial statements are presented in Canadian dollars which is also the Company and the subsidiary's functional currency. The accounting policies have been applied consistently in these consolidated financial statements, unless otherwise indicated.

Basis of consolidation

The consolidated financial statements include the accounts of the wholly-owned subsidiary PMG, and references to the Company include references to such subsidiary. The financial statements of the subsidiary are included in these consolidated financial statements from the date on which control commences until the date on which control ceases.

Intercompany balances and transactions are eliminated upon consolidation and preparation of these consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Interest in equity-accounted investee

Prior to January 1, 2019, the Company's interest in equity-accounted investee comprised its interest in PMG. Equity-accounted investees are those entities in which the Company has significant influence, but not control or joint control, over the financial and operating policies. The Company's investment in PMG was accounted for using the equity method, and is recognized initially at cost, which includes transaction costs. Subsequent to initial recognition, these consolidated financial statements include the Company's share of the profit or loss and other comprehensive income (loss) of the equity-accounted investee, until the date on which significant influence ceases (Note 4). If the Company's share of losses equals or exceeds its interest in the equity-accounted investee, including unsecured advances, the Company would not recognize further losses, unless it had incurred obligations or made payments on behalf of the equity-accounted investee. Dividends received from the equity-accounted investee reduce the carrying amount of the investment. Additional advances to the equity-accounted investee increase the carrying amount of the investment.

Unrealized gains arising from transactions with equity-accounted investee are eliminated against the investment to the extent of the Company's interest in the investee. Unrealized losses arising from transaction with equity-accounted investee are eliminated against the investment to the extent of the Company's interest in the investee, but only to the extent that there is no evidence of impairment.

Business combination achieved in stages

The acquisition of business transaction is accounted for as business combination by using acquisition method of accounting. The acquisition that is achieved in stages wherein control is acquired through multiple transactions and any investment previously held is remeasured to fair value, recognizing the resulting gain or loss, if any, in other comprehensive income (Note 5).

Revenue from contracts with customers

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time"

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.
Distribution and production of advertisement flyer revenue and market strategy service revenue are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met. For those amounts of payments from customers for services to be rendered in a future time, those amounts are deferred and presented as deferred revenue in the statement of financial position and recognize as revenue upon delivery of services. Revenue related to advertisement is recognized when advertisements are printed and distributed or are placed on the digital platforms and collection is reasonably assured. Revenue related to market strategy is recognized when the related services are provided to customers.

Cash

Cash includes demand deposits held with bank with an original maturity of 90 days or less.

Short term investment

Short term investment includes term deposit held with bank with original maturity of more than 90 days but less than one year. Short-term investment is carried at amortized cost at an effective interest rate method less adjustment for impairment loss allowance, if any.

Lease

The Company elected to use modified retrospective method for adoption of IFRS 16, as permitted under the specific transition provisions. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated statement of financial position on January 1, 2019 (Note 3).
IFRS 16 requires a lessee to recognize assets and liabilities for all leases subject to some practical expedients. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company accounted for real estate operating leases with a remaining lease term of less than 12 months as short-term leases (remaining lease term of more than 12 months are included for IFRS 16 adoption purposes unless the underlying asset is of a low value).
The Company leases buildings for office use, equipment and motor vehicle. For all long-term lease contracts, the Company recognises right-of-use assets and lease liabilities 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 for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Lease (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

The Company generally uses the incremental borrowing rate when initially recording real estate leases as the implicit rates are not readily available as information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is not available.

The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow over a similar term the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Leases requires lessees to estimate the lease term. In determining the period which the Company has the right to use an underlying asset, management considers the non-cancellable period along with all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. This significant estimate could affect future results if the Company extends the lease or exercises an early termination option.

Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the amounts reported in these consolidated financial statements are discussed below:

a) Business combination, Business combination achieved in stages, control and significant influence

The Company uses judgement in determining the entities that it controls and therefore, consolidates or has significant influence and therefore equity accounts. The Company controls an entity when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entities' returns. The Company has significant influence when the Company has the power to participate in the financial and operating policy decisions of the investee, but does not control nor has joint control of that investee's policies.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical Accounting Estimates and Judgments (continued)

b) Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required to determine the frequency with which these assets are to be tested for impairment. The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of intangible assets and goodwill. In testing for impairment, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the business combination. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate.

c) Income taxes

In calculating current and deferred income taxes, the Company uses judgment when interpreting the tax rules where the Company operates. The Company also uses judgment in classifying transactions and assessing probable outcomes of claimed or accrued deductions, which considers expectations of future operating results, the timing and reversal of temporary differences and possible audits of income taxes filings by tax authorities.

d) Covid-19 Impact

In December 2019, a novel strain of coronavirus (COVID-19) emerged. While initially the outbreak was largely concentrated in China and caused significant disruptions to its economy, it has now spread to several other countries and infections have been reported globally.

During 2020, 2021 and 2022, as a result of COVID-19 infections having been reported throughout Canada, United States and other countries, certain national, provincial, state and local governmental issued proclamations and/or directives aimed at minimizing the spread of COVID-19. Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level of adverse impact. To the date of the issuance of these consolidated financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available, if any, as the business prospered during the pandemic

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical Accounting Estimates and Judgments (continued)

Estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in the consolidated statements of income and comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the changes affect both.

Certain estimates and assumptions that have a significant risk of causing material adjustments to the carrying amount of assets and liabilities within the next fiscal year include useful lives of property and equipment and intangible assets, and accrued liabilities. Those estimates are based on management's assumptions, based on current circumstances, that management believes are a reasonable basis upon which to estimate the future liability.

With respect to intangible assets acquired and goodwill recognized in a business combination, the Company determines fair values using such estimates as discounts rates, growth rates and terminal capitalization rates. These estimates take into account any material change to the assumptions that occur when reviewed regularly by management.

With respect to testing non-financial assets for impairment, the Company determines value in use and fair value less cost to sale using such estimates as cash flows and discount rates. These estimates are periodically reviewed by management.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

The Company uses three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI), and fair value through profit or loss (FVTPL). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified and measured in two categories, amortized cost or FVTPL. The Company does not separate derivatives embedded in contracts where the host is a financial asset. Instead, the hybrid financial instruments as a whole are assessed for classification.

A) **Classification of financial assets and financial liabilities**

The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Short term investment	Amortized cost
Trade receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note	Amortized cost
Lease liabilities	Amortized cost

On initial recognition, a financial asset is classified as measured at amortized cost, FVTPL, or FVTOCI. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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 Company recognizes trade receivables initially when they are originated. All other financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All trade receivables without a significant financing component are initially measured at their transaction prices. All other financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets at amortized costs are measured at cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. The Company recognizes debt securities it issues when they originate. All other financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued**)**

(a) Classification of financial assets and financial liabilities (continued)

effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statements of income and comprehensive income. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the consolidated statements of income and comprehensive income in the period in which they arise.

(b) Impairment of financial assets

The Company uses a forward-looking "expected credit loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors and forward-looking information affect ECLs, which will be determined on a probability-weighted basis. This model is applied, at each reporting date, to the Company's financial assets measured at amortized cost. Impairment losses are recorded in general and administrative expenses with the carrying amount of the financial asset reduced through the use of impairment allowance accounts. The Company applied the simplified approach for trade receivables and short term investment.

Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the consideration required to settle the obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses. Gains and losses arising on the disposal of individual assets are recognized in income in the year of disposal. Costs, including financing charges and certain design, construction and installation costs, related to assets that are under construction and are in the process of being readied for their intended use are recorded as construction in progress and are not subject to depreciation until they are ready for their intended use.

Depreciation, which is recorded from the date on which each asset is available for service, is generally provided for on a declining balance method over the estimated useful lives of the property and equipment. The depreciation rates are as follows:

Computer equipment	30% to 55%
Office furniture and fixtures	20% to 30%
Office equipment	30%

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated amortization of property retired or sold are removed from the accounts, and gains or losses are recognized in the consolidated statements of income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for property and equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

The estimated useful lives of intangible assets are as follows:

Customer relationships	4 years
Brand name	4 years

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If such an indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Where it is not possible to estimate the recoverable amount of an individual asset, assets 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 CGUs. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on estimated future cash flows, 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 or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For any other assets, 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. Reversal of impairment losses are recognized immediately in the consolidated statements of income and comprehensive income.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the year. Income tax is recognized in the consolidated statements of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

The Company adopted IFRIC 23, *Uncertainty over Income Tax Treatment*, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There were no uncertainties as at December 31, 2020, December 31, 2019 and January 1, 2019.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and
all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as
income on a systematic basis over the periods that the related costs, for which it is intended to compensate,
are expensed. Government grants related to salary and wages claimed are recognized as a credit to consolidated statements of income and applied against the salaries and wages. During the year ended December 31, 2020 and 2019, Canadian Emergency Wage Subsidy ("CEWS") claimed and received that were recognized and applied against salaries and wages were in the amount of $408,156 and $NIL, respectively.

Operating segments

The Company determines its reportable segments based on, among other things, how the chief operating decision makers, regularly reviews its operations and performance. The Company follows the same accounting policies for its segments as those described in these consolidated financial statements.

For the years ended December 31, 2020 and 2019, management has determined that the Company is considered to be operating in a single operating and reportable segment.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Standards Issued but Not Yet Applied

Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB or IFRS Interpretations Committee that are mandatory for fiscal periods beginning on or after January 1, 2021.

(a) Amendments to IAS 1, Classification of Liabilities as Current or Non-current (IAS 1)

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

• What is meant by a right to defer settlement

• That a right to defer must exist at the end of the reporting period

• That classification is unaffected by the likelihood that an entity will exercise its deferral right

• That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. The amendments to IAS 1 are not expected to have a significant impact on the Company's Consolidated Financial Statements.

(b) Amendments to IFRS 7 – Financial Instruments: Disclosure; IFRS 9 – Financial Instruments; IAS 39, Financial Instruments: Recognition and Measurement; and IFRS 16

In August 2020, the IASB published IBOR Reform Phase 2 which address issues that might affect financial reporting after the reform of an interest rate benchmark, including its replacement with alternative benchmark rates. For financial instruments at amortized cost, the amendments introduce a practical expedient such that if a change in the contractual cash flows is as a result of IBOR reform and occurs on an economically equivalent basis, the change will be accounted for by updating the effective interest rate with no immediate gain or loss recognized. The amendments are effective for annual periods beginning on or after January 1, 2021, with earlier application permitted. Management is in the process of assessing the impact of these amendments on contracts in scope, including our IBOR-based financial instruments and hedge relationships, if any.

(c) I Reference to the Conceptual Framework – Amendments to IFRS 3

In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The IASB also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 Levies, if incurred separately. At the same time, the IASB decided to

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Accounting Standards Issued but Not Yet Applied (continued (c) Reference to the Conceptual Framework – Amendments to IFRS 3 (continued)

clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospecti.

(d) Property, Plant and Equipment: Proceeds before Intended – Use - Amendments to IAS 16

In May 2020, the IASB issued Property, Plant and Equipment - Proceeds before Intended Use, which prohibits entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss. The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. The amendments are not expected to have a material impact on the Company.

(e) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative (G&A) costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Company will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. The amendments are not expected to have a material impact on the Company.

3. FIRST-TIME ADOPTION OF IFRS

These consolidated financial statements, for the year ended December 31, 2020, are the first the Company has prepared in accordance with IFRS. For periods up to and including the year ended December 31, 2019, the Company prepared its consolidated financial statements in accordance with ASPE.

Accordingly, the Company has prepared consolidated financial statements that comply with IFRS applicable as at December 31, 2020, together with the comparative period data for the year ended December 31, 2019. In preparing the financial statements, the Company's opening statement of financial position was prepared as at January 1, 2019, the Company's date of transition to IFRS.

In preparing its opening and comparative IFRS statement of financial position, the Company has adjusted amounts reported previously in consolidated financial statements prepared in accordance with ASPE. Explanations of how the transition from ASPE to IFRS has affected the Company's equity, its comprehensive income and cash flows are set out in the following reconciliations and the notes that accompany them.

Reconciliation of the shareholders' equity as at January 1, 2019

	Reported under ASPE	Adjustments (a)	Adjustments (b)	Reported under IFRS
	$	$	$	$
Assets				
Current assets				
Cash	15,022	-	-	15,022
Total current assets	**15,022**	-	-	**15,022**
Equity investment in investee	417,630	(36,047)	(1,023)	380,560
Total Assets	**432,652**	(36,047)	(1,023)	**395,582**
Liabilities				
Current liabilities				
Accounts payable	57	-	-	57
Total current liabilities	**57**	-	-	**57**
Total Shareholders' Equity	**432,595**	**(36,047)**	**(1,023)**	**395,525**
Total Liabilities and Shareholders' Equity	**432,652**	**(36,047)**	**(1,023)**	**395,582**

3. FIRST-TIME ADOPTION OF IFRS (continued)

a) Leases

Prior to transition into IFRS, the Company accounted those lease transactions as operating leases with lease payments charged to profit or loss as incurred in accordance with ASPE. Upon transition into IFRS 16 effectively on January 1, 2019, the Company elected to use modified retrospective method and therefore not restated the prior reporting period comparatives, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening statement of financial position on January 1, 2019. The adjustment represents the Company's share of the effect on profit or loss from PMG's IFRS 16 adjustments.

b) Deferred income taxes

Under ASPE, the Company accounted for income taxes using the taxes payable method under which the Company reported as an expense of the year only the cost of current taxes for that year determined in accordance with rules established by the taxation authorities. Upon transition to IFRS, the Company reports income taxes expense in accordance with IAS 12. Current income tax is the expected income tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance. The adjustment upon transition into IFRS represents the Company's share of PMG's deferred tax items from the unused income taxes losses carried forward and the timing difference between accounting depreciation of property and equipment and the capital cost allowances.

3. FIRST-TIME ADOPTION OF IFRS (continued)

Reconciliation of the balance sheet items impacted by adoption of IFRS as at December 31, 2019 are as follows:

	Reported under ASPE	Adjustments							Reported under IFRS
		(a) (i)	(a) (ii)	(a) (iii)I	€	(€(e)			
	$	$	$	$	$	$	$	$	$
ASSETS									
Current assets									
Cash	676,295								676,295
Short term investment	800,000								800,000
Trade receivables	3,679,821								3,679,821
Harmonized sales tax receivable	59,492								59,492
Income taxes receivable	40,641								40,641
Prepaid expenses and deposits	565,750	(43,363)							522,387
Total Current Assets	**5,821,999**	**(43,363)**	**-**	**-**	**-**	**-**	**-**	**-**	**5,778,636**
Right-of-use assets	-	708,012			(344,228)				363,784
Property and equipment	91,497								91,497
Intangible assets	612,000								612,000
Goodwill	281,393			290,797					572,190
Total Assets	**6,806,889**	**664,649**	**-**	**290,797**	**(344,228)**	**-**	**-**	**-**	**7,418,107**
LIABILITIES AND SHAREHOLDERS' EQUITY									
Current liabilities									
Accounts payable and accrued liabilities	5,181,685								5,181,685
Deferred revenue	12,980								12,980
Promissory note	188,000								188,000
Deferred tax liabilities	-			54,060					54,060
Lease liabilities	-	391,196			(49,187)				342,009
Total Current Liabilities	**5,382,665**	**391,196**	**-**	**54,060**	**(49,187)**	**-**	**-**	**-**	**5,778,734**
Promissory note non-current portion	423,000								423,000
Deferred tax liabilities	-		(3,806)	162,1800		7,267	(54,060)		111,581
Lease liabilities non-current portion	-	351,816			(324,163)				27,653
Total Liabilities	**5,805,608**	**743,012**	**(3,806)**	**216,240**	**(373,350)**	**7,267**	**(54,060)**	**-**	**6,340,968**
SHAREHOLDERS' EQUITY									
Share capital	53								53
Other comprehensive income	582,838							37,070	619,908
Retained earnings	418,333	(78,363)	3,806	74,557	29,122	(7,267)	54,060	(37,070)	457,178
Total Shareholders' Equity	**1,001,224**	**(78,363)**	**3,806**	**74,557**	**29,122**	**(7,267)**	**54,060**	**-**	**1,077,196**
Total Liabilities and Shareholders' Equity	**6,806,889**	**664,649**	**-**	**290,797**	**(344,228)**	**-**	**-**	**-**	**7,418,107**

3. FIRST-TIME ADOPTION OF IFRS (continued)

c) Lease accounting on January 1, 2019

Prior to transition into IFRS, the Company accounted those lease transactions as operating leases with lease payments charged to profit or loss as incurred in accordance with ASPE. After transition into IFRS 16 effectively on January 1, 2019 and pursuant to the step-acquisition of PMG (Note 5), the Company recognized operating right-of-use assets and lease liabilities accordingly and the new leases accounting treatment decreased prepaid expenses and deposit by $43,363, increased right-of-use assets by $708,012, increased lease liabilities by $734,012 (current portion - $391,196 and non-current portion - $351,816) with the difference of $78,363 charged to retained earnings.

d) Deferred income taxes accounting on January 1, 2019

Under ASPE, the Company accounted for income taxes using the taxes payable method under which the Company reported as an expense of the year only the cost of current taxes for that year determined in accordance with rules established by the taxation authorities. Upon transition to IFRS, the Company reports income taxes expense in accordance with IAS 12. Current income tax is the expected income tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance. The adjustment upon transition into IFRS represents the deferred tax items in the amount of $3,806 from the unused income taxes losses carried forward, and the timing difference between accounting depreciation of property and equipment and the capital cost allowances.

e) Business combination

Under ASPE, upon step-acquisition of PMG (Note 5), the Company did not recognize (i) deferred tax liabilities related to previously unrecognized intangible assets in amount of $216,240, (ii) the total effect in opening retained earnings in the amount of $74,557 related to operating leases related right-of-use assets and lease liabilities, deferred tax items from the timing difference between accounting depreciation of property and equipment and the capital cost allowances, and the unused income taxes losses carried forward. The total effect of the GAAP difference decreased the fair value of net assets and liabilities acquired by $290,979 and an increased recognized goodwill by $290,979 under IFRS.

f) Leases accounting for year ended December 31, 2019

Under ASPE, for leases transactions that would not transfer the ownership at end of the lease term, such transactions haven't been accounted for as operating leases with lease payments charged to profit or loss as incurred. After transition into IFRS 16 effectively on January 1, 2019, the Company recognized operating right-of-use assets and lease liabilities accordingly. The adjustments represent the recognition of right-of-use asset by $22,778, the right-of-use assets amortization charge for the year in amount of $367,006, the decrease of lease liabilities by

$373,350 (current portion - $49,187 and noncurrent portion - $324,163), and the cumulative current year adjustments reflected in retained earnings in the amount of $29,122.

3. FIRST-TIME ADOPTION OF IFRS (continued)

g) Deferred income taxes accounting for year ended December 31, 2019

Under ASPE, the Company accounted for income taxes using the taxes payable method under which the Company reported as an expense of the year only the cost of current taxes for that year determined in accordance with rules established by the taxation authorities. Upon transition to IFRS, the Company reports income taxes expense in accordance with IAS 12. The adjustments represent the increase of the deferred tax liabilities in the amount of $7,267 from the timing difference between accounting depreciation of property and equipment and the capital cost allowances.

h) Deferred income taxes accounting related to intangible assets for year ended December 31, 2019

The adjustments represent the amortization of deferred tax liabilities related to intangible assets recognized pursuant to business combination transaction in amount of $54,060 during current year.

i) Remeasurement of equity investments upon acquisition date for year ended December 31, 2019

Under ASPE, the Company did not recognize, measure and subsequently measure right-of-use assets, lease liabilities, deferred tax items from the timing difference between accounting depreciation of property and equipment and the capital cost allowances, the unused income taxes losses carried forward, and the deferred tax liabilities resulted from the previously unrecognized intangible assets acquired upon date of business acquisition (Note 5). The accumulated effect of those GAAP difference increased other comprehensive income by $37,070 under IFRS.

3. FIRST-TIME ADOPTION OF IFRS (continued)

Reconciliation of income and comprehensive income as at December 31, 2019

	Reported under ASPE	Adjustments (a)	(b)	(c)	(d)	Reported under IFRS
	$	$	$	$	$	$
Revenue						
Advertisement	**21,770,970**					**21,770,970**
Market strategy	**1,907,766**					**1,907,766**
	23,678,736					**23,678,736**
Cost of sales	**19,615,158**					**19,615,158**
Gross Profit	**4,063,578**	-	-	-	-	**4,063,578**
Expenses						
Salaries and wages	2,842,049					2,842,049
Occupancy	411,562	(411,562)				-
Subscriptions, permit and licenses	222,645					222,645
General and administrative	130,087	(13,905)				116,182
Insurance	98,506					98,506
Marketing and promotions	57,436					57,436
Depreciation and amortization	238,506	367,006				605,512
Professional fees	29,698					29,698
Interests	15,750	29,339				45,089
Total expenses	**4,046,239**	(29,122)	-	-	-	**4,017,117**
Net income before income taxes	**17,339**	**29,122**	**-**	**-**	**-**	**46,461**
Current income tax	31,548					31,548
Deferred income tax	-		7,267	(54,060)		(46,793)
Net income	**(14,209)**	**29,122**	**(7,267)**	**54,060**	**-**	**61,706**
Remeasurement of equity investments upon acquisition date	582,838				37,070	619,908
Net income and comprehensive income	**568,629**	**29,122**	**(7,267)**	**54,060**	**37,070**	**681,614**

3. FIRST-TIME ADOPTION OF IFRS (continued)

j) Leases accounting for year ended December 31, 2019

Under ASPE, for leases transactions that would not transfer the ownership at end of the lease term, such transactions haven been accounted for as operating leases with lease payments charged to profit or loss as incurred. Upon transition into IFRS 16 effectively on January 1, 2019, during year ended December 31, 2019, the Company recognized operating right-of-use assets and lease liabilities accordingly. The adjustments represent the recognition of right-of-use asset by $22,778, the right-of-use assets amortization charge for the year in amount of $367,006, the decrease of lease liabilities by $373,350 (current portion - $49,187 and noncurrent portion - $324,163), and the cumulative current year adjustments reflected in retained earnings in amount of $29,122.

k) Deferred income taxes accounting for year ended December 31, 2019

Under ASPE, the Company accounted for income taxes using the taxes payable method under which the Company reported as an expense of the year only the cost of current taxes for that year determined in accordance with rules established by the taxation authorities. Upon transition to IFRS, the Company reports income taxes expense in accordance with IAS 12. The adjustments represent the increase of the deferred tax liabilities in the amount of $7,267 from the timing difference between accounting depreciation of property and equipment and the capital cost allowances as well as an increase in deferred income tax expense.

l) Deferred income taxes accounting related to intangible assets for year ended December 31, 2019

The adjustments represent the amortization of deferred tax liabilities related to intangible assets recognized pursuant to business combination transaction (Note 5) in amount of $54,060 during current year.

m) Remeasurement of equity investments upon acquisition date for year ended December 31, 2019

Under ASPE, the Company did not recognize, measure and subsequently measure right-of-use assets, lease liabilities, deferred tax items from the timing difference between accounting depreciation of property and equipment and the capital cost allowances, the unused income taxes losses carried forward, and the deferred tax liabilities resulted from the previously unrecognized intangible assets acquired upon date of business acquisition (Note 5). The accumulated effect of those GAAP difference increased other comprehensive income by $37,070 under IFRS.

3. FIRST-TIME ADOPTION OF IFRS (continued)

Reconciliation of cash flows for year ended December 31, 2019

	Reported under ASPE	Adjustments (a)	Adjustments (b)	Reported under IFRS
	$	**$**	**$**	**$**
OPERATING ACTIVITIES				
Net income	(14,209)	29,122	46,793	61,706
Adjustments to reconcile net income to operating cash flow:				
Depreciation of property and equipment	34,506			34,506
Amortization of right-of use asset	-	367,006		367,006
Amortization of intangible assets	204,000			204,000
Interest accretion on lease liability	-	29,339		29,339
	224,297	**425,467**	**46,793**	**696,557**
Change in operating assets and liabilities:				
Trade receivables	1,376,559			1,376,559
Prepaid expenses and deposits	(287,290)			(287,290)
Harmonized sales tax receivable	(51,931)			(51,931)
Accounts payable and accrued liabilities	(2,168,384)			(2,168,384)
Deferred revenue	(38,420)			(38,420)
Income taxes receivable/payable and deferred tax liabilities	(76,830)		(46,793)	(123,623)
Cash provided by (used in) operating activities	**(1,021,999)**	**425,467**	**-**	**(596,532)**
INVESTING ACTIVITIES				
Purchase of property and equipment	(54,787)			(54,787)
Proceeds from business combination, net	1,803,705			1,803,705
Purchase of short term investment	(676,646)			(676,646)
Cash provided by investing activities	**1,072,272**			**1,072,272**
FINANCING ACTIVITIES				
Proceeds from promissory note	1,174,500			1,174,500
Repayment of promissory note	(563,500)			(563,500)
Principal payments of lease liabilities	-	(425,467)		(425,467)
Cash provided by (used in) financing activities	**611,000**	**(425,467)**		**185,533**
INCREASE IN CASH	**661,273**			**66–,273**
CASH - BEGINNING OF YEAR	**15,022**			**1–,022**
CASH - END OF YEAR	**676,295**			**676,295**

3. FIRST-TIME ADOPTION OF IFRS (continued)

n) Leases accounting for year ended December 31, 2019

Under ASPE, for leases transactions that would not transfer the ownership at end of the lease term, such transactions haven been accounted for as operating leases with lease payments charged to profit or loss as incurred. Upon transition into IFRS 16 effectively on January 1, 2019, during year ended December 31, 2019, the Company recognized operating right-of-use assets and lease liabilities accordingly. The adjustments represent respective IFRS 16 adjustments.

o) Deferred income taxes accounting for year ended December 31, 2019

Under ASPE, the Company accounted for income taxes using the taxes payable method under which the Company reported as an expense of the year only the cost of current taxes for that year determined in accordance with rules established by the taxation authorities. Upon transition to IFRS, the Company reports income taxes expense in accordance with IAS 12. The adjustments represent the IAS 12 adjustments.

4. INVESTMENT IN EQUITY INVESTEE

Prior to acquisition of control of PMG on January 1, 2019 (Note 5) and up to December 31, 2018, the Company owned 46% of the ownership interest of PMG. The carrying amount of investment in equity investee was $380,560 that composed of initial investments in cost of $50,398 and the Company's share of PMG's retained earnings in amount of $330,162. The following summarizes PMG's financial information under IFRS:

	As at January 1, 2019
	$
Current assets	8,400,597
Non-current assets	779,228
Current liabilities	(7,828,797)
Non-current liabilities	(348,010)

5. ACQUISITION OF BUSINESS

On January 1, 2019 (date of transaction), the Company acquired an additional 54% of the shares of PMG for cash consideration of $1,174,500. Upon completion of the transaction, the Company obtained controlling interest of PMG and PMG become a wholly owned subsidiary of the Company.

The transactions of the investments in PMG during prior years (Note 4) and the 54% additional share purchase have been accounted for in accordance to IAS 28 - Investments in Associates and Joint Ventures and IFRS 3 – Business Combinations as business acquisition in stages or step-acquisition.

The following table summarizes the purchase price allocation:

	$
Cash consideration	1,174,500
Fair value of previously held equity interest	1,000,468
Total	**2,174,968**
Assets acquired and liabilities assumed	
Cash	2,978,205
Short term investment	123,354
Trade and receivables	5,056,380
Harmonized sales tax receivable	7,561
Prepaid expenses and deposits	235,097
Right-of-use assets (Note 7)	708,012
Property and Equipment (Note 9)	71,216
Intangible assets (Note 8)	816,000
Accounts payable and Accrued liabilities	(7,350,012)
Deferred revenue	(51,400)
Income taxes payable	(36,189)
Lease liabilities (Note 7)	(743,012)
Deferred tax liabilities	(212,434)
Total net assets	**1,602,778**
Goodwill	**572,190**

Pursuant to the transaction, the Company identified intangible assets with a fair value of $816,000 (Customer relationships in the amount of $272,000 and Brand name in the amount of $544,000) as well as recognized related deferred tax liabilities.

The Company accounted for its previously held 46% equity interest in PMG up to January 1, 2019 as an equity-accounted investee. The fair value of previously held equity intertest in PMG was in amount of $1,000,468 on date of acquisition. The difference of $619,908 between the fair value and carrying value of $380,560 (Note 4) was recorded as a credit to the other comprehensive income.

6. TRADE RECEIVABLES

	Year ended December 31, 2020	Year ended December 31, 2019
	$	**$**
Trade receivables	2,382,455	3,679,821
Impairment provision for trade receivables	-	-
Total	**2,382,455**	**3,679,821**

7. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company's leases are related to the lease of office space, equipment and vehicle. During the year ended December 31, 2021, upon the expiry of the office lease contract in November 2021, the Company did not extend the lease contract. When measuring lease liability, the Company discounted lease payments using its incremental borrowing rate of 5% (2019: 5%).

Right-of-use assets

	$
Balance at the balance initial recognition (Note 5)	**708,012**
Additions during the year	22,778
Amortization charge for the year	(367,006)
Balance at December 31, 2019	**363,784**
Amortization charge for the year	(338,675)
Balance at December 31, 2020	**25,109**

Lease liabilities

	$
Balance at the balance initial recognition (Note 5)	**743,012**
Additions during the year	22,778
Accretion on lease liability	29,339
Lease payments	(425,467)
Balance at December 31, 2019	**369,662**
Accretion on lease liability	9,437
Lease payments	(351,446)
Balance at December 31, 2020	**27,653**

	Year ended December 31, 2020	Year ended December 31, 2019
	$	**$**
Classified as current	**14,954**	**342,009**
Classified as non-current	**12,699**	**27,653**

8. INTANGIBLE ASSETS AND GOODWILL

a) Intangible assets

	Brand name	Customer relationships	Total
	$	**$**	**$**
Cost			
Initial recognition on date of acquisition (Note 5)	**544,000**	**272,000**	**816,000**
Additions	-	-	-
Balance at December 31, 2019	**544,000**	**272,000**	**816,000**
Additions	-	-	-
Balance at December 31, 2020	**544,000**	**272,000**	**816,000**
Accumulated amortization			
Initial recognition on date of acquisition	-	-	-
Amortization	136,000	68,000	204,000
Balance at December 31, 2019	**136,000**	**68,000**	**204,000**
Amortization	136,000	68,000	204,000
Balance at December 31, 2020	**272,000**	**136,000**	**408,000**
Net book value			
Initial recognition on date of acquisition (Note 5)	**544,000**	**272,000**	**816,000**
Balance at December 31, 2019	**408,000**	**204,000**	**612,000**
Balance at December 31, 2020	**272,000**	**136,000**	**408,000**

b) Goodwill

	$
Initial recognition on date of transaction, as at December 31, 2019 and 2020 (Note 5)	**572,190**

9. PROPERTY ANDEQUIPMENT

	Computer equipment	Office furniture and fixture	Office equipment	Total
	$	$	$	$
Cost				
Initial recognition on date of acquisition	443,919	193,579	13,768	651,266
Additions	54,787	-	-	54,787
Balance at December 31, 2019	498,706	193,579	13,768	706,053
Additions	21,705	-	-	21,705
Disposal	-	(193,579)	(13,768)	(207,346)
Balance at December 31, 2020	**520,411**	**-**	**-**	**520,411**
Accumulated depreciation				
Initial recognition on date of acquisition	398,068	169,835	12,147	580,050
Depreciation	28,761	5,259	486	34,506
Balance at December 31, 2019	426,829	175,094	12,633	614,556
Depreciation	37,376	18,485	1,135	56,996
Disposal	-	(193,579)	(13,768)	(207,347)
Balance at December 31, 2020	**464,205**	**-**	**-**	**464,205**
Carrying amounts				
Initial recognition on date of acquisition (Note 5)	**45,852**	**23,743**	**1,621**	**71,216**
Balance at December 31, 2019	**71,878**	**18,484**	**1,135**	**91,497**
Balance at December 31, 2020	**56,206**	**-**	**-**	**56,206**

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Year ended December 31, 2020	Year ended December 31, 2019
	$	$
Accounts payable	3,319,111	4,965,909
Accrued liabilities	149,987	215,776
Total	**3,469,098**	**5,181,685**

11. PROMISSORY NOTE

On January 1, 2019, the Company issued a promissory note in the amount of $1,174,500 carrying interest rate of approximately 3% per year and repaid $422,500. The promissory note was repayable on a quarterly basis at $47,000 per quarter and maturing on January 1, 2023. Unpaid balance of the promissory note was subject to a general security agreement related to the Company's assets and the Company pledged the 54% of the subsidiary's common shares as security. The Company has fully paid the promissory note at December 31, 2021 and was released from all debts by the lender (Note 17).

The interest expenses paid and charged to the consolidated statements of income was in the amount of $16,239 (2019 - $15,750).

12. RELATED PARTY TRANSACTIONS

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party transactions were performed in the normal course of business and are related to compensation to senior management.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. During the year, key management personnel were compensated for $1,112,619 (2019 - $1,263,760).

13. SHARE CAPITAL

a) Authorized:

Unlimited number of class 1 common shares, one vote per share, without par value.
Unlimited number of class 2 common shares, non-voting share, without par value.
Unlimited number of class A shares, one vote per share, with no stated par value.
Unlimited number of class B shares, non-voting share, with no stated par value.
Unlimited number of class C shares, one vote per share, with no stated par value.

b) Issued:

	Year ended December 31, 2020	**Year ended December 31, 2019**
	$	**$**
100 Class 1 common shares	10	10
100 Class 2 common shares	10	10
750,000 Class A shares	33	33
	53	53

14. INCOME TAXES

a) Amounts recognized in profit or loss

	Year ended December 31, 2020	Year ended December 31, 2019
	$	$
Current income tax	215,818	31,548
Deferred income tax	(51,231)	(46,793)
Income tax expenses (recovery)	**164,587**	**(15,245)**

b) Current income taxes

The income taxes expenses differ from that which would be expected by applying the federal and provincial statutory income tax rates of 26.50% for year ended December 31, 2020 (2019 – 26.50%) to income before income taxes. A reconciliation of the difference is as follows:

	Year ended December 31, 2020	Year ended December 31, 2019
	$	$
Income before tax	870,953	46,461
Expected income tax expenses at statutory tax rate of 26.5%	230,803	12,312
Tax effect on:		
Non-deductible and non-taxable items, net	52,152	53,579
Small business deduction and other changes	(67,137)	(34,343)
Change in deferred tax items	(51,231)	(46,793)
	164,587	**(15,245)**

c) Deferred income taxes

	Year ended December 31, 2020	Year ended December 31, 2019
	$	$
Capital loss	(6,501)	(6,501)
Timing difference	12,790	9,962
Deferred tax liabilities recognized pursuant to acquisition of business (Note 5)	108,120	162,180
Total deferred tax liabilities	**114,409**	**165,641**

The capital loss can be carried forward to reduce the taxable capital gain in future.

15. FINANCIAL INSTRUMENTS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market 'participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

Any assets and liabilities which to be measured at fair value will be categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

15. FINANCIAL INTRUMENTS (continued)

a) Credit Risk and Economic Dependence

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit. The Company recognized an impairment provision in the amount of $NIL as at December 31, 2020 (December 31, 2019 - $NIL; January 1, 2019 - $NIL;).

The following table provides information regarding the aged trade receivables:

	Current	31-60 days	60 days to 90 days	Over 90 days	Total
	$	$	$	$	$
At December 31, 2020	1,680,883	640,299	61,273	-	**2,382,455**
At December 31, 2019	2,651,236	559,583	108,587	360,415	**3,679,821**

For year ended December 31, 2020, 65% (2019: 62%) revenue was generated from 6 customers, and which represented 79% (2019:60%) of the trade receivable balance as at December 31, 2020.

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through maintaining sufficient funds in the bank.

15. FINANCIAL INTRUMENTS (continued)

b) Liquidity Risk (continued)

The following table sets out the Company's contractual maturities (representing undiscounted contractual cash flows) of financial liabilities and commitments:

	12 months	1 to 2 years	2 to 5 years	Total
	$	$	$	$
Accounts payable and accrued liabilities	3,469,098	-	-	3,469,098
Promissory note	423,000	-	-	423,000
Lease liabilities	15,828	12,791	221	28,840
At December 31, 2020	**3,907,926**	**12,791**	**221**	**3,920,938**

	12 months	1 to 2 years	2 to 5 years	Total
	$	$	$	$
Accounts payable and accrued liabilities	5,181,685	-	-	5,181,685
Promissory note	188,000	423,000		611,000
Lease liabilities	351,545	31,079	5,337	387,961
At December 31, 2019	**5,721,230**	**454,079**	**5,337**	**6,180,646**

c) Market Risk

Market risk is the risk that changes in market prices, such as interest rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

16. CONTINGENCIES

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at December 31, 2020, December 31, 2019 and January 1, 2019 there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

17. SUBSEQUENT EVENTS

The Company fully paid the promissory note at December 31, 2021 and was released from all debts by the lender (Note 11).

On January 26, 2022, the Company's shareholders entered into a Share Purchase Agreement with Ciscom Corp. to sell all of the issued and outstanding shares of the Company to Ciscom Corp., a company incorporated under the laws of the province of Ontario. The purchase price will be satisfied by payment of cash and issuance of Ciscom Corp. shares. The transaction is expected to close on February 28, 2022.

Schedule K
Audited Consolidated Financial Statements of 1883713 Ontario Inc. as at December 31, 2021

CONSOLIDATED FINANCIAL STATEMENTS
1883713 Ontario Inc.

For the years ended December 31, 2021 and 2020

1883713 Ontario Inc.

Consolidated Financial Statements
For the years ended December 31, 2021 and 2020
(Canadian dollars)

Consolidated Financial Statements

SRCO Professional Corporation
Chartered Professional Accountants
Licensed Public Accountants
Park Place Corporate Centre
15 Wertheim Court, Suite 409
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of 1883713 Ontario Inc.

Opinion

We have audited the consolidated financial statements of 1883713 Ontario Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, the consolidated statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the years ended December 31, 2021 and 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2021 and 2020, in accordance with IFRS.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company 's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company 's financial reporting process.

(continues)

Independent Auditor's Report to the Shareholders of 1883713 Ontario Inc. *(continued)*

Auditor's Responsibilities for the Audits of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company 's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company 's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(continues)

Independent Auditor's Report to the Shareholders of 1883713 Ontario Inc. *(continued)*

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

Richmond Hill, Canada
April 11, 2022

1883713 Ontario Inc.
Consolidated Statements of Financial Position

	Notes	December 31, 2021	December 31, 2020
		$	$
ASSETS			
Current			
Cash	2	2,233,707	1,484,760
Short term investment	2	-	800,000
Trade receivables	4	4,539,075	2,382,455
Harmonized sales tax receivable		34,293	78,588
Prepaid expenses and deposits		334,886	119,155
Total Current Assets		**7,141,961**	**4,864,958**
Right-of-use assets	5	10,935	25,109
Property and equipment	7	43,667	56,206
Cash surrender value of insurance policy		21,000	-
Intangible assets	3, 6	204,000	408,000
Goodwill	3, 6	572,190	572,190
Total Assets		**7,993,753**	**5,926,463**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	4,333,172	3,469,098
Deferred revenue and advance from customer		221,870	12,980
Income taxes payable	12	259,963	95,818
Promissory note	9	-	423,000
Deferred tax liabilities	12	54,060	54,060
Lease liabilities	7	11,190	14,954
Total Current Liabilities		**4,880,255**	**4,069,910**
Deferred tax liabilities	12	3,429	60,349
Lease liabilities non-current portion	5	1,508	12,699
Total Liabilities		**4,885,192**	**4,142,958**
SHAREHOLDERS' EQUITY			
Share capital	11	53	53
Accumulated other comprehensive income	3	619,908	619,908
Retained earnings		2,488,600	1,163,544
Total Shareholders' Equity		**3,108,561**	**1,783,505**
Total Liabilities and Shareholders' Equity		**7,993,753**	**5,926,463**

Contingencies [Note 14]
Subsequent events [Note 15]
Approved on behalf of the Board:

________________ ________________
Director Director

The accompanying notes are an integral part of the consolidated financial statements

1883713 Ontario Inc.
Consolidated Statements of Income and Comprehensive Income

	Note	For year ended December 31, 2021	For year ended December 31, 2020
		$	**$**
Revenue			
Advertisement		24,709,213	19,374,640
Market strategy		2,023,945	1,904,744
		26,733,158	**21,279,384**
Cost of revenue		**21,376,655**	**17,031,229**
Gross profit		**5,356,503**	**4,248,155**
Expenses			
Salaries and wages	2	2,711,620	2,249,167
Subscriptions, permit and licenses		283,067	295,785
General and administrative		107,219	61,901
Insurance		145,845	99,793
Marketing and promotions		27,614	29,538
Depreciation and amortization	5, 6, 7	245,696	599,671
Professional fees		78,161	15,671
Interests	5, 9	13,362	25,676
Total expenses		**3,612,584**	**3,377,202**
Net income before income taxes		**1,743,919**	**870,953**
Current income tax	12	475,783	215,818
Deferred income tax	12	(56,920)	(51,231)
Net income and comprehensive income		**1,325,056**	**706,366**

The accompanying notes are an integral part of the consolidated financial statements

1883713 Ontario Inc.
Consolidated Statements of Changes in Shareholders' Equity

		8		Class 2 common shares		Class A shares		Other comprehensive	Retained	
	Note	**Number**	**Amount**	**Number**	**Amount**	**Number**	**Amount**	**Income (Note 3)**	**Earnings**	**Total**
			$		**$**		**$**	**$**	**$**	**$**
Balance at December 31, 2019		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**457,178**	**1,077,139**
Net income for the year		-	-	-	-	-	-	-	706,366	706,366
Balance at December 31, 2020		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**1,163,544**	**1,783,505**
Net income for the year		-	-	-	-	-	-	-	1,325,056	1,325,056
Balance at December 31, 2021		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**2,488,660**	**3,108,561**

1883713 Ontario Inc.
Consolidated Statements of Cash Flows

	Note	For year ended December 31, 2021	For year ended December 31, 2020
		$	**$**
OPERATING ACTIVITIES			
Net income		1,325,056	706,366
Adjustments to reconcile net income to operating cash flow:			
Depreciation of property and equipment	7	27,521	56,996
Amortization of right-of use asset	5	14,174	338,675
Amortization of intangible assets	6	204,000	204,000
Gain on disposal of property and equipment	7	-	(6,530)
Interest accretion on lease liabilities	5	873	9,437
		1,571,624	1,308,944
Change in operating assets and liabilities:			
Trade receivables		(2,156,620)	1,297,366
Prepaid expenses and deposits		(215,731)	403,232
Harmonized sales tax receivable		44,295	(19,096)
Accounts payable and accrued liabilities		864,074	(1,712,587)
Deferred revenue and advance from customers		208,890	-
Income taxes receivable/payable and deferred tax liabilities		107,225	85,227
Cash provided by operating activities		**423,757**	**1,363,086**
INVESTING ACTIVITIES			
Purchase of property and equipment	7	(14,982)	(21,705)
Proceeds from disposal of property and equipment	7	-	6,530
Purchase life insurance policy		(21,000)	-
Cash used in investing activities		**(35,982)**	**(15,175)**
FINANCING ACTIVITIES			
Proceeds of sale of short-term investment		800,000	-
Repayment of promissory note	9	(423,000)	(188,000)
Principal payments of lease liabilities	5	(15,828)	(351,446)
Cash provided by (used in) financing activities		**361,172**	**(539,446)**
INCREASE IN CASH		**748,947**	**80–,465**
CASH - BEGINNING OF YEAR		**1,484,760**	**67–,295**
CASH - END OF YEAR		**2,233,707**	**1,484,760**

SUPPLEMENTAL CASH FLOW INFORMATION

Income taxes paid	311,638	79,359
Interest paid	13,362	16,239

The accompanying notes are an integral part of the consolidated financial statements

1. NATURE OF BUSINESS

1883713 Ontario Inc. (the "Company") was incorporated under the Business Corporations Act of Ontario on October 30, 2012. The Company maintains its registered office at 19 Langmuir Crescent, Toronto, Ontario, M6S 2A8.

Prior to January 1, 2019, the Company owned 46% of the ownership interest of Prospect Media Group Ltd. ("PMG") (Note 3), an entity incorporated under the Business Corporations Act of Ontario, which provides marketers with consumer data, analytic insights and integrated media strategy, in addition to offering full-service media buying services across digital and traditional channels.

On January 1, 2019 (the date of acquisition), the Company acquired an additional 54% equity interest of PMG (Note 3) and PMG became a wholly owned subsidiary of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were approved and authorized for issuance by the Company's Board of Directors on April 11, 2022. The consolidated financial statements are presented in Canadian dollars which is also the Company and the subsidiary's functional currency. The accounting policies have been applied consistently in these consolidated financial statements, unless otherwise indicated.

Basis of consolidation

The consolidated financial statements include the accounts of the wholly owned subsidiary PMG, and references to the Company include references to such subsidiary. The financial statements of the subsidiary are included in these consolidated financial statements from the date on which control commences until the date on which control ceases.
Intercompany balances and transactions are eliminated upon consolidation and preparation of these consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of advertisement flyer revenue and market strategy service revenue are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met. For those amounts of payments from customers for services to be rendered in a future time, those amounts are deferred and presented as deferred revenue in the statement of financial position and recognize as revenue upon delivery of services. Revenue related to advertisement is recognized when advertisements are printed and distributed or are placed on the digital platforms and collection is reasonably assured. Revenue related to market strategy is recognized when the related services are provided to customers.

Cash

Cash includes demand deposits held with bank with an original maturity of 90 days or less.

Short term investment

Short term investment includes term deposit held with bank with original maturity of more than 90 days but less than one year. Short-term investment is carried at amortized cost at an effective interest rate method less adjustment for impairment loss allowance, if any.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Lease

IFRS 16 requires a lessee to recognize assets and liabilities for all leases subject to some practical expedients. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company accounted for real estate operating leases with a remaining lease term of less than 12 months as short-term leases (remaining lease term of more than 12 months are included for IFRS 16 adoption purposes unless the underlying asset is of a low value).

