

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

Ciscom Corp.  
20 Bay St., Suite 1110  
Toronto, Ontario M5J 2N8

**Item 2      Date of Material Change**

November 24, 2023

**Item 3      News Release**

The press release attached as Schedule "A" was released on November 24, 2023 by a newswire company in Canada.

**Item 4      Summary of Material Change**

The material change is described in the press release attached as Schedule "A".

**Item 5      Full Description of Material Change**

The material change is described in the press release attached as Schedule "A".

**Item 6      Reliance of subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

Michel Pepin  
President & CFO  
[mpepin@ciscomcorp.com](mailto:mpepin@ciscomcorp.com)

**Item 9      Date of Report**

November 24, 2023

## Schedule "A"

### Ciscom Corp to Hold Annual Meeting of the Shareholders on February 8, 2024

Toronto, Ontario - (November 24, 2023) - Ciscom Corp. (CSE: CISC) (OTCQB: CISC) ("Ciscom" or "the Company") is pleased to announce that it will hold an annual and special meeting of its shareholders on February 8, 2024 (the "Meeting"), which will entitle all holders of the Company's stock as of the close of business on December 29, 2023 (the "Record Date") to receive notice of and attend the Meeting. Shareholders of the Company as of the Record Date, or their legal proxy holders, are entitled to participate, submit questions and vote on items of business at the Meeting. The following items of business are expected to be discussed, and if applicable, voted on at the Meeting:

1. Presentation of the financial statements for the financial years ended December 31, 2022 and 2021;
2. Setting the size of the board of directors (the "Board") and election of directors to the Board to serve until the next annual meeting of the shareholders;
3. Appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company, and authorizing the Board to fix their remuneration;
4. Approval of the adoption of new by-laws for the Company, consistent with best corporate practices;
5. Approval of the authorization of the Board to determine the number of directors from time to time, and authorization to increase the size of the Board by up to one-third without holding a shareholder meeting, within the limits prescribed under the articles of the Company; and
6. Transaction of such other matters of business as may properly come before the Meeting or any adjournments or postponements thereof.

The materials for the Meeting will be available on the Company's website at [www.ciscomcorp.com](http://www.ciscomcorp.com) and on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Further announcements will be made.

The Meeting is being called by Paul Gaynor as one of his first acts as Chair for the Board. Mr. Gaynor replaced Mr. Reid, as announced in the Company's press release dated November 20, 2023.

The Company further confirms that the Board, including David Mathews, President and Managing Director of Prospect Media Group and Market Focus Direct, unanimously and firmly support the management of the Company.

#### About Ciscom

Ciscom Corp. is a Canadian company investing, acquiring, and managing companies in the ICT sector. Potential acquisition targets are entrepreneurs seeking equity, transition or that do not have a defined succession plan. Target companies are generally substantial SMEs and have a proven track record/history of profitability. With this approach Ciscom enables owners/founders to crystalize the equity, while

remaining active in the business. Consequently, acquisitions are immediately accretive to shareholders' value. For more information, please visit [www.ciscomcorp.com](http://www.ciscomcorp.com)

## **CONTACT INFORMATION**

Michel Pepin  
President & CFO  
[mpepin@ciscomcorp.com](mailto:mpepin@ciscomcorp.com)  
@CiscomCorp

### **Cautionary Statement**

This news release contains certain statements that constitute forward-looking statements as they relate to Ciscom and its management. Forward-looking statements are not historical facts but represent management's current expectation of future events and can be identified by words such as "believe", "expects", "will", "intends", "plans", "projects", "anticipates", "estimates", "should", "continues" and similar expressions. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that they will prove to be correct or will come to pass.

By their nature, forward-looking statements include assumptions and are subject to inherent risks and uncertainties that could cause actual future results, conditions, actions, or events to differ materially from those in the forward-looking statements. The future outcomes that relate to forward-looking statements may be influenced by many factors, including but not limited to: the timing of the Meeting, and the voting results thereof; reliance on key personnel; shareholder and regulatory approvals; jurisdictional risk; risks of future legal proceedings; lack of operating cash flow; volatility; additional funding requirements; adverse general economic conditions; competition; conflicts of interest; the early stage of Ciscom's business; inflation and fluctuations in interest rates; income tax matters; availability and terms of financing; rising costs related to inflation; effect of market interest on price of securities and potential dilution, all of which are addressed in greater detail in the Company's prospectus dated June 5, 2023 and filed under Ciscom's profile at [www.sedarplus.ca](http://www.sedarplus.ca). Except as expressly required by applicable securities laws, Ciscom assumes no obligation to update or revise any forward-looking statements.