The Company leases buildings for office use, equipment and motor vehicle. For all long-term lease contracts, the Company recognises right-of-use assets and lease liabilities 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 for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

The Company generally uses the incremental borrowing rate when initially recording real estate leases as the implicit rates are not readily available as information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is not available.

The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow over a similar term the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Leases requires lessees to estimate the lease term. In determining the period which the Company has the right to use an underlying asset, management considers the non-cancellable period along with all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. This significant estimate could affect future results if the Company extends the lease or exercises an early termination option.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the amounts reported in these consolidated financial statements are discussed below:

a) Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required to determine the frequency with which these assets are to be tested for impairment. The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of intangible assets and goodwill. In testing for impairment, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the business combination. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate.

b) Income taxes

In calculating current and deferred income taxes, the Company uses judgment when interpreting the tax rules where the Company operates. The Company also uses judgment in classifying transactions and assessing probable outcomes of claimed or accrued deductions, which considers expectations of future operating results as well as the timing and reversal of temporary differences.

c) Covid-19 Impact

In December 2019, a novel strain of coronavirus (COVID-19) emerged. While initially the outbreak was largely concentrated in China and caused significant disruptions to its economy, it has now spread to several other countries and infections have been reported globally.
During 2020, 2021 and 2022, as a result of COVID-19 infections having been reported throughout Canada, United States and other countries, certain national, provincial, state and local governmental issued proclamations and/or directives aimed at minimizing the spread of COVID-19. Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical Accounting Estimates and Judgments (continued)

of adverse impact. To the date of the issuance of these consolidated financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available, if any, as the business prospered during the pandemic.

Estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in the consolidated statements of income and comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the changes affect both.

Certain estimates and assumptions that have a significant risk of causing material adjustments to the carrying amount of assets and liabilities within the next fiscal year include useful lives of property and equipment and intangible assets, and accrued liabilities. Those estimates are based on management's assumptions, based on current circumstances, that management believes are a reasonable basis upon which to estimate the future liability.

With respect to intangible assets acquired and goodwill recognized in a business combination, the Company determines fair values using such estimates as discounts rates, growth rates and terminal capitalization rates. These estimates take into account any material change to the assumptions that occur when reviewed regularly by management.

With respect to testing non-financial assets for impairment, the Company determines value in use and fair value less cost to sale using such estimates as cash flows and discount rates. These estimates are periodically reviewed by management.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

The Company uses three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI), and fair value through profit or loss (FVTPL). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified and measured in two categories, amortized cost or FVTPL. The Company does not separate derivatives embedded in contracts where the host is a financial asset. Instead, the hybrid financial instruments as a whole are assessed for classification.

a) **Classification of financial assets and financial liabilities**

The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Short term investment	Amortized cost
Trade receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note	Amortized cost
Lease liabilities	Amortized cost

On initial recognition, a financial asset is classified as measured at amortized cost, FVTPL, or FVTOCI. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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 Company recognizes trade receivables initially when they are originated. All other financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All trade receivables without a significant financing component are initially measured at their transaction prices. All other financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets at amortized costs are measured at cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. The Company recognizes debt securities it issues when they originate. All other financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued**)**

a) **Classification of financial assets and financial liabilities** (continued)

interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statements of income and comprehensive income. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the consolidated statements of income and comprehensive income in the period in which arise.

b) **Impairment of financial assets**

The Company uses a forw“rd-looking "expected”cr“dit”loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors and forward-looking information affect ECLs, which will be determined on a probability-weighted basis. This model is applied, at each reporting date, to the Company’s financial assets measured at amortized cost. Impairment losses are recorded in general and administrative expenses with the carrying a328pproacf the financial asset reduced through the use of impairment allowance accounts. The Company applied the simplified approach for trade receivables and short-term investment.

Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the consideration required to settle the obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses. Gains and losses arising on the disposal of individual assets are recognized in income in the year of disposal. Costs, including financing charges and certain design, construction and installation costs, related to assets that are under construction and are in the process of being readied for their intended use are recorded as construction in progress and are not subject to depreciation until they are ready for their intended use.

Depreciation, which is recorded from the date on which each asset is available for service, is generally provided for on a declining balance method over the estimated useful lives of the property and equipment. The depreciation rates are as follows:

Computer equipment	30% to 55%
Office furniture and fixtures	20% to 30%
Office equipment	30%

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated amortization of property retired or sold are removed from the accounts, and gains or losses are recognized in the consolidated statements of income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for property and equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

The estimated useful lives of intangible assets are as follows:

Customer relationships	4 years
Brand name	4 years

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If such an indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Where it is not possible to estimate the recoverable amount of an individual asset, assets 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 CGUs. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on estimated future cash flows, 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 or CGU.

An impairment loss is recognized if the carrying amount of an asset or IGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For any other assets, 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. Reversal of impairment losses are recognized immediately in the consolidated statements of income and comprehensive income.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the year. Income tax is recognized in the consolidated statements of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

The Company adopted IFRIC 23, *Uncertainty over Income Tax Treatment*, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There were no uncertainties as at December 31, 2021 and 2020.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants related to salary and wages claimed are recognized as a credit to consolidated statements of income and applied against the salaries and wages. During the year ended December 31, 2021 and 2020, Canadian Emergency Wage Subsidy (“CEWS”) claimed and received that were recognized and applied against salaries and wages were in the amount of $137,190 and $408,156, respectively.

Operating segments

The Company determines its reportable segments based on, among other things, how the chief operating decision makers, regularly reviews its operations and performance. The Company follows the same accounting policies for its segments as those described in these consolidated financial statements.

For the years ended December 31, 2021 and 2020, management has determined that the Company is considered to be operating in a single operating and reportable segment.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Standards Issued but Not Yet Applied

Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB or IFRS Interpretations Committee that are mandatory for fiscal periods beginning on or after January 1, 2021.

(a) Amendments to IAS 1, Classification of Liabilities as Current or Non-current (IAS 1)

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

• What is meant by a right to defer settlement

• That a right to defer must exist at the end of the reporting period

• That classification is unaffected by the likelihood that an entity will exercise its deferral right

• That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. The amendments to IAS 1 are not expected to have a significant impact on the Company's Consolidated Financial Statements.

(b) Amendment–s to IFRS 7 - Financial Instruments: Disclosure; IFRS 9 – Financial Instruments; IAS 39, Financial Instruments: Recognition and Measurement; and IFRS 16

In August 2020, the IASB published IBOR Reform Phase 2 which address issues that might affect financial reporting after the reform of an interest rate benchmark, including its replacement with alternative benchmark rates. For financial instruments at amortized cost, the amendments introduce a practical expedient such that if a change in the contractual cash flows is as a result of IBOR reform and occurs on an economically equivalent basis, the change will be accounted for by updating the effective interest rate with no immediate gain or loss recognized. The amendments are effective for annual periods beginning on or after January 1, 2021, with earlier application permitted. Management is in the process of assessing the impact of these amendments on contracts in scope, including our IBOR-based financial instruments and hedge relationships, if any.

(c) Reference to the Conceptual Framework – Amendments to IFRS 3

In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The IASB also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 Levies, if incurred separately. At the same time, the IASB decided to

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Standards Issued but Not Yet Applied (continued)

(c) Reference to the Conceptual Framework – Amendments to IFRS 3 (continued)

clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

(d) Property, Plant and Equipment: Proceeds b–fore Intended Use - Amendments to IAS 16

In May 2020, the IASB issued Property, Plant and Equipment - Proceeds before Intended Use, which prohibits entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss. The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. The amendments are not expected to have a material impact on the Company.

(e) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative (G&A) costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Company will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. The amendments are not expected to have a material impact on the Company.

3. ACQUISITION OF BUSINESS

Up to December 31, 2018, the Company owned 46% of the ownership interest of PMG. Upon completion of a business acquisition transaction on January 1, 2019 ("date of acquisition"), the Company acquired the remaining 54% of shares of PMG and obtained controlling interest of PMG and PMG become a wholly owned subsidiary of the Company.

The transactions of the investments in PMG during prior years and up to the date of acquisition were accounted for in–accordance to IAS 28 - Investments in Associates and Joint Ventures. The business acquisition transaction was accounted for in accordance to IFRS 3 – Business Combinations as business acquisition in stages or step-acquisition.

Pursuant to the business acquisition transaction, fair value of the consideration was in the amount of $2,174,968, the Company identified intangible assets with a fair value of $816,000 (Customer relationships in the amount of $272,000 and Brand name in the amount of $544,000 respectively) as well as recognized related deferred tax liabilities in the amount of $216,240, and the difference between the total purchase consideration and the total net assets acquired was recorded as a goodwill of $572,190 (Note 6).

The Company accounted for its previously held 46% equity interest in PMG up to date of acquisition as an equity-accounted investee. The fair value of previously held equity intertest in PMG was in amount of $1,000,468 on the date of acquisition. The difference of $619,908 between the fair value and carrying value of $380,560 was recorded as a credit to the other comprehensive income.

4. TRADE RECEIVABLES

	Year ended December 31, 2021	**Year ended December 31, 2020**
	$	**$**
Trade receivables (Note 13)	4,539,075	2,382,455
Impairment provision for trade receivables	-	-
Total	**4,539,075**	**2,382,455**

5. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company's leases are related to the lease of office space, equipment and vehicle. Upon the expiry of the office lease contract in November 2020, the Company did not extend the office lease contract. When measuring lease liability, the Company discounted lease payments using its incremental borrowing rate of 5% (2020: 5%).

Right-of-use assets

	$
Balance at December 31, 2019	**363,784**
Amortization charge for the year	(338,675)
Balance at December 31, 2020	**25,109**
Amortization charge for the year	(14,174)
Balance at December 31, 2021	**10,935**

Lease liabilities

	$
Balance at December 31, 2019	**369,662**
Accretion on lease liability	9,437
Lease payments	(351,446)
Balance at December 31, 2020	**27,653**
Accretion on lease liability	873
Lease payments	(15,828)
Balance at December 31, 2021	**12,698**

	Year ended December 31, 2021	**Year ended December 31, 2020**
	$	**$**
Classified as current	**11,190**	**14,954**
Classified as non-current	**1,508**	**12,699**

6. INTANGIBLE ASSETS AND GOODWILL

a) Intangible assets

	Brand name	Customer relationships	Total
	$	$	$
Cost			
Balance at December 31, 2019 (Note 3)	**544,000**	**272,000**	**816,000**
Additions	-	-	-
Balance at December 31, 2020	**544,000**	**272,000**	**816,000**
Additions	-	-	-
Balance at December 31, 2021	**544,000**	**272,000**	**816,000**
Accumulated amortization			
Balance at December 31, 2019	**408,000**	**204,000**	**612,000**
Amortization	136,000	68,000	204,000
Balance at December 31, 2020	**272,000**	**136,000**	**408,000**
Amortization	136,000	68,000	204,000
Balance at December 31, 2021	**136,000**	**68,000**	**204,000**
Net book value			
Balance at December 31, 2019	**408,000**	**204,000**	**612,000**
Balance at December 31, 2020	**272,000**	**136,000**	**408,000**
Balance at December 31, 2021	**136,000**	**68,000**	**204,000**

b) Goodwill

	$
As at December 31, 2019, 2020 and 2021 (Note 3)	572,190

7. PROPERTY AND EQUIPMENT

	Computer equipment	Office furniture and fixture	Office equipment	Total
	$	$	$	$
Cost				
Balance at December 31, 2019	498,706	193,579	13,768	706,053
Addition	21,705	-	-	21,705
Disposal	-	(193,579)	(13,768)	(207,347)
Balance at December 31, 2020	520,411	-	-	520,411
Addition	14,982	-	-	14,982
Disposal	(138,716)	-	-	(138,716)
Balance at December 31, 2021	**396,677**	**-**	**-**	**396,677**
Accumulated depreciation				
Balance at December 31, 2019	426,829	175,094	12,633	614,556
Addition	37,376	18,485	1,135	56,996
Disposal	-	(193,579)	(13,768)	(207,347)
Balance at December 31, 2020	464,205	-	-	464,205
Addition	27,521	-	-	27,521
Disposal	(138,716)	-	-	(138,716)
Balance at December 31, 2021	**353,010**	**-**	**-**	**353,010**
Carrying amounts				
Balance at December 31, 2019	71,878	18,484	1,135	91,497
Balance at December 31, 2020	56,206	-	-	56,206
Balance at December 31, 2021	**43,667**	**-**	**-**	**43,667**

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Year ended December 31, 2021	Year ended December 31, 2020
	$	$
Accounts payable	3,978,091	3,319,111
Accrued liabilities	355,081	149,987
Total	**4,333,172**	**3,469,098**

9. PROMISSORY NOTE

On January 1, 2019, the Company issued a promissory note in the amount of $1,174,500 carrying interest rate of approximately 3% per year and repaid $422,500. The promissory note was repayable on a quarterly basis at $47,000 per quarter and maturing on January 1, 2023. Unpaid balance of the promissory note was subject to a general security agreement related to the Company's assets and the Company pledged the 54% of the subsidiary's common shares as security. The Company has fully paid the promissory note at December 31, 2021 and was released from all debts by the lender.

The interest expenses paid and charged to the consolidated statements of income was in the amount of $13,362 (2020 - $16,239).

10. RELATED PARTY TRANSACTIONS

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.
Related party transactions were performed in the normal course of business and are related to compensation to senior management.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. During the year, key management personnel were compensated for $1,242,994 (2020 - $1,112,619).

11. SHARE CAPITAL

a) Authorized:

Unlimited number of Class 1 common shares, one vote per share, without par value.
Unlimited number of Class 2 common shares, non-voting share, without par value.
Unlimited number of Class A shares, one vote per share, with no stated par value.
Unlimited number of Class B shares, non-voting share, with no stated par value.
Unlimited number of Class C shares, one vote per share, with no stated par value.

b) Issued:

	Year ended December 31, 2021	**Year ended December 31, 2020**
	$	**$**
100 Class 1 common shares	10	10
100 Class 2 common shares	10	10
750,000 Class A shares	33	33
	53	53

12. INCOME TAXES

a) Amounts recognized in profit or loss

	Year ended December 31, 2021	Year ended December 31, 2020
	$	$
Current income tax	475,783	215,818
Deferred income tax	(56,920)	(51,231)
Income tax expenses (recovery)	**418,863**	**164,587**

b) Current income taxes

The income taxes expenses differ from that which would be expected by applying the federal and provincial statutory income tax rates of 26.50% for year ended December 31, 2021 (2020 – 26.50%) to income before income taxes. A reconciliation of the difference is as follows:

	Year ended December 31, 2021	Year ended December 31, 2020
	$	$
Income before tax	1,743,919	870,953
Expected income tax expenses at statutory tax rate of 26.5%	462,139	230,803
Tax effect on:		
Non-deductible and non-taxable items, net	66,394	52,152
Small business deduction and other changes	(52,750)	(67,137)
Change in deferred tax items	(56,920)	(51,231)
	418,863	**164,587**

c) Deferred income tax liabilities

	Year ended December 31, 2021	Year ended December 31, 2020
	$	$
Capital loss	(6,501)	(6,501)
Timing difference	9,930	12,790
Deferred tax liabilities recognized pursuant to acquisition of business (Note 5)	54,060	108,120
Total deferred tax liabilities	**57,489**	**114,409**

The capital loss can be carried forward to reduce the taxable capital gain in future.

13. FINANCIAL INSTRUMENTS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

Any assets and liabilities which to be measured at fair value will be categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

13. FINANCIAL INTRUMENTS (continued)

a) Credit Risk and Economic Dependence

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit. The Company recognized an impairment provision in the amount of $NIL as at December 31, 2021 (December 31, 2020 - $NIL).

The following table provides information regarding the aged trade receivables:

	Current	31-60 days	60 days to 90 days	Over 90 days	Total
	$	$	$	$	$
At December 31, 2021	4,211,361	327,714	-	-	**4,539,075**
At December 31, 2020	1,680,883	640,299	61,273	-	**2,382,455**

For year ended December 31, 2021, 69% (2020: 65%) revenue was generated from 6 customers, and which represented 67% (2020: 79%) of the trade receivable balance as at December 31, 2021.

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through maintaining sufficient funds in the bank.

The following table sets out the Company's contractual maturities (representing undiscounted contractual cash flows) of financial liabilities and commitments:

	12 months	1 to 2 years	2 to 5 years	Total
	$	$	$	$
Accounts payable and accrued liabilities	4,333,172	-	-	4,333,172
Lease liabilities	11,463	1,549	-	13,012
At December 31, 2021	**4,344,635**	**1,549**	-	**4,346,184**

	12 months	1 to 2 years	2 to 5 years	Total
	$	$	$	$
Accounts payable and accrued liabilities	3,469,098	-	-	3,469,098
Promissory note	423,000	-		423,000
Lease liabilities	15,828	12,791	221	28,840
At December 31, 2020	**3,907,926**	**12,791**	**221**	**3,920,938**

13. FINANCIAL INTRUMENTS (continued)

c) Market Risk

Market risk is the risk that changes in market prices, such as interest rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

14. CONTINGENCIES

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at December 31, 2021 and December 31, 2020 there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

15. SUBSEQUENT EVENTS

On January 26, 2022, the Company's shareholders entered into a Share Purchase Agreement with Ciscom Corp. to sell all of the issued and outstanding shares of the Company to Ciscom Corp., a company incorporated under the laws of the province of Ontario. The purchase price will be satisfied by payment of cash and issuance of Ciscom Corp. shares. The transaction is expected to close in the second quarter of 2022.

1883713 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2020 to DECEMBER 31, 2020

(EXPRESSED IN CANADIAN DOLLARS)

Overview

Business Overview

1883713 Ontario Inc., including wholly owned subsidiary Prospect Media Group Ltd., (together referred to as "the Company") is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness.

The Company's core expertise lies in serving national Retail clients in Canada, with the objective of driving traffic and sales to both brick & mortar and ecommerce stores. Key business segments have historically been comprised of consumer data & analytic services and retail flyer (print media) optimization and management. Over the course of the past 5 years, the Company has shifted and diversified its business significantly, investing in new data tools and talent to guide clients in the reduction and transition of traditional print flyer spend to digital media tactics, as part of an overall omni-channel, integrated media strategy.

The Company's approach today is focused on unlocking data insights that provide a holistic view of all media channels as one integrated platform, using data to make informed decisions about targeting high value consumer audiences and implementing media strategy to meet the changing habits of consumers. The business has experienced significant growth, fueled by the shift away from low margin revenues (i.e. newspaper flyers) to higher margin revenues, that includes 360° media buying services. Digital media services at are the forefront of this change, combined with high impact Canada Post Neighbourhood Mail, Out-of-Home ("OOH"), Broadcast, together with other complementary services, including consumer insights, mobile location data, audience targeting, competitive customer acquisition, strategy development, media planning and placement, as well as performance and measurement reporting.

Objectives & Strategy

Consumer data and analytics will continue to be at the centre of the Company's strategic plan. The Company's leadership position within the Retail Marketing sector, is due to its expertise in the analysis of consumer data, including client-supplied transactional data (POS, loyalty, ecomm, etc.), that is used to build custom analytic models tailored to each respective client's category and business. This is a noteworthy competitive advantage for the Company, that differentiates the Company from other media agencies and has positioned it as the dominant player in the industry. This is the foundation of the business and connects directly to its revenue growth strategy in its Media services segment – specifically media planning and buying, as well as integrated media strategy development.

The key objective for the Company will be to invest further in data, technology, software and tools that will allow for additional growth, based on extracting rich consumer insights in order to meet the changing needs of advertisers across Canada. In addition, the Company will continue to align its data capabilities with emerging Media channels (Connected TV, Digital OOH, Digital Audio, etc.), to expand its media services for clients moving forward.

In terms of the legacy Print Media sector, the Company will continue to leverage its data-driven print expertise as the launching pad to onboard new clients and build integrated marketing strategy for Advertisers seeking to transition a portion of their traditional marketing spend to Digital channels. In the Canadian retail landscape, there continues to be significant investment by major retailers in traditional print flyers (specifically Grocery, Mass Merchandisers, Specialty Retail). The printed flyer is still a key driver of sales and traffic for retailers in Canada and it continues to hold a strong position within the integrated media mix. However, COVID-19 negatively impacted this spend in 2020, accelerating the need for greater optimization of the flyer investment, in order to free up budget for digital media tactics. This presents a sizeable growth opportunity for the Company, as Canadians media habits continue to shift online. The strategy of optimization and reduction of print investment will be utilized to expand services and revenue streams with the Company's clients (both current and future). The Company will support clients, not only to plan marketing programs, but also to deploy, manage and measure them across all media channels.

Competition in the media agency industry remains highly fragmented and intense. The industry has a complex competitive landscape, compounded by the COVID-19 pandemic, which, in turn, has accelerated the shift from traditional to digital media channels, powered by a data-first approach. The Company has experienced strong growth during the pandemic and is well positioned for expansion and foresees continued growth opportunities to increase market share from competitive agencies, with ongoing new business development initiatives. These new business efforts will focus specifically on print management and marketing consulting firms that do not provide enhanced data & analytic services, do not understand the role of print flyers and direct mail within the overall marketing mix, or those that have not diversified their approach to offer integrated media strategy.

Overview of Trends Affecting The Company

The Company works within the Marketing and Media Agency industry, providing services for Advertisers (as noted above), focused within the Retail Sector. The Company's services are well aligned with current trends in our industry, specifically the need for consumer first-party data and analytics, where the Company is a leader; optimization and integration of print media (e.g. flyers, direct mail) with digital tactics; leveraging consumer data to build effective integrated media strategy; measurement of media performance and impact (e.g. traffic and sales). The Company is capitalizing on these trends and anticipates continued growth with the addition of new clients and the expansion of services being offered.

As consumer media consumption habits change, marketing services providers face increased demand to offer end-to-end marketing services, from data and analytics, to strategy development, through media execution across all channels, traditional and digital. As new marketing and advertising channels emerge, marketing services providers must expand their services beyond traditional channels, such as television, newspapers, print flyers, OOH and radio, to digital channels, such as mobile, search, social, display and video, to create effective multichannel campaigns for their clients. This trend greatly influences the Company's ongoing efforts to redefine the future of integrated media strategy and create greater value for its clients who are looking for less complexity, greater transparency/openness and accountability from their business partners.

During 2020, the Company continued to focus on providing brands and marketers with a more efficient and effective way to go to market and reach consumers. Through its integrated marketing model, the Company creates greater value for clients by helping them reduce the complexities of working with multiple agency partners and vendors; reduce process inefficiencies through workflow re-engineering and process optimization; and improve marketing spend effectiveness through data-driven insights and integrated solutions that help clients target audiences, plan and measure marketing, strategize and connect with consumers through multiple channels.

COVID-19 accelerated the change in consumer media usage, increasing digital media engagement, and placing additional downward pressure on the use of print flyers. Retailer print flyer volumes declined more rapidly during 2020 due to store closures, long timelines to develop and produce flyers, as well as supply chain issues. These sudden and rapid changes forced retailers to re-evaluate the use of traditional flyers and quickly shift marketing spend to Digital channels in order to adjust to the changing landscape. This change increased the need for the Company's data and analytic services, created significant growth opportunities with the expansion of our Digital services, a shift to Canada Post distribution (from newspaper) and laid the foundation for future growth moving forward.

In its strategic approach to the market, the Company understood the need to change from its traditional media and focus on new delivery options, including digital. The Company had been anticipating and planning for the reduction in print flyer revenues for the past 5+ years. As part of the Company's diversification plan, we have mitigated the risk to revenues and built a growth strategy that incorporates future changes in the media landscape. The implementation of the strategy was timely and has proven successful. While lower margin sales/accounts were retired, during 2020 (and through the initial impact of COVID-19), the Company realized YoY growth in gross profits. Accordingly, traditional print flyer revenues via newspaper declined by 49.8% and in contrast, Canada Post Neighbourhood Mail revenues increased by 282.6% and Digital revenues increased by 23.1%. This foundational change in the Company's business model has created additional revenue growth potential in the years ahead with new media and elevated the Company's own client loyalty with strengthened relationships.

The Company believes that a disciplined approach for capital management and a strong balance sheet are critical to be able to invest in profitable growth opportunities and technological advances, thereby providing the highest return for shareholders. The

Company continues to make progress on integrating and streamlining all aspects of its business (business development, analytics, media and finance), driving productivity improvements and sustainable growth initiatives into the future through an engaged workforce, media partnerships and ongoing adoption of the latest data tools, automation and technology. The Company transitioned to a fully virtual "work from home" model in 2020, ensuring the safety and well being of its team. As the pandemic continues to evolve, the extent of the impact on the Company's business, financial condition, cash flow, results of operations will depend on future developments, all of which are still highly uncertain and cannot be predicted. However, through this diversification strategy, the Company believes it can drive sustainable growth, delivering faster, more insightful and more effective media strategy for clients.

Capability to Deliver Results

The Company's position as a leader in the industry bodes well for future growth and continued strong revenue performance. The Company has built a dynamic culture for clients and employees ensuring low turnover and long tenure. The Company has made investments in 4 main pillars; key services, talent, technology and business development, in order to enhance our capabilities and mitigate the impact of changes within the media, retail and consumer landscapes. Our plan is to help clients successfully navigate the ever-changing media environment, through the Company's data analytics, in order to grow on a large scale looking forward.

Key Services:

- The Company provides clients with customized consumer analytics in order to identify high value, high opportunity consumers for their respective businesses. The Company utilizes consumer data and analytics to build integrated media strategies for our clients, including print (e.g. flyers, direct mail), digital (e.g. display, social, SEM), broadcast (e.g. TV, radio), OOH (out-of-home) and other media tactics. The Company provides media planning and buying services on behalf of our clients to support their marketing objectives and seasonal campaigns. Client scope of work varies significantly by advertiser. Depending on the client, our services can range from analytics only, to print flyer/direct mail management, digital media management, integrated media strategy development, etc.

Talent:

- The Company has been focused on recruiting talent with key areas of expertise in order to enhance in-house capabilities, while reducing reliance on external vendors and improving margins. Staffing recruitment has been prioritized within the areas of Digital Media, Data & Analytics and Integrated Media Strategy. We will continue to expand our team in order to provide the expertise required to support the changing needs of our clients, the evolving media landscape and to contribute to the positive growth of the overall business. We are continually evaluating our needs, in terms of people, including retention of our current team, as well as future hires.

Technology:

- Technology is a key area of investment. Given the significant amount of data that is managed daily, and the extensive analytic requirements of our clients, the Company is engaged in ongoing evaluation of software and technology that will support automation, insights and reporting. In addition, new consumer data tools are launched annually by 3rd party vendors that will improve speed to market and client deliverables. These are continuously being evaluated for potential use and in order to generate new revenue streams moving forward.

Business Development:

- The Company has a strong Business Development team, focused on client services, managing longstanding client relationships, generating new revenue streams with both current and new clients. The Company's team is proactively focused on creating direct relationships with new clients and key decision makers when engaged in new business prospecting efforts. This is a unique model in the agency industry, where business development efforts are mainly focused on RFP's and referral models.

Performance Goals

The Company establishes annual performance goals (or key performance indicators) for the Company, based on the following metrics: 1) Client Goals – maintain current client base, onboard new annual clients, plus, onboard project-based clients for ad hoc campaigns; 2) Revenue Goals – annual gross profit goal, media services revenue g–als; 3) People Goals - quarterly "Fight Plan" check-ins, work efficiency goals, collaboration tools.

Quarterly Gross Profit

The Company has quarterly Gross Profit targets in place that trigger staff bonuses. These are a gauge of our ongoing revenue targets and goals. In addition, there is monthly review of financials between the Managing Director and Director of Finance to track performance. Weekly review of sales activity with the Business Development team – every other week, review revenue numbers and gross margin targets (YoY); every other week, discuss new business and client strategies to grow our revenues.

Operating Segment(s)

The Company's operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Results of Operations & Outlook

The Company's operating results for the fiscal year ended December 31, 2020 as compared to the year ended December 31, 2019:

	2020	2019
Revenues		
Print Distribution	8,630,082	17,207,317
Direct Mail	7,565,509	1,977,383
Digital	2,791,675	2,267,100
Other	2,292,118	2,226,936
	21,279,384	**23,678,736**
COGS		
Print Distribution	7,846,197	15,882,014
Direct Mail	6,482,578	1,559,524
Digital	2,417,253	1,850,002
Other	285,201	323,618
	17,031,229	**19,615,158**
Gross margin	**4,248,155**	**4,063,578**
Expenses		
Compensation	2,657,323	2,842,049
Subscriptions, permits and licences	295,785	222,645
General and administrative	61,901	116,182
Insurance	99,793	98,506
Other operating	70,884	132,223
	3,185,686	**3,411,605**
Operating income before depreciation and unusual items	**1,062,469**	**651,973**
Depreciation and amortization	599,671	605,512
Canada Emergency Wage Subsidy (CEWS)	(408,156)	-
Earnings before income taxes	**870,954**	**46,461**
Provision for income taxes	164,587	(15,245)
Net income	**706,367**	**61,706**
Remeasurement of equity investment upon acquisition date	-	619,908
Net income and comprehensive income	**706,367**	**681,614**

Revenue and COGS

Print Distribution

As planned/anticipated, print distribution revenue decreased $8.6 million, or 49.8%, to $8.6 million for the year ended December 31, 2021 as compared to the same period in prior year. The Company has been focusing our client base on an integrated media strategy using a combination of distribution, direct mail and digital. The cost of Print Distribution was proportionately down by $8.0 million, or 50.6%, to $7.8 million for the same period in the prior year.

Direct Mail

Direct mail revenue increased by $5.6 million, or 282.6%, to $6.5 million for the year ended December 31, 2021 as compared to the same period in the year prior due to the Company's focus on converting clients to an integrated print strategy. The cost of Direct Mail through Canada Post increased by $4.9 million, or 315.7%, to $6.5 million from $1.6 million the prior year.

Digital
Digital revenue increased by $0.5 million, or 23.1%, to $2.8 million for the year ended December 31, 2021 as compared to the same period in the year prior. The Company's retail clients have been slow to adopt digital spending; however, the COVID-19 pandemic has introduced them to a low cost, quick to market alternative to print distribution. The costs associated with Digital Media has increased by $0.5 million to $2.4 million, or 30.7%, versus a cost of $1.8 million the prior year.

Other
Other revenues include radio, television, OOH, analytics and management fees. Other revenues have increased by $65k, or 2.9%, to $2.3 million. Of the $2.3 million for the period ending December 31, 2021, management fees account for $1.52 million compared to $1.355 million from the year prior.

Overall, the strategy was successfully implemented. Low margin and smaller accounts were retired, and resources were invested, working with clients, in areas of growth bringing value and results to clients.

Expenses
Compensation
Compensation for the year ended December 31, 2020 decreased by $184k, or 7.0%, to $2.7 million from the prior year. A contributing factor to this reduction is the decrease in the Company's contract labour expense. Contract labour decreased by $81k, or 91.1%, to $81k from $155k the year prior. In addition, the commission expense decreased by $31k, or 11.6%, to $271k as a result of the commission calculations being revamped for the 2020 fiscal year.

Subscriptions, permits and licences (SPL)
SPL expenses increased by $73k, or 24.7%, to $295k from the prior year. As the Company continues to provide value added solutions, the Company requires additional sourcing for data comparison and analysis.

General and administrative (G&A)
G&A expenses decreased by $54k, or 87.7%, to $62k from the prior year. As the COVID-19 pandemic began, the Company assessed all necessary expenditures and either eliminated or reduced the expenditures to coincide with the reduced revenue in the Spring of 2020.

Insurance
Insurance has increased by $1.3k, or 1.3%, to $100k from the prior year. Included in the results are $31k in credit insurance for the Company's receivables.

Other Operating
Other operating expenses for the year ended December 31, 2020 decreased by $61k, or 86.5%, to $71k versus $132k the year prior. As a result of the COVID-19 pandemic, travel expense decreased by $40k, or 378.3%.

Operating income before depreciation and unusual items

Operating income before depreciation and unusual items for the year ended December 31, 2020 increased by $410k, or $63.0%, to $1.06M from $652k the year prior. There were several factors that resulted in this positive variance. As COVID-19 began, the Company's clients paused their Print Distribution and opted for reduced Direct Mail and/or Digital Marketing campaigns. As planned, this shifted the Company's margins from "Pass Through" low margin campaigns to higher margin campaigns. In addition, operating expense savings were realized in the amount of $226k, or 7.1%, over the previous period.

Depreciation and amortization

Depreciation decreased by a nominal $6k, or 1.0%, to $600k versus $606k the year prior.

Canada Employment Wage Subsidy (CEWS)

As part of the Government of Canada's COVID-19 measures, The Company was eligible to receive $408k in CEWS subsidies as a result of reduced revenues in the Spring 2020.

Remeasurement of equity upon acquisition date

On January 1, 2019, 1883713 Ontario Inc. that owned 46% of Prospect Media Group ("PMG") purchased the balance of 54% of PMG outstanding shares. The difference between the fair value of previously held equity intertest in PMG and the carrying value of the equity method accounted investment reflected as a remeasurement of equity upon acquisition date..

Liquidity and Capital Resources

The Company at December 31, 2020 had respectively $1.48 million in cash, $800k in term deposits and a letter of credit in the amount of $800k. The Company had a positive working capital of $795k at the end of December 31, 2020. The liabilities relate to on-going media costs and the seasonality impact of Q4. The Company did not have any bank indebtedness.

Management is not aware of any trends or expected fluctuations that would create any liquid deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support The Company's operations in the long-term.

No significant expenditures were made in 2020.

At the twelve months ended of both 2020 and 2019, the cash resources of The Company were held with Canadian chartered banks.

The Company Outlook

At the end of December 2020, the Company executed contracts with two new clients focusing on Data, Analytics, Integrated Media Strategy and Digital Marketing services. All existing contracts remain in full effect for the 2021 calendar year. As the COVID-19 pandemic continues, the Company’s existing client base continues to shift to an Integrated Marketing Strategy combining all major aspects of the Company’s product line.

End of December 31, 2020 1883713 Ontario Inc. MD&A

1883713 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2021 to DECEMBER 31, 2021

(EXPRESSED IN CANADIAN DOLLARS)

Overview

Business Overview

1883713 Ontario Inc., including wholly owned subsidiary Prospect Media Group Ltd., (together referred to as "the Company") is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness.

The Company's core expertise lies in serving national Retail clients in Canada, with the objective of driving traffic and sales to both brick & mortar and ecommerce stores. Key business segments have historically been comprised of consumer data & analytic services and retail flyer (print media) optimization and management. Over the course of the past 5+ years, the Company has shifted and diversified its business significantly, investing in new data tools and talent to guide clients in the reduction and transition of traditional print flyer spend to digital media tactics, as part of an overall omni-channel, integrated media strategy.

The Company's approach today is focused on unlocking data insights that provide a holistic view of all media channels as one integrated platform, using data to make informed decisions about targeting high value consumer audiences and implementing media strategy to meet the changing habits of consumers. The business has experienced significant growth, fueled by the shift away from low margin revenues (i.e. newspaper flyers) to higher margin revenues that includes 360° media buying services. Digital media services at are the forefront of this change, combined with high impact Canada Post Neighbourhood Mail, Out-of-Home ("OOH"), Broadcast, together with other complementary services, including consumer insights, mobile location data, audience targeting, competitive customer acquisition, strategy development, media planning and placement, as well as performance and measurement reporting.

Objectives & Strategy

Consumer data and analytics will continue to be at the centre of the Company's strategic plan. The Company's leadership position within the Retail Marketing sector, is due to its expertise in the analysis of consumer data, including client-supplied transactional data (POS, loyalty, ecommerce, etc.), that is used to build custom analytic models tailored to each respective client's category and business. This is a noteworthy competitive advantage for the Company that differentiates the Company from other media agencies and has positioned it as the dominant player in the industry. This is the foundation of the business and connects directly to its revenue growth strategy in its Media services segment – specifically media planning and buying, as well as integrated media strategy development.

The key objective for the Company will be to invest further in data, technology, software and tools that will allow for additional growth, based on extracting rich consumer insights in order to meet the changing needs of advertisers across Canada. In addition, the Company will continue to align its data capabilities with emerging Media channels (Connected TV, Digital OOH, Digital Audio, etc.), to expand its media services for clients moving forward.

In terms of the legacy Print Media sector, the Company will continue to leverage its data-driven print expertise as the launching pad to onboard new clients and build integrated marketing strategy for Advertisers seeking to transition a portion of their traditional marketing spend to Digital channels. In the Canadian retail landscape, there continues to be significant investment by major retailers in traditional print flyers (specifically Grocery, Mass Merchandisers, Specialty Retail). The printed flyer is still a key driver of sales and traffic for retailers in Canada and it continues to hold a strong position within the integrated media mix. However, COVID-19 negatively impacted this spend in 2020, accelerating the need for greater optimization of the flyer investment, in order to free up budget for digital media tactics. This trend has continued in 2021, with print flyer volumes via newspaper remaining lower and the impact of the pandemic has continued to shift more spend to Digital. This presents a sizeable growth opportunity for the Company, as Canadians media habits continue to shift online. The strategy of optimization and reduction of print investment will be utilized to expand services and revenue streams with the Company's clients (both current and future). The Company will support clients, not only to plan marketing programs, but also to deploy, manage and measure them across all media channels.

Competition in the media agency industry remains highly fragmented and intense. The industry has a complex competitive landscape, compounded by the COVID-19 pandemic, which, in turn, has accelerated the shift from traditional to digital media channels, powered by a data-first approach. The Company has experienced growth during the pandemic, with 2021 trending above 2020, and is well positioned for expansion and foresees continued growth opportunities to increase market share from competitive agencies, with ongoing new business development initiatives. These new business efforts will focus specifically on print management and marketing consulting firms that do not provide enhanced data & analytic services, do not understand the role of print flyers and direct mail within the overall marketing mix, or those that have not diversified their approach to offer integrated media strategy.

Overview of Trends Affecting The Company

The Company works within the Marketing and Media Agency industry, providing services for Advertisers (as noted above), focused within the Retail Sector. The Company's services are well aligned with current trends in our industry, specifically the need for consumer first-party data and analytics, where the Company is a leader; optimization and integration of print media (e.g. flyers, direct mail) with digital tactics; leveraging consumer data to build effective integrated media strategy; measurement of media performance and impact (e.g. traffic and sales). The Company is capitalizing on these trends and anticipates continued growth with the addition of new clients and the expansion of services being offered.

As consumer media consumption habits change, marketing services providers face increased demand to offer end-to-end marketing services, from data and analytics, to strategy development, through media execution across all channels, traditional and digital. As new marketing and advertising channels emerge, marketing services providers must expand their services beyond traditional channels, such as television, newspapers, print flyers, OOH and radio, to digital channels, such as mobile, search, social, display and video, to create effective multichannel campaigns for their clients. This trend greatly influences the Company's ongoing efforts to redefine the future of integrated media strategy and create greater value for its clients who are looking for less complexity, greater transparency/openness and accountability from their business partners.

During 2021, the Company continued to focus on providing brands and marketers with a more efficient and effective way to go to market and reach consumers. Through its integrated marketing model, the Company creates greater value for clients by helping them reduce the complexities of working with multiple agency partners and vendors; reduce process inefficiencies through workflow re-engineering and process optimization; and improve marketing spend effectiveness through data-driven insights and integrated solutions that help clients target audiences, plan and measure marketing, strategize and connect with consumers through multiple channels.

COVID-19 accelerated the change in consumer media usage, increasing digital media engagement, and placing additional downward pressure on the use of print flyers. Retailer print flyer volumes declined more rapidly during 2020 due to store closures, long timelines to develop and produce flyers, as well as supply chain issues. This trend has continued in 2021, with continued lockdown measures and supply chain product delays. These sudden and rapid changes forced retailers to re-evaluate the use of traditional flyers and quickly shift marketing spend to Digital channels in order to adjust to the changing landscape. This change increased the need for the Company's data and analytic services, created significant growth opportunities with the expansion of our Digital services, a larger shift to Canada Post distribution (from newspaper) and laid the foundation for future growth moving forward.

In its strategic approach to the market, the Company understood the need to change from its traditional media and focus on mew delivery options, including digital. The Company had been anticipating and planning for the reduction in print flyer revenues for the past 5+ years. As part of the Company's diversification plan, we have mitigated the risk to revenues and built a growth strategy that will incorporate future changes in the media landscape. The implementation of the strategy was timely and has proven successful. While lower margin sales/accounts were retired during 2020 (and through the initial impact of COVID-19), the Company realized YoY growth in gross profits. In 2021, the Company has realized significantly higher gains YoY vs. 2020, as our data-driven business strategy has resonated with clients. Accordingly, traditional print flyer revenues via newspaper declined by 42.7%. In contrast, Canada Post Neighbourhood Mail revenues increased by 137.8% and Digital revenues increased by 43.5%. This foundational change in the Company's business model has created additional revenue growth potential in the years ahead with new media and elevated the Company's own client loyalty with strengthened relationships.

The Company believes that a disciplined approach for capital management and a strong balance sheet are critical to be able to continue its profitable growth, new clients' opportunities and refine its client serving technology with current staff/resources, thereby providing the highest return for shareholders. The Company continues to make progress on integrating and streamlining all aspects of its business (business development, analytics, media and finance), driving productivity improvements and sustainable growth initiatives into the future through an engaged workforce, media partnerships and ongoing adoption of the latest data tools, automation and technology. The Company transitioned to a fully virtual "work from home" model in 2020, ensuring the safety and well being of its team. This virtual working model has been maintained throughout 2021, with no office lease commitments during this fiscal year. While the Company has performed well and grown during the pandemic with its client approach and introduction of its digital offering, and management is not aware of any negative conditions, there could be unknown future factors that may impact its operations Through its diversification strategy, the Company believes it can drive sustainable growth, delivering faster, more insightful and more effective media strategy for clients.

Capability to Deliver Results

The Company's position as a strong player in the industry bodes well for future growth and continued strong revenue performance. The Company has built a dynamic culture for clients and employees ensuring low turnover and long tenure. The Company has made investments in 4 main pillars; key services, talent, technology and business development, in order to enhance our capabilities and mitigate the impact of changes within the media, retail and consumer landscapes. Our plan is to help clients successfully navigate the ever-changing media environment, through the Company's data analytics, in order to grow on a large scale looking forward.

Key Services:

- The Company provides clients with customized consumer analytics in order to identify high value, high opportunity consumers for their respective businesses. The Company utilizes consumer data and analytics to build integrated media strategies for our clients, including print (e.g. flyers, direct mail), digital (e.g. display, social, SEM), broadcast (e.g. TV, radio), OOH (out-of-home) and other media tactics. The Company provides media planning and buying services on behalf of our clients to support their marketing objectives and seasonal campaigns. Client scope of work varies significantly by advertiser. Depending on the client, our services can range from analytics only, to print flyer/direct mail management, digital media management, integrated media strategy development, etc.

Talent:

- The Company has been focused on recruiting talent with key areas of expertise in order to enhance in-house capabilities, while reducing reliance on external vendors and improving margins. Staffing recruitment has been prioritized within the areas of Digital Media, Data & Analytics and Integrated Media Strategy. We will continue to expand our team in order to provide the expertise required to support the changing needs of our clients, the evolving media landscape and to contribute to the positive growth of the overall business. We are continually evaluating our needs, in terms of people, including retention of our current team, as well as future hires.

Technology:

- Technology is a key area of investment. Given the significant amount of data that is managed daily, and the extensive analytic requirements of our clients, the Company is engaged in ongoing evaluation of software and technology that will support automation, insights and reporting. In addition, new consumer data tools are launched annually by 3rd party vendors that will improve speed to market and client deliverables. Lastly, new media tools are being evaluated for potential use in order to reduce reliance on outsourced services, reduce costs and generate new revenue streams moving forward.

Business Development:

- The Company has a strong Business Development team, focused on client services, managing longstanding client relationships, generating new revenue streams with both current and new clients. The Company's team is proactively focused on creating direct relationships with new clients and key decision makers when engaged in new business prospecting efforts. This is a unique model in the agency industry, where business development efforts are mainly focused on RFP's and referral models.

Performance Goals

The Company establishes annual performance goals (or key performance indicators) for the company, based on the following metrics: 1) Client Goals – maintain current client base, onboard new annual clients, plus, onboard project-based clients for ad hoc campaigns; 2) Revenue Goals – annual gross profit goal, media services revenue goals; 3) People Goals - quarterly "Fight Plan" check-ins, work efficiency goals, collaboration tools.

Quarterly Gross Profit

The Company has quarterly Gross Profit targets in place that trigger staff bonuses. These are a gauge of our ongoing revenue targets and goals. In addition, there is monthly review of financials between the Managing Director and Director of Finance to track performance. Weekly review of sales activity with the Business Development team – every other week, review revenue numbers and gross margin targets (YoY); every other week, discuss new business and client strategies to grow our revenues.

Operating Segment(s)

The Company's operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Results of Operations & Outlook

The Company's operating results for the fiscal year ended December 31, 2021 as compared to the year ended December 31, 2020

	2021	2020
Revenues		
Print Distribution	5,615,612	8,630,082
Direct Mail	14,220,957	7,565,509
Digital	4,554,703	2,791,675
Other	2,341,886	2,292,118
	26,733,158	**21,279,384**
COGS		
Print Distribution	5,074,047	7,846,197
Direct Mail	12,215,633	6,482,578
Digital	3,944,488	2,417,253
Other	142,486	285,201
	21,376,655	**17,031,229**
Gross margin	**5,356,503**	**4,248,155**
Expenses		
Compensation	2,848,810	2,657,323
Subscriptions, permits and licences	283,067	295,785
General and administrative	107,219	61,901
Insurance	145,845	99,793
Other operating	119,137	70,885
	3,504,078	**3,185,687**
Operating income before depreciation and unusual items	**1,852,425**	**1,062,469**
Depreciation	245,696	599,671
Canada Emergency Wage Subsidy (CEWS)	(137,190)	(408,156)
Earnings before income taxes	**1,743,919**	**870,953**
Provision for income taxes	418,863	164,587
Net earnings	**1,325,056**	**706,366**

Revenue and COGS

Print Distribution

As planned/anticipated, print distribution revenue decreased $3.0 million, or 34.9%, to $5.62 million for the period ended December 31, 2021 as compared to the same period in prior year. The Company has been focusing our client base on an integrated media strategy using a combination of distribution, direct mail and digital. As our clients adopt this model, print distribution revenues will decrease while direct mail and digital will increase. The cost of Print Distribution was proportionately down by $2.7 million, or 35.3%, to $5.07 million for the same period in the prior year.

Direct Mail

Direct mail revenue increased by $6.6 million, or 88.0%, to $14.2 million for the year ended December 31, 2021 as compared to the same period in the year prior. The

Company continues to focus on converting clients to an integrated print strategy. The cost of Direct Mail through Canada Post increased by $5.7 million, or 88.4%, to $12.2 million from $6.5 million the prior year.

Digital

Digital revenue increased by $1.76 million, or 63.2%, to $4.5 million for the period ended December 31, 2021 as compared to the same period in the year prior. The Company's retail clients are continuing to adopt digital spending as part of their strategy and as such have moved away from traditional print distribution. The costs associated with Digital Media has increased by $1.5 million to $3.9 million, or 63.2%, versus a cost of $2.4 million the prior year.

Other

Other revenues include radio, television, OOH, analytics and management fees. Other revenues have increased slightly by $50k, or 2.2%, to $2.3 million. Of the $2.3 million for the period ending December 31, 2021, management fees account for $1.71 million compared to $1.52 million from the year prior.

Expenses

Compensation

Compensation for the fiscal year ended December 31, 2021 increased by $191k, or 6.7%, to $2.8 million from the prior year. There were increases in yearend bonuses of $225k, higher commission payouts of $39k offset by lower replacement costs for 2 maternity leaves.

Subscriptions, permits and licences (SPL)

SPL decreased by $12.7k, or 4.5%, to $283k from $296k the year prior. The cost savings for the year was a result of Canada Post deferring their licencing fee from May to December 2021. This resulted in a cost savings of $13.8k for the calendar year.

General and administrative (G&A)

G&A expenses increased by $45k, or 42.3%, to $107k from the prior year. The increased costs are due to additional travel in 2021 versus 2020 when the COVID-19 pandemic was in full force.

Insurance

Insurance has increased by $46k, or 31.6%, to $147k from the prior year. There were additional insurance policies purchased in 2021 for the owner/operator.

Occupancy (rent) and depreciation

When COVID-19 hit, the company's staff started working from home. As the company was able to properly implement the 'work-from-home' model and it was decided to not renew its office lease that ended November 30, 2020. Occupancy costs were $28k per month or $355k annually, which savings took effect in December 2020 forward.

As a consequence, in 2020, the company wrote off its fixed assets related to the office space (office equipment and leasehold improvements). The asset write down was $194k which was expensed in depreciation.

Other Operating
Other operating expenses for the year ended December 31, 2021 increased by $48k, or 40.5%, to $119k versus $71k the year prior. There was an additional $60k in audit fees as the Company converted their financial statements to IFRS standards.

Overall, the strategy was successfully implemented. Low margin and smaller accounts were retired and resources were invested, working with clients, in areas of growth bringing value and results to clients.

Operating income before depreciation and unusual items
Operating income before depreciation and unusual items for the year ended December 31, 2021 increased by $790k, or $74.4%, to $1.85 million from $1.06 million the year prior. There were several factors that resulted in this positive variance. As the COVID-19 continues, the Company's clients continue to switch their Print Distribution to a focused Direct Mail and/or Digital Marketing campaigns. This shifted the Company's margins from "Pass Through" low margin campaigns to higher margin campaigns.

Depreciation
Depreciation decreased by $354k, or 144.1%, to $246k versus $600k the year prior. The main reason for the decrease is the expiry of the office lease which was not renewed in December 2020. From that date on, in light of the pandemic persisting, the Company adopted a 100% work-from-home policy which as proven to work well. As such, there was no Right-of-use Asset related to an office lease to depreciate in 2021.

Canada Employment Wage Subsidy (CEWS)
As part of the Government of Canada's COVID-19 measures, the Company was eligible to receive $137k in CEWS subsidies for the year ended December 31, 2021. The CEWS subsidy decreased by $270k, or 66.4%, from the $408k the prior year.

Liquidity and Capital Resources
At the year ended December 31, 2021, the Company had respectively $2.23 million in cash. The $800k in term deposits and a letter of credit in the amount of $800k from the prior year were paid in full. The Company had a positive working capital of $2.26 million at the end of December 31, 2021. The liabilities relate to on-going media costs and the seasonality impact of Q4. The Company did not have any bank indebtedness.

Management is not aware of any trends or expected fluctuations that would create any liquid deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term.

No significant capital expenditures were made in 2021 and are foreseen for 2022. The Company does not have any commitment, project or proposed project(s) that would encumber cash and liquidities. As the Company no longer has physical offices, it has low capital expenditures related to its cloud-based technology and renewal of laptops.

At the twelve months ended of both 2021 and 2020, the cash resources of the Company were held with Canadian chartered banks.

Quarterly results

Revenue: The table below compares revenue and gross profit for the years ended December 31, 2021 and 2020 on a quarterly basis.

In 2021, the Company continued its effort to sign new clients, increase sales with current client, move towards more direct mail versus flyers and push the digital offering. While Q1 2021 sales were lower than Q1 2020 (pre-pandemic) the Company recovered in Q2 2021 forward to achieve its best year since inception both for revenues and profits.

Sales grew by 25.6% YoY to $26.7M and gross margin was maintained at 20% for the year, which provided $1.1M (26.1%) in additional gross profit in 2021 versus 2020.

In $000's	**2021**				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Sales	3,751	6,386	6,414	10,182	26,733
Cost of sales	2,817	5,076	5,113	8,370	21,376
Gross profit	934	1,310	1,301	1,812	5,357
Gross margin	24.9%	20.5%	20.3%	17.8%	20.0%
Expenses	690	728	766	1,170	3,354
Income from operations	244	582	535	642	2,003

In $000's	**2020**				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Sales	5,827	2,377	4,766	8,310	21,280
Cost of sales	4,790	1,658	3,712	6,872	17,032
Gross profit	1,037	719	1,054	1,438	4,248
Gross margin	17.8%	30.2%	22.1%	17.3%	20.0%
Expenses	807	542	604	798	2,751
Income from operations	230	177	450	640	1,497

In $000's	**2022 versus 2021**				
	Q1	**Q2**	**Q3**	**Q4**	**Total**
Sales	-2,076	4,009	1,648	1,872	5,453
Cost of sales	-1,973	3,418	1,401	1,498	4,344
Gross profit	-103	591	247	374	1,109
Gross margin	5.0%	14.7%	15.0%	20.0%	20.3%
Sales	-35.6%	168.7%	34.6%	22.5%	25.6%

Cost of sales	-41.2%	206.2%	37.7%	21.8%	25.5%
Gross profit	-9.9%	82.2%	23.4%	26.0%	26.1%

Expenses: The table below compares expenses for the years ended December 31, 2021 and 2020 on a quarterly basis.

Quarterly expenses for 2021 versus 2020 increased by $336k (10.6%). The main increases are related to a special bonus (compensation) of $225k accrued at year-end for management, additional professional fees in the amount of $60k incurred in relation to Ciscom's acquisition of the Company and insurance for $46k whereas accounts receivable are insured, thus the expense increase with sales and insurance taken for the Mr. Mathews. Once normalize for the special bonus, compensation is actually lower by $33k YoY. In addition, the Company qualified from benefits from the wage subsidy program (CEWS) and rent subsidy program. For the 2021 and 2020, the company respectively received $137k and $408k – while these amounts are shown separately in the table below, they are deducted from compensation in the audited financial statements.

In $000	2021				
	Q1	Q2	Q3	Q4	Total
Compensation	591	698	623	937	2,849
Other SG&A	130	136	143	237	646
Sub-total	721	834	766	1,174	3,495
Wage subsidy	-31	-106	0	0	-137
Rent subsidy	0	0	0	-4	-4
Net expenses	**690**	**728**	**766**	**1,170**	**3,354**

	2020				
	Q1	Q2	Q3	Q4	Total
Compensation	649	593	660	755	2,657
Other SG&A	158	132	141	71	502
Sub-total	807	725	801	826	3,159
Wage subsidy	0	-183	-197	-28	-408
Rent subsidy	0	0	0	0	0
Net expenses	**807**	**542**	**604**	**798**	**2,751**

	2021 versus 2020				
	Q1	Q2	Q3	Q4	Total
Compensation	-58	105	-37	182	192
Other SG&A	-28	4	2	166	144
Total	-86	109	-35	348	336
Compensation	-8.9%	17.7%	-5.6%	24.1%	7.2%
Other SG&A	-17.7%	3.0%	1.4%	233.8%	28.7%
Total	-10.7%	15.0%	-4.4%	42.1%	10.6%

The Company Outlook
As the COVID-19 pandemic continues, the Company's existing client base continues to shift to an Integrated Marketing Strategy combining all major aspects of the Company product line.

End of December 31, 2021 1883713 Ontario Inc. MD&A

Schedule N

Combined Statement of Profit & Loss with Ciscom Corp. Market Focus Direct Inc. and 1883713 Ontario Inc. as at December 31, 2021

	Ciscom Consolidated (1+2)	MFD (3)	188Ont/PMG (4)	Combined
	December 31, 2021	August 31, 2021	December 31, 2021	December 31, 2021
	Audited	Audited	Audited	
Sales	1,132,076	1,648,336	26,733,158	29,513,570
Cost of sales	941,425	1,324,292	21,376,655	23,642,371
Gross Profit	190,651	324,044	5,356,503	5,871,199
Expenses				
Compensation	188,476	319,580	2,711,620	3,219,676
Professional Fees	322,046	56,201	78,161	456,408
Subscriptions, permits and licences	0	0	283,067	283,067
General and administrative	166,049	62,656	280,678	509,383
Total operating expenses	676,571	438,437	3,353,526	4,468,534
Operating Profit (Loss)	**-485,920**	**-114,393**	**2,002,977**	**1,402,665**
Government grants	0	-40,000	0	-40,000
Interest	15,032	3,240	13,362	31,634
Amortization	176,170	19,617	245,696	441,483
Fair value exchange in contingent consideration liability	-275,000	0	0	-275,000
Impairment of goodwill	1,653,243	0	0	1,653,243
Income before income taxes	**-2,055,365**	**-97,250**	**1,743,919**	**-408,695**
Current income tax	0	-16,235	475,783	459,548
Deferred income tax	-44,333	0	-56,920	-101,253
Net income	**-2,011,032**	**-81,015**	**1,325,056**	**-766,990**

Note 1: For Ciscom Corp., for the 12-month period ended December 31, 2021.
Note 2: Includes Market Focus Direct operations since the acquisition closing on August 31, 2021 (4 months).
Note 3: For MFD for the 8-month period ended August 31, 2021.
Note 4: For 188Ont and Prospect Media Group, for the 12-month period ended December 31, 2021.

Schedule O

Ciscom Corp. Interim Consolidated Financial statements for the Period Ended March 31, 2023

Unaudited Condensed Interim Consolidated Financial Statements

Ciscom Corp.

For the three-month periods ended March 31, 2023 and 2022

(Expressed in Canadian dollars)

Ciscom Corp.

For the three-month periods ended March 31, 2023 and 2022

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Unaudited Condensed Interim Consolidated Financial Statements

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Ciscom Corp.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at	**March 31, 2023 (reviewed)**	**December 31, 2022 (audited)**
	$	**$**
ASSETS		
CURRENT		
Cash	**636,844**	1,053,042
Trade and other receivables *[note 5]*	**3,556,279**	7,330,769
Related party receivable *[Note 12]*	**180,000**	180,000
Harmonized sales tax recoverable	**-**	25,624
Income taxes receivable	**39,649**	164,533
Prepaids and deposits	**334,902**	394,979
	4,747,674	9,148,947
Property and equipment *[note 8]*	**46,412**	44,345
Right of use assets *[note 9]*	**1,059**	1,348
Intangible assets *[notes 4 and 7]*	**7,651,708**	8,024,208
Goodwill *[notes 4 and 7]*	**6,584,729**	6,584,729
Total assets	**19,031,582**	23,803,577
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Revolving line of credit *[notes 13 and 14]*	**1,311,893**	2,436,384
Accounts payable and accrued liabilities *[note 6]*	**4,485,108**	7,295,702
Harmonized sales tax payable	**86,563**	-
Lease liabilities *[notes 10]*	**1,192**	1,508
Deferred revenue	**262,912**	65,209
Due to a related party *[notes 12 and 14]*	**514,473**	1,114,483
Convertible debenture loan from a related party – current portion [note 12 and 14]	**115,158**	125,292
Loan payable - current portion *[notes 12 and 14]*	**1,055,677**	1,041,370
	7,832,976	12,079,948
Convertible debenture loan from a related party *[note 12 and 14]*	**949,900**	894,834
Loan payable - noncurrent portion *[notes 13 and 14]*	**1,830,463**	2,099,488
Contingent consideration liability *[note 4]*	**690,116**	690,116
Deferred tax liabilities *[notes 4 and 17]*	**2,028,126**	2,126,879
Total liabilities	**13,331,581**	17,891,265
SHAREHOLDERS' EQUITY		
Share capital *[notes 4 and 16]*	**9,114,565**	8,886,565
Stock options reserve *[note 16]*	**494,857**	359,969
Contributed surplus *[note 12]*	**422,910**	422,910
Accumulated deficit	**(4,332,331)**	(3,757,132)
Total shareholders' equity	**5,700,001**	5,912,312
Total liabilities and shareholders' equity	**19,031,582**	23,803,577

Subsequent events *[note 21]*

See accompanying notes

Approved on behalf of the Board:

Director Director

Ciscom Corp.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars, unless specified otherwise)

	For the three months ended March 31, 2023 (reviewed)	For the three months ended March 31, 2022 (reviewed)
	$	**$**
REVENUE *[note 11]*	**7,253,560**	403,449
COST OF REVENUE	**5,958,642**	323,028
GROSS PROFIT	**1,294,918**	80,421
EXPENSES		
Salaries and wages	**967,431**	146,802
Professional services *[notes 12 and 16]*	**149,111**	106,459
General and administrative	**195,189**	68,391
Share-based compensation	**134,888**	20,436
Finance costs *[notes 12, 14, and 15]*	**156,973**	16,793
Depreciation and amortization [*notes 7, 8, and 9]*	**381,764**	133,682
Amortization of deferred grants	**-**	(1,554)
TOTAL EXPENSES	**1,985,356**	491,009
NET LOSS BEFORE INCOME TAXES	**(690,438)**	(410,588)
Current income tax *[note 17]*	**(16,486)**	-
Deferred income tax *[note 17]*	**(98,753)**	(33,250)
NET LOSS AND COMPREHENSIVE LOSS	**(575,199)**	(377,338)
Basic and diluted loss per share	**(0.011)**	(0.009)
Weighted average number of common shares	**51,396,895**	40,409,557

See accompanying notes

Ciscom Corp.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars, unless specified otherwise)

	Number of shares	Share capital $	Number of shares to be issued	Shares to be issued $	Stock option reserve $	Contributed surplus $	Accumulated deficit $	Total $
Balance, December 31, 2022 (audited)	51,108,882	8,886,565	-	-	359,969	422,910	(3,757,132)	5,912,312
Issuance of common shares *[notes 16]*	454,959	228,000	-	-	-	-	-	228,000
Issuance of stock options *[notes 16]*	-	-	-	-	134,888	-	-	134,888
Net loss and comprehensive loss	-	-	-	-	-	-	(575,199)	(575,199)
Balance, March 31, 2023 (reviewed)	**51,563,841**	**9,114,565**	**-**	**-**	**494,857**	**422,910**	**(4,332,331)**	**5,700,001**

	Number of shares	Share capital $	Number of shares to be issued	Shares to be issued $	Stock option reserve $	Contributed surplus $	Accumulated deficit $	Total $
Balance, December 31, 2021 (audited)	40,254,979	4,038,012	-	-	32,008	23,343	(2,235,111)	1,858,252
Issuance of common shares *[notes 16]*	243,367	124,178	-	-	-	-	-	124,178
Issuance of shares for services *[note 16]*	-	-	-	-	20,436	-	-	20,436
Net loss and comprehensive loss	-	-	-	-	-	-	(377,338)	(377,338)
Balance, March 31, 2022 (reviewed)	**40,498,346**	**4,162,190**	**-**	**-**	**52,4441**	**23,343**	**(2,612,449)**	**1,625,528**

See accompanying note

Ciscom Corp.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the three-months period ended March 31, 2023 (reviewed)	For the three-months period ended March 31, 2022 (reviewed)
	$	$
OPERATING ACTIVITIES		
Net loss	**(575,199)**	(377,338)
Items not affecting cash:		
Depreciation and amortization	**381,764**	133,682
Deferred income taxes	**(98,753)**	(33,250)
Share-based compensation	**134,888**	20,436
Accretion of interest – government loan	**392**	1,509
Amortization of deferred grants	**-**	(1,554)
Accretion of interest – lease liability	**16**	254
Accretion of interest – convertible debenture	**44,932**	3,994
Amortization of loan related transaction costs	**14,974**	2,000
Changes in non-cash working capital balances:		
Trade and other receivables	**3,774,490**	460,058
Harmonized sales tax recoverable	**112,187**	(12,952)
Prepaids and deposits	**60,077**	8,318
Deferred revenue	**197,703**	-
Income taxes receivable	**124,844**	-
Accounts payable and accrued liabilities	**(2,810,594)**	(404,284)
Cash provided by (used in) operating activities	**1,361,371**	(198,227)
INVESTING ACTIVITIES		
Computer equipment purchase	**(11,042)**	-
Receivable from related party	**-**	(180,000)
Cash used in investing activities	**(11,042)**	(180,000)
FINANCING ACTIVITIES		
Principal repayment on term loan	**(270,084)**	(50,000)
Repayment of revolving line of credit	**(1,124,491)**	-
Repayment of loan to a related party	**(600,010)**	-
Issuance of common shares for cash	**228,000**	124,178
Lease payments	**(332)**	(8,106)
Cash provided by (used in) financing activities	**(1,766,917)**	66,072
DECREASE IN CASH	**(416,198)**	(312,155)
CASH - BEGINNING OF PERIOD	**1,053,042**	1,006,133
CASH - END OF PERIOD	**636,844**	693,978
Supplementary cash flow information		
Interest paid	**101,731**	9,036
Income tax paid	**-**	**-**

See accompanying notes

1. NATURE OF BUSINESS

Ciscom Corp. (the "Company", or "Ciscom") was incorporated under the Business Corporations Act of Ontario on June 29, 2020. The Company's principal business is managing, investing in and acquiring operating companies in the Information, Communication and Technology sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The office address of the Company is 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquired 100% of all issued and outstanding shares of Market Focus Direct Inc. ("MFD") on August 31, 2021, and 1883713 Ontario Inc. ("188Ont") including its subsidiary Prospect Media Group Ltd. ("PMG") on September 30, 2022 (Note 4).

2. BASIS OF PRESENTATION

2.1 Statement of compliance

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS").

These consolidated financial statements have been prepared on a going concern basis, which assumes that the future operations will allow for the realization of assets and the discharge of liabilities in the normal course of business. The Company has submitted an application to the Ontario Securities Commission and Canadian Securities Exchange to become a publicly traded entity. In due course, the Company intends to raise additional equity and debt to finance its growth (notes 14, 16 and 18). These consolidated financial statements do not include any adjustments to the carrying value and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

These consolidated financial statements were approved by the Company's Board of Directors and authorized for issue on May 23, 2023.

2.2 Liquidity and financing

These consolidated financial statements have been prepared on a going concern basis, which assumes that the future operations will allow for the realization of assets and the discharge of liabilities in the normal course of business. These consolidated financial statements do not include any adjustments to the carrying value and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material. The Company reported a consolidated net loss of $575,199 for the three-month period ended March 31, 2023 (December 31, 2022 – $1,545,364). As at March 31, 2023, the Company had a working capital deficit of $3,085,302 (December 31, 2022, working capital deficit of $2,931,001) and an accumulated deficit of $4,332,331 (December 31, 2022: $3,757,132). During the three-month period March 31, 2023, the Company generated positive cash from operating activities of $1,361,761 and at that date the Company had a cash on hand of $636,844 (for the year ended December 31, 2022, respectively a use of cash of $890,648 and cash on hand of $1,053,042). Considering the availability on the line of credit, the Company had $1,824,951 in available cash (December 31, 2022: $1,116,658) With the acquisition of 188Ont completed, the Company anticipates that it will

2. BASIS OF PRESENTATION (continued)

2.2 Liquidity and financing (continued)

continue on its revenue growth trajectory and improve its liquidity through continued business development and additional equity or debt capitalization of the Company. During the past three years, the Company has raised $3.1 million in equity (including the conversion of convertible notes of $200,000). Based on these facts and assumptions, Management believes that existing cash along with expected revenue increase and potential equity raise and debt financing will be sufficient to meet requirements for the next twelve months from the reporting period end. However, if the Company is unable to obtain additional funding on a timely basis, the Company may be required to modify its operating plan and curtail operating expenses.

2.3 Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly-owned subsidiaries. The Company acquired and now consolidates MFD and 188Ont including PMG. Subsidiaries are those entities over which the Company has direct or indirect control. Control is achieved when the Company is exposed to or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries, including entities that the Company controls, are included in the consolidated financial statements from the date that control commences until the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting periods as the Company, using consistent accounting policies. Intercompany transactions and balances have been eliminated in full.

2.4 Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained.

2.5 Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s and its subsidiary’s functional currency is the Canadian dollar. These consolidated financial statements are presented in Canadian dollars (“CAD”), which is the Company’s presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash includes amount deposited with the financial institutions and demand deposits held with banks with an original maturity of 90 days or less.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Revenue recognition

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of advertisement flyer revenue and market strategy service revenue are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met. For those amounts of payments from customers for services to be rendered in a future time, those amounts are deferred and presented as deferred revenue in the consolidated statement of financial position and recognized as revenue upon delivery of services. Revenue related to advertisement is recognized when advertisements are printed and distributed or are placed on the digital platforms and collection is reasonably assured. Revenue related to market strategy is recognized when the related services are provided to customers.

3.3 Property and equipment

Property and equipment are stated at cost, less accumulated amortization. The cost of property and equipment comprises its purchase price, any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is calculated over the useful life of the property and equipment less estimated residual value and recognized in the consolidated statements of loss and comprehensive loss. The methods and rates used for calculating the depreciation are as follows:

Furniture and equipment	20% to 30% declining basis
Computer equipment	30% to 55% declining basis
Computer software	33% declining basis

Property and equipment acquired during the period but not placed into use is not depreciated until they are placed into use. All additions made during the period are depreciated at 50% of the above rates.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Property and equipment

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated depreciation of property and equipment retired or sold are removed from the accounts, and gains or losses are recognized in the consolidated statements of loss and comprehensive loss.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

3.4 Taxation

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the period. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the consolidated financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to business acquisitions to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments

The three classification categories for financial assets are: measured at amortized cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Further, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instruments as a whole are assessed for classification.

a) Classification of financial assets and financial liabilities

Financial liabilities are classified and measured in two categories: amortized cost or FVTPL The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Trade and other receivables	Amortized cost
Related party receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Revolving line of credit	Amortized cost
Loans payable	Amortized cost
Convertible debenture	Amortized cost
Due to related party	Amortized cost
Lease liabilities	Amortized cost
Contingent consideration liability	FVTPL

Financial assets are recognized in the consolidated statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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.

All financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

Subsequent to initial recognition, financial assets at amortized costs are measured at cost using the effective interest method reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. All financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statement of loss and comprehensive loss. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the consolidated statement of loss and comprehensive loss in the period in which they arise.

b) Impairment of financial assets

IFRS 9 uses a forward-looking "expected credit loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The ECL impairment model is applied, at each reporting date, to the Company’s financial assets measured at amortized cost. Impairment losses are recorded in profit or loss with the carrying amount of the financial asset reduced through the use of impairment allowance accounts and the movement in the allowance is reflected in the consolidated statement of loss and comprehensive loss immediately.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

c) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in profit or loss. The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3.6 Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

The estimated useful lives of intangible assets are as follows:

Customer relationships	4 to 6 years
Brand name	4 to 6 years
Technology	6 years

3.7 Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

3.8 Impairment of non-current assets

At each date of the consolidated statements of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Impairment of non-current assets (continued)

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of loss and comprehensive loss, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease. As of December 31, 2022, the Company is operating as one cash generating unit.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. Impairment loss recognized for goodwill is not reversed in a subsequent period.

3.9 Significant accounting judgments and estimates

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Information about significant judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Significant accounting judgments and estimates (continued)

i) Business combination
ii) Intangible assets and goodwill
iii) Determination of current and deferred income taxes
iv) COVID-19
v) Share-based payment

Business combination

The Company uses judgement in determining the entities that it controls and therefore consolidates or has significant influence and therefore equity accounts. The Company controls an entity when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entities' returns. The Company has significant influence when the Company has the power to participate in the financial and operating policy decisions of the investee but does not control nor has joint control of that investee's policies.

Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required to determine the frequency with which these assets are to be tested for impairment. The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of intangible assets and goodwill. In testing for impairment, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the business combination. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate.

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Significant accounting judgments and estimates (continued)

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled.

Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level of adverse impact. To the date of the issuance of these consolidated financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available.

Share-based payment

In calculating stock purchase options valuations, various inputs and assumptions are used with respect to the expected option life, risk free interest rate, dividend yield; expected volatility.

3.10 Lease

The Company uses a single lessee accounting model which requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. For all lease contracts entered into or changed the Company recognizes a right-of-use asset and a lease liability at the lease commencement or change date, respectively.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Business Combinations

Business combinations are accounted for using the acquisition method. Under this method, the identifiable assets acquired, and liabilities assumed, including contingent liabilities, are recognized, regardless of whether they have been previously recognized in the acquiree's financial statements prior to the acquisition. On initial recognition, the assets and liabilities of the acquired entity are included in the consolidated statements of financial position at their respective fair values. Goodwill is recorded based on the excess of the fair value of the consideration transferred over the fair value of the Company's interest in the acquiree's net identifiable assets on the date of the acquisition. Any excess of the identifiable net assets over the consideration transferred is immediately recognized in the consolidated statements of loss and comprehensive loss.

The consideration transferred by the Company to acquire control of an entity is calculated as the sum of the acquisition-date fair values of the assets transferred, liabilities incurred and equity interests issued by the Company, including the fair value of all the assets and liabilities resulting from a deferred payment arrangement. Acquisition-related costs are expensed as incurred. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognized in the consolidated statements of loss and comprehensive loss.

3.12 Foreign currency translation

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at that date. Exchange gains and losses are recognized on a net basis in the consolidated statement of loss and comprehensive loss.

3.13 Segments

Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM, who is responsible for allocating resources and assessing the performance of the operating segments, has been identified as the Chief Executive Officer and Chief Financial Officer. The operating results are regularly reviewed by the CODM to determine decisions about resources and how they will be allocated to determine performance. At this time, management does not make decisions by revenue stream, but rather as an organization as a whole on a consolidated basis. Therefore, the consolidated financial statements are presented as one operating segment and one geographical area.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.14 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

3.15 Share-based payment

Where common shares are issued to employees and non-employees for services received, they are recorded at the fair value of the service received at the grant date. The issuance date fair value is recognized in profit or loss over the vesting period.

Stock purchase options that have been granted is measured by using Black-Scholes Option Pricing Model and is recognized in profit or loss over the vesting period with a corresponding increase in stock options reserve.

3.16 Compound financial instruments

The financial liability created (liability component) and option granted (equity component) from the non-derivative convertible debenture issued are separately recognized upon the date of the issuance and presented separately in the consolidated financial statement of financial position. The liability component is measured at fair value upon recognition. The equity component is then determined by deducting the fair value of the financial liability from the issuing price of the convertible debenture. The liability component is subsequent measured at amortized cost using effective interest method and the accretion of interest over the term of the convertible debenture is recorded as an increase of financial liability as well as an charge into the consolidated statement of loss and comprehensive loss. Interest expense resulting from the convertible debentures' coupon interest rate is expensed in the consolidated statement of loss and comprehensive loss.

3.17 Loss per share

Loss per share is calculated by dividing the total net loss by the weighted average number of shares outstanding during the period. Outstanding warrants and options as at December 31, 2022, and 2021 have not been factored into the calculation as they are considered anti-dilutive.

3.18 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

(Expressed in Canadian Dollars, unless specified otherwise)

4. BUSINESS ACQUISITION

On August 31, 2021, the Company acquired 100% of all issued and outstanding shares of Market Focus Direct Inc. ("MFD") of Markham Ontario, from its shareholders. The purchase price of $3,500,000 was satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom common shares valued at $0.25 per share (share issuance of 10,000,000 shares).

A business valuation was performed on the closing date of the acquisition whereas the following value were established:

Brand name (note 7)	$729,000
Technology (note 7)	1,220,000
Customer relationships (note 7)	1,060,000
Fair value of identifiable intangible assets	$3,009,000
Deferred tax liabilities	(798,000)
Net liabilities assumed*	(89,243)
Goodwill (note 7)	1,653,243
Purchase consideration	**$3,775,000**

*The details of net liabilities assumed is as below:

	$
Assets acquired	
Cash	358,362
Accounts receivable and other current assets	360,682
Property and equipment (note 8)	5,642
Right-of-use assets	18,475
	743,161
Liabilities assumed	
Accounts payables and other current liabilities	(753,683)
Loan payable	(51,574)
Deferred grants	(8,245)
Lease liabilities	(18,902)
	(832,404)
Net liabilities assumed	**(89,243)**

The goodwill of $1,653,243 arising from the MFD acquisition consists largely of the synergies and economies of scale expected from combining the operations of Ciscom and MFD. Ciscom will provide financial resource for the continued operation of MFD to enhance future revenue generation while MFD's continued operation with established reputation will reward Ciscom more opportunities for future expansion into the commercial sector via organic growth and potential business acquisitions. None of the goodwill recognized is expected to be deductible for income tax purposes.

(Expressed in Canadian Dollars, unless specified otherwise)

4. BUSINESS ACQUISITION (continued)

The Company recognized an impairment of goodwill in the amount of $1,653,243 as of December 31, 2021 due to the delay in realizing the synergies and economies of scale expected at acquisition date.

The revenue included in the December 31, 2021, consolidated statement of loss and comprehensive loss since August 31, 2021 contributed by MFD was $1,132,076. MFD had a loss of $65,710 over the same period. Had MFD been acquired and consolidated from January 1, 2021 the consolidated statement of loss and comprehensive loss would have included revenue of $2,780,412 and loss of $146,725.

For the three-month period ended March 31, 2023, MFD had revenue of $479,569 and a loss of $122,380. For the year ended December 31, 2022, MFD had revenue of $3,110,085 and a loss of $202,905.

On September 30, 2022, the Company acquired 100% of all issued and outstanding shares of 188Ont, inclusive of its wholly-owned subsidiary PMG, from its shareholders. The purchase price of $12,488,481 was satisfied with a cash payment of $5,800,000, a short-term note payable of $1,163,521 and of which $649,048 was paid as of March 31, 2023 ($49,038 as of December 31, 2022) (note 12 and 14), the issuance of 7,633,889 common shares of the Company in the amount of $3,435,250 that was determined by using $0.45 per share, an Earn-Out of $900,000 and a convertible debenture in the amount of $1,400,000. The Earn-Out revenue performance targets are a gross profit increase of $275,000 for 2022 over 2021 and a gross profit increase of $500,000 for 2023 over 2022. The fair value of the Earn-Out Consideration was in the amount of $689,710 upon the acquisition date and $690,116 as of March 31, ,2023 and December 31, 2022 respectively (face value of $900,000). As Earn-Out Consideration is conditional upon achieving certain milestones, it has been treated as a financial liability and classified as FVTPL. For the year ended December 31, 2022, fair value change in the amount of $406 was charged to consolidated statements of loss and comprehensive loss.

A business valuation was performed on the closing date of the acquisition whereas the following value were established:

Intellectual property (note 7)	$4,650,000
Customer relationships (note 7)	1,281,000
Fair value of identifiable intangible assets (note 7)	$5,931,000
Deferred tax liabilities (note 17)	(1,571,715)
Net asset acquired*	2,116,657
Goodwill (note 7)	6,012,539
Purchase consideration	**$12,488,481**

*The details of net assets purchase are as below:

(Expressed in Canadian Dollars, unless specified otherwise)

4. BUSINESS ACQUISITION (continued)

	$
Assets acquired	
Cash	1,194,748
Accounts receivable	2,963,148
Income taxes receivable	115,914
Prepaids and deposits	417,204
Property and equipment cost (note 8)	418,116
Property and equipment accumulated amortization (note 8)	(370,834)
Right-of-use assets (note 9)	2,638
Intangible assets, cost (note 7)	816,000
Intangible assets accumulated amortization (note 7)	(765,000)
Goodwill (note 7)	572,190
	5,364,124
Liabilities assumed	
Accounts payables and other current liabilities	(2,810,499)
Deferred revenue and advance from customers	(377,157)
Harmonized sales tax payable	(39,806)
Deferred tax liability (note 17)	(17,034)
Lease liabilities (note 10)	(2,971)
	(3,247,467)
Net assets acquired	**2,116,657**

Pursuant to the acquisition of 188Ont, total cost of intangible assets and goodwill were in the amount of $6,747,000 and $6,584,729 respectively (note 7).

The goodwill of $6,584,729 arising from the 188Ont acquisition consists largely of the synergies and economies of scale expected from combining the operations of Ciscom and 188Ont. Ciscom will provide financial resource for the continued operation of 188Ont to enhance future revenue generation while 188Ont's continued operation with established reputation will reward Ciscom more opportunities for future expansion into the commercial sector via organic growth and potential business acquisitions. None of the goodwill recognized is expected to be deductible for income tax purposes.

The revenue included in the consolidated statement of loss and comprehensive loss since September 30, 2022 to December 31, 2022 contributed by 188Ont was $11,656,322. 188Ont had an income before income taxes of $1,064,962 and net profit of $824,035 over the same period. For the three-month period ended March 31, 2023, 188Ont had revenue of $6,773,990 and a net income of $377,050.

Had 188Ont been acquired and consolidated from January 1, 2022 the consolidated statement of loss and comprehensive loss would have included revenue of $30,725,474, income before income taxes of $1,965,844 and net income of $1,724,917.

(Expressed in Canadian Dollars, unless specified otherwise)

5. TRADE AND OTHER RECEIVABLES

	March 31, 2023 (reviewed) $	December 31, 2022 (audited) $
Trade and other receivables	**3,569,659**	7,335,994
Impairment provision for trade receivable	**(13,380)**	(5,225)
Trade and other receivables, net	**3,556,279**	7,330,769
Impairment provision for trade receivable	**5,225**	111,740
Increase of provision	**8,155**	-
Write-off of provision	**-**	(106,515)
Impairment provisions at the end of the period	**13,380**	5,225

6. ACCOUNT PAYABLE AND ACCRUED LIABILITIES

	March 31, 2023 (reviewed) $	December 31, 2022 (audited) $
Accounts payable	**3,707,008**	6,523,137
Accrued liabilities	**778,100**	772,565
	4,485,108	7,295,702

(Expressed in Canadian Dollars, unless specified otherwise)

7. INTANGIBLE ASSETS AND GOODWILL

Intangible assets

	Brand name	Technology	Customer relationships	Total
	$	$	$	$
Cost				
Balance at date of acquisition (note 4)	**729,000**	**1,220,000**	**1,060,000**	**3,009,000**
Additions (note 4)	5,194,000	-	1,553,000	6,747,000
Balance at December 31, 2022 (audited)	**5,923,000**	**1,220,000**	**2,613,000**	**9,756,000**
Additions	-	-	-	-
Balance at March 31, 2023 (reviewed)	**5,923,000**	**1,220,000**	**2,613,000**	**9,756,000**
Accumulated amortization				
Balance at date of acquisition	**-**	**-**	**-**	**-**
Amortization	899,750	271,110	560,932	**1,731,792**
Balance at December 31, 2022 (audited)	**899,750**	**271,110**	**560,932**	**1,731,792**
Amortization	224,125	50,833	97,542	372,500
Balance at March 31, 2023 (reviewed)	**1,123,875**	**321,943**	**658,474**	**2,104,292**
Net book value				
Balance at December 31, 2022 (audited)	**5,023,250**	**948,890**	**2,052,068**	**8,024,208**
Balance at March 31, 2023 (reviewed)	**4,799,125**	**898,057**	**1,954,526**	**7,651,708**

Goodwill	
	$
Balance at date of acquisition (note 4)	**1,653,243**
Impairment (note 4)	(1,653,243)
Balance at December 31, 2021 (audited)	**-**
Addition (note 4)	6,584,729
Balance at December 31, 2022 (audited) and March 31, 2023 (reviewed)	**6,584,729**

(Expressed in Canadian Dollars, unless specified otherwise)

8. PROPERTY AND EQUIPMENT

	Furniture and equipment	Computer equipment	Computer software	Total
	$	$	$	$
Cost:				
As at December 31, 2021(audited)	4,277	642	723	5,642
Additions	-	1,075	-	1,075
Additions on acquisition (note 4)	-	418,116	-	418,116
As at December 31, 2022 (audited)	4,277	419,833	723	424,833
Additions	-	11,042	-	11,042
As at March 31, 2023 (reviewed)	**4,277**	**430,875**	**723**	**435,875**
Accumulated depreciation:				
As at December 31, 2021 (audited)	335	86	97	518
Depreciation	1,006	7,839	291	9,136
Additions (note 4)	-	370,834	-	370,834
As at December 31, 2022 (audited)	1,341	378,759	388	380,488
Depreciation	2,936	5,704	335	8,975
As at March 31, 2023 (reviewed)	**4,277**	**384,463**	**723**	**389,463**
Net book value:				
As at December 31, 2022 (audited)	2,936	41,074	335	44,345
As at March 31, 2023 (reviewed)	**-**	**46,412**	**-**	**46,412**

(Expressed in Canadian Dollars, unless specified otherwise)

9. RIGHT-OF-USE ASSETS

	As at March 31 2023 (reviewed)	As at December 31, 2022 (audited)
	$	**$**
Cost:		
Opening balance	**21,113**	18,475
Addition pursuant acquisition (note 4)	**-**	2,638
Maturity	**(19,476)**	-
Closing balance	**1,637**	21,113
Accumulated depreciation:		
Opening balance	**19,765**	10,557
Additions	**289**	9,208
Maturity	**(19,476)**	-
Closing balance	**578**	19,765
Net book value:		
As at period end and year-end	**1,059**	1,348

10. LEASE LIABILITIES

The Company's leases are related to the leasing of office space, equipment, and vehicle. The lease payments are discounted using an incremental borrowing rate of 5% per annum. The continuity of lease liabilities is presented in the table below:

	As at March 31, 2023 (reviewed)	As at December 31, 2022 (audited)
	$	**$**
Opening balance	**1,508**	8,360
Additions (note 4)	**-**	2,971
Accretion expense	**16**	275
Lease payments	**(332)**	(10,098)
Closing balance	**1,192**	1,508
Current portion	**1,192**	1,508

(Expressed in Canadian Dollars, unless specified otherwise)

11. REVENUE

The Company's revenues for the period ended March 31, 2023, comprised of distribution and marketing strategy of $6,829,017 and $424,543, respectively (period ended March 31, 2022: $340,624 and $62,825 respectively).

12. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party balances as at March 31, 2023 and December 31, 2022, are as follows:

	March 31, 2023 (reviewed)	**December 31, 2022 (audited)**
	$	**$**
Shareholder loan	**180,000**	180,000
Due to a related party (notes 4 and14)	**514,473**	1,114,483
Convertible debenture loan from a related party (notes 4 and 14)	**1,065,058**	1,020,126

On February 23, 2022, the Company advanced $180,000 to an executive of the Company under a Promissory Note. The executive can repay the Promissory Note at any time and it matures on February 21, 2023. It carries single interest at the rate of 6.25% per year. As a guarantee, the executive placed 500,000 of his Company shares in escrow with the Company's legal counsel. As at December 31, 2022, the outstanding principal was $180,000, and the accrued interest receivable in the amount of $9,552 (2021: Nil) was included in trade and other receivables. In February 2023, the Promissory Note was extended until December 31, 202,3 under the same terms except that the interest rate was increased to 7.7% per annum.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, and officers of the Company. The salary benefit for key management personnel of the Company was in the amount of $128,750 for the period ended March 31, 2023 and in the amount $602,871 for the year ended December 31, 2022. During the year ended December 31, 2022, share-based compensation in the amount of $327,961 was awarded by the Company to key management personnel (2023: Nil). Until March 31, 2023, the Company has issued the following:

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in the amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option (note 16). No share purchase options were exercised or cancelled during the year ended December 31, 2022 (2021: Nil). The $20,361 was included into share-based compensation expenses and charged to the statement of loss and charged to the statement of loss for the period ended December 31, 2020.

- On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company (note 16), included in share-based compensation expenses and charged to the statement of loss for the period ended December 31, 2020.

- On July 15, 2021, the Company granted an aggregate of 495,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.25 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $11,647, charged to the consolidated statement of loss and comprehensive loss, was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.05 at the time of grant for a valuation of $0.0235 per option (note 16).

- On February 28, 2022, the Company granted an aggregate of 55,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,436 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.51 at the time of grant for a valuation of $0.3716 per option (note 16). The $20,436 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss.

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- On September 30, 2022, the Company granted an aggregate of 655,000 share purchase options under the Company's share option plan to certain directors, officers, employees and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $265,922 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option (note 16). The $265,922 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss.
- On September 30, 2022, the Company granted an aggregate of 290,000 share purchase options under the Company's share option plan to certain employees of the Company. The options are exercisable at $0.55 per share, are vesting over a period of 3 years that started at October 1, 2022, and shall be exercisable for a term of 5 years upon vesting date. The value of these options in amount of $117,737 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option (note 16). The amount $41,603 was included into share-based compensation expenses and charged to the consolidated statement of loss for the year ended December 31, 2022. An amount of $12,530 was included into share-based compensation expenses and charged to the consolidated statement of loss for the period ended March 31, 2023.

- On February 28, 2023, the Company granted an aggregate of 300,000 share purchase options under the Company's share option plan to certain directors and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $122,358 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option (note 16). The $122,358 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss.

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Loans from related parties

On February 5, 2021, the Company obtained a loan in the amount of $50,000 from a corporation where the key management member of the Company is the main shareholder. The loan initially matured on December 31, 2021 and was extended to March 31, 2022. It has an interest rate of 1% per year. The Company can repay in whole or in part any portion of the loan before maturity. The loan is unsecured and not guaranteed. On September 29, 2022, the loan was converted to 200,000 common shares.

On August 31, 2021, the Company obtained a convertible debenture loan in the amount of $150,000 from a corporation where the key management member of the Company is the main shareholder with the original maturity on January 31, 2023. It has a nominal interest rate of 4.7% per year. The loan is unsecured and not guaranteed. The conversion right is for 4 Company shares for $1 of outstanding loan ($0.25 per share) if not repaid at maturity. The convertible debenture loan can be increased up to $300,000 should the Company need additional working capital. The loan was accounted by using effective interest method and the conversion feature in the amount of $23,343 was recorded into contributed surplus. The remaining portion of the convertible debentures were subjected to accretion of interest. On September 29, 2022, the debentures were converted to 600,000 common shares. The total accretion of interest expense in the amount of $18,200 (2021 - $5,143) was included into finance cost for the year ended December 31, 2022 (2023: Nil).

On September 30, 2022, as part of the 188Ont acquisition, the Company obtained a Convertible debenture loan in the amount of $1,400,000 from the selling shareholders of 188Ont of which an individual is also a key management member of the Company. The loan has no maturity date, and it has a conversion option to convert into common shares of the Company, the Company must start repaying the debenture in October 2023 at the rate of $50,000 per month (principal and interests) until fully repaid. It has a nominal interest rate of 5.0% per year. The loan is secured by the assets of the Company. The conversion right is $0.45 per share (up to 3,111,111 shares) if no portion is repaid. The Company can repay the loan at any time with a 10-day notice. Upon receiving notice, the loan owners can convert the loan at their will. then force conversion. The loan was accounted by recognizing $422,910 as equity relative to its issued price. The conversion feature in the amount of $422,910 was recorded into contributed surplus. The remaining portion of the convertible debentures with a balance of $977,090 on initial recognition were subjected to accretion of interest. For period ended March 31, 2023, the accretion of interest expense in the amount of $44,932 was charged to consolidated statement of loss and comprehensive loss (2022: $43,036). Interest expenses in the amount of $17,500 were accrued for the period ended March 31, 2023 (2022: $17,500).

13. REVOLVING LINE OF CREDIT

On August 31, 2021, the Company and MFD entered into a Line of Credit Agreement in the amount of $250,000 with the Bank of Montreal (a Canadian Financial Institution). The line of credit carries interests at the bank's prime rate plus 1.50% per annum and remains unutilized since inception, and as such there is no interest expense related to the Line of Credit. The line of credit is guaranteed by a Personal Property Security Agreement ("PPSA") over the Company's assets and several personal guarantees up to $250,000 of three individuals related to the Company. The facility was closed on September 29, 2022 and all guarantees were released and discharged.

On September 29, 2022, the Company entered into an Operating Loan Facility Agreement in the amount of $2,500,000 with the HSBC Bank Canada. The operating loan facility carries interests at the bank's prime rate plus 1.10% per annum and was fully drawn on inception. The operating loan facility borrowing level is supported by the accounts receivable of the Company and its subsidiaries and is guaranteed by a Personal Property Security Agreement ("PPSA") and General Securities Agreement over the Company's and its subsidiaries assets. The Company incurred $125,000 transaction cost that was directly attributable to the financing. The transaction cost was expensed at the closing date.

14. TERM LOAN

On August 31, 2021, the Company entered into a Loan Agreement in the amount of $1,000,000 with Bank of Montreal ("BMO", a Canadian Financial Institution). The loan matures in August 2026 (a 60-month period) and carries interests at the bank's prime rate plus 1.25% per annum. The Company made repayment of $66,666 for year ended December 31, 2022. The loan is guaranteed by a PPSA over the Company's assets and joint and several personal guarantees up to $500,000 of three individuals related to the Company. The Company incurred $40,000 transaction cost that was directly attributable to the term loan financing. The transaction cost was accounted for as a reduction of the loan and would amortize over the term of the loan.

During 2022, the remaining balance of BMO term loan was repaid, the transaction cost of $37,333 (2021: $2,667) was fully amortized to consolidated statement of loss and comprehensive loss, and all guarantees were released and discharged.

On September 30, 2022, the Company entered into a Term Loan Agreement in the amount of $3,500,000 with HSBC Bank Canada. The loan matures in August 2025 (a 36-month period) and carries interests at a fix rate of 7.695% per annum for the first year. The loan is guaranteed by a PPSA and CSA over the Company's and its subsidiaries assets. The Company incurred $175,000 transaction cost that was directly attributable to the term loan financing. The transaction cost was accounted for as a reduction of the loan and will amortize over the term of the loan. On closing of the acquisition, the allocation of the transaction cost into its current portion and noncurrent portion are in the amount of $58,333 and $116,667 respectively. For the period ended March 31, 2023, transaction cost in the amount of $14,583 was amortized to the consolidated statement of loss and comprehensive loss and the unamortized portion of the transaction cost was $145,833 and the amounts $58,333 and $87,500 were allocated into current portion and noncurrent portion. As at December 31, 2022 the unamortized portion of the transaction cost was $160,417 and the amounts $58,333 and $102,084 were allocated into current portion and noncurrent portion.

(Expressed in Canadian Dollars, unless specified otherwise)

14. TERM LOAN (continued)

The Company has entered into several loan agreements detailed in Notes 12, 13, 14 and 15, as follows:

	March 31, 2023 (reviewed)	December 31, 2022 (audited)
	$	$
CEBA loan payable (note 15)	**60,000**	59,608
Bank term loan (note 14)	**2,826,140**	3,081,250
Revolving operating loan (note 13)	**1,311,893**	2,436,384
Loan due to a related party (note 12)	**514,473**	1,114,483
Convertible debenture loan from a related party (note 12)	**1,065,058**	1,020,126
Total loans payable	**5,777,564**	7,711,851
Current portion	**2,997,201**	4,717,529
Non-current portion	**2,780,363**	2,994,322

15. GOVERNMENT SPONSORED TERM DEBT AND DEFERRED GRANTS

In April 2021, MFD obtained $60,000 loan under the Canada Emergency Business Account Program. If the Company repays $40,000 by December 31, 2022, a $20,000 balance will be forgiven. Otherwise, an interest rate of 5% per annum will apply to the balance, which will be repayable in 36 monthly blended instalments by December 31, 2025. An effective rate of 12% per annum was used, taking into account the rate that the Company would have obtained for a similar loan, to arrive the present value of the CEBA loan in amount of $49,264 upon receipt of the CEBA loan proceeds. The effective interest would be accreted to the loan balance as well as charged to consolidated statement of loss and comprehensive loss over the period from date of receipt of loan proceeds to December 31, 2025. The difference between the present value and the proceeds from the CEBA loan in the amount of $10,736 was recorded as a deferred grant in April 2021 and will be recognized in the consolidated statement of loss and comprehensive loss at the same time as the occurrence of underlying expenses.

The reconciliation of the CEBA loan is as follows:	**March 31, 2023** $
Balance as at December 31, 2022 (audited)	59,608
Interest accretion during the period	392
Current portion of CEBA loan	**60,000**

The reconciliation of deferred grants is as below:	**December 31, 2022** $
Balance as at December 31, 2021	6,173
Amortization of deferred grants during the year 2022	(6,173)
Balance as at March 31, 2023 and December 31, 2022	**-**

16. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one vote per share, without par value. Issuances of common shares are recorded in "Share capital" in the consolidated statement of financial position.

b) Shares issued and to be issued for service provided:

On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company.

During the period ended December 31, 2020, the Company received certain professional service with a service provider and per agreement, the Company would issue 4,965,116 common shares to compensate the service provider. The share-based compensation transaction, included in the statement of loss as share-based compensation expenses, in the amount of $30,000, was determined using the fair value of those services received by the Company. The shares were issued during year ended December 31, 2021.

On August 31, 2021, the Company acquired 100% of all issued and outstanding shares of MFD of Markham Ontario, from its shareholders. The purchase price of $3,500,000 was satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom common shares valued at $0.25 per share (share issuance of 10,000,000 shares). The selling shareholders of MFD are entitled to and Earn-Out payment based on revenue performance for the years 2022 and 2023 to a cumulative maximum of $500,000.

On September 29, 2022, as per the terms of the agreements, the convertible debenture and loan due to a related party were totaling $200,000 were converted to 800,000 common shares ($0.25/share) of the Company.

During the year ended December 31, 2022 and 2021, the Company issued 2,420,014 (2021: 14,014,863) common shares and raised cash of $1,213,303 (2021: $1,386,262) (gross and net proceeds). For the quarter ended March 31, 2023 the Company issued 454,949 common shares and raised cash of $228,000 (gross and net proceeds). No commissions or charges were paid in relation to the private placements.

On September 30, 2022, the Company acquired 100% of 188Ont, settled partially by issuance of 7,633,889 Company's common shares in the amount of $3,435,250 determined by using $0.45 per share which represent a discount of $0.10 per share when compared to the price at which the Company is raising equity in general.

(Expressed in Canadian Dollars, unless specified otherwise)

16. SHARE CAPITAL (continued)

c) Share options:

During the period ended March 31, 2023 and the year ended December 31, 2022 none of the options expired nor were they exercised. As at March 31, 2023, the following options were outstanding:

Number of options	Exercise price	Expiry date	Remaining contractual life (years)
1,725,000	$0.10	November 9, 2025	2.6
495,000	$0.25	July 14, 2026	3.3
55,000	$0.55	February 27, 2027	3.9
945,000	$0.55	September 29, 2027	4.5
300,000	$0.55	February 27, 2028	4.9

On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option.

On July 15, 2021, the Company granted an aggregate of 495,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.25 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $11,647 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.05 at the time of grant for a valuation of $0.0235 per option.

On February 28, 2022, the Company granted an aggregate of 55,000 share purchase options under the Company's share option plan to certain consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,436 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.51 at the time of grant for a valuation of $0.3716 per option.

16. SHARE CAPITAL (continued)

On September 30, 2022, the Company granted an aggregate of 655,000 share purchase options under the Company's share option plan to certain directors, officers, employees and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $265,922 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option. The amount of $265,922 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss for the year ended December 31, 2022.

On September 30, 2022, the Company granted an aggregate of 290,000 share purchase options under the Company's share option plan to certain employees of the Company. The options are exercisable at $0.55 per share, are vesting over a period of 3 years that started at October 1, 2022, and shall be exercisable for a term of 5 years upon vesting date. The value of these options in amount of $117,737 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option. The amount $41,603 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss for the year ended December 31, 2022. An amount $12,530 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss for the period ended March 31, 2023.

On February 28, 2023, the Company granted an aggregate of 300,000 share purchase options under the Company's share option plan to certain directors and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $122,358 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option. The amount of $122,358 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss for the period ended March 31, 2023.

A total of 500,000 share purchase options were cancelled during the year ended December 31, 2022 (2023: Nil) following the death of the option-holder and the estate not exercising their option within 180 days of the passing as per the terms and conditions of the plan.

(Expressed in Canadian Dollars, unless specified otherwise)

17. INCOME TAXES

The Company's Canadian operations are subject to income tax at a combined Federal and Provincial statutory income tax rate of 26.5% (2022 – 26.5%), as follows:

	March 31, 2023 (reviewed)	March 31, 2022 (reviewed)
Current income taxes	**$**	**$**
Net loss before income taxes	**(690,438)**	(410,588)
Tax rate	**26.50%**	26.50%
Income tax recoverable	**(182,966)**	(108,806)
Non-deductible items and others	**141,810**	41,785
Unrecognized deferred tax assets	**24,670**	67,021
	(16,486)	-

	March 31, 2023 (reviewed)	March 31, 2022 (reviewed)
Deferred tax assets	**$**	**$**
Non-capital loss carry-forward	**329,697**	64,944
Deferred tax assets not recognized	**(329,697)**	(64,944)
	-	-

	March 31, 2023 (reviewed)	March 31, 2022 (reviewed)
Deferred tax liabilities	**$**	**$**
Balance, beginning of the period/year	**2,126,879**	-
Deferred tax recognized pursuant to business acquisitions *[note 4]*	**-**	753,667
Deferred income taxes amortization	**(98,753)**	(33,250)
	2,028,126	720,417

The Company's ability to realize the tax benefits is dependent upon a number of factors, including the history of earnings and the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. Accordingly, a corresponding full valuation allowance was recorded to deferred tax assets.

As at March 31, 2023, the Company had non-capital losses amounting to $1,250,898 (December 31, 2022: $1,157,805 and March 31, 2022: $909,645) and will expire starting in 2041.

18. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured, and managed in accordance with Company policies and the Company risk appetite.

As at March 31, 2023, the Company had $4,747,673 in current assets including $636,844 in cash (considering the availability on the line of credit the Company had $1,824,951 in cash available), against $7,717,817 in current liabilities which mainly include $1,311,893 revolving bank facility ("revolving line of credit"), accounts payable and accrued liabilities in the amount of $4,485,108, current portion of bank term loan in the amount of $1,041,370, and a balance due to the selling shareholders of 188Ont in the amount of $514,473. With the acquisition of 188Ont completed, the Company anticipates that it will continue on its revenue growth trajectory and improve its liquidity through continued business development

(Expressed in Canadian Dollars, unless specified otherwise)

18. FINANCIAL RISK FACTORS (continued)

and additional equity or debt capitalization of the Company and the Company will have sufficient funds to pay for its liabilities for the foreseeable future.

(a) Credit Risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit and reviews the ongoing credit utilization on an ongoing basis. During the period ended March 31, 2023, the Company's accumulated provision is in the amount of $13,380. (Note 5)

The following table provides information regarding the gross amount of aged trade receivables:

	Current	31-60 days	60 days to 90 days	Over 90 days	Total
	$	$	$	$	$
At March 31, 2023	**2,822,396**	**596,998**	**98,569**	**38,316**	**3,556,279**
At December 31, 2022	3,717,117	3,223,930	228,215	166,732	7,335,994

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders.

(c) Foreign Currency Risk

Currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate. The functional currency of the Company is the Canadian dollar. The Company is exposed to the currency exchange rate risk on its accounts payable. During the year, the Company did not incur significant foreign currency transactions. The Company does not use derivative financial instruments to mitigate its exposure to currency risk. Management, however, mitigates currency risk by regular monitoring, transacting in stable currencies, matching the foreign currency payables and minimizing the net exposure in any foreign currency at any point of time.

18. FINANCIAL RISK FACTORS (continued)

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Refer to Notes 12, 13 and 14 for details of interest rate exposure.

19. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place a planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at March 31, 2023, and December 31, 2022.

20. CONTINGENCIES

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at March 31, 2023, and December 31, 2022, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

21. SUBSEQUENT EVENTS

Subsequent to March 31, 2023, the Company issued 150,000 stock options to a director of the Company.

Schedule P
Ciscom Corp. Management Discussion and Analysis as at March 31, 2023

Ciscom Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2023 to MARCH 31, 2023

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("**MD&A**") of the consolidated financial condition and results of the operations of Ciscom Corp. (the "**Company**" or "**Ciscom**") and its wholly owned subsidiaries Market Focus Direct Inc. ("**MFD**") and 1883713 Ontario Inc. ("**188Ont**") and its wholly owned subsidiary Prospect Media Group Ltd. ("**PMG**") constitutes management's review of the factors that affected the Company's financial and operating performance from January 1, 2023 to March 31, 2023 with respective comparative periods. On September 30, 2022 the Company completed the acquisition of 100% of all issued and outstanding shares of 188Ont inclusive of its wholly owned subsidiary, PMG. Consequently, the consolidated statement of financial position reflects the assets and liabilities and purchase price accounting and the consolidated statement of profit since the closing of the acquisition.

This MD&A was written to comply with the requirements of NI 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company and the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of March 31 , 2023 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Ciscom common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

a) Description of Business

The Company was incorporated under the *Business Corporations Act* (Ontario) ("OBCA") on June 29, 2020. The Company's head office, principal address and registered and records office is located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquires and manages businesses in the technology and communications industry. The Company's financial year ends on December 31.

MFD was incorporated under the Business Corporations Act (Ontario) (“OBCA”) on November 15, 1991. Until March 31, 2023, MFD’s head office, principal address and registered and records office is located at 550 Alden Road, suite 207, Markham, Ontario, L3R 6A8. As of April 1, 2023, MFD operates virtually and has moved its head office to Ciscom’s premises is located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. MFD is a technology driven organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides analytics, customer acquisition strategies, digital marketing, direct mail, flyer distribution management, and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary, sophisticated software applications (MFD’s IP) to provide fully customized marketing solutions to retail customers in a wide range of industries. MFD’s financial year ends on December 31.

188Ont was incorporated under the Business Corporations Act of Ontario on October 30, 2012. The Company maintains its registered office at 19 Langmuir Crescent, Toronto, Ontario, M6S 2A8. 188Ont, including its wholly owned subsidiary PMG, (together referred to as “188Ont”) is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness. 188Ont’s and PMG’s financial year ends on December 31.

Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit (“CGU”).

b) *Cautionary Note Regarding Forward-Looking Information*

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward- looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the datespecified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company’s ability to predict or control. Please also make reference to those risk factors referenced in the "*Risk Factors*" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to beincorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

c) *Financial and Operating Highlights*

Basis of Presentation

The following discussion and analysis of the Company's financial condition as at March 31, 2023 should be read in conjunction with the Company's consolidated audited financial statements contained in this prospectus. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

See "Risk Factors" for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial conditions, cash flows and operating results.

Ciscom's principal business is investing in or acquiring operating companies in the ICT sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The Company defines itself as an enabling business accelerator.

The Company targets companies in such areas as:
1. Companies in the ICT sector; and
2. Companies using technology as a way to process data, incorporate external databases, documents and information to deliver the products and services.

In addition to its investment and acquisition activities, the Company's business mandate includes the negotiating strategic joint ventures and the identification of the implementation of synergies through shared services.

Operating Segment(s)
As the two subsidiaries of the Company are in the same sector at period and year end, the operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit ("CGU"). All clients are domestic (Canadian).

Critical Accounting Estimates

The preparation of these financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include:

- Provision for clients' bad debt – Management exercises judgement to determine whether accounts receivable are in good standing and closely follow remittances.
- Impairment of assets – Management exercises judgement to determine whether indicators of impairment exist, and if so, management must estimate the timing and amount of future cash flows from sales.

Management made estimates and assumptions, actual results may differ materially from those estimates.

Changes in Accounting Policies

There were no changes in accounting policies during the year.

<u>Corporate</u>

On June 29, 2020, the Company was incorporated under the Ontario Business Corporation Act, and authorized to issue an unlimited number of shares of the following classes:

a. Common shares;
b. Class A preferred shares; and,
c. Class B Preferred shares.

As of March 31, 2023, the Company has issued a total of 51,563,831 Ciscom Shares for a total consideration of $9,114,565 (as at December 31, 2022, respectively 51,108,882 Ciscom Shares for a total consideration of $8,886,565). The Company has reserved a rolling 10% of its issued and outstanding Common Shares for its Executive Stock Option Plan. A total of 3,520,000 Ciscom Options have been issued as of March 31, 2023 (3,220,000 as of December 31, 2022). Each option consists of one Common Share exercisable for 5 years. As of March 31, 2023, a total of 2,220,000 Ciscom Options are exercisable at $0.10, a total of 55,000 Ciscom Options are exercisable at $0.25 and a total of 1,245,000 Ciscom Options are exercisable at $0.55.

On close of business on August 31, 2021 (effective September 1, 2021), the Company completed a Share Purchase Agreement ("SPA") transaction with Market Focus Direct Inc. for the purchase price of $3,500,000 for 100% of all issued shares. The purchase price is being satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued shares at a price value of $0.25 per share. The Company issued 10,000,000 Ciscom Shares on closing to the selling shareholders of MFD.

(i) Paul Gaynor, founder of MFD, is the President of MFD;

(ii) Paul Gaynor resigned as the sole director and officer of MFD, and Drew Reid and Michel Pepin became directors of MFD;

(iii) Paul Gaynor became a director of the Company; and,

(iv) MFD became a wholly owned subsidiary of the Company.

(v) MFD is a technology driven direct marketing organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides retail analytics, digital marketing, In-Home Advertising (direct mail and flyer distribution management), and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries.

On September 30, 2022, the Company completed a Share Purchase Agreement (“SPA”) transaction with 188Ont for the purchase price of $12,488,481 for 100% of all issued shares. The purchase price was satisfied with a cash payment of $5,800,000, a short -term note payable in 2023 of $1,163,521, the issuance of 7,633,889 common shares of the Company in the amount of $3,435,250 that was determined by using $0.45 per share, an Earn-Out of $900,000 (payable in Ciscom Shares) and a convertible debenture in the amount of $1,400,000. The Earn-Out revenue performance targets are a gross profit increase of $275,000 for 2022 over 2021 and a gross profit increase of $500,000 for 2023 over 2022. The fair value of the Earn Out Consideration was in the amount of $689,710 upon acquisition date and $689,710 as of September 30, 2022 respectively (face value of $900,000). As the Earn Out Consideration is conditional upon achieving certain milestones, it has been treated as a financial liability and classified as FVTPL. A business valuation was performed on the closing date of the acquisition.

(i) David Mathews remains the President and Managing Director of PMG;

(ii) On closing, the directors of 188Ont and PMG resigned, and Drew Reid and Michel Pepin became directors of 188Ont and PMG;

(iii) 188Ont became a wholly owned subsidiary of the Company; and,

(iv) 188Ont is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness.

The Company’s consolidated statement of financial position includes 188Ont as at September 30, 2022. Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit (“CGU”).

d) Trends and Economic Conditions

Management regularly monitors economic conditions and estimates, their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, there were material uncertainties influencing management's going concerns and assumptions. Management could not accurately predict the future impact COVID-19 at the time in relation to:

- Interest rate fluctuations;
- Availability of suitable business for acquisition
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines.
- Availability of government supplies, such as food, water and electricity.
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the effects of the pandemic are mainly behind us from a medical point of view, there are lagging economics consequences that will remain for a period of time. While interest rates have increased to levels not seen in years and there is noise related to a recession, the employment market remains strong as per the employment reports from both the American and Canadian authorities, and the retail spend levels are solid. As such, management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

<u>COVID-19 impact disclosure</u>
While COVID-19 has impacted businesses at large, other businesses have fared well during the pandemic. The business of the Company is to buy and manage portfolio companies operating in the ICT sector.

Ciscom is looking at acquiring and managing companies at a time where businesses have already experienced reduced revenue on the heels of COVID-19 affecting us all since March 2020. This favours Ciscom from an acquisition standpoint as targets are coming to market with reduced expectations (lower acquisition price points) while they are still nicely profitable. Companies have had to reorganize operations, costs and management to accommodate the new environment.

Many owners and operators have had a wake-up call of their own longevity and financial security due to COVID-19 and find themselves far more interested in selling their business into a public company. Typically, transactions for smaller entities are straight cash with an earn-out based on performance. The Ciscom model transaction provides the sellers the exit they are looking for at a fair (yet lower) price in a combination of cash and shares. They receive a portion of the proceeds in cash and the balance in shares of a publicly traded company (proportions are tailored to each transaction). Consequently, the sellers will benefit from a second event (kicker) when they sell their stock in the public company at a far greater multiple they would have on a full cash deal, especially with results that are impacted by COVID.

As these companies rebound through and post COVID, the profitability of Ciscom and its subsidiaries will increase substantially. The underlying valuation of Ciscom will increase and drive shareholder value, open up the market and lead to more substantial and profitable acquisitions.

From a day-today operations standpoint, Ciscom itself has not been affected by the pandemic. As noted above, the pandemic could be financial beneficial in the long run for Ciscom's shareholders.

Ciscom continuously monitor the impact of COVID-19 and well keep report both positive and negative impacts along with corrective measures implemented to ensure the preservation of assets and created shareholders' return.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

e) Outlook

Once the Company has achieved its public company status and secured additional financing, it intends to explore acquisition opportunities that have the potential to be suitable to Ciscom's objectives. In addition, management will review project submissions, and conduct independent research, for opportunities in such jurisdictions and businesses as it may consider prospective.

There is no assurance that capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

f) Selected Annual Financial Information

The following is selected financial data derived from the consolidated financial statements of the Company as at March 31, 2023 (3 months) and December 31, 2022 (12 months incorporating the operations of 188Ont as of October 1, 2022).

Consolidated results	March 31, 2023 $	December 31, 2022 (audited) $
Revenue	7,253,560	14,766,407
Gross Profit	1,294,918	2,298,158
Compensation	967,431	1,582,435
Stock based compensation	134,888	327,961
Professional fees	149,111	697,057
Other operating expenses	195,190	389,088
Total Operating expenses	1,446,619	2,996,541
Net Operating Loss	(151,701)	(698,383)
Finance costs	156,581	250,408
Amortization and Depreciation	382,156	811,704
Goodwill impairment and change in liability consideration	-	406
Income taxes	(115,239)	(215,537)
Net Loss	(575,199)	(1,545,364)
Net loss per share – basic and diluted	(0.011)	(0.035)
Total assets on December 31	51,396,895	23,803,577
Distributions or dividends	Nil	Nil

Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit ("CGU").

On a full year basis, assuming that 188Ont had been acquired on January 1, 2022, operating results for the year ended December 31, 2022 would have been the following:

	188Ont	MFD	Ciscom	Total
Sales	30,725,474	3,110,085	0	33,835,559
Cost of Goods Sold	25,340,417	2,623,314	0	27,963,731
Gross Profit	**5,385,057**	**486,771**	**0**	**5,871,828**
Compensation	2,777,044	588,694	208,060	3,573,798
Professional fees	86,203	0	676,558	762,761
General& Administration	531,313	92,816	154,301	778,430
Total Expenses	**3,394,559**	**681,510**	**1,038,919**	**5,114,988**
Operating profit (cash basis)	**1,990,498**	**-194,739**	**-1,038,919**	**756,840**
Stock based compensation	0	0	327,961	327,961
Operating profit	**1,990,498**	**-194,739**	**-1,366,880**	**428,879**

g) Off-Balance Sheet Arrangements

As at March 31, 2023 and December 31, 2022, the Company 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 the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

h) *Financial Highlights*

Revenues/Sales

For the period ended March 31, 2023, the Company consolidated revenues were $7,253,560 versus $403,449 for the period ended March 31, 2022 which did not include revenues from 188Ont.

The Covid-19 pandemic has negatively impacted MFD's revenue since March 2020. Reduced clients' spend and clients cancelling and postponing their campaign had the following negative impact.

MFD 2019 Revenue (12 months): $9,773,180
MFD 2020 Revenue (12 months): $6,143,857 reduction of $3,629,328 (-37.1%)
MFD 2021 Revenue (12 months): $2,780,412 reduction of $3,363,445 (-54.7%)
MFD 2022 Revenue (12 months): $3,110,085 increase of $329,673 (+11.9%)
Cumulative revenue reduction 2022 over 2019: $6,663,095 (-68.2%)

MFD had one client representing 40% to 45% of its yearly revenue in prior years that reduced its activities in 2020 and for the first 9 months of 2021 and then, subsequently cancelled all of its order for Q4 2021 which negatively affected MFD's revenue through 2021. This client had some minimal activity in 2022. In 2022, MFD recovered by getting new clients, increased volumes from current clients and the introduction of a digital offering.

During the same period, 188Ont/PMG revenues were initially affected by the pandemic then increased as a function of service offering diversification including digital and social media delivery.

PMG 2019 Revenue (12 months): $23,678,736
PMG 2020 Revenue (12 months): $21,279,384 reduction of $2,399,352 (-10.1%)
PMG 2021 Revenue (12 months): $26,733,158 increase of $5,453,774 (+25.6%)
PMG 2022 Revenue (12 months): $30,725,474 increase of $3,992,316 (+14.9%)
Cumulative revenue increase 2022 over 2019: $7,046,738 (+29.8%)

For the first quarter ended March 31, 2023 and 2022, sales for PMG and MFD were:

SALES	PMG	MFD	Total
Q1 2023	6,773,990	479,569	7,253,560
Q1 2022	0	403,449	403,449

Sales and Cost of Sales ("COS")

	For the period ended March 31, 2023	For the period ended March 31, 2022
	$	$
Revenue		
Print Distribution	1,432,505	403,449
Direct Mail	3,401,191	-
Digital	1,873,432	-
Other	546,432	-
	7,253,560	**403,449**
Cost of Revenue		
Print Distribution	1,258,289	323,028
Direct Mail	2,860,702	-
Digital	1,789,294	-
Other	50,357	-
	5,958,642	**323,028**
Gross Profit	**1,294,918**	**80,421**

Had 188Ont been acquired on January 1, 2022, revenues and cost of revenues for the first quarter of 2023 and 2022 would have been the following:

	For the period ended March 31, 2023	For the period ended March 31, 2022	Year-over-year Variance	
	$	$	$	%
Revenue				
Print Distribution	1,432,505	1,287,721	144,784	11.2%
Direct Mail	3,401,191	3,357,158	44,033	1.3%
Digital	1,873,432	637,744	1,235,688	193.8%
Other	546,432	508,302	38,130	7.5%
	7,253,560	**5,790,925**	**1,462,635**	**25.3%**
Cost of Revenue				
Print Distribution	1,258,289	1,159,790	98,499	8.5%
Direct Mail	2,860,702	2,873,123	-12,421	-0.4%
Digital	1,789,294	576,404	1,212,890	210.4%
Other	50,357	30,950	19,407	62.7%
	5,958,642	**4,640,267**	**1,318,375**	**28.4%**
Gross Profit	**1,294,918**	**1,150,658**	**144,260**	**12.5%**

Revenues

Print Distribution

Print distribution revenue increased $145k (11.2%) to $1.43M for the period ended March 31, 2023 as compared to the same period in prior year. The Company has been focusing our client base on an integrated media strategy using a combination of distribution, direct mail and digital. Clients continue their spend on print distribution as it has proven effective. The cost of Print Distribution was up by $98k (8.5%) to $1.26M for the same period in the prior year.

Direct Mail

Direct mail revenue increased by $44k (1.3%) to $3.40M for the period ended March 31, 2023 as compared to the same period in the year prior. The Company continues to focus on converting clients to an integrated print strategy. The cost of Direct Mail through Canada Post decreased by $12k (0.4%) to $2.87M for the same period in the prior year.

Digital

Digital revenue increased by $1.24M (193.8%) to $1.87M for the period ended March 31, 2023 as compared to the same period in the year prior. The Company's retail clients are continuing to adopt digital spending as part of their strategy and as such have moved away from traditional print distribution. The costs associated with Digital Media has increased by $1.21M to $1.79M (210.4%) versus a cost of $576k the prior year.

Other

Other revenues include radio, television, OOH, analytics and management fees. Other revenues have increased by $38k (7.5%) to $546k. Of the $546k for the period ending March 31, 2023, management fees account for $424k compared to $432k from the year prior.

Gross Profit

Although Revenues continue to grow, gross margins have reduced from 19.9% the prior year to 17.9% for the period ended March 31, 2023 mainly due to the pricing of the digital line of business. The print distribution margin has increased to 12.6% from 9.9% the previous year and the digital margin has declined to 4.5% from 9.6% the prior year. Approximately 30% of our clients are on a monthly retainer basis and thus if they significantly increase their spend it can adversely effect the category margin. Several of our digital Clients began to increase their spend dramatically in Q3 of 2022. As such, there was an increase in "Flow-Through" dollars on the digital part of the business.

Expenses

MFD action plan rolled out in Q4 2021 to increase revenue and reduce expenses has been fully implemented and yielded results in 2022. Starting in 2023, with the acquisition of 188Ont/PMG, Ciscom is realizing additional cost synergies in the areas of data licenses and staffing. Additional savings will start materializing in April 2023 forward as the MFD lease ended March 31, 2023 and was not extended – both PMG and MFD operate 100% virtually. Annualized savings are:

Items	**$**
Data licenses	115,000
Staffing	180,000
Occupancy	63,000
Total	**358,000**

In March 2022, the 2 Ciscom executives started being compensated at the rate of $60k per annum each. Following the closing of the 188Ont acquisition, compensation was increased to $120k per annum each. As such Q1 2023 is compensation and benefits totaled $69,337 versus $10,758 in Q1 2022.

PMG's total compensation increased by $59,397 (9.3%) to $696,805 which is aligned to its gross profit increase of 12.4% year-over-year the first quarter of 2023.

MFD total compensation increased by $65,245 (48.0%) which is 100% related to the accrual of severances in the amount of $68,600 for the first quarter of 2023. Eliminating the severances from the comparatives, the first quarter compensation would actually decrease by $3,355 to $132,689.

The share-based compensation of $122,358 was incurred in relation to 300,000 stock options issued during the quarter.

Ciscom (corporate) expenses in 2022 increased as a function of its activities. The level of expenses is being maintained in the first quarter of 2023 with significant professional fees being incurred with auditors, consultants, valuators and lawyers in relation with the Company's initiative to become a publicly traded entity. These expenses are for the most part exceptional in that they are not recurring and the professional fees will significantly decrease in the second part of 2023 and forward.

For the first quarter ended March 31, 2023 and 2022, and assuming that the 188Ont/PMG acquisition was effective January 1, 2022, operating expenses were the following:

Ciscom's Combined Operating Expenses Q1 2023 vs. 2022

2023	MFD	PMG	Ciscom	31-Mar-23
Compensation (1)	201,289	696,805	69,337	967,431
Share-based compensation	0	0	134,888	134,888
Professional fees	5,633	8,775	134,703	149,111
General administrative	19,637	133,719	41,833	195,189
Total	**226,559**	**839,299**	**380,761**	**1,446,619**

2022	MFD	PMG	Ciscom	31-Mar-22
Compensation (1)	136,044	637,408	10,758	784,210
Share-based compensation	0	0	20,436	20,436
Professional fees	2,275	15,500	104,184	121,959
General administrative	50,054	119,663	18,337	188,054
Total	**188,373**	**772,571**	**153,715**	**1,114,659**

Variance	MFD	PMG	Ciscom	Variance
Compensation (1)	65,245	59,397	58,579	183,221
Share-based compensation	0	0	114,452	114,452
Professional fees	3,358	-6,725	30,519	27,152
General administrative	-30,417	14,056	23,496	7,135
Total	**38,186**	**66,728**	**227,046**	**331,960**

Note 1: The MFD compensation expense includes an amount of $68,600 for severances

Interests and Amortization

The Company borrowed $1,000,000 for the acquisition of MFD. The term loan was amortized over 60 months and principal payments are $16,667 per month starting August 31, 2021. Interest rate was prime + 1.25%. Interest charges are calculated on the declining balances. The loan was fully repaid on September 30, 2022.

On September 30, 2022, as part of the closing of the 188Ont acquisition, the Company borrowed $6,000,000 from HSBC Bank Canada and repaid the balance of the prior MFD acquisition loan in the process. The HSBC facility is a term loan in the amount of $3,500,000 (fixed interest rate of 7.695%) amortized over 36 months and a revolving facility operating loan (line of credit) in the amount of $2,500,000 (interest rate of prime + 1.10%) – no principal repayments are required on the revolving facility (line of credit). Interest charges are calculated monthly on outstanding balances. At year-end and up to March 31, 2023, the Company is meeting bank covenants related to the facilities.

Business valuations were performed by an independent professional business valuator on both MFD and 188Ont/PMG as of December 31, 2022. The professional independent valuator reviewed several factors and concluded that the on-going value of the 188Ont/PMG goodwill and the intangible values for both 188Ont/PMG and MFD were justified and supported. The Company's auditors also reviewed the reports and came to the same conclusion.

For the quarter ended March 31, 2023, the Company had amortization in the amount of $381,764 (2022: $133,682) of which the intangible assets amortization related to the MFD and 188Ont acquisitions represented an amount of $372,500 (2022: $125,375). The balance of the amortization expense was a combination of fixed assets and ROU assets.

Fair value change in contingent consideration liability

On September 30, 2022, Ciscom purchased 100% of all issued and outstanding shares of 188Ont for an amount of $12,488,481 satisfied with the payment of $5,800,000 in cash, a short-term loan due in 2023 of $1,163,521, an earn-out of $900,000, a convertible debenture of $1,400,000 and $3,435,250 in Common Shares valued at $0.45 per share (share issuance of 7,633,889 shares). The Earn-Out ("**188Ont Earn-Out**") can be up to maximum of $1,500,000 is payable in Common Shares at $0.45. As the target gross profit for 2022 would not be met as per the Earn-Out criteria, the amount was reduced to $900,000 to only consider 2023. The gross profit projected growth for 2023 exceeds the target gross profit growth in the amount of $500,000 for the 188Ont Earn-Out, the full consideration of $900,000 remained on the Statement of Financial Position as of December 31, 2022.

The 188Ont purchase price is distributed as follows:

	Face Value	**Fair Value**
Cash on closing	$5,800,000	$5,800,000
Short-term loan payable	1,163,521	1,163,521
Convertible debenture (debt component)	1,400,000	977,090
Convertible debenture (equity component)	-	422,910
Ciscom shares issuance	3,435,250	3,435,250
Earn-Out payable in shares	900,000	689,710
Total	**$12,698,771**	**$12,488,481**

The valuation of the acquisition is the following:

	Fair Value
Net assets acquired	$2,116,657
Intangibles	5,931,000
Deferred tax liabilities	(1,571,715)
Goodwill	6,012,539
Total	**$12,488,481**

Income taxes

As at March 31, 2023, the Company was in a consolidated loss position and as such had no income taxes payable. During Q1 2023, an income taxes refund of $16,486 was recorded for MFD as a function of applying tax losses to prior years.

A deferred income tax credit of $98,753 was recorded in Q1 2023 in the Profit and Loss statement as a function of the MFD and 188Ont acquisitions and their inherent intangible assets (2022: $33,250). An amount of $2,028,126 remains as a liability in the Company's Statement of Financial Position as of March 31, 2023 (December 31, 2022: $2,126,879).

Net Income (Loss)
For the quarter ended March 31, 2023, the Company had a net loss in the amount of $575,199 (2022: $377,338).

The operating loss includes significant non-cash items and expenses related to professional fees (audits, valuations and legal) which are expenses related to the Company's initiative to go public and the 188Ont acquisition. The professional fees incurred were part of acquisition negotiations with MFD and 188Ont where Ciscom agreed to cover costs as part of the consideration. As Ciscom has closed its second acquisition (188Ont), thus has created critical mass and generates positive cash flow, management will no longer offer to cover auditing and other professional fees to potential acquirees.

The following table presents the results for the period ended March 31, 2023 for Ciscom, MFD and 188Ont/PMG separately:

Consolidated Statement of Profit & Loss

For the 3-month period (Q1) ended 31 March 2023

	MFD	188Ont/PMG	Ciscom	31-Mar-23
Sales	479,569	6,773,991	0	7,253,560
COS	388,094	5,570,548	0	5,958,642
Gross Profit	**91,475**	**1,203,443**	**0**	**1,294,918**
Compensation	201,289	696,805	69,336	967,430
Share-based compensation	0	0	134,888	134,888
Professional fees	5,633	8,775	134,703	149,111
Subscription and permits	0	64,720	0	64,720
Insurance	1,032	19,512	20,353	40,897
Occupancy	9,347	1,479	297	11,123
General administrative	9,258	48,008	21,184	78,450
Total expenses	**226,559**	**839,299**	**380,761**	**1,446,619**
Operqating profit/EBITDA	**-135,084**	**364,144**	**-380,761**	**-151,701**
Interests	-502	-18,278	175,361	156,581
Amortization	4,285	5,371	372,500	382,156
Profit (Loss) before taxes	**-138,867**	**377,051**	**-928,622**	**-690,438**
Income taxes	-16,486	0	0	-16,486
Deferred income taxes	0	0	-98,753	-98,753
Net Income (Loss)	**-122,381**	**377,051**	**-829,869**	**-575,199**

Basic and diluted net loss per share	-0.011
Weighted average number of shares	51,396,895

As evidence in the Consolidated Statement of Cash Flows, non-cash items for the quarter ended March 31 2023 were $478k and professional fees $149k. By normalizing the professional fees to $25k for Q1 2023 which is the projected annual level going forward, the net loss would become a net income on a normalized cash basis. For the year ended December 31, 2022 when reducing the net loss by the non-cash items totaling $1.044M and professional fees $697k. By normalizing the professional fees to $100k which is the projected annual level going forward, the net loss would become a net income on a normalized cash basis.

	31-Mar-23	**31-Dec-22**
	(3 months)	**(12 months)**
	$	**$**
Net loss	**-575,199**	**-1,545,364**
Normalized professional fees	124,111	597,058
Severances	63,800	0
Non-cash expenses	478,213	1,044,088
Normalized net income on a cash basis	**90,925**	**95,782**

Liquidity

As at March 31, 2023, the Company had $636,844 in cash and a total cash availability of $1,824,951 (considering the availability of the line of credit) and a negative working capital of $3,085,302. On December 31,2022, the Company had $1,053,042 in cash and a total cash available of $1,116,658 (considering the availability of the line of credit) and a negative working capital of $2,931,001. The negative working capital is related to a one-time purchase price payment of $1,163,521 related to the acquisition of 188Ont and the revolving operating loan financing obtained from HSBC in the amount of $2,500,000 used to complete the 188Ont Acquisition that must be presented as a current liability under IFRS. This $2,500,000 revolving operating loan has no repayment requirement and remains at that level at all times.

During the quarter ended March 31, 2023 the Company paid $600,010 of the due to related party reducing the balance due to $514,473.

The negative working capital will be replenished by profitable operations in the coming months. Consequently, the Company has sufficient capital for the foreseeable future. The Company has been and continues to be successful in raising additional equity capital.

The 188Ont Acquisition closed on September 30, 2022. 188Ont is a profitable entity producing an operating income before income taxes of over $2.0M per year. 188Ont has low capital expenditures and no debt. As such, cash flows closely align to net income (before shareholders' distributions/dividends). Consequently, on a consolidated basis, Ciscom has sufficient liquidity and working capital to sustain operations going forward .

The Company (Ciscom) has not declared dividends since its inception.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its growth and operations.

In other to manage liquidity, Ciscom continue to raise capital from investors and following the lost of MFD's main client in Q4 2021, Ciscom and MFD developed an action plan to increase revenue and reduce expenses. The action plan includes:

- The termination of the current sale force;
- Employ industry recognized sales executives;
- Redesign client-oriented sales/marketing documents;
- Enhance current services and deploy new services, including digital, Omni and Intent;
- Reduce the number of employees by 3;
- Move 2 employees to jobs sharing (part-time);
- Reduce salary levels.

The plan is fully implemented and sales efforts are starting to yield positive results. It is to be noted that the sales cycle takes time, usually 3 to 6 months for qualified targets. In Q3 2022, the negative revenue trend was reversed as a function of increased client activity and new clients.

Capital Resources
Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at this time for the Company and its subsidiaries.

Fixed Assets and Right-of-Use Assets
The Company (Ciscom) has no fixed assets.

Over the years, MFD has invested heavily in the development of its proprietary software and IP. As MFD used internal resources to perform the development, criteria for capitalization under IFRS were not met, and as such, investments were expensed yearly and not capitalized. Consequently, MFD's fixed asset are low and closed on March 31, 2023 at $Nil as the office was lease was not renewed (2022: $3,893).

AS of March 31, 2023, 188Ont fixed asset are low and closed the period at $46,412 (December 31, 2022: $40,452). 188Ont did not renew its office lease in November 2020 and has been operating 100% remotely (work from home) since then and in the process disposed of all its furniture, fixtures and equipment. As such, fixed assets are computer hardware and software.

A Right-of-Use Asset related to MFD's office lease expired on March 31, 2022. The lease was renewed effective April 1, 2022 for a period of 12 months on a month-to-month basis ending March 31, 2023 and in the process, MFD reduce the size of the location from 3,603 to 1,802 square feet. As at March 31, 2023, there are no Right-of-Use related to the office lease (March 31, 2022: $8,332), and ROU is not recognized for the short-term lease. The lease was not renewed after March 31, 2023.

188Ont has Right-Of-Use assets related to a postage machine and photocopiers with a book value of $1,059 as of March 31, 2023 (2021: $Nil). The postage machine lease ends in February 2024 and the photocopier lease ended in November 2022.

i) Liquidity and Capital Resources

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

The activities of the Company are principally the acquisition of established organizations, with solid annual revenue ($5M minimum). The potential acquisition targets must fit within the Company's roll up model and criteria. The potential acquisition targets will be financed through the completion of equity and debt transactions, such as equity offerings, the issuance of convertible debt and the assumption of standard loans from financial institutions. There is no assurance that equity capital or debt financing will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

As of March 31, 2023, and to the date of this MD&A, the cash resources of the Company are held with Canadian chartered banks.

j) Prospective Acquisitions

Ciscom wishes to achieve public company status, secure equity and debt financing before entering in discussions with potential acquisition targets. As such, Ciscom has not entered into formal or informal acquisition discussion with any organization and has not entered into any major contracts save for the 188Ont acquisition which closed on September 30, 2022.

As part of the acquisition, Ciscom secured a credit facility with HSBC Bank Canada, an international a Canadian Schedule II chartered bank to satisfy a portion of the cash portion of the 188Ont Acquisition.

Aside from the 188Ont Acquisition, Ciscom has not initiated any additional projects for expansion or entered into material contracts. Discussions may be initiated once Ciscom has achieved public company status and secured financing/equity, which is uncertain and carry inherent risks.

As Ciscom has closed the 188Ont Acquisition and is seeking to become a publicly traded entity, Ciscom and its subsidiaries have not committed to any plan, including expenditures. Ciscom ability to raise equity and debt will determine the future plans. As such, the Company is at a standstill until it achieves its public company status.

k) Capital Disclosure and Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and,
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, assuming debt, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and its Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned acquisition activities is uncertain and dependent upon securing additional financing.

The Company had issued equity in the amount of $9,114,565 as of March 31, 2023 (December 31, 2022: $8,886,565) and issued 51,563,831 Common Shares (December 31, 2022: 51,108,802).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its on-going activities. The Company's capital management objectives, policies and processes have remained unchanged during the period ended March 31, 2023. The Company and its subsidiaries operate as one CGU and pool cash for efficient management. The Company is subject to financial covenants with HSBC (lender). All financial covenants are in good standing at the date of this MD&A. Following the 188Ont Acquisition, the Company has profitable operations and his cash flow positive when taking into account on-going current operations.

l) Financial Instrument and Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directorsapproves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) 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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

(c) Market risk:

The Company is exposed to price risk with respect to equity prices, interest rate variations and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity pricesor general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favorable market related interest rates.

m) Major Shareholders and Related Party Disclosures

Major shareholders

To the knowledge of the directors and senior officers of the Company, as at March 31, 2023, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below as at March 31, 2023:

Name	Number of common shares issued	Percentage of outstanding and issued Common Shares	Percentage of outstanding Common Shares – fully diluted
Drew Reid	5,030,000	9.8%	9.1%
Paul Gaynor/Whittaker Inc.	10,806,333	20.9%	19.6%
David and Nashly Mathews	7,633,889	14.8%	13.8%
Total Issued	51,563,831	100.0%	93.6%
Total Ciscom Shares Fully Diluted	55,083,831		100.0%

None of the Company's shareholders have different voting rights than other holders of the Company's common shares.

n) Related party disclosures

Related parties include the members of the Board of Directors, officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

- Since the Company's inception through March 31, 2023, Alkaneid Corp. (Drew Reid) subscribed to 2,550,000 Ciscom Shares at prices of $0.02 per share and $0.10 per share and was granted 2,500,000 Ciscom Shares. He was also granted 500,000 Ciscom Options. Mr. Reid transferred 20,000 shares to a family member.
- Since the Company's inception through March 31, 2023 Michel Pepin subscribed to 2,175,000 Ciscom Shares of the Company at prices of $0.02 per share and $0.10 per share and was granted 2,125,000 shares. He was also granted 500,000 Ciscom Options. Mr. Pepin transferred 1,000,000 shares to family members.

The above share subscriptions and grant for Messrs. Reid and Pepin were part of Builder's subscriptions and considered normal transactions on the start-up of a new company.

o) Share Capital

As at March 31, 2023, the Company had issued a total of 51,563,831 Ciscom Shares and 3,520,000 Ciscom Options.

p) Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

q) Risks and Uncertainties

The acquisition, management and development of acquired companies are subject to certain risks associated with such investments. While the management team of the Company has decades of relevant experience, the Company itself is at an early stage of development. The Company is a new entity, and it acquires established entities with historical solid financial backgrounds which mitigates risks to some extent. Management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

r) Development Stage Company and Acquisition Risks

The Company is a roll up company focused primarily on the acquisition and development of businesses located in Canada. There is no assurance that through any of the Company's acquisition projects that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially advancing and promoting the companies acquired, to maintain existing and increase sales. The acquisition and development of businesses involves a certain degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. Certain expenses may be required to establish cash reserves. The profitability of the Company's operations will be, in part, directly related to the cost and success of its acquisition and development programs, which may be affected by a number of factors.

s) *Capital Markets*

The price of the Company's securities, its financial results, and its access to the capital required to finance its acquisition activities may in the future be adversely affected by market conditions. Factors beyond the Company's control such as, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, taxes, and international political and economic trends, conditions, and events. If these or other factors adversely affect the availability of capital that are the subject of the Company's acquisition efforts, the market price or growth of the Company's securities may decline.

t) *Market Fluctuation and Commercial Quantities*

The market for available and viable companies to acquire is influenced by many factors beyond the Company's control, including without limitation the of capital financing, government legislation and regulations including those relating to prices, interest rates and taxes, and it is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

u) *Option and Joint Venture Agreements*

The Company has not to date but may enter into option agreements and/or joint ventures as a means of acquiring business interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact its strategic value.

v) *Financing Risks*

Although the Company currently has sufficient cash and cash equivalents, the Company has no source of operating cash flow until it completes the first acquisition with MFD. There is no assurance that additional funding will be available to it for further subsequent acquisitions and development of its projects. Further acquisitions and development of the Company's projects may be dependent upon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further acquisition and development of the Company's projects.

w) Government Regulations, Permitting and Taxation

The Company's acquisitions, operations are subject to standard government taxation under the Excise Tax Act of Canada. No abnormal taxation or regulation is expected or that is not provisioned for within an acquisition of a business that the company engages in.

x) Health, Safety and Community Relations

The Company's operations through various acquisitions may be subject to various health and safety laws and regulations that impose various dutieson the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. The company will be careful to weigh acquisitions opportunities within these categories carefully. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company would, if necessary, comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities.

y) Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the effortsof key management and other key personnel. Although a mandate of the company wand of an acquired business will be for former management to remain on for at least 2 years following the acquisition. Premature Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient numberof key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

z) Competitive Industry Environment

The roll up industry is competitive, both domestically and internationally. The Company's ability to acquire businesses and develop those businesses in the future will depend on its ability to select and acquire suitable profitable, stable and established businesses. The Company may be at a competitive disadvantage in acquiring additional businesses because it must compete with other individuals and companies, many of which have greater financial resources, operational experience, and technical capabilities than the Company. Competition could adversely affect the Company's to realize its objectives.

aa) Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and access to public financing, which has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

bb) Covid-19 Risks

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn and supply chain issues have caused significant disruption to business activities and economies. The depth, breadth andduration of these disruptions remain uncertain die new variants. It is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

cc) Strategic & Operational Risks

The ongoing COVID-19 pandemic could adversely impact the Company's financial condition in future periods as a result of reduced business opportunities via acquisitions and dispositions of acquisitions and development of those businesses. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. The Company's strategic initiatives to advance business may be delayed or cancelled as a result.

To date, operations have remained stable under the pandemic but there can be no assurance that the Company's ability to continue to operate the business will not be adversely impacted, in particular to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside the Company's control. If one or more of the third parties to whom we outsource critical business activities fails to perform as a result of the impacts from the spread of COVID-19, it could have a material adverse effect on business and operations.

dd) Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit the Company's access to capital markets and ability to generate funds to meet out capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while the Company currently has sources of liquidity, such as cash balances, there can be no assurance that these sources will provide sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave the Company unable to react in a manner consistent with historical practices.

MFD only operates in one sector which is marketing and advertising for retailers. Starting in March In 2020 and through 2021, the retail industry was greatly impacted by Covid-19 with closures and in-store restrictions limiting customers access. The above and the loss of MFD's largest client in Q4 negatively impacted MFD client base where spend for programs delivered by MFD were cut and generated losses in 2021. The trend started to reverse in Q3 2022 were new clients were signed and increased volumes were processed.

ee)In addition to leveraging PMG digital offering, MFD has now developed a digital offering named OMNI+ and has also added Intent marketing services to its menu of services. Consequently, MFD has a more complete service offering and as become more competitive in the market. Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks have announced emergency interest rate cuts, while governments are implementing unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact the Company's financial condition.

ff) Subsequent Events

The MFD office lease ended March 31, 2023 and was not renewed. All employees are now working remotely in the same fashion that PMG employees have been operating since the 2020.

Subsequent to March 31, 2023, the Company issued 150,000 stock options to one of its Directors.

END of the March 31, 2023 Ciscom MD&A

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
1883713 Ontario Inc.

For the nine-month periods ended September 30, 2022 and 2021

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
1883713 Ontario Inc.

For the three and nine-month periods ended September 30, 2022 and 2021

1883713 Ontario Inc.

Unaudited Condensed Interim Consolidated Financial Statements
For the three and nine-month periods ended September 30, 2022 and 2021
(Canadian dollars)

Unaudited Consolidated Financial Statements

1883713 Ontario Inc.
Condensed Interim Consolidated Statements of Financial Position

	Notes	September 30, 2022 (reviewed)	December 31, 2021 (audited)
		$	$
ASSETS			
Current			
Cash	2	1,194,748	2,233,707
Trade receivables	4	2,963,148	4,539,075
Income tax receivable		115,914	-
Harmonized sales tax receivable		-	34,293
Prepaid expenses and deposits		417,204	334,886
Total Current Assets		**4,691,014**	**7,141,961**
Right-of-use assets	5	2,638	10,935
Property and equipment	7	47,282	43,667
Cash surrender value of insurance policy		-	21,000
Intangible assets	3, 6	51,000	204,000
Goodwill	3, 6	572,190	572,190
Total Assets		**5,364,124**	**7,993,753**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	2,810,499	4,333,172
Deferred revenue and advance from customer		377,157	221,870
Harmonized sales tax payable		39,806	-
Income taxes payable	12	-	259,963
Deferred tax liabilities	12	17,034	54,060
Lease liabilities	5	2,418	11,190
Total Current Liabilities		**3,246,914**	**4,880,255**
Deferred tax liabilities	12	-	3,429
Lease liabilities non-current portion	5	553	1,508
Total Liabilities		**3,247,467**	**4,885,192**
SHAREHOLDERS' EQUITY			
Share capital	11	53	53
Accumulated other comprehensive income	3	619,908	619,908
Retained earnings		1,496,696	2,488,600
Total Shareholders' Equity		**2,116,657**	**3,108,561**
Total Liabilities and Shareholders' Equity		**5,364,124**	**7,993,753**

Contingencies [Note 14]
Subsequent events [Note 15]
Approved on behalf of the Board:

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Director Director

The accompanying notes are an integral part of the condensed interim consolidated financial statements

1883713 Ontario Inc.
Condensed Interim Consolidated Statements of Income and Comprehensive Income

	Note	For the three months period ended September 30, 2022 (reviewed)	For the three months period ended September 30, 2021 (reviewed)	For the nine months period ended September 30, 2022 (reviewed)	For the nine months period ended September 30, 2021 (reviewed)
		$	$	$	$
Revenue					
Advertisement		5,496,000	5,912,393	17,643,877	15,032,093
Market strategy		490,428	500,871	1,425,275	1,518,564
		5,986,428	**6,413,264**	**19,069,152**	**16,550,657**
Cost of revenue		**4,824,874**	**5,112,653**	**15,495,434**	**13,005,694**
Gross profit		**1,161,554**	**1,300,611**	**3,573,718**	**3,544,963**
Expenses					
Salaries and wages	2	688,413	622,794	1,987,462	1,774,347
Subscriptions, permit and licenses		68,720	69,999	205,412	216,089
General and administrative		31,369	30,941	87,459	79,662
Insurance		17,773	69,775	52,677	117,283
Marketing and promotions		25,243	11,422	39,682	16,164
Depreciation and amortization	5, 6, 7	58,955	63,256	179,121	182,871
Professional fees		33,703	5,700	65,703	16,600
Interests	5, 9	45	2,682	234	9,242
Total expenses		**924,221**	**876,569**	**2,617,750**	**2,412,258**
Net income before income taxes		**237,333**	**424,042**	**955,968**	**1,132,705**
Current income tax	12	95,403	139,738	240,927	284,148
Deferred income tax	12	(13,425)	(13,515)	(40,455)	(40,545)
Net income and comprehensive income		**155,355**	**297,819**	**755,496**	**889,102**

The accompanying notes are an integral part of the condensed interim consolidated financial statements

1883713 Ontario Inc.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

	Note	Class 1 common shares Number	Class 1 common shares Amount	Class 2 common shares Number	Class 2 common shares Amount	Class A shares Number	Class A shares Amount	Other Comprehensive Income (Note 3)	Retained Earnings	Total
			$		$		$	$	$	$
Balance at December 31, 2021 (audited)		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**2,488,600**	**3,108,561**
Dividends paid		-	-	-	-	-	-	-	(1,747,400)	(1,747,400)
Net income for the period		-	-	-	-	-	-	-	755,496	755,496
Balance at September 30, 2022 (reviewed)		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**1,496,696**	**2,116,657**

	Note	Class 1 common shares Number	Class 1 common shares Amount	Class 2 common shares Number	Class 2 common shares Amount	Class A shares Number	Class A shares Amount	Other Comprehensive Income (Note 3)	Retained Earnings	Total
			$		$		$	$	$	$
Balance at December 31, 2020 (audited)		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**1,163,544**	**1,783,505**
Net income for the period		-	-	-	-	-	-	-	889,102	889,102
Balance at September 30, 2021 (reviewed)		**100**	**10**	**100**	**10**	**750,000**	**33**	**619,908**	**2,052,646**	**2,672,607**

The accompanying notes are an integral part of the condensed interim consolidated financial statements

1883713 Ontario Inc.
Condensed Interim Consolidated Statements of Cash Flows

	Note	For nine months period ended September 30, 2022 (reviewed)	For nine months period ended September 30, 2021 (reviewed)
		$	**$**
OPERATING ACTIVITIES			
Net income		755,496	889,102
Adjustments to reconcile net income to operating cash flow:			
Depreciation of property and equipment	7	17,824	19,239
Amortization of right-of use asset	5	8,297	10,632
Amortization of intangible assets	6	153,000	153,000
Interest accretion on lease liabilities	5	234	801
		934,851	1,072,773
Change in operating assets and liabilities:			
Trade receivables		1,575,927	354,978
Prepaid expenses and deposits		(82,318)	(266,114)
Harmonized sales tax receivable / payable		74,099	66,828
Accounts payable and accrued liabilities		(1,522,673)	(965,122)
Deferred revenue and advance from customers		155,287	3,895
Income taxes receivable/payable and deferred tax liabilities		(416,332)	(14,079)
Cash provided by operating activities		**718,841**	**253,159**
INVESTING ACTIVITIES			
Purchase of property and equipment	7	(21,439)	(10,168)
Cash used in investing activities		**(21,439)**	**(10,168)**
FINANCING ACTIVITIES			
Proceeds of sale of life insurance policy		21,000	(16,952)
Repayment of promissory note	9	-	(141,000)
Dividends paid		(1,747,400)	-
Principal payments of lease liabilities	5	(9,961)	(11,872)
Cash used in financing activities		**(1,736,361)**	**(169,824)**
DECREASE IN CASH		**(1,038,959)**	**(73,167)**
CASH - BEGINNING OF PERIOD		**2,233,707**	**1,484,760**
CASH - END OF PERIOD		**1,194,748**	**1,557,927**
SUPPLEMENTAL CASH FLOW INFORMATION			
Income taxes paid		356,841	161,865
Interest paid		-	8,441

The accompanying notes are an integral part of the condensed interim consolidated financial statements

1. NATURE OF BUSINESS

1883713 Ontario Inc. (the "Company") was incorporated under the Business Corporations Act of Ontario on October 30, 2012. The Company maintains its registered office at 19 Langmuir Crescent, Toronto, Ontario, M6S 2A8.

Prior to January 1, 2019, the Company owned 46% of the ownership interest of Prospect Media Group Ltd. ("PMG") (Note 3), an entity incorporated under the Business Corporations Act of Ontario, which provides marketers with consumer data, analytic insights and integrated media strategy, in addition to offering full-service media buying services across digital and traditional channels.

On January 1, 2019 (the date of acquisition), the Company acquired an additional 54% equity interest of PMG (Note 3) and PMG became a wholly owned subsidiary of the Company.

On September 30, 2022, Ciscom Corp. acquired 100% of all issued and outstanding shares of the Company. As such, the Company became a wholly owned subsidiary of Ciscom Corp.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and statement of compliance

These unaudited condensed interim consolidated financial statements of the Company, for the nine-month periods ended September 30, 2022 and 2021, have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting" and follow the same accounting policies as the consolidated financial statements for the year ended December 31, 2021 and 2020, respectively.

These condensed interim consolidated financial statements were approved and authorized for issuance by the Company's Board of Directors on December 16, 2022. The condensed interim consolidated financial statements are presented in Canadian dollars which is also the Company and the subsidiary's functional currency. The accounting policies have been applied consistently in these condensed interim consolidated financial statements, unless otherwise indicated.

Basis of consolidation

The condensed interim consolidated financial statements include the accounts of the wholly owned subsidiary PMG, and references to the Company include references to such subsidiary. The financial statements of the subsidiary are included in these condensed interim consolidated financial statements from the date on which control commences until the date on which control ceases.

Intercompany balances and transactions are eliminated upon consolidation and preparation of these condensed interim consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;

2. Identify the performance obligations in the contract;

3. Determine the transaction price;

4. Allocate the transaction price to the performance obligations in the contract; and

5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of advertisement flyer revenue and market strategy service revenue are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met. For those amounts of payments from customers for services to be rendered in a future time, those amounts are deferred and presented as deferred revenue in the statement of financial position and recognize as revenue upon delivery of services. Revenue related to advertisement is recognized when advertisements are printed and distributed or are placed on the digital platforms and collection is reasonably assured. Revenue related to market strategy is recognized when the related services are provided to customers.

Cash

Cash includes demand deposits held with bank with an original maturity of 90 days or less.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Lease

IFRS 16 requires a lessee to recognize assets and liabilities for all leases subject to some practical expedients. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company accounted for real estate operating leases with a remaining lease term of less than 12 months as short-term leases (remaining lease term of more than 12 months are included unless the underlying asset is of a low value).

The Company leases buildings for office use, equipment and motor vehicle. For all long-term lease contracts, the Company recognises right-of-use assets and lease liabilities 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 for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

The Company generally uses the incremental borrowing rate when initially recording real estate leases as the implicit rates are not readily available as information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is not available.

The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow over a similar term the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Leases requires lessees to estimate the lease term. In determining the period which the Company has the right to use an underlying asset, management considers the non-cancellable period along with all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. This significant estimate could affect future results if the Company extends the lease or exercises an early termination option.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical Accounting Estimates and Judgments

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these condensed interim consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the amounts reported in these condensed interim consolidated financial statements are discussed below:

a) Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required to determine the frequency with which these assets are to be tested for impairment. The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of intangible assets and goodwill. In testing for impairment, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the business combination. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate.

b) Income taxes

In calculating current and deferred income taxes, the Company uses judgment when interpreting the tax rules where the Company operates. The Company also uses judgment in classifying transactions and assessing probable outcomes of claimed or accrued deductions, which considers expectations of future operating results as well as the timing and reversal of temporary differences.

c) Covid-19 Impact

In December 2019, a novel strain of coronavirus (COVID-19) emerged. While initially the outbreak was largely concentrated in China and caused significant disruptions to its economy, it has now spread to several other countries and infections have been reported globally.
During 2020, 2021 and 2022, as a result of COVID-19 infections having been reported throughout Canada, United States and other countries, certain national, provincial, state and local governmental issued proclamations and/or directives aimed at minimizing the spread of COVID-19. Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical Accounting Estimates and Judgments (continued)

of adverse impact. To the date of the issuance of these condensed interim consolidated financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available, if any, as the business prospered during the pandemic.

Estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in the condensed interim consolidated statements of income and comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the changes affect both.

Certain estimates and assumptions that have a significant risk of causing material adjustments to the carrying amount of assets and liabilities within the next fiscal year include useful lives of property and equipment and intangible assets, allowance for doubtful accounts and accrued liabilities. Those estimates are based on management's assumptions, based on current circumstances, that management believes are a reasonable basis upon which to estimate the future liability.

With respect to intangible assets acquired and goodwill recognized in a business combination, the Company determines fair values using such estimates as discounts rates, growth rates and terminal capitalization rates. These estimates take into account any material change to the assumptions that occur when reviewed regularly by management.
With respect to testing non-financial assets for impairment, the Company determines value in use and fair value less cost to sale using such estimates as cash flows and discount rates. These estimates are periodically reviewed by management.

Financial instruments

The Company uses three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI), and fair value through profit or loss (FVTPL). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified and measured in two categories, amortized cost or FVTPL. The Company does not separate derivatives embedded in contracts where the host is a financial asset. Instead, the hybrid financial instruments as a whole are assessed for classification.

a) **Classification of financial assets and financial liabilities**

The Company's financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Trade receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note	Amortized cost

Lease liabilities	Amortized cost

On initial recognition, a financial asset is classified as measured at amortized cost, FVTPL, or FVTOCI. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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 Company recognizes trade receivables initially when they are originated. All other financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All trade receivables without a significant financing component are initially measured at their transaction prices. All other financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets at amortized costs are measured at cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. The Company recognizes debt securities it issues when they originate. All other financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial instruments (continued)

a) **Classification of financial assets and financial liabilities** (continued)

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statements of income and comprehensive income. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the consolidated statements of income and comprehensive income in the period in which they arise.

b) **Impairment of financial assets**

The Company uses a forward-looking "expected credit loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors and forward-looking information affect ECLs, which will be determined on a probability-weighted basis. This model is applied, at each reporting date, to the Company’s financial assets measured at amortized cost. Impairment losses are recorded in general and

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

administrative expenses with the carrying amount of the financial asset reduced through the use of impairment allowance accounts. The Company applied the simplified approach for trade receivables.

Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the consideration required to settle the obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Property and equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses. Gains and losses arising on the disposal of individual assets are recognized in income in the year of disposal. Costs, including financing charges and certain design, construction and installation costs, related to assets that are under construction and are in the process of being readied for their intended use are recorded as construction in progress and are not subject to depreciation until they are ready for their intended use.

Depreciation, which is recorded from the date on which each asset is available for service, is generally provided for on a declining balance method over the estimated useful lives of the property and equipment. The depreciation rates are as follows:

Computer equipment	30% to 55%

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated amortization of property retired or sold are removed from the accounts, and gains or losses are recognized in the consolidated statements of income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for property and equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The

Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

The estimated useful lives of intangible assets are as follows:

Customer relationships	4 years
Brand name	4 years

Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If such an indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Where it is not possible to estimate the recoverable amount of an individual asset, assets 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 CGUs. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on estimated future cash flows, 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 or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For any other assets, 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. Reversal of impairment losses are recognized immediately in the consolidated statements of income and comprehensive income.

Income taxes

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the year. Income tax is recognized in the consolidated statements of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

The Company adopted IFRIC 23, *Uncertainty over Income Tax Treatment*, which clarified how to apply the recognition and measurement requirement in IAS 12, Income Tax, when there is uncertainty over income tax treatments. There were no uncertainties as at December 31, 2020, September 30, 2021, December 31, 2021 and September 30, 2022.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants related to salary and wages claimed are recognized as a credit to condensed interim consolidated statements of income and applied against the salaries and wages. During the period ended September 30, 2022 and 2021, Canada Emergency Wage Subsidy ("CEWS") claimed and received that were recognized and applied against salaries and wages were in the amount of $Nil and $137,190, respectively.

Operating segments

The Company determines its reportable segments based on, among other things, how the chief operating decision makers, regularly reviews its operations and performance. The Company follows the same accounting policies for its segments as those described in these condensed interim consolidated financial statements.

For the periods ended September 30, 2022 and 2021, management has determined that the Company is considered to be operating in a single operating and reportable segment.

Accounting Standards Issued but Not Yet Applied

Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB or IFRS Interpretations Committee that are mandatory for fiscal periods beginning on or after January 1, 2021.

(a) Amendments to IAS 1, Classification of Liabilities as Current or Non-current (IAS 1)

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. The amendments to IAS 1 are not expected to have a significant impact on the Company's Consolidated Financial Statements.

(b) Amendments to IFRS 7 - Financial Instruments: Disclosure; IFRS 9 – Financial Instruments; IAS 39, Financial Instruments: Recognition and Measurement; and IFRS 16

In August 2020, the IASB published IBOR Reform Phase 2 which address issues that might affect financial reporting after the reform of an interest rate benchmark, including its replacement with alternative benchmark rates. For financial instruments at amortized cost, the amendments introduce a practical expedient such that if a change in the contractual cash flows is as a result of IBOR reform and occurs on an economically equivalent basis, the change will be accounted for by updating the effective interest rate with no immediate gain or loss recognized. The amendments are effective for annual periods beginning on or after January 1, 2021, with earlier application permitted. Management is in the process of assessing the impact of these amendments on contracts in scope, including our IBOR-based financial instruments and hedge relationships, if any.

(c) Reference to the Conceptual Framework – Amendments to IFRS 3

In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The IASB also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 Levies, if incurred separately. At the same time, the IASB decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

Accounting Standards Issued but Not Yet Applied (continued)

(d) Property, Plant and Equipment: Proceeds before Intended Use - Amendments to IAS 16

In May 2020, the IASB issued Property, Plant and Equipment - Proceeds before Intended Use, which prohibits entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss. The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. The amendments are not expected to have a material impact on the Company.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative (G&A) costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Company will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. The amendments are not expected to have a material impact on the Company.

3. ACQUISITION OF BUSINESS

Up to December 31, 2018, the Company owned 46% of the ownership interest of PMG. Upon completion of a business acquisition transaction on January 1, 2019 ("date of acquisition"), the Company acquired the remaining 54% of shares of PMG and obtained controlling interest of PMG and PMG become a wholly owned subsidiary of the Company.

The transactions of the investments in PMG during prior years and up to the date of acquisition were accounted for in accordance to IAS 28 - Investments in Associates and Joint Ventures. The business acquisition transaction was accounted for in accordance to IFRS 3 – Business Combinations as business acquisition in stages or step-acquisition.

Pursuant to the business acquisition transaction, fair value of the consideration was in the amount of $2,174,968, the Company identified intangible assets with a fair value of $816,000 (Customer relationships in the amount of $272,000 and Brand name in the amount of $544,000 respectively) as well as recognized related deferred tax liabilities in the amount of $216,240, and the difference between the total purchase consideration and the total net assets acquired was recorded as a goodwill of $572,190 (Note 6).

The Company accounted for its previously held 46% equity interest in PMG up to date of acquisition as an equity-accounted investee. The fair value of previously held equity intertest in PMG was in amount of $1,000,468 on the date of acquisition. The difference of $619,908 between the fair value and carrying value of $380,560 was recorded as a credit to the other comprehensive income.

(Expressed in Canadian dollars, unless specified otherwise)

4. TRADE RECEIVABLES

	Period ended September 30, 2022 (reviewed)	Year ended December 31, 2021 (audited)
	$	$
Trade receivables (Note 13)	2,963,148	4,539,075
Impairment provision for trade receivables	-	-
Total	**2,963,148**	**4,539,075**

5. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company's leases are related to the lease of office space, equipment and vehicle. Upon the expiry of the office lease contract in November 2020, the Company did not extend the office lease contract. When measuring lease liability, the Company discounted lease payments using its incremental borrowing rate of 5% (2021: 5%).

Right-of-use assets

	$
Balance at December 31, 2020 (audited)	**25,109**
Amortization charge for the year	(14,174)
Balance at December 31, 2021 (audited)	**10,935**
Amortization charge for the period	(8,297)
Balance at September 30, 2022 (reviewed)	**2,638**

Lease liabilities

	$
Balance at December 31, 2020 (audited)	**27,653**
Accretion on lease liability	873
Lease payments	(15,828)
Balance at December 31, 2021 (audited)	**12,698**
Accretion on lease liability	234
Lease payments	(9,961)
Balance at September 30, 2022 (reviewed)	**2,971**

	Period ended September 30, 2022 (reviewed)	Year ended December 31, 2021 (audited)
	$	$
Classified as current	**2,418**	11,190
Classified as non-current	**553**	1,508

(Expressed in Canadian dollars, unless specified otherwise)

6. INTANGIBLE ASSETS AND GOODWILL

a) Intangible assets

	Brand name	Customer relationships	Total
	$	$	$
Cost			
Balance at December 31, 2020 (audited) (Note 3)	**544,000**	**272,000**	**816,000**
Additions	-	-	-
Balance at December 31, 2021 (audited)	**544,000**	**272,000**	**816,000**
Additions	-	-	-
Balance at September 30, 2022 (reviewed)	**544,000**	**272,000**	**816,000**
Accumulated amortization			
Balance at December 31, 2020 (audited)	**272,000**	**136,000**	**408,000**
Amortization	136,000	68,000	204,000
Balance at December 31, 2021 (audited)	**408,000**	**204,000**	**612,000**
Amortization	102,000	51,000	153,000
Balance at September 30, 2022 (reviewed)	**510,000**	**255,000**	**765,000**
Net book value			
Balance at December 31, 2020 (audited)	**272,000**	**136,000**	**408,000**
Balance at December 31, 2021 (audited)	**136,000**	**68,000**	**204,000**
Balance at September 30, 2022 (reviewed)	**34,000**	**17,000**	**51,000**

b) Goodwill

	$
As at December 31, 2020 and 2021 and September 30, 2022 (Note 3)	**572,190**

7. PROPERTY AND EQUIPMENT

	Computer equipment	Total
	$	$
Cost		
Balance at December 31, 2020 (audited)	520,411	520,411
Addition	14,982	14,982
Disposal	(138,716)	(138,716)
Balance at December 31, 2021 (audited)	396,677	396,677

(Expressed in Canadian dollars, unless specified otherwise)

Addition	21,439	21,439
Disposal	-	-
Balance at September 30, 2022 (reviewed)	**418,116**	**418,116**
Accumulated depreciation		
Balance at December 31, 2020 (audited)	464,205	464,205
Addition	27,521	27,521
Disposal	(138,716)	(138,716)
Balance at December 31, 2021 (audited)	353,010	353,010
Addition	17,824	17,824
Disposal	-	-
Balance at September 30, 2022 (reviewed)	**370,834**	**370,834**
Carrying amounts		
Balance at December 31, 2020 (audited)	56,206	56,206
Balance at December 31, 2021 (audited)	43,667	43,667
Balance at September 30, 2022 (reviewed)	**47,282**	**47,282**

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Period ended September 30, 2022 (reviewed)	**Year ended December 31, 2021 (audited)**
	$	**$**
Accounts payable	1,717,788	3,978,091
Accrued liabilities	1,092,711	355,081
Total	**2,810,499**	**4,333,172**

9. PROMISSORY NOTE

On January 1, 2019, the Company issued a promissory note in the amount of $1,174,500 carrying interest rate of approximately 3% per year and repaid $422,500. The promissory note was repayable on a quarterly basis at $47,000 per quarter and maturing on January 1, 2023. Unpaid balance of the promissory note was subject to a general security agreement related to the Company's assets and the Company pledged the 54% of the subsidiary's common shares as security. The Company has fully paid the promissory note at December 31, 2021 and was released from all debts by the lender.

The interest expenses paid and charged to the condensed interim consolidated statements of income was in the amount of $NIL (2021 - $8,441).

(Expressed in Canadian dollars, unless specified otherwise)

10. RELATED PARTY TRANSACTIONS

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party transactions were performed in the normal course of business and are related to compensation to senior management.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. During the 9-month period ended September 30, 2022, key management personnel were compensated for $688,524 (nine months period ended September 30, 2021 - $703,27).

11. SHARE CAPITAL

a) Authorized:

Unlimited number of Class 1 common shares, one vote per share, without par value.
Unlimited number of Class 2 common shares, non-voting share, without par value.
Unlimited number of Class A shares, one vote per share, with no stated par value.
Unlimited number of Class B shares, non-voting share, with no stated par value.
Unlimited number of Class C shares, one vote per share, with no stated par value.

b) Issued:

	Period ended September 30, 2022	**Year ended December 31, 2021**
	$	**$**
100 Class 1 common shares	10	10
100 Class 2 common shares	10	10
750,000 Class A shares	33	33
	53	53

(Expressed in Canadian dollars, unless specified otherwise)

12. INCOME TAXES

a) Amounts recognized in profit or loss

	Period ended September 30, 2022 (reviewed)	Period ended September 30, 2021 (reviewed)
	$	**$**
Current income tax	240,927	284,148
Deferred income tax	(40,455)	(40,545)
Income tax expenses	**200,472**	**243,603**

b) Current income taxes

The income taxes expenses differ from that which would be expected by applying the federal and provincial statutory income tax rates of 26.50% for period ended September 30, 2022 (2021 – 26.50%) to income before income taxes. A reconciliation of the difference is as follows:

	Period ended September 30, 2022 (reviewed)	Period ended September 30, 2021 (reviewed)
	$	**$**
Income before tax	955,968	1,132,705
Expected income tax expenses at statutory tax rate of 26.5%	253,332	300,167
Tax effect on:		
Non-deductible, non-taxable items and other changes	(12,405)	(16,019)
Change in deferred tax items	(40,455)	(40,545)
	200,472	**243,603**

c) Deferred income tax liabilities

	Period ended September 30, 2022 (reviewed)	Year ended December 31, 2021 (audited)
	$	**$**
Capital loss	(6,501)	(6,501)
Timing difference	10,020	9,930
Deferred tax liabilities recognized pursuant to acquisition of business (Note 3)	13,515	54,060
Total deferred tax liabilities	**17,034**	**57,489**

The capital loss can be carried forward to reduce the taxable capital gain in future.

13. FINANCIAL INSTRUMENTS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

Any assets and liabilities which to be measured at fair value will be categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

13. FINANCIAL INTRUMENTS (continued)

(Expressed in Canadian dollars, unless specified otherwise)

a) Credit Risk and Economic Dependence

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit. The Company recognized an impairment provision in the amount of $NIL as at September 30, 2022 (September 30, 2021 - $NIL).

The following table provides information regarding the aged trade receivables:

	Current	**31-60 days**	**60 days to 90 days**	**Over 90 days**	**Total**
	$	**$**	**$**	**$**	**$**
At September 30, 2022	2,901,479	26,143	35,526	-	**2,963,148**
At September 30, 2021	2,244,700	39,900	-	-	**2,284,600**

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through maintaining sufficient funds in the bank.
The following table sets out the Company's contractual maturities (representing undiscounted contractual cash flows) of financial liabilities and commitments:

	12 months	**1 to 2 years**	**2 to 5 years**	**Total**
	$	**$**	**$**	**$**
Accounts payable and accrued liabilities	2,810,499	-	-	2,810,499
Lease liabilities	2,482	553	-	3,035
At September 30, 2022	**2,812,981**	**553**	**-**	**2,813,534**

	12 months	**1 to 2 years**	**2 to 5 years**	**Total**
	$	**$**	**$**	**$**
Accounts payable and accrued liabilities	2,503,976	-	-	2,503,976
Lease liabilities	13,547	3,035	-	16,582
At September 30, 2021	**2,517,523**	**3,035**	**-**	**2,520,558**

13. FINANCIAL INTRUMENTS (continued)

c) Market Risk

Market risk is the risk that changes in market prices, such as interest rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

14. CONTINGENCIES

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at September 30 2022, December 31, 2021 and December 31, 2020 there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

1883713 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2022 to SEPTEMBER 30, 2022

(EXPRESSED IN CANADIAN DOLLARS)

Overview

Business Overview

1883713 Ontario Inc., including wholly owned subsidiary Prospect Media Group Ltd., (together referred to as "the Company") is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness.

The Company's core expertise lies in serving national retail clients in Canada, with the objective of driving traffic and sales to both brick & mortar and ecommerce stores. Key business segments have historically been comprised of consumer data & analytic services and retail flyer (print media) optimization and management. Over the course of the past 5+ years, the Company has shifted and diversified its business significantly, investing in new data tools and talent to guide clients in the reduction and transition of traditional print flyer spend to digital media tactics, as part of an overall omni-channel, integrated media strategy.

The Company's approach today is focused on unlocking data insights that provide a holistic view of all media channels as one integrated platform, using data to make informed decisions about targeting high value consumer audiences and implementing media strategy to meet the changing habits of consumers. The business has experienced significant growth, fueled by the shift away from low margin revenues (i.e. newspaper flyers) to higher margin revenues that includes 360° media buying services. Digital media services at are the forefront of this change, combined with high impact Canada Post Neighbourhood Mail, Out-of-Home ("OOH"), Broadcast, together with other complementary services, including consumer insights, mobile location data, audience targeting, competitive customer acquisition, strategy development, media planning and placement, as well as performance and measurement reporting.

Objectives & Strategy

Consumer data and analytics will continue to be at the centre of the Company's strategic plan. The Company's leadership position within the Retail Marketing sector, is due to its expertise in the analysis of consumer data, including client-supplied transactional data (POS, loyalty, ecommerce, etc.), that is used to build custom analytic models tailored to each respective client's category and business. This is a noteworthy competitive advantage for the Company that differentiates the Company from other media agencies and has positioned it as the dominant player in the industry. This is the foundation of the business and connects directly to its revenue growth strategy in its Media services segment – specifically media planning and buying, as well as integrated media strategy development.

The key objective for the Company will be to invest further in data, technology, software and tools that will allow for additional growth, based on extracting rich consumer insights in order to meet the changing needs of advertisers across Canada. In addition, the Company will continue to align its data capabilities with emerging Media channels (Connected TV, Digital OOH, Digital Audio, etc.), to expand its media services for clients moving forward.

In terms of the legacy Print Media sector, the Company will continue to leverage its data-driven print expertise as the launching pad to onboard new clients and build integrated marketing strategy for Advertisers seeking to transition a portion of their traditional marketing spend to Digital channels. In the Canadian retail landscape, there continues to be significant investment by major retailers in traditional print flyers (specifically Grocery, Mass Merchandisers, Specialty Retail). The printed flyer is still a key driver of sales and traffic for retailers in Canada and it continues to hold a strong position within the integrated media mix. However, COVID-19 negatively impacted this spend in 2020, accelerating the need for greater optimization of the flyer investment, in order to free up budget for digital media tactics. This trend has continued in 2022, with print flyer volumes via newspaper remaining lower and the impact of the pandemic has continued to shift more spend to Digital. This presents a sizeable growth opportunity for the Company, as Canadians media habits continue to shift online. The strategy of optimization and reduction of print investment will be utilized to expand services and revenue streams with the Company's clients (both current and future). The Company will support clients, not only to plan marketing programs, but also to deploy, manage and measure them across all media channels.

Competition in the media agency industry remains highly fragmented and intense. The industry has a complex competitive landscape, compounded by the COVID-19 pandemic, which, in turn, has accelerated the shift from traditional to digital media channels, powered by a data-first approach. The Company has experienced growth during the pandemic, with 2022 trending above 2021, and is well positioned for expansion and foresees continued growth opportunities to increase market share from competitive agencies, with ongoing new business development initiatives. These new business efforts will focus specifically on print management and marketing consulting firms that do not provide enhanced data & analytic services, do not understand the role of print flyers and direct mail within the overall marketing mix, or those that have not diversified their approach to offer integrated media strategy.

Overview of Trends Affecting The Company

The Company works within the Marketing and Media Agency industry, providing services for Advertisers (as noted above), focused within the Retail Sector. The Company's services are well aligned with current trends in our industry, specifically the need for consumer first-party data and analytics, where the Company is a leader; optimization and integration of print media (e.g. flyers, direct mail) with digital tactics; leveraging consumer data to build effective integrated media strategy; measurement of media performance and impact (e.g. traffic and sales). The Company is capitalizing on these trends and anticipates continued growth with the addition of new clients and the expansion of services being offered.

As consumer media consumption habits change, marketing services providers face increased demand to offer end-to-end marketing services, from data and analytics, to strategy development, through media execution across all channels, traditional and digital. As new marketing and advertising channels emerge, marketing services providers must expand their services beyond traditional channels, such as television, newspapers, print flyers, OOH and radio, to digital channels, such as mobile, search, social, display and video, to create effective multichannel campaigns for their clients. This trend greatly influences the Company's ongoing efforts to redefine the future of integrated media strategy and create greater value for its clients who are looking for less complexity, greater transparency/openness and accountability from their business partners.

During the first 9 months of 2022, the Company continued to focus on providing brands and marketers with a more efficient and effective way to go to market and reach consumers. Through its integrated marketing model, the Company creates greater value for clients by helping them reduce the complexities of working with multiple agency partners and vendors; reduce process inefficiencies through workflow re-engineering and process optimization; and improve marketing spend effectiveness through data-driven insights and integrated solutions that help clients target audiences, plan and measure marketing, strategize and connect with consumers through multiple channels.

COVID-19 accelerated the change in consumer media usage, increasing digital media engagement, and placing additional downward pressure on the use of print flyers. Retailer print flyer volumes declined during 2020 due to store closures, long timelines to develop and produce flyers, as well as supply chain issues. This trend has reversed mid 2021 and the first 9 months of 2022. These changes forced retailers to re-evaluate the use of traditional flyers and quickly shift marketing spend to Digital channels in order to adjust to the changing landscape. This change increased the need for the Company's data and analytic services, created significant growth opportunities with the expansion of our Digital services, a larger shift to Canada Post distribution (from newspaper) and laid the foundation for future growth moving forward.

In its strategic approach to the market, the Company understood the need to augment its traditional media and complement it with new delivery options, including digital. The Company had been anticipating and planning for the reduction in print flyer revenues, as a percentage of revenue, for the past 5+ years. As part of the Company's diversification plan, we have mitigated the risk to revenues and built a growth strategy that will incorporate future changes in the media landscape. The implementation of the strategy was timely and has proven successful. While lower margin sales/accounts were retired during 2020 (and through the initial impact of COVID-19), the Company realized YoY growth in gross profits. In the first 9 months of 2022, the Company has realized gains YoY versus the same period last year, as data-driven business strategy has resonated with clients. Accordingly, traditional print flyer revenues via newspaper declined by 10.2%. In contrast, Canada Post Neighbourhood Mail revenues increased by 14.3% and Digital revenues increased by 33.9%. This foundational change in the Company's business model has created additional revenue growth potential in the years ahead with new media and elevated the Company's own client loyalty with strengthened relationships.

The Company believes that a disciplined approach for capital management and a strong balance sheet are critical to be able to continue its profitable growth, new clients' opportunities and refine its client serving technology with current staff/resources, thereby providing the solid return for shareholders. The Company continues to make progress on integrating and streamlining all aspects of its business (business development, analytics, media and finance), driving productivity improvements and sustainable growth initiatives into the future through an engaged workforce, media partnerships and ongoing adoption of the latest data tools, automation and technology. The Company transitioned to a fully virtual "work from home" model in 2020, ensuring the safety and well being of its team. This virtual working model has been maintained throughout 2021 and 2022, with no office lease commitments during this fiscal year. While the Company has performed well and grown during the pandemic with its client approach and introduction of its digital offering, and management is not aware of any negative conditions, there could be unknown future factors that may impact its operations Through its diversification strategy, the Company believes it can drive sustainable growth, delivering faster, more insightful and more effective media strategy for clients.

Capability to Deliver Results

The Company's position as a strong player in the industry bodes well for future growth and continued strong revenue performance. The Company has built a dynamic culture for clients and employees ensuring low turnover and long tenure. The Company has made investments in 4 main pillars; key services, talent, technology and business development, in order to enhance our capabilities and mitigate the impact of changes within the media, retail and consumer landscapes. Our plan is to help clients successfully navigate the ever-changing media environment, through the Company's data analytics, in order to grow on a large scale looking forward.

Key Services:

- The Company provides clients with customized consumer analytics in order to identify high value, high opportunity consumers for their respective businesses. The Company utilizes consumer data and analytics to build integrated media strategies for our clients, including print (e.g. flyers, direct mail), digital (e.g. display, social, SEM), broadcast (e.g. TV, radio), OOH (out-of-home) and other media tactics. The Company provides media planning and buying services on behalf of our clients to support their marketing objectives and seasonal campaigns. Client scope of work varies significantly by advertiser. Depending on the client, our services can range from analytics only, to print flyer/direct mail management, digital media management, integrated media strategy development, etc.

Talent:

- The Company has been focused on recruiting talent with key areas of expertise in order to enhance in-house capabilities, while reducing reliance on external vendors and improving margins. Staffing recruitment has been prioritized within the areas of Digital Media, Data & Analytics and Integrated Media Strategy. We will continue to expand our team in order to provide the expertise required to support the changing needs of our clients, the evolving media landscape and to contribute to the positive growth of the overall business. We are continually evaluating our needs, in terms of people, including retention of our current team, as well as future hires.

Technology:

- Technology is a key area of investment. Given the significant amount of data that is managed daily, and the extensive analytic requirements of our clients, the Company is engaged in ongoing evaluation of software and technology that will support automation, insights and reporting. In addition, new consumer data tools are launched annually by 3rd party vendors that will improve speed to market and client deliverables. Lastly, new media tools are being evaluated for potential use in order to reduce reliance on outsourced services, reduce costs and generate new revenue streams moving forward.

Business Development:

- The Company has a strong Business Development team, focused on client services, managing longstanding client relationships, generating new revenue streams with both current and new clients. The Company's team is proactively focused on creating direct relationships with new clients and key decision makers when engaged in new business prospecting efforts. This is a unique model in the agency industry, where business development efforts are mainly focused on RFP's and referral models.

Performance Goals

The Company establishes annual performance goals (or key performance indicators) for the company, based on the following metrics: 1) Client Goals – maintain current client base, onboard new annual clients, plus, onboard project-based clients for ad hoc campaigns; 2) Revenue Goals – annual gross profit goal, media services revenue goals; 3) People Goals - quarterly "Fight Plan" check-ins, work efficiency goals, collaboration tools.

Quarterly Gross Profit

The Company has quarterly Gross Profit targets in place that trigger staff bonuses. These are a gauge of our ongoing revenue targets and goals. In addition, there is monthly review of financials between the Managing Director and Director of Finance to track performance. Weekly review of sales activity with the Business Development team – every other week, review revenue numbers and gross margin targets (YoY); every other week, discuss new business and client strategies to grow our revenues.

Operating Segment(s)

The Company's operations are under one general segment as products and services are intertwined. There is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Results of Operations & Outlook

The Company's operating results for the 9-month period ended September 30, 2022 as compared to the same period last year ended September 30, 2021

	For the 9 months ended September 30, 2022 (reviewed)	For the 9 months ended September 30, 2021 (reviewed)
	$	**$**
Revenue		
Print Distribution	2,811,824	3,129,544
Direct Mail	10,412,030	9,107,153
Digital	4,370,427	2,690,978
Other	1,474,872	1,622,981
	19,069,152	**16,550,657**
Cost of revenue		
Print Distribution	2,596,162	2,825,332
Direct Mail	8,880,657	7,785,301
Digital	3,967,263	2,298,433
Other	51,352	96,628
	15,495,434	**13,005,694**
Gross profit	**3,573,718**	**3,544,963**
Expenses		
Salaries and wages	1,987,462	1,774,347
Subscriptions, permit and licenses	205,412	216,089
General and administrative	87,459	79,663
Insurance	52,677	117,283
Marketing and promotions	39,682	16,164
Depreciation and amortization	179,121	182,870
Professional fees	65,703	16,600
Interests	234	9,242
Total expenses	**2,617,750**	**2,412,258**
Net income before income taxes	**955,968**	**1,132,705**
Current income tax	240,927	284,148
Deferred income tax	(40,455)	(40,545)
Net income and comprehensive income	**755,496**	**889,102**

Revenue and COGS

Print Distribution

As planned/anticipated, print distribution revenue decreased $317k, or 10.2%, to $2.8 million for the period ended September 30, 2022 as compared to the same period in prior year. The Company has been focusing our client base on an integrated media strategy using a combination of distribution, direct mail and digital. As our clients adopt this model, print distribution revenues will decrease while direct mail and digital will increase. The cost of Print Distribution was proportionately down by $229k, or 8.1%, to $2.59 million for the same period in the prior year.

Direct Mail
Direct mail revenue increased by $1.3 million, or 14.3%, to $10.1 million for the period ended September 30, 2022 as compared to the same period in the year prior. The Company continues to focus on converting clients to an integrated print strategy. The cost of Direct Mail through Canada Post increased by $1.09 million, or 14.1%, to $8.88 million from $7.78 million the prior year.

Digital
Digital revenue increased by $1.68 million, or 62.4%, to $4.37 million for the period ended September 30, 2022 as compared to the same period in the year prior. The Company's retail clients are continuing to adopt digital spending as part of their strategy and as such have moved away from traditional print distribution. The costs associated with Digital Media has increased by $1.66k to $3.9 million, or 72.4%, versus a cost of $2.3 million the prior year.

Other
Other revenues include radio, television, OOH, analytics and management fees. Other revenues have decreased by $148k, or 9.1%, to $1.47 million. Of the $1.47 million for the period ending September 30, 2020, management fees account for $1.31 million compared to $1.28 million from the year prior.

Gross Profit
Although our Revenue continues to grow, our Gross Profit has been reduced from 21.4% the prior year to 18.7% for the nine months ended September 30, 2022. The print distribution margin has declined to 7.7% from 9.7% the previous year and the digital margin has declined to 9.2% from 14.6% the prior year. Approximately 30% of our clients are on a monthly retainer basis and thus if they significantly increase their spend it can adversely effect the category margin. Several of our digital Clients began to increase their spend dramatically in Q3 in preparation for Back-to-School and the upcoming holiday season. As such, there was an increase in "Flow-Through" dollars both on the print distribution and digital part of the business.

Expenses
Compensation
Compensation for the period ended September 30, 2022 increased by $213k, or 10.7%, to $1.98 million from the prior year. There were increases in contract labour of $44k and a reduced admin bonus of $32k. Last year, there was a $137k credit for the Canada Employment Wage Subsidy (CEWS). Excluding the CEWS credit from the previous year, compensation increased by $76k or 3.8%.

Subscriptions, permits and licences (SPL)
SPL decreased by $10.6k, or 5.2%, to $205k from $216k the year prior. The cost savings for the year was a result of Canada Post deferring their licencing fee for the period ended June 2023. This resulted in a cost savings of $11k for the period.

General and administrative (G&A)
G&A expenses increased by $12k, or 13.1%, to $91k from the prior year. The increased costs are due to additional travel in 2022 versus 2021 when the COVID-19 pandemic was in full force.

Insurance
Insurance has decreased by $64k, or 122.6%, to $53k for the period. There were owner/operator insurance policies that were transferred to the personal accounts of the owner/operator at the end of 2021.

Marketing and promotions
Marketing and promotions increased by $23k or 59.3% over the same period last year. There were increased costs due to the redesign of the company website and an in-person event.

Professional fees
Professional fees for the period ended September 30, 2022 increased by $49k, or 74.7%, to $65k versus $16k the year prior. There was additional $15k in audit fees as the Company converted their financial statements to IFRS standards $32k for a Review and filing September 30, 2022 Corporate Tax Returns.

Net income before income taxes
Operating income before income taxes for the period ended September 30, 2022 decreased by $176k, or 15.6%, to $955k from $1.13 million the year prior. Taking into account the $137k credit from the CEWS from the prior year, the net income before income taxes are relatively flat with a decrease of $39k or 4.0%, There were several factors that resulted in this negative variance. The increase of Professional fees as the Company prepares for the sale to Ciscom is a major contributor to the variance.

Liquidity and Capital Resources
At the period ended September 30, 2022, the Company had $1.195 MM in cash. The $800k letter of credit in the prior year were paid in full. The Company had a positive working capital of $1.44 MM at the end of September 30, 2022. The liabilities relate to on-going media costs and the seasonality impact of Q3. The Company did not have any bank indebtedness.

Management is not aware of any trends or expected fluctuations that would create any liquid deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term.

No significant capital expenditures were made in 2022. The Company does not have any commitment, project or proposed project(s) that would encumber cash and liquidities. As the Company no longer has physical offices, it has low capital expenditures related to its cloud-based technology and renewal of laptops.

At the nine months ended of both 2022 and 2021, the cash resources of the Company were held with Canadian chartered banks.

Quarterly results

Revenue:

The table below compares revenue and gross profit for the periods ended September 30, 2022 and 2021 on a quarterly basis.

In 2022, the Company continued its effort to sign new clients, increase sales with current clients, move towards more direct mail versus flyers and push the digital offering.

Sales for the nine months grew by 15.2% year over year by $2.5M and gross margin was lower than last year at 18.7% for the year, which provided $29k (1.2%) in additional gross profit in 2022 versus 2021.

For Q3, the sales were lower by $427k from the previous year. This was a result of one of our grocery clients cancelling their weekly print distribution at the beginning of Q3 that contributed to $40k per week in sales that was realized in the previous year.

In $000's	**2022**			
	Q1	**Q2**	**Q3**	**Total**
Sales	5,387	7,696	5,986	19,069
Cost of sales	4,317	6,354	4,824	15,495
Gross profit	1,070	1,342	1,162	3,574
Gross margin	19.9%	17.4%	19.4%	18.7%
Expenses	828	866	924	2,618
Income from operations	242	476	238	956

In $000's	**2021**			
	Q1	**Q2**	**Q3**	**Total**
Sales	3,751	6,386	6,413	16,550
Cost of sales	2,817	5,076	5,112	13,005
Gross profit	934	1,310	1,301	3,545
Gross margin	24.9%	20.5%	20.3%	21.4%
Expenses	750	786	876	2,412
Income from operations	184	524	425	1,133

In $000's	**2022 versus 2021**			
	Q1	**Q2**	**Q3**	**Total**
Sales	1,636	1,310	-427	2,519
Cost of sales	1,500	1,278	-288	2,490
Gross profit	136	32	-139	29
Gross margin	8.3%	2.4%	32.6%	1.2%
Sales	43.6%	20.5%	-6.7%	15.2%
Cost of sales	53.2%	25.2%	-5.6%	19.1%
Gross profit	14.6%	2.4%	-10.7%	0.8%

Expenses:

The table below compares expenses for the period ended September 30, 2022 and 2021 on a quarterly basis.

Quarterly expenses for 2022 versus 2021 increased by $69k (2.7%). The main increases are related to additional wages and contract labour as we continue to grow our digital business. There were additional professional fees in the amount of $47k incurred in relation to Ciscom's acquisition of the Company. In addition, the Company qualified from benefits from the wage subsidy program (CEWS). For 2021, the company received $137k – while these amounts are shown separately in the table below, they are deducted from compensation in the reviewed financial statements.

In $000's	**2022**			
	Q1	**Q2**	**Q3**	**Total**
Compensation	637	662	688	1,987
Other SG&A	191	204	236	631
Sub-Total	828	866	924	2,618
Wage Subsidy	0	0	0	0
Net Expenses	**828**	**866**	**924**	**2,618**

	2021			
	Q1	**Q2**	**Q3**	**Total**
Compensation	591	698	623	1,912
Other SG&A	190	194	253	637
Sub-Total	781	892	876	2,549
Wage Subsidy	-31	-106	0	-137
Net Expenses	**750**	**786**	**876**	**2,412**

	2022 versus 2021			
	Q1	**Q2**	**Q3**	**Total**
Compensation	46	-36	65	75
Other SG&A	1	10	-17	-6
Total	47	-26	48	69
Compensation	7.8%	-5.2%	10.4%	3.9%
Other SG&A	0.5%	5.2%	-6.7%	-0.9%
Total	6.0%	-2.9%	5.5%	2.7%

The Company Outlook
As the COVID-19 pandemic continues, the Company's existing client base continues to shift to an Integrated Marketing Strategy combining all major aspects of the Company product line.

Sale to Ciscom Corporation
On September 30, 2022, at the close of business, Ciscom Corp. purchased 100% of all issued outstanding shares of 1883713 Ontario Inc. and its subsidiary, Prospect Media Group Ltd.

End of September 30, 2022 1883713 Ontario Inc. MD&A

Schedule S

Consolidated Pro Forma Statement of Financial Position with Ciscom Corp. and 1883713 Ontario Inc. as at December 31, 2022

Consolidated Pro Forma Statement of Financial Position

As at 31 December 2022

As at 31 December 2022	**Ciscom Consolidated**	**Proforma adjustments**	**Ciscom Consolidated Proforma**
	December 31, 2022	**December 31, 2022**	**December 31, 2022**
	Audited (1)	**(2)**	
ASSETS			
Cash	1,053,042	300,042	1,353,084
Trade and other receivables	7,330,769	0	7,330,769
Receivable from related party	180,000	0	180,000
Harmonized sales tax receivable	25,624	0	25,624
Income tax receivable	164,533	0	164,533
Prepaids and deposits	394,979	0	394,979
Total current assets	**9,148,947**	**300,042**	**9,448,989**
Property and equipment	44,345	0	44,345
Right of use assets	1,348	0	1,348
Intangibles (2)	8,024,208	-1,729,875	6,294,333
Goodwill (2)	6,584,729	0	6,584,729
Total assets	**23,803,577**	**-1,429,833**	**22,373,744**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Line of credit	2,436,384	0	2,436,384
Accounts payable and accrued liabilities	7,295,702	0	7,295,702
Deferred revenue	65,209	0	65,209
Lease liabilities	1,508	0	1,508
Deferred grant	0	0	0
Due to related party	1,114,483	0	1,114,483
Loan payable	1,166,662	0	1,166,662
Total current liabilities	**12,079,948**	**0**	**12,079,948**
Deferred tax liabilities	2,126,879	-458,417	1,668,462
Lease liabilities	0	0	0
Contigent liabilities (payable in shares)	690,116	0	690,116
Convertible debenture loan	894,834	122,500	1,017,334
Loan payable	2,099,488	-1,842,448	257,040
Total liabilities	**17,891,265**	**-2,178,365**	**15,712,900**
Common shares	8,886,565	0	8,886,565
Options reserve	359,969	0	359,969
Surplus	422,910	0	422,910
Retained Earnings (Deficit)	-3,757,132	748,532	-3,008,600
Total shareholders' equity	**5,912,312**	**748,532**	**6,660,844**
Total liabilities and equity	**23,803,577**	**-1,429,833**	**22,373,744**

Note 1: The concolidated statement of financial position incorporates Ciscom, MFD, 188Ont/PMG

Note 2: 188Ont acquisition reflected and taking effect as at January 1st, 2021

The consolidated statement of financial position reflects:

a) Repayment of the initial loan taken in August 2021

b) Conversion of the debenture and loan to a related party to common shares

c) Write-off of 188Ont surplus

d) New credit facility with HSBC

e) Ventilation of the purchase price

Pro Forma adjustments include the followiing:

a) New Intangibles amortization

b) HSBC credit facility servicing (principal and interests)

c) Advisory fees amortization in relation to the new HSBC credit facility

d) 188Ont results for the year ended December 31, 2021 and the 9-month period ended September 30, 2022

Schedule T

Consolidated Pro Forma Statement of Profit & Loss with Ciscom Corp. and 1883713 Ontario Inc. as at December 31, 2022

Consolidated Pro Forma Statement of Profit & Loss and Comprehensice Income (Loss)

As at 31 December 2022 (12 months)

For the year ended December 31, 2022	Ciscom Consolidated (1)	188Ont/PMG (2)	Proforma adjustments	Ciscom Consolidated Proforma (12 months)
	December 31, 2022	September 30, 2022	December 31, 2022	December 31, 2022
	Audited	Reviewed		
Sales	14,766,407	19,069,152	0	33,835,559
Cost of sales	12,468,249	15,495,434	0	27,963,683
Gross Profit	2,298,158	3,573,718	0	5,871,876
Expenses				
Compensation	1,582,435	1,987,462	0	3,569,897
Stock based compensation	327,961	0	0	327,961
Professional Fees	697,057	65,703	0	762,760
Subscriptions, permits and licences	47,585	205,412	0	252,997
General and administrative	341,411	179,818	0	521,229
Total operating expenses	2,996,449	2,438,395	0	5,434,844
Operating Profit (Loss)	**-698,291**	**1,135,323**	**0**	**437,032**
Interest and finance charges	250,408	234	334,850	585,492
Amortization	812,202	179,121	741,375	1,732,698
Income before income taxes	**-1,760,901**	**955,968**	**-835,298**	**-1,640,231**
Current income tax	0	0	0	0
Deferred income tax	-215,537	-40,455	-196,464	-452,456
Net income	**-1,545,364**	**996,423**	**-638,834**	**-1,187,775**
Basic and diluted loss per share	-0.0347			-0.0267
Weighted average number of common shares	44,491,060			44,491,060

Note 1: For Ciscom Corp., for the 12-month period ended December 31, 2022 inclusive of MFD and 3 months of 188Ont/PMG operations.

Note 2: For 188Ont and Prospect Media Group, for the 9-month period ended September 30, 2022.

Please refer to the Unaudited Combined Statement of Financial Position for the Pro Forma adjustments

Schedule U
Audited Consolidated Financial Statements of Ciscom Corp. as at December 31, 2022

Consolidated Financial Statements

Ciscom Corp.

For the years ended December 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise stated)

Ciscom Corp.

For the years ended December 31, 2022 and December 31, 2021

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Ciscom Corp.

Opinion

We have audited the consolidated financial statements of Ciscom Corp. and its subsidiaries (together the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years ended December 31, 2022 and 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years ended December 31, 2022 and 2021, in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audits of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

(continues)

Independent Auditor's Report to the Shareholders of Ciscom Corp. *(continued)*

Auditor's Responsibilities for the Audits of the Consolidated Financial Statements *(continued)*

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SRCO Professional Corporation

Richmond Hill, Canada
April 10, 2023

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

Ciscom Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars, unless otherwise stated)

As at December 31,	2022	2021
	$	$
ASSETS		
CURRENT		
Cash	**1,053,042**	1,006,133
Trade and other receivables *[note 5]*	**7,330,769**	623,445
Related party receivable *[note 12]*	**180,000**	-
Harmonized sales tax recoverable	**25,624**	64,016
Income taxes receivable	**164,533**	-
Prepaids and deposits *[note 4]*	**394,979**	74,024
	9,148,947	1,767,618
NON-CURRENT		
Property and equipment *[note 8]*	**44,345**	5,124
Right of use assets *[note 9]*	**1,348**	7,918
Intangible assets *[notes 4 and 7]*	**8,024,208**	2,841,833
Goodwill *[notes 4 and 7]*	**6,584,729**	-
Total assets	**23,803,577**	4,622,493
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Revolving line of credit *[notes 13 and 14]*	**2,436,384**	-
Accounts payable and accrued liabilities *[note 6]*	**7,295,702**	864,209
Lease liabilities *[note 10]*	**1,508**	8,360
Deferred revenue	**65,209**	-
Due to related party *[notes 12 and 14]*	**1,114,483**	-
Deferred grants *[note 15]*	**-**	1,997
Convertible debenture loan from a related party – current portion *[notes 12 and*	**125,292**	-
Loans payable - current portion *[notes 12 and 14]*	**1,041,370**	242,455
	12,079,948	1,117,021
NON-CURRENT		
Convertible debenture loan from a related party - noncurrent portion *[notes 12 and*	**894,834**	131,800
Loans payable - noncurrent portion *[notes 13 and 14]*	**2,099,488**	757,577
Contingent consideration liability *[note 4]*	**690,116**	-
Deferred grants *[note 15]*	**-**	4,176
Deferred tax liabilities *[notes 4 and 17]*	**2,126,879**	753,667
Total liabilities	**17,891,265**	2,764,241
SHAREHOLDERS' EQUITY		
Share capital *[notes 4 and 16]*	**8,886,565**	4,038,012
Stock options reserve *[note 16]*	**359,969**	32,008
Contributed surplus *[note 12]*	**422,910**	23,343
Accumulated deficit	**(3,757,132)**	(2,235,111)
Total shareholders' equity	**5,912,312**	1,858,252
Total liabilities and shareholders' equity	**23,803,577**	4,622,493

Contingencies [note 20]
Subsequent events [note 21]
See accompanying notes
Approved on behalf of the Board:

Director   Director

{}

Ciscom Corp.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars, unless otherwise stated)

For the year ended December 31,	**2022**	**2021**
	$	**$**
REVENUE *[note 11]*	**14,766,407**	1,132,076
COST OF REVENUE	**12,468,249**	941,425
GROSS PROFIT	**2,298,158**	190,651
EXPENSES		
Depreciation and amortization *[notes 7, 8 and 9]*	**817,969**	178,242
Professional services	**697,057**	322,046
Salaries and wages *[note 12]*	**1,582,435**	176,829
Share-based compensation *[notes 12 and 16]*	**327,961**	11,647
General and administrative	**388,996**	156,224
Finance costs *[notes 10, 12, 13 and 14]*	**250,408**	24,857
Amortization of deferred grants *[note 15]*	**(6,173)**	(2,072)
Fair value change in contingent consideration liability *[note 4]*	**406**	(275,000)
Impairment of goodwill *[notes 4 and 7]*	**-**	1,653,243
TOTAL EXPENSES	**4,059,059**	2,246,016
NET LOSS BEFORE INCOME TAXES	**(1,760,901)**	(2,055,365)
Current income tax *[note 17]*	-	-
Deferred income tax *[note 17]*	**(215,537)**	(44,333)
NET LOSS AND COMPREHENSIVE LOSS	**(1,545,364)**	(2,011,032)
Basic and diluted loss per share	**(0.035)**	(0.075)
Weighted average number of common shares	**44,491,060**	26,901,595

See accompanying notes

Ciscom Corp.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars, unless otherwise stated)

	Number of shares	Share capital $	Number of shares to be issued	Shares to be issued $	Stock options reserve $	Contribute d surplus $	Accumulated deficit $	Total $
Balance, December 31, 2021	40,254,979	4,038,012	-	-	32,008	23,343	(2,235,111)	1,858,252
Issuance of common shares *[notes 16]*	2,420,014	1,213,303	-	-	-	-	-	1,213,303
Issuance of common shares pursuant to business acquisition *[notes 4 and 16]*	7,633,889	3,435,250	-	-	-	-	-	3,435,250
Issuance of common shares pursuant the conversions of a debenture and loan *[notes 12 and 16]*	800,000	200,000	-	-	-	(23,343)	23,343	200,000
Equity portion of convertible debenture *[note 12]*	-	-	-	-	-	422,910	-	422,910
Issuance of stock options *[notes 12 and 16]*	-	-	-	-	327,961	-	-	327,961
Net loss and comprehensive loss	-	-	-	-	-	-	(1,545,364)	(1,545,364)
Balance, December 31, 2022	**51,108,882**	**8,886,565**	**-**	**-**	**359,969**	**422,910**	**(3,757,132)**	**5,912,312**

	Number of shares	Share capital $	Number of shares to be issued	Shares to be issued $	Stock options reserve $	Contributed surplus $	Accumulated deficit $	Total $
Balance, December 31, 2020	11,275,000	121,750	4,965,116	30,000	20,361	-	(224,079)	(51,968)
Issuance of common shares *[note 16]*	14,014,863	1,386,262	-	-	-	-	-	1,386,262
Issuance of common shares pursuant to business acquisition *[notes 4 and 16]*	10,000,000	2,500,000	-	-	-	-	-	2,500,000
Issuance of stock options *[notes 12 and 16]*	-	-	-	-	11,647	-	-	11,647
Issuance of shares for services *[note 16]*	4,965,116	30,000	(4,965,116)	(30,000)	-	-	-	-
Equity portion of convertible debenture *[note 12]*	-	-	-	-	-	23,343	-	23,343
Net loss and comprehensive loss	-	-	-	-	-	-	(2,011,032)	(2,011,032)
Balance, December 31, 2021	**40,254,979**	**4,038,012**	**-**	**-**	**32,008**	**23,343**	**(2,235,111)**	**1,858,252**

See accompanying notes

Ciscom Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended December 31,	2022 $	2021 $
OPERATING ACTIVITIES		
Net loss	**(1,545,364)**	(2,011,032)
Items not affecting cash:		
Depreciation and amortization	**817,969**	178,242
Deferred income taxes	**(215,537)**	(44,333)
Fair value change in contingent consideration liability	**406**	(275,000)
Share-based compensation	**327,961**	11,647
Amortization of deferred grants	**(6,173)**	(2,072)
Interest accretion – government loan, debenture, lease liability	**67,547**	7,407
Amortization of loan related transaction costs	**51,916**	2,667
Impairment of goodwill	**-**	1,653,243
Impairment provision – accounts receivable	**-**	11,740
Changes in non-cash working capital balances:		
Trade and other receivables	**(3,744,176)**	(344,159)
Harmonized sales tax recoverable	**(1,419)**	(46,870)
Prepaid and deposits	**96,249**	(48,835)
Income tax receivable	**(48,619)**	-
Deferred revenue	**(311,948)**	-
Accounts payable and accrued liabilities	**3,620,540**	70,271
Cash used in operating activities	**(890,648)**	(837,084)
INVESTING ACTIVITIES		
Cash received on business acquisition	**1,194,748**	358,363
Receivable from related party	**(180,000)**	-
Purchase of property and equipment	**(1,075)**	-
Payment for business acquisition	**(5,800,000)**	(990,000)
Cash used in investing activities	**(4,786,327)**	(631,637)
FINANCING ACTIVITIES		
Proceeds from term loan, net	**3,325,000**	960,000
Principal repayment on term loan	**(1,191,667)**	(66,666)
Proceeds of revolving line of credit	**2,500,000**	-
Repayment of revolving line of credit	**(63,616)**	-
Issuance of common shares for cash	**1,213,303**	1,386,262
Proceeds from related party loans	**-**	200,000
Repayment of loan from related party	**(49,038)**	-
Lease payments	**(10,098)**	(10,808)
Cash provided by financing activities	**5,723,884**	2,468,788
INCREASE IN CASH	**46,909**	1,000,067
CASH - BEGINNING OF YEAR	**1,006,133**	6,066
CASH - END OF YEAR	**1,053,042**	1,006,133
Supplementary cash flow information		
Interest paid	**207,372**	14,050
Income tax paid	**-**	-

See accompanying notes

1. NATURE OF BUSINESS

Ciscom Corp. (the "Company", or "Ciscom") was incorporated under the Business Corporations Act of Ontario on June 29, 2020. The Company's principal business is managing, investing in and acquiring operating companies in the Information, Communication and Technology sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The office address of the Company is 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquired 100% of all issued and outstanding shares of Market Focus Direct Inc. ("MFD") on August 31, 2021, and 1883713 Ontario Inc. ("188Ont") including its subsidiary Prospect Media Group Ltd. ("PMG") on September 30, 2022 (Note 4).

2. BASIS OF PRESENTATION

2.1 Statement of compliance

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS").

These consolidated financial statements have been prepared on a going concern basis, which assumes that the future operations will allow for the realization of assets and the discharge of liabilities in the normal course of business. The Company has submitted an application to the Ontario Securities Commission and Canadian Securities Exchange to become a publicly traded entity. In due course, the Company intends to raise additional equity and debt to finance its growth (notes 14, 16 and 18). These consolidated financial statements do not include any adjustments to the carrying value and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

These consolidated financial statements were approved by the Company's Board of Directors and authorized for issue on April 10, 2023.

2.2 Liquidity and financing

These consolidated financial statements have been prepared on a going concern basis, which assumes that the future operations will allow for the realization of assets and the discharge of liabilities in the normal course of business. These consolidated financial statements do not include any adjustments to the carrying value and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material. The Company reported a consolidated net loss of $1,545,364 for the year ended December 31, 2022 (December 31, 2021 – $2,011,032). As at December 31, 2022, the Company had working capital deficit of $2,931,001 (December 31, 2021, working capital surplus of $650,597) and an accumulated deficit of $3,757,132 (December 31, 2021 – $2,235,111). During the year ended December 31, 2022, the Company used cash of $890,648 in operating activities and at that date the Company had a cash on hand of $1,053,042. With the acquisition of 188Ont completed, the Company anticipates that it will continue on its revenue growth trajectory and improve its liquidity through continued business development and additional equity or debt capitalization of the Company. During the past two years, the Company has raised $2.8 million in equity (including the conversion of convertible notes of $200,000), and subsequent to the year ended December 31, 2022, the Company has raised additional $228,000 in equity. Based on these facts and assumptions,

2. BASIS OF PRESENTATION (continued)

2.2 Liquidity and financing (continued)

Management believes that existing cash along with expected revenue increase and potential equity raise and debt financing will be sufficient to meet requirements for the next twelve months from the reporting period end. However, if the Company is unable to obtain additional funding on a timely basis, the Company may be required to modify its operating plan and curtail operating expenses.

2.3 Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries. The Company acquired and now consolidates MFD and 188Ont including PMG. Subsidiaries are those entities over which the Company has direct or indirect control. Control is achieved when the Company is exposed to or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries, including entities that the Company controls, are included in the consolidated financial statements from the date that control commences until the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting periods as the Company, using consistent accounting policies. Intercompany transactions and balances have been eliminated in full.

2.4 Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained.

2.5 Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s and its subsidiary’s functional currency is the Canadian dollar. These consolidated financial statements are presented in Canadian dollars (“CAD”), which is the Company’s presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash

Cash includes amount deposited with the financial institutions and demand deposits held with banks with an original maturity of 90 days or less.

3.2 Revenue recognition

The Company recognizes revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Specifically, the Company uses a 5-step approach to revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company derives revenue from the transfer of goods and services. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation has been performed ("point in time" recognition) or "over a period of time" as control of the performance obligation is transferred to the customer.

Distribution and production of advertisement flyer revenue and market strategy service revenue are recognized at a "point in time", after all foregoing conditions of revenue recognition have been met. For those amounts of payments from customers for services to be rendered in a future time, those amounts are deferred and presented as deferred revenue in the consolidated statement of financial position and recognized as revenue upon delivery of services. Revenue related to advertisement is recognized when advertisements are printed and distributed or are placed on the digital platforms and collection is reasonably assured. Revenue related to market strategy is recognized when the related services are provided to customers.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Property and equipment

Property and equipment is stated at cost, less accumulated amortization. The cost of property and equipment comprises its purchase price, any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is calculated over the useful life of the property and equipment less estimated residual value and recognized in the consolidated statements of loss and comprehensive loss. The methods and rates used for calculating the depreciation are as follows:

Furniture and equipment	20% to 30% declining basis
Computer equipment	30% to 55% declining basis
Computer software	33% declining basis

Property and equipment acquired during the period but not placed into use is not depreciated until they are placed into use. All additions made during the period are depreciated at 50% of the above rates.

Maintenance and repairs are charged to expense as incurred. Renewals and betterments, which materially prolong the useful lives of the assets, are capitalized. The cost and related accumulated depreciation of property and equipment retired or sold are removed from the accounts, and gains or losses are recognized in the consolidated statements of loss and comprehensive loss.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment, and any changes in estimates arising from the assessment are applied by the Company prospectively.

3.4 Taxation

Income tax expense represents the sum of current income tax expense and deferred income tax expense. Current income tax expense is based on taxable income for the period. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax assets and liabilities are recognized based on differences in the consolidated financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred income tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable income against which deductible temporary differences can be utilized.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Taxation (continued)

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and differences relating to business acquisitions to the extent that they will probably not reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assets and liabilities on a net basis.

3.5 Financial instruments

The three classification categories for financial assets are: measured at amortized cost, fair value through other comprehensive income (“FVTOCI”), and fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Further, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instruments as a whole are assessed for classification.

d) Classification of financial assets and financial liabilities

Financial liabilities are classified and measured in two categories: amortized cost or FVTPL The Company’s financial assets and financial liabilities are classified as follows:

	Classification
Cash	Amortized cost
Trade and other receivables	Amortized cost
Related party receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Revolving line of credit	Amortized cost
Loans payable	Amortized cost
Convertible debenture	Amortized cost
Due to related party	Amortized cost
Lease liabilities	Amortized cost
Contingent consideration liability	FVTPL

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

Financial assets are recognized in the consolidated statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing 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.

All financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for items not classified as FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent to initial recognition, financial assets at amortized costs are measured at cost using the effective interest method reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. All financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statement of loss and comprehensive loss. At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in the consolidated statement of loss and comprehensive loss in the period in which they arise.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Financial instruments (continued)

b) Impairment of financial assets

IFRS 9 uses a forward-looking "expected credit loss" ("ECL") model. The ECL model requires judgement, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The ECL impairment model is applied, at each reporting date, to the Company's financial assets measured at amortized cost. Impairment losses are recorded in profit or loss with the carrying amount of the financial asset reduced through the use of impairment allowance accounts and the movement in the allowance is reflected in the consolidated statement of loss and comprehensive loss immediately.

c) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in profit or loss. The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3.6 Intangible assets

Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value. The intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives unless such lives are deemed indefinite. The Company evaluates the reasonableness of the estimated useful lives of these intangible assets on an annual basis. The Company reviews intangible assets with indefinite lives annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

The estimated useful lives of intangible assets are as follows:

Customer relationships	4 to 6 years
Brand name	4 to 6 years
Technology	6 years

3.7 Goodwill

Goodwill represents the excess purchase price over the fair value of identifiable assets acquired less liabilities assumed from business combinations. Goodwill is not amortized. The Company reviews goodwill annually for impairment but impairment may be reviewed earlier if circumstances indicate that the carrying amount may not be recoverable.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Impairment of non-current assets

At each date of the consolidated statements of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of loss and comprehensive loss, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease. As of December 31, 2022, the Company is operating as one cash generating unit.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. Impairment loss recognized for goodwill is not reversed in a subsequent period.

3.9 Significant accounting judgments and estimates

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and judgements that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Significant accounting judgments and estimates (continued)

Information about significant judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

i) Business combination
ii) Intangible assets and goodwill
iii) Determination of current and deferred income taxes
iv) COVID-19
v) Share-based payment

Business combination

The Company uses judgement in determining the entities that it controls and therefore consolidates or has significant influence and therefore equity accounts. The Company controls an entity when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entities' returns. The Company has significant influence when the Company has the power to participate in the financial and operating policy decisions of the investee but does not control nor has joint control of that investee's policies.

Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required to determine the frequency with which these assets are to be tested for impairment. The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of intangible assets and goodwill. In testing for impairment, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the business combination. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate.

Determination of current and deferred income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Significant accounting judgments and estimates (continued)

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled.

Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company’s business activities might be subject to certain level of adverse impact. To the date of the issuance of these consolidated financial statements, the Company is still assessing the impact on its business, results of operations, financial position and cash flows, which will be accounted for when the reliable estimates will become available.

Share-based payment

In calculating stock purchase options valuations, various inputs and assumptions are used with respect to the expected option life, risk free interest rate, dividend yield; expected volatility.

3.10 Lease

The Company uses a single lessee accounting model which requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. For all lease contracts entered into or changed the Company recognizes a right-of-use asset and a lease liability at the lease commencement or change date, respectively.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentive received. 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 right-of-use asset or the end of the lease term. There are no dismantling, removal and restoration costs included in the cost of the right-of-use asset as management has not incurred an obligation for those costs.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Inventory

The Company has no inventory.

3.12 Business Combinations

Business combinations are accounted for using the acquisition method. Under this method, the identifiable assets acquired, and liabilities assumed, including contingent liabilities, are recognized, regardless of whether they have been previously recognized in the acquiree’s financial statements prior to the acquisition. On initial recognition, the assets and liabilities of the acquired entity are included in the consolidated statements of financial position at their respective fair values. Goodwill is recorded based on the excess of the fair value of the consideration transferred over the fair value of the Company’s interest in the acquiree’s net identifiable assets on the date of the acquisition. Any excess of the identifiable net assets over the consideration transferred is immediately recognized in the consolidated statements of loss and comprehensive loss.

The consideration transferred by the Company to acquire control of an entity is calculated as the sum of the acquisition-date fair values of the assets transferred, liabilities incurred and equity interests issued by the Company, including the fair value of all the assets and liabilities resulting from a deferred payment arrangement. Acquisition-related costs are expensed as incurred. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognized in the consolidated statements of loss and comprehensive loss.

3.13 Foreign currency translation

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at that date. Exchange gains and losses are recognized on a net basis in the consolidated statement of loss and comprehensive loss.

3.14 Segmented information

Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer and Chief Financial Officer. The operating results are regularly reviewed by the CODM to determine decisions about resources and how they will be allocated to determine performance. At this time, management does not make decisions by revenue stream, but rather as an organization as a whole on a consolidated basis. Therefore, the consolidated financial statements are presented as one operating segment and one geographical area.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.15 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and units are recognized as a deduction from equity. The Company records proceeds from share issuances net of issue costs and any tax effects.

3.16 Share-based payment

Where common shares are issued to employees and non-employees for services received, they are recorded at the fair value of the service received at the grant date. The issuance date fair value is recognized in profit or loss over the vesting period.

Stock purchase options that have been granted is measured by using Black-Scholes Option Pricing Model and is recognized in profit or loss over the vesting period with a corresponding increase in stock options reserve.

3.17 Compound financial instruments

The financial liability created (liability component) and option granted (equity component) from non-derivative convertible debenture issued are separately recognized upon the date of the issuance and presented separately in the consolidated financial statement of financial position. The liability component is measured at fair value upon recognition. The equity component is then determined by deducting the fair value of the financial liability from the issuing price of the convertible debenture. The liability component is subsequent measured at amortized cost using effective interest method and the accretion of interest over the term of the convertible debenture is recorded as an increase of financial liability as well as an charge into the consolidated statement of loss and comprehensive loss. Interest expense resulting from the convertible debentures' coupon interest rate is expensed in the consolidated statement of loss and comprehensive loss.

3.18 Loss per share

Loss per share is calculated by dividing the total net loss by the weighted average number of shares outstanding during the period. Outstanding warrants and options as at December 31, 2022 and 2021 have not been factored into the calculation as they are considered anti-dilutive.

3.19 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

(Expressed in Canadian Dollars, unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.20 Government assistance

Government grants are recognized when there is reasonable assurance that the grant will be received and that the Company will comply with the conditions attached to them.

Loans received from government grants are recognized initially at fair value, with the difference between the fair value of the loan based on prevailing market interest rates and the amount received recorded as a government grant gain in the consolidated statements of loss and comprehensive loss. Government assistances related to salary and wages and office rents claimed and received by MFD during the year ended December 31, 2022 were recognized and applied against salaries and wages and occupancy expense in the amount of $Nil (2021 - $16,934) and $Nil (2021 - $2,093), respectively.

3.21 Standards issued but not yet effective

The Company has evaluated all recent accounting pronouncements up to the date of issuance of these consolidated financial statements and conclude that these pronouncements are not expected to have any significant impact on the Company's consolidated financial statements.

4. BUSINESS ACQUISITION

On August 31, 2021, the Company acquired 100% of all issued and outstanding shares of Market Focus Direct Inc. ("MFD") of Markham Ontario, from its shareholders. The purchase price of $3,500,000 was satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom common shares valued at $0.25 per share (share issuance of 10,000,000 shares). The selling shareholders of MFD are entitled to and Earn-Out payment based on revenue performance for the years 2022 and 2023 to a cumulative maximum of $500,000. The Earn-Out revenue performance targets are a gross profit of $1,500,000 for 2022 and a gross profit of $1,800,000 for 2023. The fair value of the Earn Out Consideration was in the amount of $275,000 upon acquisition date and $Nil as of December 31, 2021. As the Earn Out Consideration is conditional upon achieving certain milestones, it has been treated as a liability and categorized as FVTPL. The Company had made a deposit of $10,000 in September 2020 as a partial payment related to the MFD acquisition. The deposit was applied against and reduced the cash payment on closing.

A business valuation was performed on the closing date of the acquisition whereas the following value were established:

Brand name (note 7)	$729,000
Technology (note 7)	1,220,000
Customer relationships (note 7)	1,060,000
Fair value of identifiable intangible assets	$3,009,000
Deferred tax liabilities	(798,000)
Net liabilities assumed*	(89,243)
Goodwill (note 7)	1,653,243
Purchase consideration	**$3,775,000**

(Expressed in Canadian Dollars, unless otherwise stated)

4. BUSINESS ACQUISITION (continued)

*The details of net liabilities assumed is as below:

	$
Assets acquired	
Cash	358,362
Accounts receivable and other current assets	360,682
Property and equipment (note 8)	5,642
Right-of-use assets	18,475
	743,161
Liabilities assumed	
Accounts payables and other current liabilities	(753,683)
Loan payable	(51,574)
Deferred grants	(8,245)
Lease liabilities	(18,902)
	(832,404)
Net liabilities assumed	**(89,243)**

The goodwill of $1,653,243 arising from the MFD acquisition consists largely of the synergies and economies of scale expected from combining the operations of Ciscom and MFD. Ciscom will provide financial resource for the continued operation of MFD to enhance future revenue generation while MFD's continued operation with established reputation will reward Ciscom more opportunities for future expansion into the commercial sector via organic growth and potential business acquisitions. None of the goodwill recognized is expected to be deductible for income tax purposes.

The Company recognized an impairment of goodwill in the amount of $1,653,243 as of December 31, 2021 due to the delay in realizing the synergies and economies of scale expected at acquisition date.

The revenue included in the consolidated statement of loss and comprehensive loss since August 31, 2021 contributed by MFD was $1,132,076. MFD had a loss of $65,710 over the same period. Had MFD been acquired and consolidated from January 1, 2021 the consolidated statement of loss and comprehensive loss would have included revenue of $2,780,412 and loss of $146,725.

For the year ended December 31, 2022, MFD had revenue of $3,110,085 and a loss of $202,905.

On September 30, 2022, the Company acquired 100% of all issued and outstanding shares of 188Ont, inclusive of its wholly owned subsidiary PMG, from its shareholders. The purchase price of $12,488,481 was satisfied with a cash payment of $5,800,000, a short-term note payable of $1,163,521 and of which $49,038 was paid before December 31, 2022 (note 12 and 14), the issuance of 7,633,889 common shares of the Company in the amount of $3,435,250 that was determined by using $0.45 per share, an Earn-Out of $900,000 and a convertible debenture in the amount of $1,400,000. The Earn-Out revenue performance targets are a gross profit increase of $275,000 for 2022 over 2021 and a gross profit increase of $500,000 for 2023 over 2022. The fair value of the Earn Out Consideration was in the amount of $689,710 upon acquisition date and $690,116 as of December 31, 2022 respectively (face value of $900,000). As the Earn Out Consideration is conditional upon achieving certain milestones, it has been treated as a financial liability and classified as FVTPL. For the year ended December 31, 2022, fair value change in the amount of $406 was charged to consolidated statements of loss and comprehensive loss.

(Expressed in Canadian Dollars, unless otherwise stated)

4. BUSINESS ACQUISITION (continued)

A business valuation was performed on the closing date of the acquisition whereas the following value were established:

Intellectual property (note 7)	$4,650,000
Customer relationships (note 7)	1,281,000
Fair value of identifiable intangible assets (note 7)	$5,931,000
Deferred tax liabilities (note 17)	(1,571,715)
Net asset acquired*	2,116,657
Goodwill (note 7)	6,012,539
Purchase consideration	**$12,488,481**

*The details of net assets purchase are as below:

	$
Assets acquired	
Cash	1,194,748
Accounts receivable	2,963,148
Income taxes receivable	115,914
Prepaids and deposits	417,204
Property and equipment cost (note 8)	418,116
Property and equipment accumulated amortization (note 8)	(370,834)
Right-of-use assets (note 9)	2,638
Intangible assets, cost (note 7)	816,000
Intangible assets accumulated amortization (note 7)	(765,000)
Goodwill (note 7)	572,190
	5,364,124
Liabilities assumed	
Accounts payables and other current liabilities	(2,810,499)
Deferred revenue and advance from customers	(377,157)
Harmonized sales tax payable	(39,806)
Deferred tax liability (note 17)	(17,034)
Lease liabilities (note 10)	(2,971)
	(3,247,467)
Net assets acquired	**2,116,657**

Pursuant to the acquisition of 188Ont, total cost of intangible assets and goodwill were in the amount of $6,747,000 and $6,584,729 respectively (note 7).

(Expressed in Canadian Dollars, unless otherwise stated)

4. BUSINESS ACQUISITION (continued)

The goodwill of $6,584,729 arising from the 188Ont acquisition consists largely of the synergies and economies of scale expected from combining the operations of Ciscom and 188Ont. Ciscom will provide financial resource for the continued operation of 188Ont to enhance future revenue generation while 188Ont's continued operation with established reputation will reward Ciscom more opportunities for future expansion into the commercial sector via organic growth and potential business acquisitions. None of the goodwill recognized is expected to be deductible for income tax purposes.

The revenue included in the consolidated statement of loss and comprehensive loss since September 30, 2022 contributed by 188Ont was $11,656,322. 188Ont had an income before income taxes of $1,064,962 and net profit of $824,035 over the same period.

Had 188Ont been acquired and consolidated from January 1, 2022 the consolidated statement of loss and comprehensive loss would have included revenue of $30,725,474, income before income taxes of $1,965,844 and net income of $1,724,917.

5. TRADE AND OTHER RECEIVABLES

As at December 31,	2022	2021
	$	$
Trade and other receivables	**7,335,994**	735,185
Impairment provision for trade receivable	**(5,225)**	(111,740)
Trade and other receivables, net	**7,330,769**	623,445

As at December 31,	2022	2021
	$	$
Impairment provision for trade receivable at beginning of the year	**111,740**	100,000
Write-off of provision	**(106,515)**	-
Impairment provision increase for the period	**-**	11,740
Impairment provisions at the end of the year	**5,225**	111,740

During the year ended December 31, 2021, the Company increased its trade receivables impairment by $11,740, from $100,000 to $111,740 and included into general and administrative expenses. For the year ended December 31, 2022, the Company has written-off $106,515 in trade receivable and did not provide for additional impairment.

6. ACCOUNT PAYABLE AND ACCRUED LIABILITIES

As at December 31,	2022	2021
	$	$
Accounts payable	**6,523,137**	672,972
Accrued liabilities	**772,565**	191,237
	7,295,702	864,209

(Expressed in Canadian Dollars, unless otherwise stated)

7. INTANGIBLE ASSETS AND GOODWILL

Intangible assets

	Brand name	Technology	Customer relationships	Total
	$	$	$	$
Cost				
Balance at date of acquisition (note 4)	**729,000**	**1,220,000**	**1,060,000**	**3,009,000**
Additions	-	-	-	-
Balance at December 31, 2021	**729,000**	**1,220,000**	**1,060,000**	**3,009,000**
Additions (note 4)	5,194,000	-	1,553,000	6,747,000
Balance at December 31, 2022	**5,923,000**	**1,220,000**	**2,613,000**	**9,756,000**
Accumulated amortization				
Balance at date of acquisition	-	-	-	-
Amortization	40,500	67,778	58,889	**167,167**
Balance at December 31, 2021	**40,500**	**67,778**	**58,889**	**167,167**
Additions (note 4)	510,000	-	255,000	765,000
Amortization	349,250	203,332	247,043	799,625
Balance at December 31, 2022	**899,750**	**271,110**	**560,932**	**1,731,792**
Net book value				
Balance at December 31, 2021	**688,500**	**1,152,222**	**1,001,111**	**2,841,833**
Balance at December 31, 2022	**5,023,250**	**948,890**	**2,052,068**	**8,024,208**

Goodwill

	$
Balance at date of acquisition (note 4)	**1,653,243**
Impairment (note 4)	(1,653,243)
Balance at December 31, 2021	**-**
Addition (note 4)	6,584,729
Balance at December 31, 2022	**6,584,729**

(Expressed in Canadian Dollars, unless otherwise stated)

8. PROPERTY AND EQUIPMENT

	Furniture and equipment	Computer equipment	Computer software	Total
	$	$	$	$
Cost:				
As at December 31, 2020	-	-	-	-
Additions on acquisition (note 4)	4,277	642	723	5,642
As at December 31, 2021	4,277	642	723	5,642
Additions	-	1,075	-	1,075
Additions on acquisition (note 4)	-	418,116	-	418,116
As at December 31, 2022	4,277	419,833	723	424,833
Accumulated depreciation:				
As at December 31, 2020	-	-	-	-
Depreciation	335	86	97	518
As at December 31, 2021	335	86	97	518
Depreciation	1,006	7,839	291	9,136
Additions (note 4)	-	370,834	-	370,834
As at December 31, 2022	1,341	378,759	388	380,488
Net book value:				
As at December 31, 2021	3,942	556	626	5,124
As at December 31, 2022	**2,936**	**41,074**	**335**	**44,345**

9. RIGHT-OF-USE ASSETS

	As at December 31 2022	As at December 31, 2021
	$	$
Cost:		
Opening balance	**18,475**	-
Addition pursuant acquisition (note 4)	**2,638**	18,475
Closing balance	**21,113**	18,475
Accumulated depreciation:		
Opening balance	**10,557**	-
Additions	**9,208**	10,557
Closing balance	**19,765**	10,557
Net book value:		
As at year end	**1,348**	7,918

10. LEASE LIABILITIES

(Expressed in Canadian Dollars, unless otherwise stated)

The Company's leases are related to the leasing of office space, equipment and vehicle. The lease payments are discounted using an incremental borrowing rate of 5% per annum. The continuity of lease liabilities is presented in the table below:

	As at December 31, 2022	As at December 31, 2021
	$	**$**
Opening balance	**8,360**	-
Additions (note 4)	**2,971**	18,902
Accretion expense	**275**	266
Lease payments	**(10,098)**	(10,808)
Closing balance	**1,508**	8,360
Current portion	**1,508**	8,360

11. REVENUE

The Company's revenues for the years ended December 31, 2022 and 2021 comprised of distribution and marketing strategy of $14,432,781 and $333,626, respectively (2021: $1,132,076 and nil, respectively).

12. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party balances as at December 31, 2022 and 2021, are as follows:

	2022	2021
	$	**$**
Shareholder loan	**180,000**	-
Due to related party (notes 4 and14)	**1,114,483**	50,459
Convertible debenture loan from a related party (notes 4 and 14)	**1,020,126**	131,800

On February 23, 2022, the Company advanced $180,000 to an executive of the Company under a Promissory Note. The executive can repay the Promissory Note at any time and it matures on February 21, 2023. It carries single interest at the rate of 6.25% per year. As a guarantee, the executive placed 500,000 of his Company shares in escrow with the Company's legal counsel. As at December 31, 2022, the outstanding principal was $180,000 and the accrued interest receivable in the amount of $9,552 (2021: Nil) was included in trade and other receivables. In February 2023, the Promissory Note was extended until December 31, 2023 under the same terms except that the interest rate was increased to 7.7% per annum.

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company. The salary benefit for key management personnel of the Company was in the amount $602,871 for year ended December 31, 2022. During the year ended December 31, 2022, share-based compensation in the amount of $327,961 was awarded by the Company to key management personnel. Until December 31, 2022, the Company has issued the following:

- On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option (note 16). No share purchase options were exercised or cancelled during the year ended December 31, 2022 (2021: Nil). The $20,361 was included into share-based compensation expenses and charged to the statement of loss and charged to the statement of loss for the period ended December 31, 2020.

- On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company (note 16), included in share-based compensation expenses and charged to the statement of loss for the period ended December 31, 2020.

- On July 15, 2021, the Company granted an aggregate of 495,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.25 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $11,647, charged to the consolidated statement of loss and comprehensive loss, was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.05 at the time of grant for a valuation of $0.0235 per option (note 16).

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- On February 28, 2022, the Company granted an aggregate of 55,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,436 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.51 at the time of grant for a valuation of $0.3716 per option (note 16). The $20,436 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss.
- On September 30, 2022, the Company granted an aggregate of 655,000 share purchase options under the Company's share option plan to certain directors, officers, employees and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $265,922 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option (note 16). The $265,922 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss.
- On September 30, 2022, the Company granted an aggregate of 290,000 share purchase options under the Company's share option plan to certain employees of the Company. The options are exercisable at $0.55 per share, are vesting over a period of 3 years that started at October 1, 2022, and shall be exercisable for a term of 5 years upon vesting date. The value of these options in amount of $117,737 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option (note 16). The amount $41,603 was included into share-based compensation expenses and charged to the consolidated statement of loss for the year ended December 31, 2022.

Loans from related parties

On February 5, 2021, the Company obtained a loan in the amount of $50,000 from a corporation where the key management member of the Company is the main shareholder. The loan initially matured on December 31, 2021 and was extended to March 31, 2022. It has an interest rate of 1% per year. The Company can repay in whole or in part any portion of the loan before maturity. The loan is unsecured and not guaranteed. On September 29, 2022, the loan was converted to 200,000 common shares.

On August 31, 2021, the Company obtained a convertible debenture loan in the amount of $150,000 from a corporation where the key management member of the Company is the main shareholder with the original maturity on January 31, 2023. It has a nominal interest rate of 4.7% per year. The loan is unsecured and not guaranteed. The conversion right is for 4 Company shares for $1 of outstanding loan ($0.25 per share) if not repaid at maturity. The convertible debenture loan can be increased up to $300,000 should the Company need additional working capital. The loan was accounted by using effective interest method and the conversion feature in the amount of $23,343 was recorded into contributed surplus. The remaining portion of the convertible debentures were subjected to accretion of interest. On September 29, 2022, the debentures were converted to 600,000 common shares. The total accretion of interest expense in the amount of $18,200 (2021 - $5,143) was included into finance cost for the year ended December 31, 2022.

12. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

On September 30, 2022, as part of the 188Ont acquisition, the Company obtained a Convertible debenture loan in the amount of $1,400,000 from the selling shareholders of 188Ont of which an individual is also a key management member of the Company. The loan has no maturity date, and it has a conversion option to convert into common shares of the Company, the Company must start repaying the debenture in October 2023 at the rate of $50,000 per month (principal and interests) until fully repaid. It has a nominal interest rate of 5.0% per year. The loan is secured by the assets of the Company. The conversion right is $0.45 per share (up to 3,111,111 shares) if no portion is repaid. The Company can repay the loan at any time with a 10-day notice. Upon receiving notice, the loan owners can convert the loan at their will. then force conversion. The loan was accounted by recognizing $422,910 as equity relative to its issued price. The conversion feature in the amount of $422,910 was recorded into contributed surplus. The remaining portion of the convertible debentures with a balance of $977,090 on initial recognition were subjected to accretion of interest. For year ended December 31, 2022, the accretion of interest expense in the amount of $43,036 was charged to consolidated statement of loss and comprehensive loss. Interest expenses in the amount of $17,500 were accrued for the year ended December, 31, 2022.

13. REVOLVING LINE OF CREDIT

On August 31, 2021, the Company and MFD entered into a Line of Credit Agreement in the amount of $250,000 with the Bank of Montreal (a Canadian Financial Institution). The line of credit carries interests at the bank's prime rate plus 1.50% per annum and remains unutilized since inception, and as such there is no interest expense related to the Line of Credit. The line of credit is guaranteed by a Personal Property Security Agreement ("PPSA") over the Company's assets and several personal guarantees up to $250,000 of three individuals related to the Company. The facility was closed on September 29, 2022 and all guarantees were released and discharged.

On September 29, 2022, the Company entered into an Operating Loan Facility Agreement in the amount of $2,500,000 with the HSBC Bank Canada. The operating loan facility carries interests at the bank's prime rate plus 1.10% per annum and was fully drawn on inception. The operating loan facility borrowing level is supported by the accounts receivable of the Company and its subsidiaries and is guaranteed by a Personal Property Security Agreement ("PPSA") and General Securities Agreement over the Company's and its subsidiaries assets. The Company incurred $125,000 transaction cost that was directly attributable to the financing. The transaction cost was expensed at the closing date.

(Expressed in Canadian Dollars, unless otherwise stated)

14. TERM LOAN

On August 31, 2021, the Company entered into a Loan Agreement in the amount of $1,000,000 with Bank of Montreal ("BMO", a Canadian Financial Institution). The loan matures in August 2026 (a 60-month period) and carries interests at the bank's prime rate plus 1.25% per annum. The Company made repayment of $66,666 for year ended December 31, 2022. The loan is guaranteed by a PPSA over the Company's assets and joint and several personal guarantees up to $500,000 of three individuals related to the Company. The Company incurred $40,000 transaction cost that was directly attributable to the term loan financing. The transaction cost was accounted for as a reduction of the loan and would amortize over the term of the loan.

During 2022, the remaining balance of BMO term loan was repaid, the transaction cost of $37,333 (2021: $2,667) was fully amortized to consolidated statement of loss and comprehensive loss, and all guarantees were released and discharged.

On September 30, 2022, the Company entered into a Term Loan Agreement in the amount of $3,500,000 with HSBC Bank Canada. The loan matures in August 2025 (a 36-month period) and carries interests at a fix rate of 7.695% per annum for the first year. The loan is guaranteed by a PPSA and CSA over the Company's and its subsidiaries assets. The Company incurred $175,000 transaction cost that was directly attributable to the term loan financing. The transaction cost was accounted for as a reduction of the loan and will amortize over the term of the loan. On closing of the acquisition, the allocation of the transaction cost into its current portion and noncurrent portion are in the amount of $58,333 and $116,667 respectively. For the three months ended December 31, 2022, transaction cost in the amount of $14,583 was amortized to the consolidated statement of loss and comprehensive loss. As at December 31, 2022 the unamortized portion of the transaction cost was $160,417 and the amounts $58,333 and $102,084 were allocated into current portion and noncurrent portion.

The Company has entered into several loan agreements detailed in Notes 12, 13, 14 and 15, as follows:

	December 31, 2022	**December 31, 2021**
	$	**$**
CEBA loan payable (note 15)	**59,608**	53,572
Bank term loan	**3,081,250**	896,001
Revolving operating loan (note 13)	**2,436,384**	-
Loan due to a related party (note 12)	**1,114,483**	50,459
Convertible debenture loan from a related party (note 12)	**1,020,126**	131,800
Total loans payable	**7,711,851**	1,131,832
Current portion	**4,717,529**	242,455
Non-current portion	**2,994,322**	889,377

(Expressed in Canadian Dollars, unless otherwise stated)

15. GOVERNMENT SPONSORED TERM DEBT AND DEFERRED GRANTS

In April 2021, MFD obtained $60,000 loan under the Canada Emergency Business Account Program. If the Company repays $40,000 by December 31, 2022, a $20,000 balance will be forgiven. Otherwise, an interest rate of 5% per annum will apply to the balance, which will be repayable in 36 monthly blended instalments by December 31, 2025. An effective rate of 12% per annum was used, taking into account the rate that the Company would have obtained for a similar loan, to arrive the present value of the CEBA loan in amount of $49,264 upon receipt of the CEBA loan proceeds. The effective interest would be accreted to the loan balance as well as charged to consolidated statement of loss and comprehensive loss over the period from date of receipt of loan proceeds to December 31, 2025. The difference between the present value and the proceeds from the CEBA loan in the amount of $10,736 was recorded as a deferred grant in April 2021 and will be recognized in the consolidated statement of loss and comprehensive loss at the same time as the occurrence of underlying expenses.

The reconciliation of CEBA loans is as follows:	**December 31, 2022** **$**
Balance as at December 31, 2021	53,572
Interest accretion during the period	6,036
Non- current portion of long-term debt	**59,608**

The reconciliation of deferred grants is as below:	**December 31, 2022** **$**
Balance as at December 31, 2021	6,173
Amortization of deferred grants during the period	(6,173)
Balance as at December 31, 2022	**-**

(Expressed in Canadian Dollars, unless otherwise stated)

16. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one vote per share, without par value. Issuances of common shares are recorded in "Share capital" in the consolidated statement of financial position.

b) Shares issued and to be issued for service provided:

On November 10, 2020, the Company issued 6,500,000 common shares to management and directors for various professional services provided to the Company. The fair value of the share-based compensation transaction, in the amount of $31,250, was determined by fair value of those services received by the Company.

During the period ended December 31, 2020, the Company received certain professional service with a service provider and per agreement, the Company would issue 4,965,116 common shares to compensate the service provider. The share-based compensation transaction, included in the statement of loss as share-based compensation expenses, in the amount of $30,000, was determined using the fair value of those services received by the Company. The shares were issued during year ended December 31, 2021.

On August 31, 2021, the Company acquired 100% of all issued and outstanding shares of MFD of Markham Ontario, from its shareholders. The purchase price of $3,500,000 was satisfied with a cash payment of $1,000,000 and $2,500,000 in Ciscom common shares valued at $0.25 per share (share issuance of 10,000,000 shares). The selling shareholders of MFD are entitled to and Earn-Out payment based on revenue performance for the years 2022 and 2023 to a cumulative maximum of $500,000.

On September 29, 2022, as per the terms of the agreements, the convertible debenture and loan due to a related party were totaling $200,000 were converted to 800,000 common shares ($0.25/share) of the Company.

During the year ended December 31, 2022 and 2021, the Company issued 2,420,014 (2021: 14,014,863) common shares and raised cash of $1,213,303 (2021: $1,386,262) (gross and net proceeds). No commissions or charges were paid in relation to the private placements.

On September 30, 2022, the Company acquired 100% of 188Ont, settled partially by issuance of 7,633,889 Company's common shares in the amount of $3,435,250 determined by using $0.45 per share which represent a discount of $0.10 per share when compared to the price at which the Company is raising equity in general.

c) Share options:

During the year ended December 31, 2022 and 2021 none of the options expired nor were they exercised. As at December 31, 2022, the following options were outstanding:

Number of options	Exercise price	Expiry date	Remaining contractual life (years)
1,725,000	$0.10	November 9, 2025	2.9
495,000	$0.25	July 14, 2026	3.5
55,000	$0.55	February 27, 2027	4.2
945,000	$0.55	September 29, 2027	4.7

16. SHARE CAPITAL (continued)

c) Share options: (continued)

On November 10, 2020, the Company granted an aggregate of 2,225,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.10 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,361 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.019 at the time of grant for a valuation of $0.0092 per option.

On July 15, 2021, the Company granted an aggregate of 495,000 share purchase options under the Company's share option plan to certain directors, officers, and consultants of the Company. The options are exercisable at $0.25 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $11,647 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 0.26%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.05 at the time of grant for a valuation of $0.0235 per option.

On February 28, 2022, the Company granted an aggregate of 55,000 share purchase options under the Company's share option plan to certain consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $20,436 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.51 at the time of grant for a valuation of $0.3716 per option.

On September 30, 2022, the Company granted an aggregate of 655,000 share purchase options under the Company's share option plan to certain directors, officers, employees and consultants of the Company. The options are exercisable at $0.55 per share, are vested immediately, and shall be exercisable for a term of 5 years. The value of these options in amount of $265,922 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option. The amount of $265,922 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss for the year ended December 31, 2022.

On September 30, 2022, the Company granted an aggregate of 290,000 share purchase options under the Company's share option plan to certain employees of the Company. The options are exercisable at $0.55 per share, are vesting over a period of 3 years that started at October 1, 2022, and shall be exercisable for a term of 5 years upon vesting date. The value of these options in amount of $117,737 was calculated using the Black-Scholes pricing model with the following assumptions: (i) expected option life of 5 years; (ii) risk free rate of 2.60%; (iii) dividend yield of nil; (iv) expected volatility of 100%; and (v) share price of $0.550 at the time of grant for a valuation of $0.4060 per option. The amount $41,603 was included into share-based compensation expenses and charged to the consolidated statement of loss and comprehensive loss for the year ended December 31, 2022.

(Expressed in Canadian Dollars, unless otherwise stated)

16. SHARE CAPITAL (continued)

c) Share options: (continued)

No share purchase options were exercised during the year ended December 31, 2022 (2021: Nil). A total of 500,000 share purchase options were cancelled during the year ended December 31, 2022 (2021: Nil) following the death of the option-holder and the estate not exercising their option within 180 days of the passing as per the terms and conditions of the plan.

17. INCOME TAXES

The Company's Canadian operations are subject to income tax at a combined Federal and Provincial statutory income tax rate of 26.5% (2021 – 26.5%), as follows:

	December 31, 2022	December 31, 2021
Current income taxes	**$**	**$**
Net loss before income taxes	**(1,760,901)**	(2,055,365)
Tax rate	**26.50%**	26.50%
Income tax recoverable	**(466,639)**	(544,672)
Non-deductible items and others	**335,644**	428,229
Unrecognized deferred tax assets	**130,995**	116,443
	-	-

	December 31, 2022	December 31, 2021
Deferred tax assets	**$**	**$**
Non-capital loss carry-forward	**305,028**	174,033
Deferred tax assets not recognized	**(305,028)**	(174,033)
	-	-

	December 31, 2022	December 31, 2021
Deferred tax liabilities	**$**	**$**
Balance, beginning of the year	**753,667**	**-**
Deferred tax recognized pursuant to business acquisitions *[note 4]*	**1,588,749**	798,000
Deferred income taxes amortization	**(215,537)**	(44,333)
	2,126,879	753,667

The Company's ability to realize the tax benefits is dependent upon a number of factors, including the history of earnings and the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. Accordingly, a corresponding full valuation allowance was recorded to deferred tax assets.

As at December 31, 2022, the Company had non-capital losses amounting to $1,157,806 (December 31, 2021 - $663,486) and will expire starting in 2041.

18. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset’s highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

• Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.

• Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity’s own assumptions and are not based on observable market data.

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company’s management oversees the management of these risks. The Company’s management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company’s financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

As at December 31, 2022, the Company had $9,148,947 in current assets including $1,053,042 in cash, against $12,079,948 in current liabilities which mainly include $2,436,384 revolving bank facility (“revolving line of credit”), accounts payable and accrued liabilities in the amount of $7,295,702, current portion of bank term loan in the amount of $1,041,370, and a balance due to the selling shareholders of 188Ont in the amount of $1,114,483. Following the year ended December 31, 2022, the Company raised additional equity in the amount of $228,000 through March 31, 2023. With the acquisition of 188Ont completed, the Company anticipates that it will continue on its revenue growth trajectory and improve its liquidity through continued business development and additional equity or debt capitalization of the Company and the Company will have sufficient funds to pay for its liabilities for the foreseeable future.

(Expressed in Canadian Dollars, unless otherwise stated)

18. FINANCIAL RISK FACTORS (continued)

(a) Credit Risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its trade receivables balances, the Company reviews a new client credit history before extending credit and reviews the ongoing credit utilization on an ongoing basis. During the year ended December 31, 2022, the Company's accumulated provision is in the amount of $5,225. (Note 5)

The following table provides information regarding the gross amount of aged trade receivables:

	Current	31-60 days	60 days to 90 days	Over 90 days	Total
	$	$	$	$	$
At December 31, 2022	**3,717,117**	**3,223,930**	**228,215**	**166,732**	**7,335,994**

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders.

(c) Foreign Currency Risk

Currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate. The functional currency of the Company is the Canadian dollar. The Company is exposed to the currency exchange rate risk on its accounts payable. During the year, the Company did not incur significant foreign currency transactions. The Company does not use derivative financial instruments to mitigate its exposure to currency risk. Management, however, mitigates currency risk by regular monitoring, transacting in stable currencies, matching the foreign currency payables and minimizing the net exposure in any foreign currency at any point of time.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Refer to Notes 12, 13 and 14 for details of interest rate exposure.

19. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at December 31, 2022 and December 31, 2021.

20. CONTINGENCIES

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at December 31, 2022 and December 31, 2021 there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

21. SUBSEQUENT EVENTS

Subsequent to December 31, 2022, and up to March 31, 2023, the Company issued 454,949 common shares private placements and received proceeds in amount of $228,000.

Subsequent to December 31, 2022, and up to March 31, 2023, the Company has paid $600,000 of its balance owing to a related party and reduced the balance to $514,473.

Schedule V
Ciscom Corp. Management Discussion and Analysis as of December 31, 2022

Ciscom Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD OF JANUARY 1, 2022 to DECEMBER 31, 2022

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("**MD&A**") of the consolidated financial condition and results of the operations of Ciscom Corp. (the "**Company**" or "**Ciscom**") and its wholly owned subsidiaries Market Focus Direct Inc. ("**MFD**") and 1883713 Ontario Inc. ("**188Ont**") and its wholly owned subsidiary Prospect Media Group Ltd. ("**PMG**") constitutes management's review of the factors that affected the Company's financial and operating performance from January 1, 2022 to December 31, 2022. On September 30, 2022 the Company completed the acquisition of 100% of all issued and outstanding shares of 188Ont inclusive of its wholly owned subsidiary, PMG. Consequently, the consolidated statement of financial position reflects the assets and liabilities and purchase price accounting and the consolidated statement of profit since the closing of the acquisition.

This MD&A was written to comply with the requirements of NI 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company and the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's and MFD's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of December 31 , 2022 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Ciscom common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors.Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

a) Description of Business

The Company was incorporated under the *Business Corporations Act* (Ontario) ("OBCA") on June 29, 2020. The Company's head office, principal address and registered and records office is located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8. The Company acquires and manages businesses in the technology and communications industry. The Company's financial year ends on December 31.

MFD was incorporated under the Business Corporations Act (Ontario) ("OBCA") on November 15, 1991. MFD's head office, principal address and registered and records office is located at 550 Alden Road, suite 207, Markham, Ontario, L3R 6A8. MFD is a technology driven organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides analytics, customer acquisition strategies, digital marketing, direct mail, flyer distribution management, and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary, sophisticated software applications (MFD's IP) to provide fully customized marketing solutions to retail customers in a wide range of industries. MFD's financial year ends on December 31.

188Ont was incorporated under the Business Corporations Act of Ontario on October 30, 2012. The Company maintains its registered office at 19 Langmuir Crescent, Toronto, Ontario, M6S 2A8. 188Ont, including its wholly owned subsidiary PMG, (together referred to as "188Ont") is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness. 188Ont's financial year ends on December 31.

Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit ("CGU").

b) *Cautionary Note Regarding Forward-Looking Information*

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward- looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the datespecified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "*Risk Factors*" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

c) *Financial and Operating Highlights*

Basis of Presentation

The following discussion and analysis of the Company's financial condition as at December 31, 2022 should be read in conjunction with the Company's consolidated audited financial statements contained in this prospectus. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

See "Risk Factors" for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial conditions, cash flows and operating results.

Ciscom's principal business is investing in or acquiring operating companies in the ICT sector and assuming an active role in the management of these companies to mitigate risk and maximize growth. The Company defines itself as an enabling business accelerator.

The Company targets companies in such areas as:
1. Companies in the ICT sector; and
2. Companies using technology as a way to process data, incorporate external databases, documents and information to deliver the products and services.

In addition to its investment and acquisition activities, the Company's business mandate includes the negotiating strategic joint ventures and the identification of the implementation of synergies through shared services.

Operating Segment(s)
As the Company's only has one subsidiary (MFD) at year end the operations are under one general segment as products and services are intertwined, there is no distinct reporting division(s), no divisional or departmental statement of profit and loss, no distinct physical location(s) and staff are blended amongst accounts. All clients are domestic (Canadian).

Critical Accounting Estimates

The preparation of these financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include:

- Provision for clients' bad debt – Management exercises judgement to determine whether accounts receivable are in good standing and closely follow remittances.
- Impairment of assets – Management exercises judgement to determine whether indicators of impairment exist, and if so, management must estimate the timing and amount of future cash flows from sales.

Management made estimates and assumptions, actual results may differ materially from those estimates.

Changes in Accounting Policies

There were no changes in accounting policies during the year.

Corporate

On June 29, 2020, the Company was incorporated under the Ontario Business Corporation Act, and authorized to issue an unlimited number of shares of the following classes:

a. Common shares;
b. Class A preferred shares; and,
c. Class B Preferred shares.

As of December 31, 2022, the Company has issued a total of 51,108,802 Ciscom Shares for a total consideration of $8,886,565 (as at March 31, 2023, respectively 51,563,831 Ciscom Shares for a total consideration of $9,056,173). CBLT Inc. exercised its Option to purchase 4,965,116 Ciscom Shares in its entirety on February 28th, 2021. The Company has reserved a rolling 10% of its issued and outstanding Common Shares for its Executive Stock Option Plan. A total of 3,220,000 Ciscom Options have been issued as of December 31, 2022 (3,520,000 as of March 31, 2023). Each option consists of one Common Share exercisable for 5 years. A total of 2,220,000 Ciscom Options are exercisable at $0.10, a total of 55,000 Ciscom Options are exercisable at $0.25 and a total of 945,000 Ciscom Options are exercisable at $0.55. As of March 31, 2023, a total of 2,220,000 Ciscom Options are exercisable at $0.10, a total of 55,000 Ciscom Options are exercisable at $0.25 and a total of 1,245,000 Ciscom Options are exercisable at $0.55.

On close of business on August 31, 2021 (effective September 1, 2021), the Company completed a Share Purchase Agreement ("SPA") transaction with Market Focus Direct Inc. for the purchase price of $3,500,000 for 100% of all issued shares. The purchase price is being satisfied with $1,000,000 in cash and $2,500,000 in common shares of the Company issued shares at a price value of $0.25 per share. The Company issued 10,000,000 Ciscom Shares on closing to the selling shareholders of MFD.

(i) Paul Gaynor, founder of MFD, is the President of MFD;

(ii) Paul Gaynor resigned as the sole director and officer of MFD, and Drew Reid and Michel Pepin became directors of MFD;

(iii) Paul Gaynor became a director of the Company; and,

(iv) MFD became a wholly owned subsidiary of the Company.

(v) MFD is a technology driven direct marketing organization that has developed unique proprietary software applications which enables the processing of big data very efficiently. On a day-to-day basis, MFD provides retail analytics, digital marketing, In-Home Advertising (direct mail and flyer distribution management), and related services to Canadian retailers and business-to-consumer companies. MFD uses proprietary sophisticated software applications (IP) to provide fully customized marketing solutions to retail customers in a wide range of industries.

On September 30, 2022, the Company completed a Share Purchase Agreement ("SPA") transaction with 188Ont for the purchase price of $12,488,481 for 100% of all issued shares. The purchase price was satisfied with a cash payment of $5,800,000, a short -term note payable in 2023 of $1,163,521, the issuance of 7,633,889 common shares of the Company in the amount of $3,435,250 that was determined by using $0.45 per share, an Earn-Out of $900,000 (payable in Ciscom Shares) and a convertible debenture in the amount of $1,400,000. The Earn-Out revenue performance targets are a gross profit increase of $275,000 for 2022 over 2021 and a gross profit increase of $500,000 for 2023 over 2022. The fair value of the Earn Out Consideration was in the amount of $689,710 upon acquisition date and $689,710 as of September 30, 2022 respectively (face value of $900,000). As the Earn Out Consideration is conditional upon achieving certain milestones, it has been treated as a financial liability and classified as FVTPL. A business valuation was performed on the closing date of the acquisition.

(i) David Mathews remains the President and Managing Director of PMG;

(ii) On closing, the directors of 188Ont and PMG resigned, and Drew Reid and Michel Pepin became directors of 188Ont and PMG;

(iii) 188Ont became a wholly owned subsidiary of the Company; and,

(iv) 188Ont is a retail focused, data-driven, integrated media agency. The Company provides marketing services to a broad range of major retail clients across Canada, including consumer data & analytics, media planning and buying for advertisers across Canada, with leading expertise in the optimization and integration of print and digital media channels. The Company leverages its 20+ year expertise in analyzing consumer and market data, to provide clients with vital insights and information used to build integrated media strategy (traditional and digital) and enhance marketing spend effectiveness.

The Company's consolidated statement of financial position includes 188Ont as at September 30, 2022. Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit ("CGU").

d) Trends and Economic Conditions

Management regularly monitors economic conditions and estimates, their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, there were material uncertainties influencing management'sgoing concerns and assumptions. Management could not accurately predict the future impact COVID-19 at the time in relation to:

- Interest rate fluctuations;
- Availability of suitable business for acquisition
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines.
- Availability of government supplies, such as food, water and electricity.
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the effects of the pandemic are mainly behind us from a medical point of view, there are lagging economics consequences that will remain for a period of time. While interest rates have increased to levels not seen in years and there is noise related to a recession, the employment market remains strong as per the employment reports from both the American and Canadian authorities, and the retail spend levels are solid. As such, management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

<u>COVID-19 impact disclosure</u>
While COVID-19 has impacted businesses at large, other businesses have fared well during the pandemic. The business of the Company is to buy and manage portfolio companies operating in the ICT sector.

Ciscom is looking at acquiring and managing companies at a time where businesses have already experienced reduced revenue on the heels of COVID-19 affecting us all since March 2020. This favours Ciscom from an acquisition standpoint as targets are coming to market with reduced expectations (lower acquisition price points) while they are still nicely profitable. Companies have had to reorganize operations, costs and management to accommodate the new environment.

Many owners and operators have had a wake-up call of their own longevity and financial security due to COVID-19 and find themselves far more interested in selling their business into a public company. Typically, transactions for smaller entities are straight cash with an earn-out based on performance. The Ciscom model transaction provides the sellers the exit they are looking for at a fair (yet lower) price in a combination of cash and shares. They receive a portion of the proceeds in cash and the balance in shares of a publicly traded company (proportions are tailored to each transaction). Consequently, the sellers will benefit from a second event (kicker) when they sell their stock in the public company at a far greater multiple they would have on a full cash deal, especially with results that are impacted by COVID.

As these companies rebound through and post COVID, the profitability of Ciscom and its subsidiaries will increase substantially. The underlying valuation of Ciscom will increase and drive shareholder value, open up the market and lead to more substantial and profitable acquisitions.

From a day-today operations standpoint, Ciscom itself has not been affected by the pandemic. As noted above, the pandemic could be financial beneficial in the long run for Ciscom's shareholders.

Ciscom continuously monitor the impact of COVID-19 and well keep report both positive and negative impacts along with corrective measures implemented to ensure the preservation of assets and created shareholders' return.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

e) *Outlook*

Once the Company has achieved its public company status and secured additional financing, it intends to explore acquisition opportunities that have the potential to be suitable to Ciscom's objectives. In addition, management will review project submissions, and conduct independent research, for opportunities in such jurisdictions and businesses as it may consider prospective.

There is no assurance that capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

f) *Selected Annual Financial Information*

The following is selected financial data derived from the consolidated audited financial statements of the Company as at December 31, 2022.

Consolidated results for the year ended December 31	**2022 (audited) $**	**2021 (audited) $**
Revenue	14,766,407	1,132,076
Gross Profit	2,298,158	190,651
Compensation	1,582,435	176,829
Stock based compensation	327,961	11,647
Professional fees	697,057	322,046
Other operating expenses	389,088	156,224
Total Operating expenses	2,996,541	666,746
Net Operating Loss	(698,383)	(476,095)
Finance costs	250,408	24,857
Amortization and Depreciation	811,704	176,170
Goodwill impairment and change in liability consideration	406	1,378,243
Deferred income taxes	(215,537)	(44,333)
Net Loss	(1,545,364)	(2,011,032)
Net loss per share – basic and diluted	(0.035)	($0.075)

Total assets on December 31	23,803,577	4,622,493
Distributions or dividends	Nil	Nil

Considering the synergies and shared resources, the Company and its subsidiaries operate as one Cash Generating Unit ("CGU").

On a full year basis, assuming that 188Ont had been acquired on January 1, 2022, operating results for the year ended December 31, 2022 would have been the following:

	188Ont	**MFD**	**Ciscom**	**Total**
Sales	30,725,474	3,110,085	0	33,835,559
Cost of Goods Sold	25,340,417	2,623,314	0	27,963,731
Gross Profit	**5,385,057**	**486,771**	**0**	**5,871,828**
Compensation	2,777,044	588,694	208,060	3,573,798
Professional fees	86,203	0	676,558	762,761
General& Administration	531,313	92,816	154,301	778,430
Total Expenses	**3,394,559**	**681,510**	**1,038,919**	**5,114,988**
Operating profit (cash basis)	**1,990,498**	**-194,739**	**-1,038,919**	**756,840**
Stock based compensation	0	0	327,961	327,961
Operating profit	**1,990,498**	**-194,739**	**-1,366,880**	**428,879**

g) *Off-Balance Sheet Arrangements*

As at December 31, 2022, the Company 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 the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

h) *Financial Highlights*

Revenues/Sales

For the year ended December 31, 2022, the Company consolidated revenues were $14,766,407 which incorporated 12 months of revenues for MFD and 3 months of revenues for 188Ont versus $1,132,076 for the year ended December 31, 2021 which only included 4 months of revenues from MFD (Nil from 188Ont.)

The Covid-19 pandemic has negatively impacted MFD's revenue since March 2020. Reduced clients' spend and clients cancelling and postponing their campaign had the following negative impact.

MFD 2019 Revenue (12 months): $9,773,180
MFD 2020 Revenue (12 months): $6,143,857 reduction of $3,629,328 (-37.1%)
MFD 2021 Revenue (12 months): $2,780,412 reduction of $3,363,445 (-54.7%)
MFD 2022 Revenue (12 months): $3,110,085 increase of $329,673 (+11.9%)

Cumulative revenue reduction 2022 over 2019: $6,663,095 (-68.2%)

MFD had one client representing 40% to 45% of its yearly revenue in prior years that reduced its activities in 2020 and for the first 9 months of 2021 and then, subsequently cancelled all of its order for Q4 2021 which negatively affected MFD's revenue through 2021. This client had some minimal activity in 2022. In 2022, MFD recovered by getting new clients, increased volumes from current clients and the introduction of a digital offering.

During the same period, 188Ont/PMG revenues were initially affected by the pandemic then increased as a function of service offering diversification including digital and social media delivery.

PMG 2019 Revenue (12 months): $23,678,736
PMG 2020 Revenue (12 months): $21,279,384 reduction of $2,399,352 (-10.1%)
PMG 2021 Revenue (12 months): $26,733,158 increase of $5,453,774 (+25.6%)
PMG 2022 Revenue (12 months): $30,725,474 increase of $3,992,316 (+14.9%)
Cumulative revenue increase 2022 over 2019: $7,046,738 (+29.8%)

For the fourth quarter ended December 31, 2022, sales for PMG and MFD were:

	PMG	MFD	Total
Sales Q4 2022	**11,656,322**	**1,023,542**	**12,679,864**

For the year ended December 31, 2022, sales for PMG and MFD in the financial statements were:

	PMG	MFD	Total
Sales 2022	**11,656,322**	**3,110,085**	**14,766,407**

Sales and Cost of Sales ("COS")

For the full year ended December 31, 2022 and 2021, Sales and COS for 188Ont/PMG were:

Distribution
As planned/anticipated, Distribution revenue decreased $902,000, or 16.1%, to $4.7M for the period ended December 31, 2022 as compared to the same period in prior year. PMG has been focusing on client-based integrated media strategy using a combination of distribution, direct mail and digital. As clients adopt this model, Distribution revenues will decrease while direct mail and digital will increase. The cost of Distribution was proportionately down by $758,000, or 14.9%, to $4.3M for the same period in the prior year.

Direct Mail
Direct mail revenue increased by $911,00, or 6.4%, to $15.1M for the period ended December 31, 2022 as compared to the same period in the year prior. PMG continues to focus on converting clients to an integrated print strategy. The cost of direct mail through Canada Post increased by $778,000, or 6.4%, to $13.0M from $12.2M the prior year.

Digital
Digital revenue increased by $4.2M, or 92.5%, to $8.7M for the period ended December 31, 2022 as compared to the same period in the year prior. PMG's retail clients are continuing to adopt digital spending as part of their strategy and as such have moved away from traditional print distribution.

The costs associated with Digital Media has increased by $3.9M to $7.8M, or 98.8%, versus a cost of $3.9M the prior year.

Other

Other revenues include radio, television, OOH, analytics and management fees. Other revenues have decreased by $228,000, or 9.7%, to $2.1M. Of the $2.1M for the period ending December 31, 2022, management fees account for $1.8M compared to $1.7M from the year prior.

Gross Profit

Although Sales continues to grow, the Gross Profit has reduced from 20.0% the prior year to 17.5% for the period ended December 31, 2022. The print distribution margin has declined to 7.3% from 9.0% the previous year and the digital margin has declined to 10.5% from 16.5% the prior year. Approximately 30% of clients are on a monthly retainer basis and if they significantly increase their spend, while making more/additional gross fit, it can adversely effect the category gross margin. Several digital clients began to increase their spend in Q3 an Q4 in preparation for Back-to-School and the holiday season. As such, there was an increase in “Flow-Through” dollars both on the print distribution and digital part of the business.

	2022	2021
Sales		
Distribution	4,713,605	5,615,612
Direct Mail	15,132,423	14,220,957
Digital	8,765,843	4,554,703
Other	2,113,603	2,341,886
Total Sales	**30,725,474**	**26,733,158**
Cost of Sales		
Distribution	4,316,185	5,074,047
Direct Mail	12,993,827	12,215,633
Digital	7,842,480	3,944,488
Other	187,925	142,487
Total COS	**25,340,417**	**21,376,655**
Gross Profit	**5,385,057**	**5,356,503**

For the full year ended December 31, 2022 and 2021, Sales and COS for MFD were:

Distribution

In 2022, MFD recovered by getting new clients, increased volumes from current clients and the introduction of a digital offering. The sales run rate at the end of 2021 going into 2022 were $2.6M from current clients. MFD closed 2022 with sales of $3.1M (+19%) which put it back in growth mode by gaining sales year-over-year. While revenue increased, Gross margins had to be tightened to acquire new business and as such margins fell to 15.7% versus 20.2% when compared to 2021.

	2022	2021
Sales		
Distribution	2,309,098	2,436,939
Print management	800,987	403,473
Total Sales	**3,110,085**	**2,840,412**
Cost of Sales		
Distribution	1,973,235	1,938,843
Print management	650,079	326,874
Total COS	**2,623,314**	**2,265,717**
Gross Profit		
Distribution	335,863	498,096
Print management	150,908	76,599
Gross Profit	**486,771**	**574,695**

Expenses

188Ont/PMG expenses increased by $41k (1.2%) in 2022 versus 2021 for the full year to close at $3.96M in 2022 ($3.35M in 2021). In 2021, PMG received government grants in the form of CEWS for a total amount of $137k. Had PMG not received the CEWS, operating expenses would have reduced year-over-year by $96k (2.7%).

	2022	2021
Expenses		
Compensation	2,777,044	2,711,620
Professional fees	86,203	78,161
General and administrative	531,313	563,663
Sub-total	**3,394,560**	**3,353,444**
CEWS reducing compensation	-	137,190
Total	**3,394,560**	**3,490,634**

MFD action plan rolled out in Q4 2021 to increase revenue and reduce expenses has been fully implemented and yielding results in 2022. MFD expenses decreased by $43k (6.0%) in 2022 versus 2021 for the full year to close at $682k in 2022 ($725k in 2021). General and Administrative expenses reduced by $93k from $215k to $122k as a function of the action plan. In 2021, MFD received government grants in the form of CEWS and CERS for a total amount of $275k. Had MFD not received the CEWS and CERs, operating expenses would have further reduced year-over-year by $197k for an effective reduction of $318k (31.8%) in 2022.

Expenses	2022	2021
Compensation	588,694	510,368
General and Admistrative	92,816	214,674
Sub-total	**681,510**	**725,042**
CEWS reducing compensation	-	274,879
Total	**681,510**	**999,921**

Ciscom (corporate) expenses in 2022 increased as a function of its activities. The year saw significant professional fees being incurred with auditors, consultants, valuators and lawyers in relation with the Company's initiative to become a publicly traded entity and the acquisition of 188Ont. These expenses were for the most part exceptional in that they are not recurring and the professional fees will significantly decrease in 2023 and forward.

In March 2022, the 2 executives started being compensated at the rate of $60k per annum each. Following the closing of the 188Ont acquisition, compensation was increased to $120k per annum each. The stock-based compensation was incurred in relation to the stock options and performance options issued during the year. A total of 290,000 were issued to PMG staff on closing with a three-year vesting continued employment condition.

In October 2021, the Company initiated Directors & Officers (D&O) insurance coverage. As the insurance market has tightened in recent years, coverage is expensive for new companies.

Expenses	2022	2021
Compensation	208,060	-
Professional fees	676,558	322,521
Insurance	59,739	15,390
General& Administration	94,562	47,557
Total Operationg Expenses (cash basis)	**1,038,919**	**385,468**
Stock based compensation	327,961	11,647
Total Operationg Expenses	**1,366,880**	**397,115**

Interests, Amortization and Impairment

The Company borrowed $1,000,000 for the acquisition of MFD. The term loan was amortized over 60 months and principal payments are $16,667 per month starting August 31, 2021. Interest rate was prime + 1.25%. Interest charges are calculated on the declining balances. The loan was fully repaid on September 30, 2022.

On September 30, 2022, as part of the closing of the 188Ont acquisition, the Company borrowed $6,000,000 from HSBC Bank Canada and repaid the balance of the prior MFD acquisition loan in the process. The HSBC facility is a term loan in the amount of $3,500,000 (fixed interest rate of 7.695%) amortized over 36 months and a revolving facility operating loan (line of credit) in the amount of $2,500,000 (interest rate of prime + 1.10%) – no principal repayments are required on the revolving

facility (line of credit). Interest charges are calculated monthly on outstanding balances. At year-end and up to March 31, 2023, the Company is meeting bank covenants related to the facilities.
Business valuations were performed by an independent professional business valuator on both MFD and 188Ont/PMG as of December 31, 2022. The professional independent valuator reviewed several factors and concluded that the on-going value of the 188Ont/PMG goodwill and the intangible values for both 188Ont/PMG and MFD were justified and supported. The Company's auditors also reviewed the reports and came to the same conclusion.

On closing of the MFD acquisition the Company recognized $1,653,243 in goodwill. Following the closing of the MFD acquisition, client orders were cancelled which has led to revised projections. As a prudent and conservative measure, the Company decided to write-off (impairment) 100% of the goodwill in 2021.

For the year ended December 31, 2022, the Company had amortization in the amount of $817,877 (2021: $178,242) of which the intangible assets amortization related to the MFD and 188Ont acquisitions represented an amount of $799,625 (2021: $167,167). The balance of the amortization expense was a combination of fixed assets, ROU assets and CEBA loan amortization.

Fair value change in contingent consideration liability

As part of the MFD acquisition an Earn-Out in the amount of $275,000 could be earned and was booked as a contingent liability on closing. In accordance with the revised projections, the Earn-Out was not foreseen to be payable and was 100% written-off in 2021, which provided a gain in the Profit and Loss statement. The amount of $275,000 was calculated as part of MFD's business valuation report performed by a professional accredited firm.

At the end of 2021, as MFD budgets for 2022 and projections for 2023 were set, it was determined that the Earn-Out 2022 Gross Profit threshold of $1,500,000 and the 2023 Gross Profit threshold of $1,800,000 were not going to be achieved as budgeted Gross Profit for 2022 and projected Gross Profit for 2023 were both falling short of the respective thresholds. As such the contingency of $275,000 was written-off.

On September 30, 2022, Ciscom purchased 100% of all issued and outstanding shares of 188Ont for an amount of $12,488,481 satisfied with the payment of $5,800,000 in cash, a short-term loan due in 2023 of $1,163,521, an earn-out of $900,000, a convertible debenture of $1,400,000 and $3,435,250 in Common Shares valued at $0.45 per share (share issuance of 7,633,889 shares). The Earn-Out ("**188Ont Earn-Out**") can be up to maximum of $1,500,000 is payable in Common Shares at $0.45. As the target gross profit for 2022 would not be met as per the Earn-Out criteria, the amount was reduced to $900,000 to only consider 2023. The gross profit projected growth for 2023 exceeds the target gross profit growth in the amount of $500,000 for the 188Ont Earn-Out, the full consideration of $900,000 remained on the Statement of Financial Position as of December 31, 2022.

The 188Ont purchase price is distributed as follows:

	Face Value	Fair Value
Cash on closing	$5,800,000	$5,800,000
Short-term loan payable	1,163,521	1,163,521

Convertible debenture (debt component)	1,400,000	977,090
Convertible debenture (equity component)	-	422,910
Ciscom shares issuance	3,435,250	3,435,250
Earn-Out payable in shares	900,000	689,710
Total	**$12,698,771**	**$12,488,481**

The valuation of the acquisition is the following:

	Fair Value
Net assets acquired	$2,116,657
Intangibles	5,931,000
Deferred tax liabilities	(1,571,715)
Goodwill	6,012,539
Total	**$12,488,481**

Income taxes

As at December 31, 2022, the Company and MFD were in loss positions and as such had no income taxes payable to record and PMG had income taxes receivable in the amount of $155,563 as the installments made were in excess of the income taxes due. No income taxes are due for 188Ont.

A deferred income tax credit of $215,537 was recorded in the Profit and Loss statement as a function of the MFD and 188Ont acquisitions and their inherent intangible assets. An amount of $2,126,879 remains as a liability in the Company's Statement of Financial Position as of December 31, 2022 (2021: $753,667).

Net Income (Loss)

For the year ended December 31, 2022, the Company had a net loss in the amount of $1,545,364 (2021: $2,011,032).

The operating loss includes significant non-cash items and expenses related to professional fees (audits, valuations and legal) which are expenses related to the Company's initiative to go public and the 188Ont acquisition. The professional fees incurred were part of acquisition negotiations with MFD and 188Ont where Ciscom agreed to cover costs as part of the consideration. As Ciscom has closed its second acquisition (188Ont), thus has created critical mass and generates positive cash flow, management will no longer offer to cover auditing and other professional fees to potential acquirees.

The following table presents the results for the year ended December 31, 2022 for Ciscom, MFD and 188Ont/PMG separately:

Ciscom Corp.

Consolidated Statement of Loss and Comprehensive Loss

For the year ended December 31, 2022

	188Ont/PMG (3 months) $	MFD (12 months) $	Ciscom (12 months) $	Total (audited) $
Revenue	11,656,322	3,110,085	0	14,766,407
Cost of Revenue	9,844,935	2,623,314	0	12,468,249
Gross Profit	**1,811,387**	**486,771**	**0**	**2,298,158**
Expenses				
Compensation	785,681	588,694	208,060	1,582,435
Stock-based compensation	0	0	327,961	327,961
Professional fees	20,500	0	676,558	697,058
General administrative	141,971	92,816	154,301	389,088
Total expenses	**948,152**	**681,510**	**1,366,880**	**2,996,542**
Operating loss	**863,235**	**-194,739**	**-1,366,880**	**-698,384**
Finance costs	22	-2,650	253,035	250,407
Amortization of Intangibles	51,000	0	748,625	799,625
Amortization of PPE, ROU and grants	1,578	10,501	406	12,485
Net loss before income taxes	**810,635**	**-202,590**	**-2,368,946**	**-1,760,901**
Deferred income taxes	-17,034	0	-198,503	-215,537
Net loss and comprehensive loss	**827,669**	**-202,590**	**-2,170,443**	**-1,545,364**
Weighted average number of shares				44,491,060
Basic and diluted loss per share				-0.0347

As evidence in the Consolidated Statement of Cash Flows, non-cash items for 2022 totaled $1.044M and professional fees $697k. By normalizing the professional fees to $100k which is the projected annual level going forward, the net loss would become a net income on a normalized cash basis. There is similar parallel for 2021 when reducing the net loss by the non-cash items totaling $1.544M and normalizing professional fee that were $322k.

	2022	2021
Net Loss	**-1,545,364**	**-2,011,032**
Normalized professional fees	597,058	222,046
Non-cash expenses	1,044,088	1,543,541
Normalized net income on a cash basis	**95,782**	**-245,445**

Liquidity

As at December 31, 2022, the Company had $1,053,042 in cash and no investment(s) and a negative working capital of $2,931,001. On March 31, 2023, the Company had $1,824,951 in available cash and no investments and a negative working capital of $2,970,145. The negative working capital is related to a one-time purchase price payment of $1,163,521 related to the acquisition of 188Ont and the revolving operating loan financing obtained from HSBC in the amount of $2,500,000 used to complete the 188Ont Acquisition that must be presented as a current liability under IFRS. This $2,500,000 revolving operating loan has no repayment requirement and remains at that level at all times. On March 31, 2023, the Company had cash available in the amount of $1,824,951 and a negative working capital of $2.970,145.

The 188Ont Acquisition closed on September 30, 2022. 188Ont is a profitable entity producing an operating income before income taxes of over $2.0M per year. 188Ont has low capital expenditures and no debt. As such, cash flows closely align to net income (before shareholders' distributions/dividends). Consequently, on a consolidated basis, Ciscom has sufficient liquidity and working capital to sustain operations going forward .

The Company (Ciscom) has not declared dividends since its inception.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its growth and operations.

In other to manage liquidity, Ciscom continue to raise capital from investors and following the lost of MFD's main client in Q4 2021, Ciscom and MFD developed an action plan to increase revenue and reduce expenses. The action plan includes:

- The termination of the current sale force;
- Employ industry recognized sales executives;
- Redesign client-oriented sales/marketing documents;
- Enhance current services and deploy new services, including digital, Omni and Intent;
- Reduce the number of employees by 3;
- Move 2 employees to jobs sharing (part-time);
- Reduce salary levels.

The plan is fully implemented and sales efforts are starting to yield positive results. It is to be noted that the sales cycle takes time, usually 3 to 6 months for qualified targets. In Q3 2022, the negative revenue trend was reversed as a function of increased client activity and new clients.

Capital Resources

Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at this time for the Company and its subsidiaries.

Fixed Assets and Right-of-Use Assets

The Company (Ciscom) has no fixed assets.

Over the years, MFD has invested heavily in the development of its proprietary software and IP. As MFD used internal resources to perform the development, criteria for capitalization under IFRS were not met, and as such, investments were expensed yearly and not capitalized. Consequently, MFD's fixed asset are low and closed on December 31, 2022 at $3,893 (2021: $5,124).

AS of December 31, 2022, 188Ont fixed asset are low and closed the year at $40,452 (2021: $43,667). 188Ont did not renew its office lease in November 2020 and has been operating 100% remotely (work from home) since then and in the process disposed of all its furniture, fixtures and equipment. As such, fixed assets are computer hardware and software.

A Right-of-Use Asset related to MFD's office lease expired on March 31, 2022. The lease was renewed effective April 1, 2022 for a period of 12 months on a month-to-month basis ending March 31, 2023 and in the process, MFD reduce the size of the location from 3,603 to 1,802 square feet. As at March 31, 2022, there are no Right-of-Use related to the office lease (December 31, 2021: $7,918), and ROU is not recognized for the short-term lease.

188Ont has Right-Of-Use assets related to a postage machine and photocopiers with a book value of $1,348 as of December 31, 2022 (2021: $10,935). The postage machine lease ends in February 2024 and the photocopier lease ended in November 2022.

i) *Liquidity and Capital Resources*

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet its short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's operations in the long-term. However, Ciscom may procure debt financing from time to time to fund its operations.

The activities of the Company are principally the acquisition of established organizations, with solid annual revenue ($5M minimum). The potential acquisition targets must fit within the Company's roll up model and criteria. The potential acquisition targets will be financed through the completion of equity and debt transactions, such as equity offerings, the issuance of convertible debt and the assumption of standard loans from financial institutions. There is no assurance that equity capital or debt financing will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

As of December 31, 2022, and to the date of this MD&A, the cash resources of the Company are held with Canadian chartered banks.

j) *Prospective Acquisitions*

Ciscom wishes to achieve public company status, secure equity and debt financing before entering in discussions with potential acquisition targets. As such, Ciscom has not entered into formal or informal acquisition discussion with any organization and has not entered into any major contracts save for the 188Ont acquisition which closed on September 30, 2022.

As part of the acquisition, Ciscom secured a credit facility with HSBC Bank Canada, an international a Canadian Schedule II chartered bank to satisfy a portion of the cash portion of the 188Ont Acquisition.

Aside from the 188Ont Acquisition, Ciscom has not initiated any additional projects for expansion or entered into material contracts. Discussions may be initiated once Ciscom has achieved public company status and secured financing/equity, which is uncertain and carry inherent risks.

As Ciscom has closed the 188Ont Acquisition and is seeking to become a publicly traded entity, Ciscom and its subsidiaries have not committed to any plan, including expenditures. Ciscom ability to raise equity and debt will determine the future plans. As such, the Company is at a standstill until it achieves its public company status.

k) *Capital Disclosure and Management*

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and,
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, assuming debt, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and its Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned acquisition activities is uncertain and dependent upon securing additional financing.

The Company had issued equity in the amount of $8,886,565 as of December 31, 2022 (2021: $4,038,012). The Company's had issued 51,108,802 Common Shares (2021: 40,254,979). As at March 31, 2023, the Company's had issued $9,056,173 in Common Shares (51,563,831 Common Shares).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its on-going activities. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2022. The Company and its subsidiaries operate as one CGU and pool cash for efficient management. The Company is subject to financial covenants with HSBC (lender). All financial covenants are in good standing at the date of this MD&A. Following the 188Ont Acquisition, the Company has profitable operations and his cash flow positive when taking into account on-going current operations.

l) *Financial Instrument and Risk Management*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) 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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

(c) Market risk:

The Company is exposed to price risk with respect to equity prices, interest rate variations and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity pricesor general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favorable market related interest rates.

m) Major Shareholders and Related Party Disclosures

Major shareholders

To the knowledge of the directors and senior officers of the Company, as at December 31, 2022 and March 31, 2023, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below as at December 31, 2022:

Name	Number of common shares issued	Percentage of outstanding and issued Common Shares	Percentage of outstanding Common Shares – fully diluted
Drew Reid	5,030,000	9.8%	9.3%
Paul Gaynor/Whittaker Inc.	10,800,000	21.1%	19.9%
David and Nashly Mathews	7,633,889	14.9%	14.1%
Total Issued	51,108,882	100.0%	93.6%
Total Ciscom Shares Fully Diluted	54,328,882		100.0%

None of the Company's shareholders have different voting rights than other holders of the Company's common shares.

n) *Related party disclosures*

Related parties include the members of the Board of Directors, officers of the Company, close family members andenterprises that are controlled by these individuals as well as certain persons performing similar functions.

- Since the Company's inception through December 31, 2022, Drew Reid subscribed to 2,550,000 Ciscom Shares at prices of $0.02 per share and $0.10 per share and was granted 2,500,000 Ciscom Shares. He was also granted 500,000 Ciscom Options. Mr. Reid transferred 20,000 shares to a family member.
- Since the Company's inception through December 31, 2022 Michel Pepin subscribed to 2,175,000 Ciscom Shares of the Company at prices of $0.02 per share and $0.10 per share and was granted 2,125,000 shares. He was also granted 500,000 Ciscom Options. Mr. Pepin transferred 1,000,000 shares to family members.

The above share subscriptions and grant for Messrs. Reid and Pepin were part of Builder's subscriptions and considered normal transactions on the start-up of a new company.

o) *Share Capital*

As at December 31, 2022, the Company had issued a total of 51,108,802 Ciscom Shares and 3,220,000 Ciscom Options. Respectively 51,563,831 Ciscom Shares and 3,520,000 Ciscom Options as at March 31, 2023.

p) *Disclosure of Internal Controls*

Management has established processes to provide them with sufficient knowledge to support representations thatthey have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

q) *Risks and Uncertainties*

The acquisition, management and development of acquired companies are subject to certain risks associated with such investments. While the management team of the Company has decades of relevant experience, the Company itself is at an early stage of development. The Company is a new entity, and it acquires established entities with historical solid financial backgrounds which mitigates risks to some extent. Management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

r) *Development Stage Company and Acquisition Risks*

The Company is a roll up company focused primarily on the acquisition and development of businesses located in Canada. There is no assurance that through any of the Company's acquisition projects that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially advancing and promoting the companies acquired, to maintain existing and increase sales. The acquisition and development of businesses involves a certain degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. Certain expenses may be required to establish cash reserves. The profitability of the Company's operations will be, in part, directly related to the cost and success of its acquisition and development programs, which may be affected by a number of factors.

s) *Capital Markets*

The price of the Company's securities, its financial results, and its access to the capital required to finance its acquisition activities may in the future be adversely affected by market conditions. Factors beyond the Company's control such as, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, taxes, and international political and economic trends, conditions, and events. If these or other factors adversely affect the availability of capital that are the subject of the Company's acquisition efforts, the market price or growth of the Company's securities may decline.

t) *Market Fluctuation and Commercial Quantities*

The market for available and viable companies to acquire is influenced by many factors beyond the Company's control, including without limitation the of capital financing, government legislation and regulations including those relating to prices, interest rates and taxes, and it is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

u) *Option and Joint Venture Agreements*

The Company has not to date but may enter into option agreements and/or joint ventures as a means of acquiring business interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact its strategic value.

v) *Financing Risks*

Although the Company currently has sufficient cash and cash equivalents, the Company has no source of operating cash flow until it completes the first acquisition with MFD. There is no assurance that additional funding will be available to it for further subsequent acquisitions and development of its projects. Further acquisitions and development of the Company's projects may be dependentupon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further acquisition and development of the Company's projects.

w) *Government Regulations, Permitting and Taxation*

The Company's acquisitions, operations are subject to standard government taxation under the Excise Tax Act of Canada. No abnormal taxation or regulation is expected or that is not provisioned for within an acquisition of a business that the company engages in.

x) *Health, Safety and Community Relations*

The Company's operations through various acquisitions may be subject to various health and safety laws and regulations that impose various dutieson the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. The company will be careful to weigh acquisitions opportunities within these categories carefully. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company would, if necessary, comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities.

y) *Reliance on Key Personnel*

The Company's development to date has largely depended and in the future will continue to depend on the effortsof key management and other key personnel. Although a mandate of the company wand of an acquired business will be for former management to remain on for at least 2 years following the acquisition. Premature Loss of any of these people, particularly to competitors, could have amaterial adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient numberof key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

z) *Competitive Industry Environment*

The roll up industry is competitive, both domestically and internationally. The Company's ability to acquire businesses and develop those businesses in the future will depend on its ability to select and acquire suitable profitable, stable and established businesses. The Company may be at a competitive disadvantage in acquiring additional businesses because it must compete with other individuals and companies, many of which have greater financial resources, operational experience, and technical capabilities than the Company. Competition could adversely affect the Company's to realize its objectives.

aa) *Global Financial Conditions*

Recent global financial conditions have been characterized by increased volatility and access to public financing, which has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

bb) *Covid-19 Risks*

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn and supply chain issues have caused significant disruption to business activities and economies. The depth, breadth andduration of these disruptions remain uncertain die new variants. It is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

cc) *Strategic & Operational Risks*

The ongoing COVID-19 pandemic could adversely impact the Company's financial condition in future periods as a result of reduced business opportunities via acquisitions and dispositions of acquisitions and development of those businesses. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. The Company's strategic initiatives to advance business may be delayed or cancelled as a result.

To date, operations have remained stable under the pandemic but there can be no assurance that the Company's ability to continue to operate the business will not be adversely impacted, in particular to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside the Company's control. If one or more of the third parties to whom we outsource critical business activities fails to perform as a result of the impacts from the spread of COVID-19, it could have a material adverse effect on business and operations.

dd) Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit the Company's access to capital markets and ability to generate funds to meet out capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while the Company currently has sources of liquidity, such as cash balances, there can be no assurance that these sources will provide sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave the Company unable to react in a manner consistent with historical practices.

MFD only operates in one sector which is marketing and advertising for retailers. Starting in March In 2020 and through 2021, the retail industry was greatly impacted by Covid-19 with closures and in-store restrictions limiting customers access. The above and the loss of MFD's largest client in Q4 negatively impacted MFD client base where spend for programs delivered by MFD were cut and generated losses in 2021. The trend started to reverse in Q3 2022 were new clients were signed and increased volumes were processed.

ee) In addition to leveraging PMG digital offering, MFD has now developed a digital offering named OMNI+ and has also added Intent marketing services to its menu of services. Consequently, MFD has a more complete service offering and as become more competitive in the market. Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks have announced emergency interest rate cuts, while governments are implementing unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact the Company's financial condition.

ff) Subsequent Events

The MFD office lease ended March 31, 2023 and was not renewed. All employees are now working remotely in the same fashion that PMG employees have been operating since the 2020.

In February 2023, the Promissory Note for the loan extended to an Executive of the Company was extended until December 31, 2023 under the same terms except that the interest rate was increased to 7.7% per annum.

Subsequent to December 31, 2022, and up to March 31, 2023, the Company issued 454,949 common shares through private placements and received proceeds in amount of $228,000.

Subsequent to December 31, 2022, and up to March 31, 2023, the Company has paid an amount of $600,000 of its due to a related party reducing the balance to $514,473.

END of Ciscom's December 31, 2022 MD&A

Schedule W
Audit Committee Charter of the Company

Audit Committee Charter

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Purpose

This Charter has been adopted by the Board of Ciscom (the "Company") to assist the Audit Committee (the "Committee") and the Board in exercising their responsibilities, particularly by defining the scope of the Committee's authority in respect of financial and audit- related matters delegated to it by the Board. The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities.

Where used in this Charter, the term "Executive Management" has the meaning ascribed to it in the Corporation's Board Charter.

The Carter will be reviewed periodically to ensure it addresses the business environment in light of the Company operations.

Role and responsibilities of the Committee

1. The Board has delegated to the Committee the responsibility for the following matters:

   Independent Auditor

   a. Selection and Compensation of Independent Auditor: recommending to the Board and shareholders:

      - the Independent Auditor to be retained for the purpose of conducting review engagements on a quarterly basis and an annual audit of the Corporation's financial statements (Independent Auditor);
      - the compensation of the Independent Auditor; and,
      - communicating to the Independent Auditor that it is ultimately accountable to the Board and the Committee as the representative of the shareholders.

   b. Oversight of Independent Auditor: overseeing the work of the Independent Auditor, which shall report directly to the Committee, including the resolution of disagreements between Executive Management and the Independent Auditor regarding financial reporting.

   c. Pre-Approval of Audit Fees: pre-approving or establishing procedures and policies for the pre-approval of the engagement and compensation of the Independent Auditor in respect of the provision of all audit, audit-related, review, or attest engagements required by applicable law.

   d. Pre-Approval of Non-Audit Fees: establishing policies and procedures for the pre-approval of Non-Audit services performed by the Independent Auditor, provided that they are detailed as to the particular services and designed to safeguard the independence of the Independent Auditor.

   e. Audit Scope: reviewing and approving the objectives and general scope of the independent audit (including the overall audit plan, the proposed timing, and completion dates) and discussing the independent audit with the Independent Auditor.

   f. Independent Auditor's Quality Control Procedures, Performance and Independence: evaluating the quality control procedures, performance (annual and comprehensive reviews) and independence of the Independent Auditor in carrying out its responsibilities, including by obtaining and reviewing, at least annually, a report by the Independent Auditor describing:

- the firm's internal quality control procedures;
- any material issues raised by the most recent internal quality control review of the firm, or by any inquiry or investigation by governmental or professional authorities (e.g., Canadian Public Accountability Board (Canada) and/or Public Company Accounting Oversight Board (US)), within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- all relationships between the Independent Auditor and the Corporation.

g. Staffing of the Audit Team: reviewing the experience and qualifications of the Independent Auditor's audit team assigned to the audit of the Corporation each year and determining that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Audit Committee should present its conclusions to the Board.

h. Required Disclosures: reviewing and discussing with the Independent Auditor all disclosures required by applicable accounting or other regulators to be reviewed with respect to the conduct of the audit and quarterly review of the interim financial results.

i. Relationship between the Independent Auditor and Management: satisfying itself generally that there is a good working relationship between Executive Management and the Independent Auditor, and reviewing any material correspondence between the Independent Auditor and Executive Management, including but not limited to:
   - any management representation letters;
   - the Independent Auditor's management letters and management's responses thereto;
   - the Independent Auditor's schedule of unadjusted differences; and
   - any material correspondence of the Independent Auditor;

   as well as discussing any material differences of opinion between management and the Independent Auditor.

j. Hiring the Independent Auditor: reviewing the hiring of partners, employees, and former partners and employees of the present and any former Independent Auditor who were engaged on the Corporation's account within the last three years prior to such hiring.

Internal Controls

k. System of Internal Controls: satisfying itself that Executive Management has:
   - established and is maintaining an adequate and effective system of internal control over financial reporting and information technology general controls ("ITGCs"); and
   - is responding on a timely basis to any material weaknesses or significant deficiencies that have been identified,

   including, by meeting with and reviewing reports of the Corporation's Internal Audit Department ("IAD") and the Independent Auditor relating to the Corporation's internal controls and ITGCs.

l. Reports on Internal Controls: annually reviewing:
   - Executive Management's report relating to the effectiveness of the Corporation's disclosure controls and procedures, internal control over financial reporting, changes in internal controls

over financial reporting and ITGCs; and

- the Independent Auditor's report on internal controls over financial reporting under International Financial Reporting Standards ("IFRS") and of the United States Public Company Accounting Oversight Board (if the issuer is a Securities and Exchange Commission (SEC) registrant).

Internal Audit

m. Internal Audit Department (IAD): overseeing the appointment, termination, and replacement of the Chief Audit Executive of IAD, the scope of the IAD's work plan and budget, as well as the overall performance, staffing and resources of the IAD. The Committee shall also be responsible for coordinating the IAD and Independent Auditor.

   The Committee shall also review:

   - Annually, the IAD Charter and recommend changes (if any) to the Charter;
   - Periodically, with the Chief Audit Executive, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the IAD's work.

Accounting Matters

n. Critical Accounting Policies: reviewing and discussing with the Independent Auditor:

   - the selection, use, and application of, as well as proposed material changes to, critical accounting policies, principles, practices, and related judgments;
   - alternative IFRS/GAAP treatments for policies and practices relating to material items, including the ramifications of such alternative disclosures or treatments and any recommended treatment;
   - review and approve all related party transactions and the Independent Auditor's evaluation of the Corporation's identification of, accounting for, and disclosure of its relationships with related parties;
   - review and understand strategies, assumptions, and estimates that management has made in preparing financial statements, budgets, and investment plans;

   to satisfy itself that the critical accounting policies and practices and GAAP treatments adopted are appropriate and consistent with the Corporation's needs and applicable requirements.

o. Critical audit matters (CAMs) / Key audit matters (KAMs): discussing the CAMs/KAMs and related disclosures with the independent auditor.

p. Disagreements: satisfying itself that there is an agreed upon course of action leading to the resolution of significant unsettled issues between Executive Management and the Independent Auditor that do not affect the audited financial statements (e.g., disagreements regarding correction of internal control deficiencies or the application of accounting principles to proposed transactions), if any.

q. Off-Balance Sheet Transactions: reviewing all material off-balance sheet transactions and the related accounting presentation and disclosure.

Risk Oversight

r. Financial Risk Oversight: assessing with Executive Management the Corporation's material risk exposures relating to financial and financial reporting matters and the Corporation's actions to identify, monitor, and mitigate such exposures.

s. Litigation/Regulatory Actions Oversight: monitoring the status and potential impact of material litigation, regulatory proceedings, and any tax uncertainties.

t. Reviewing, monitoring, reporting and, where appropriate, providing recommendations to the Board on the Corporation’s major legal obligations and compliance risks including regulatory, privacy and records management, environmental risks, and environment trends that may impact the Corporation’s operations and business.

Financial Disclosures

u. Disclosure Controls: satisfying itself that procedures are in place for the review of the Corporation’s public disclosure of financial information and assessing the adequacy of those procedures annually.

v. Approval of Disclosures: meeting to review and discuss the Corporation’s financial statements with Executive Management and the Independent Auditor and recommending to the Board, prior to release, all such financial statements of the Corporation, together with related Management’s Discussion & Analysis of Results of Operations and Financial Position (“MD&A”), earnings press releases, the use of “pro forma” or non-IFRS/GAAP financial information and all other public disclosure documents of the Corporation containing financial information of the Corporation. Also, discussing the impact of selecting one of several IFRS/GAAP and/or non-IFRS/GAAP measures on the financial statements when such a selection has been made in the current reporting period. Alternatively, the Board may delegate the quarterly approval of the interim financial statements of the Corporation, together with related MD&A, earnings press releases, and all other public disclosure documents of the Corporation containing financial information of the Corporation to the Committee. The annual financial statements and applicable reports must be approved by the Board.

w. The Committee will review, discuss with Management and with others, as it deems appropriate, and approve all related party transactions and the disclosure thereof.

Financial Integrity and Whistle-Blowing

x. Financial Integrity: reviewing on behalf of the Board:
   - any actual or alleged illegal, improper, or fraudulent behaviour related to the Corporation’s financial statements, or its accounting or auditing practices; and
   - the findings of any regulatory authorities in relation to the financial affairs of the Corporation;

y. Whistle-Blowing Procedures: overseeing the implementation, operation and effectiveness of the Corporation’s mechanisms for:
   - the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal controls, and auditing matters; and
   - the confidential, anonymous submission of complaints by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Ethics and Legal Compliance

z. Compliance Culture and Training: reviewing Executive Management's implementation of systems and controls designed to promote compliance with applicable legal and regulatory requirements. In performing its oversight responsibilities, the Committee shall:
   - satisfy itself that Executive Management has established an appropriate tone and culture with respect to:
     - ethical business conduct by the Corporation's employees, agents, representatives, contractors, and suppliers; and
     - legal and regulatory compliance;
   - review with Executive Management the design, implementation, and effectiveness of policies or programs that promote compliance with legal and regulatory requirements; and
   - periodically meet with representatives of the Corporation's various functional departments and/or external advisors to discuss the Corporation's compliance with applicable legal and regulatory requirements, the results of internal compliance reviews and material non-compliance with legal and/or regulatory requirements or internal policies, procedures and programs of the Corporation.

aa. Code of Conduct: monitoring the implementation, operation, and effectiveness of the Corporation's Code of Conduct, periodically reviewing and recommending to the Board changes to such Code, authorizing any waiver of compliance of such Code and overseeing the investigation of any alleged breach thereof.

Reporting and Disclosure

bb. Reporting to the Board: quarterly reporting to the Board with respect to the Committee's review of the Corporation's financial statements, MD&A, financial disclosures, earnings press releases, and related matters, and at least quarterly with respect to the Committee's other activities.

cc. Audit Committee Report: overseeing the preparation of the Audit Committee report for inclusion in the Corporation's management information circular/proxy statement, in the form and at the time required by the laws, rules, and regulations of applicable regulatory authorities.

Size, Composition, and Independence

2. Size: The Committee shall be composed of not less than three (3) nor more than five (5) members. The Board shall annually appoint the members of the Committee and a Chair from amongst those appointed, to hold office until the next annual meeting of the shareholders of the Corporation. The members of the Committee shall serve at the request of the Board and vacancies occurring from time to time shall be filled by the Corporate Governance, Compensation and Nominating Committee. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee once the member is no longer a director of the Corporation.

3. Independence: All of the members of the Committee shall meet the independence standards specified by the applicable laws, which currently are Sections 1.4 and 1.5 of National Instrument 52-110 of the Canadian Securities Administrators.

4. Financial Literacy and Expertise: All of the members of the Committee shall be “financially literate” as such term is defined in National Instrument 52-110 of the Canadian Securities Administrators, and at least one member of the Committee shall have such accounting or financial expertise as is required to comply with applicable rules and regulations of the Ontario Securities Commission (“OSC”) and any other regulatory authority having jurisdiction.

5. Limit on outside audit committees: No director shall serve as a member of the Committee if that director is a member of the audit committees of more than three other boards of directors of other public companies. If the member of Committee can demonstrate financial expertise then that director shall serve no more than four other board of directors of other public companies.

6. Independent Advisors: The Committee may retain and compensate such outside financial, legal, and other advisors at the expense of the Corporation as it deems reasonably necessary to assist and advise the Committee in carrying out the Committee’s duties and responsibilities.

7. Role of Chair: The Chair of the Committee shall generally provide leadership to enhance the effectiveness of the Committee and act as the liaison between the Committee and the Board as well as between the Committee and Executive Management. The Chair shall also manage the Committee’s activities and meetings, manage any outside legal or other advisors retained by the Committee, and manage the process of reporting to the Board on the Committee’s activities and related recommendations.

8. Secretary of the Committee: Unless otherwise determined or approved by the Committee, the Secretary or an Assistant Secretary of the Corporation shall act as the Secretary of the Committee. In the absence of the Secretary or an Assistant Secretary, the Committee shall select an individual to act as the Secretary of the Committee. The Secretary of the Committee shall keep minutes of the Committee and such minutes shall be retained in the corporate records of the Corporation. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once approved, shall be made available to all members of the Board, unless a conflict of interest exists.

Committee Meeting Administration

9. Meetings: The Committee shall hold at least four scheduled meetings each year, consisting of quarterly meetings held within the timeframes set forth in Section 10 of this Charter. Other meetings shall be scheduled as required. Regular meetings of the Committee shall be called by the Chair of the Committee, and additional meetings may be called by any member of the Committee, the Chair of the Board, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer or the Secretary of the Corporation. At each quarterly meeting, the Committee shall meet separately with the Independent Auditor and the Chief Audit Executive in the absence of Management, and Management in the absence of the Independent Auditor. At least annually, the Committee shall meet separately with the Corporation’s Vice President, Ethics and Legal Compliance, without members of Management being present.

10. Quarterly Meetings: the Committee shall meet with Executive Management and the Independent Auditor of the Corporation within:

    a. forty-five (45) days, or such lesser period as may be prescribed by applicable law, following the end of each of the first three financial quarters of the Corporation, but in any event prior to the release of the financial results for each such quarter and their filing with the applicable regulatory authorities, to review and discuss the financial results of the Corporation for the fiscal quarter and the related MD&A as well as the results of the Independent Auditor's review of the financial statements for such quarter and, if satisfied, report thereon to, and recommend their approval by, the Board and their inclusion in the Corporation's required regulatory filings for such quarter; and,

b. seventy-five (75) days, or such lesser period as may be prescribed by applicable law, following the financial year-end of the Corporation, but in any event prior to the release of the financial results for the financial year and their filing with the applicable regulatory authorities, to review and discuss the audited financial statements of the Corporation for the preceding fiscal year and the related MD&A, as well as the results of the Independent Auditor's audit of the financial statements for the year and, if satisfied, report thereon to, and recommend their approval by, the Board and the Corporation's shareholders as required by applicable law and their inclusion in the Corporation's Annual Report and other required regulatory filings.

In reviewing the quarterly and annual financial results, the Committee shall ensure that there are adequate procedures for the review of such financial results, including a timely review by the Independent Auditor.

11. Minimum Attendance: Each member of the Committee is expected to use all reasonable efforts to attend a minimum of 75% of all regularly scheduled Committee meetings, except to the extent that any absence is due to medical or other valid reasons.

12. Notice of Meeting: Unless otherwise determined or approved by the Committee, the Secretary of the Committee shall provide notice of each meeting of the Committee to the following persons, all of whom shall be entitled to attend each Committee meeting, if such appointment exists:
    - the Committee Chair and each member of the Committee;
    - the Chief Executive Officer, the Chief Financial Officer, the Chief Legal Officer of the Corporation, the Senior Vice-President, Finance, and the Controller;
    - the Independent Auditor;
    - the Chief Audit Executive;
    - the Chief Compliance Officer; and
    - any other person whose attendance is deemed necessary or advisable by the Chair of the Committee.
13. Committee Access to Employees and Others: For the purpose of performing their duties and responsibilities, the members of the Committee shall have full access to and the right to discuss any matters relating to such duties with any or all of:
    - any employee of the Corporation;
    - the Independent Auditor; and/or
    - any advisors to the Corporation (including advisors retained by the Committee),

    as well as the right to inspect all applicable books, records, and facilities of the Corporation and its subsidiaries and shall be permitted to discuss such books, records and facilities and any other matters within the Committee's mandate with any of the foregoing.

14. Meeting Agendas: The Committee Chair shall establish a preliminary agenda for each Committee meeting with the assistance of the Secretary of the Corporation. Any director or other person entitled to call a meeting may request items to be included on the agenda for any meeting.

15. Meeting Materials: To the reasonably practicable extent, meeting materials shall be distributed sufficiently in advance of Committee meetings to permit members to properly review and consider such materials.

16. Quorum: A majority of the members of the Committee shall constitute a quorum and all actions of the Committee shall be taken by a majority of the members present at the meeting. If the Committee only has two members as a result of a vacancy on the Committee, both members shall constitute a quorum. The definition of quorum is usually disclosed in the by-laws of the Corporation.

Delegation of Responsibility

17. Right of Delegation: Subject to applicable law, the Committee may, from time to time, delegate one or more of its duties and responsibilities under this Charter to the Chair of the Committee, any other member of the Committee or any sub-committee of the Committee.

Review and Revision of Charter

18. Annual review: The Committee shall annually review this Charter and recommend to the Corporate Governance, Compensation, and Nominating Committee of the Board such changes as it deems advisable.

Other Matters

19. Training of Committee Members: The Committee shall be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all other members. The induction program for new members should cover this Charter and provide an overview of the Organization's internal controls and risk management systems. This induction should also include meeting the Independent Auditor and relevant employees of the Corporation.

20. Performance of the Committee: The Committee shall review its own performance on a biennial basis to ensure that it is operating at maximum effectiveness and also recommend any changes it considers necessary to the Board for approval.

Schedule X
Code of Business Conduct and Ethics

CISCOM CORP.
(the “Company”)

Code of Business Conduct and Ethics

I. PURPOSE OF THIS CODE

This Code of Business Conduct and Ethics (the “**Code**”) of the Company is intended to document the principles of conduct and ethics to be followed by all of the Company’s employees, officers and directors and any consultants or other external parties in a similar role with the Company. References herein to Ciscom or the Company include any subsidiaries and/or affiliates of the Company.

The purpose of the Code is to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Promote avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company or its subsidiaries, files with, or submits to, the securities regulators and in other public communications made by the Company;
- Promote compliance with applicable governmental laws, rules and regulations;
- Promote the prompt internal reporting to an appropriate person of violations of this Code;
- Promote accountability for adherence to this Code;
- Provide guidance to employees, officers and directors to help them recognize and deal with ethical issues; and
- Foster the development of a culture of honesty and accountability within the Company.

Violations of this Code by an employee, officer or director are grounds for disciplinary action up to and including, but without limitation, immediate termination of employment or request for resignation of a directorship.

II. WORKPLACE

a. A Nondiscriminatory Environment

The Company fosters a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not, as an organization nor does it permit its employees or directors to discriminate against employees, officers, directors or potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal or provincial laws and regulations and, in addition, in accordance with the laws or regulations applicable in the jurisdiction where such employees, officers or directors are located. The Company is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate discrimination by its employees and agents. All acts which are discriminatory in nature are to be reported to a supervisor immediately.

b. Harassment-Free Workplace

The Company will not tolerate harassment of its employees, customers or suppliers in any form. All acts of harassment are to be reported to a supervisor immediately.

c. Sexual Harassment

Sexual harassment is illegal and all employees, officers and directors are prohibited from engaging in any form of sexually harassing behavior. Sexual harassment means unwelcome sexual conduct, either visual, verbal or physical, and may include, but is not limited to, unwanted sexual advances, unwanted touching and suggestive touching, language of a sexual nature, telling sexual jokes, innuendoes, suggestions, suggestive looks and displaying sexually suggestive visual materials. All acts of sexual harassment are to be reported to a supervisor immediately.

d. Substance Abuse

The Company is committed to maintaining a safe and healthy work environment free of substance abuse. Employees, officers and directors are expected to perform their responsibilities in a professional manner and, to the degree that job performance or judgment may be hindered, be free from the effects of drugs and/or alcohol.

e. Workplace Violence

The workplace must be free from violent behavior. Threatening, intimidating or aggressive behavior, as well as bullying, subjecting to ridicule or other similar behavior toward fellow employees or others in the workplace will not be tolerated. No weapons of any kind will be tolerated in the workplace.

III. ENVIRONMENT, HEALTH AND SAFETY

a. Environment

The Company is committed to sound environmental management. It is the intent of the Company to conduct itself in a manner having due respect for the environment and community at large as a responsible and caring corporate citizen. The Company is committed to managing all phases of its business in a manner that minimizes any adverse effects of its operations on the environment.

b. Health and Safety

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Employees must be aware of the safety issues and policies that affect their job, other employees and the community in general. Employees in a supervisory role, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Employees must immediately advise their immediate supervisor of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers or the community in general, so that timely corrective action can be taken.

IV. THIRD PARTY RELATIONSHIPS

a. Conflict of Interest

Employees, officers and directors are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of the Company. Employees must disclose promptly in writing possible conflicts of interest to their immediate supervisor, or if the supervisor is involved in the conflict of interest, to that supervisor's superior. Officers and directors should disclose, in writing, any perceived conflicts to the Chairman of the Audit Committee.

Conflicts of interest arise where an individual's position or responsibilities with the Company present an opportunity for personal gain apart from the normal rewards of employment, officership or directorship, to the detriment of the Company. They also arise where a director's, officer's or employee's personal interests are inconsistent with those of the Company and create conflicting loyalties. Such conflicting loyalties can cause a director, officer or employee to give preference to personal interests in situations where corporate responsibilities should come first. Directors, officers and employees shall perform the responsibilities of their positions on the basis of what is in the best interests of the Company and free from the influence of personal considerations and relationships.

Directors, officers and employees shall not acquire any property, security or any business interest which they know that the Company is interested in acquiring. Moreover, based on such advance information, directors, officers and employees shall not acquire any property, security or business interest for speculation or investment.

b. Competitive Practices

The Company firmly believes that fair competition is fundamental to the continuation of the free enterprise system. The Company complies with and supports laws which prohibit restraints of trade, unfair practices, or abuse of economic power.

The Company's policy also prohibits employees, officers and directors from entering into or discussing any unlawful arrangement or understanding that may result in unfair business practices or anticompetitive behavior.

c. Supplier and Contractor Relationships

The Company selects its suppliers and contractors in a non-discriminatory manner based on the quality, price, service, delivery and supply of goods and services. A director's, officer's or employee's decision must never be based on personal interests or the interests of family members or friends.

Employees should inform their supervisors, and officers and directors should inform the Chairman of the Audit Committee of any relationships that appear to create a conflict of interest.

d. Public Relations

Ciscom's board of directors (the "**Board**") determines the persons who are responsible for all public relations, including posting on social media all contact with the media. Unless a director, officer or employee is specifically authorized to represent the Company to the media, a director, officer or employee should not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, social media, radio and television as well as any other external sources requesting information about the Company. If the media contacts a director, officer or employee about any topic, that person should immediately refer the call to an authorized person.

Employees must be careful not to disclose confidential, personal or business information through public or casual discussions to the media or others.

e. Directorships

Employees of the Company shall not act as directors or officers of any other corporate entity or organization, public or private, without the prior written approval of the Chief Executive Officer or the Board. Directorships or officerships with such entities will not be authorized if they are considered to not be in the best interest of the Company. The Chief Executive Officer or the Board may provide authorizations for directorships that are necessary for business purposes or for directorships with charitable organizations or other entities that will further the Company's profile in the community.

V. LEGAL COMPLIANCE

a. Compliance with Laws, Rules and Regulations (including Insider Trading Laws and Timely disclosure)

Employees, officers, and directors are expected to comply in good faith at all times with all applicable laws, rules and regulations.

Employees, officers, and directors are required to comply with the Insider Trading Policy that has been adopted by Ciscom and all other policies and procedures applicable to them that are adopted by the Company from time to time.

Employees, officers, and directors must cooperate fully with those responsible for preparing reports filed with the securities regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. Employees, officers and directors should also cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

Senior officers of the Company must comply with the Company's procedures on timely disclosure of material information and provide full, fair, accurate, understandable and timely disclosure in reports and documents filed with, or submitted to, securities regulatory authorities and other materials that are made available to the investing public.

VI. INFORMATION AND RECORDS

a. Confidential and Proprietary Information and Trade Secrets

Employees, officers and directors may be exposed to certain information that is considered confidential by the Company, or may be involved in the design or development of new procedures or technologies related to the business of the Company. All such information, procedures and technologies, whether or not the subject of copyright or patent, are the sole property of the Company. Employees shall not disclose confidential information to persons outside the Company, including family members, and should share it only with other employees who have a "need to know".

Employees, officers and directors are responsible and accountable for safeguarding the Company’s documents and information to which they have direct or indirect access as a result of their employment, officership or directorship with the Company.

b. Financial Reporting and Records

The Company maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing its business and are crucial for meeting obligations to employees, customers, investors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Employees, officers, and directors who make entries into business records or who issue regulatory or financial reports, have a responsibility to fairly present all information in a truthful, accurate and timely manner. No employee, officer or director shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Company.

c. Record Retention

The Company maintains all records in accordance with laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, which include but are not limited to, hard copy, electronic, audio recording and e-mail files and correspondence whether maintained at work, at home or in a “cloud” based storage system. The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by law or government regulation to maintain such records or where it has knowledge of a threatened or pending government investigation or litigation relating to such records.

VII. THE COMPANY'S ASSETS

a. Use of Company Property

The use of Company property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. The Company’s information, technology, intellectual property, e-mail addresses, buildings, land, equipment, machines, software and cash must be used only for business purposes except as provided by Company policy or approved by an employee's respective supervisor.

b. Destruction of Property and Theft

Employees, officers and directors shall not intentionally damage or destroy the property of the Company and others or commit theft.

c. Intellectual Property of Others

Employees, officers and directors may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents. Software used in connection with the Company's business must be properly licensed and used only in accordance with that license.

d. Information Technology

The Company's information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Company and are to be used primarily for business purposes. The Company's information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum and is in compliance with Company policy.

Employees, officers and directors may not use the Company's information technology systems to:

- allow others to gain access to the Company's information technology systems through the use of an employee's password or other security codes;
- send harassing, threatening or obscene messages;
- send chain letters;
- access the internet for inappropriate use;
- send copyrighted documents that are not authorized for reproduction;
- make personal or group solicitations unless authorized by a senior officer; or
- conduct personal commercial business.

The Company may monitor the use of its information technology systems.

Approved by the Board of Directors of Ciscom Corp. on October 13, 2022.

Schedule Y
Insider Trading Policy 2022

CISCOM CORP.

Insider Trading Policy
(the "Policy)

1. INTRODUCTION

Ciscom Corp. as a public company has internal guidelines to control transactions involving its securities by all Ciscom Team Members (as defined below) to ensure Ciscom Team Members are aware of and comply with their legal obligations and Ciscom policy with respect to "insider trading" and "tipping". "**Ciscom**" or the "**Company**", as used in this Policy, means Ciscom Corp. and its subsidiaries. "**Ciscom Team Members**", as used in this Policy, means the directors, officers, employees, consultants, contractors and agents of Ciscom, as well as their "Associates" and "Affiliates".

We expect every Ciscom Team Member to fully comply with all applicable legal requirements, including requirements of the Canadian Securities Exchange or such other stock exchange on which the Company's securities may be listed from time to time, and this Policy. The objectives of this Policy are to:

- educate Ciscom Team Members about their legal obligations with respect to insider trading and tipping;
- foster and facilitate compliance with applicable laws to prevent transactions by Ciscom Team Members that would not be in full compliance with the legal requirements;
- help satisfy the Company's obligations to prevent insider trading and tipping and to help Ciscom Team Members avoid the severe consequences associated with violations of insider trading laws; and
- to help protect against the Company violating securities laws related to "selective disclosure".

1.1. Scope of this Policy

This Policy applies to all Ciscom Team Members.

Significant Shareholders of Ciscom are subject to similar restrictions and obligations as those discussed in this Policy. However, this Policy is not intended to describe or be exhaustive of the restrictions and obligations applicable to Significant Shareholders of Ciscom. As a result, Significant Shareholders should consult with legal counsel to determine their restrictions and obligations under applicable law.

2. LEGAL BACKGROUND

2.1. Insider Trading

a) Securities legislation prohibits anyone from trading in Ciscom securities with knowledge of a material fact or material change that has not been generally disclosed. This prohibited activity is commonly known as "insider trading". Definitions of "material fact" and "material change" are set out in Section 2.3 below.

b) Securities legislation also prohibits anyone from trading in the securities of any public company other than Ciscom when he or she has knowledge of an undisclosed material fact or material change regarding Ciscom that may affect the other public company.

2.2. Tipping

Securities legislation prohibits any person from informing any other person of a material fact or material change before the material fact or material change has been generally disclosed. This prohibited activity is commonly known as "tipping". Both the person who provides the information and the person who receives the information could be liable under securities laws if the person who receives the information trades in securities based on the provided non-public information.

2.3. Definitions

a) **"Associate"** means with respect to a person or company:

(i) any company of which such person or company beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the company for the time being outstanding,

(ii) any partner of that person or company,

(iii) any trust or estate in which such person or company has a substantial beneficial interest or as to which such person or company serves as trustee or in a similar capacity,

(iv) any relative of that person who resides in the same home as that person,

(v) any person who resides in the same home as that person and to whom that person is married or with whom that person is living in a conjugal relationship outside marriage, or

(vi) any relative of a person mentioned in clause (e) who has the same home as that person.

b) **"Affiliate"** means, with respect to (i) a company, such company shall be deemed to be an Affiliate of another company if one of them is the subsidiary of the other or if both are subsidiaries of the same company or if each of them is controlled by the same person or company, and (ii) a specified person, such person is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.

c) **"Insider"** means a Ciscom Team Member who is a director or officer of Ciscom or a director or officer of a subsidiary of Ciscom.

d) "**Major Subsidiary**" means a subsidiary of Ciscom if:

a. the assets of the subsidiary, as included in Ciscom's most recent annual audited or interim balance sheet, are 30 per cent or more of the consolidated assets of Ciscom reported on that balance sheet or statement of financial position, as the case may be, or

b. the revenue of the subsidiary, as included in Ciscom's most recent annual audited or interim income statement, is 30 per cent or more of the consolidated revenue of Ciscom reported on that statement.

e) **"material change"** means a change in the business, operations, assets or ownership of Ciscom that would reasonably be expected to have a significant effect on the market price or value of any of the securities of Ciscom, or a decision to implement such a change made by: (a) the board of directors of Ciscom; or (b) senior management of Ciscom who believe that confirmation of the decision by the board of directors of Ciscom is probable.

f) **"material fact"** means a fact that (i) would reasonably be expected to have a significant effect on the market price of value of the securities of Ciscom or (ii) a reasonable investor would consider important in making a decision to buy, sell or hold securities of Ciscom.

g) **"Material Information"** means any information relating to the business and affairs of Ciscom that relate to (i) a "material change" or (ii) a "material fact."

h) **"Reporting Insider"** means:

   a. the CEO, President, CFO, COO or other officer of Ciscom or of a Major Subsidiary;

   b. a director of Ciscom or of a Major Subsidiary;

   c. a person or company responsible for a principal business unit, division or function of Ciscom;

   d. a management company that provides significant management or administrative services to Ciscom or a Major Subsidiary, every director of the management company, every CEO, CFO and COO of the management company, and every Significant Shareholder of the management company;

   e. an individual performing functions similar to the functions performed by any of the insiders described in paragraphs a. to d.; or

   f. any other Insider that:

      i. in the ordinary course receives or has access to information as to material facts or material changes concerning Ciscom before the material facts or material changes are generally disclosed; and

      ii. directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of Ciscom.

i) "**Significant Shareholder**" means a person or company that has beneficial ownership of, or control or direction over, whether direct or indirect, or a combination of beneficial ownership of, and control or direction over, whether direct or indirect, securities of an issuer carrying more than 10 per cent of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution.

3. OBLIGATIONS

3.1. Obligations on All Ciscom Team Members

a) Ciscom Team Members cannot trade in securities of Ciscom, including exercising Ciscom stock options, while in possession of Material Information with respect to Ciscom that has not yet been generally disclosed.

b) Ciscom Team Members cannot trade in securities of another public company while in possession of Material Information with respect to Ciscom that has not yet been generally disclosed and that would affect such other public company.

c) Ciscom Team Members cannot inform other people of Material Information regarding Ciscom or any other public company before that Material Information has been generally disclosed.

d) Ciscom Team Members must inform the CFO prior to a trade in securities of Ciscom.

The provisions of this Section 3.1 and the following Section 3.2 also apply to all family members of a Ciscom Team Member who reside with the Ciscom Team Member.

3.2. Imposition of Blackout Periods

All Ciscom Team Members are prohibited from trading in securities of Ciscom, including exercising Ciscom stock options, during “blackout periods.” Blackout periods commence at 5 p.m. (EST) on the 15th calendar day prior to the release of financial statements of the Company, either annual or interim, and will continue through the release day and for 48 hours following the public disclosure of the financial results for such quarter or fiscal year, as applicable.

In addition, when Material Information is deemed worthy of a blackout period or anticipated to have an impact, either positive or negative, on the price of Ciscom shares after review by the Company’s Chief Executive Officer, Chief Financial Officer or another designated person, a blackout period will be instituted and continue through the day of disclosure and for 48 hours following said disclosure.

3.3. Waiver

Notwithstanding any of the prohibitions contained in Section 3.2, the Audit Committee may, at its discretion, waive the prohibitions contained in Section 3.2 in exceptional circumstances, provided that the Ciscom Team Member seeking the waiver does not have any undisclosed Material Information and that making such an exception would not violate any applicable securities laws. All requests for waivers pursuant to this section 3.3 shall be made in writing, shall contain a certification that the requesting Ciscom Team Member does not have any undisclosed Material Information, and shall be addressed to the Chair of the Audit Committee.

3.4. No Speculating

Purchases of securities of Ciscom should be for investment purposes only and not short-term speculation. This includes all dealings in puts and calls, all short sales and all buying or selling on the market with the intention of quickly re-selling or buying back at a profit. In addition, there should be no trading in securities of other companies with the knowledge that Ciscom is contemplating or engaged in acquiring such company or its securities or negotiating significant business arrangements. Ciscom also strongly discourages Ciscom Team Members from making purchases using "margin loans" in order to remove the risk of their being put into a difficult situation as a result of a margin loan shortfall (margin call).

3.5. Discretionary Account

If any Ciscom Team Member has a discretionary account with a broker or other investment manager (i.e. the broker or other investment manager has a certain amount of discretion to buy and sell stock on behalf of the Ciscom Team Member), they must be advised in writing that there are to be no purchases or sales of the Company shares in the discretionary account without first discussing it with such Ciscom Team Member in order to ensure compliance with this Policy and applicable insider trading laws.

3.6. Insider Reports

Under Canadian securities laws and Ciscom policy, Reporting Insiders are required to file a report (the "**Insider Report**") with securities regulators any time they trade in shares, debt securities, options (including the grant and exercise of options), deferred share units or restricted stock units of the Company (which involve the issuance or potential issuance of securities from treasury). Reporting Insiders must file an Insider Report electronically through the "System for Electronic Disclosure by Insiders" ("**SEDI**") within 5 days after each trade.

3.7. Confidentiality

In the course of conducting business, Ciscom Team Members may be in possession of information which may be of a market sensitive nature. Access to such information must be limited strictly to those persons who require it in order to perform the duties expected of them. Precautions must be adopted by each Ciscom Team Member to ensure that sensitive information within their department is not available or accessible to individuals inside or outside of the Company who have no requirement for such information. Ciscom Team Members are reminded to review the Ciscom Corporate Disclosure and Confidentiality Policy for further information.

3.8. Automatic Plans

Trading restrictions during blackout periods will normally not be applicable when the Ciscom Team Member has entered into a plan allowing him or her to purchase or sell Company securities on an automatic basis according to a pre-established set of instructions with respect to timing and price, regardless of whether a blackout period may be in effect and regardless of whether the Ciscom Team Member may be in possession of material undisclosed information about Ciscom at the time of such purchase or sale.

These plans must be preapproved by board of directors of Ciscom, acting in its sole discretion, and must meet the following conditions:

- At the time the plan is entered into, the Ciscom Team Member is not in possession of any material undisclosed information relating to the Company;
- Trading parameters are clearly documented in writing at the time the plan is established;
- The plan contains meaningful restrictions on the ability of the Ciscom Team Member to profit from material undisclosed information by varying, suspending, or terminating the plan;

- The plan provides that the broker may not consult with the Ciscom Team Member regarding any sales under the plan and that the Ciscom Team Member cannot disclose information to the broker that might influence the broker's execution of the plan; and

- The plan was entered into in good faith.

Plans of this nature include automatic securities purchase plans, dividend reinvestment plans and automatic pre-arranged sales plans structured in compliance with applicable securities laws. It should be noted that the insider reporting obligations discussed above continue to apply in respect to these plans, subject to certain exemptions.

4. MISCELLANEOUS

4.1. Potential Civil and Criminal Penalties

The consequences of prohibited insider trading or tipping where required on a timely basis can be severe and may include dismissal, fines and civil and criminal law sanctions.

Adopted on October 13, 2022 by the board of directors of the Company.