

**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**

January 17, 2024

**Item 3      News Release**

The press release attached as Schedule "A" was released on January 17, 2024 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**

January 17, 2024

# Ciscom Corp. Announces Strong Growth and Executive Hire

Toronto, Ontario--(Newsfile Corp. - January 17, 2024) - Ciscom Corp. (CSE: CISC) (OTCQB: CISCF) ("Ciscom" or "the Company") is pleased to announce strong revenue growth for 2023, and the hiring of Sheri Rogers as EVP Managing Director of its subsidiary, Prospect Media Group ("PMG").

## Strong Topline Growth

For the year ended December 31, 2023, Ciscom had Revenue of \$35.014M up from \$14.766M over 2022 for a growth of \$17.137M or 95.9%. For the same period, Gross Profits were \$6.772M up from \$2.785M in 2022, an increase of \$3.987M or 143.2%. In the process, the Company increased its Gross Margin from 15.6% in 2022 to 19.3% in 2023, an improvement of 24.1%.

On a pro forma basis, including PMG results for the full year in 2022, for the year ended December 31, 2023, Ciscom had Revenue of \$35.014M up 3.5% over 2022. For the same period, Gross Profits were \$6.772M up from \$5.872M in 2022, an increase of \$900k or 15.3%. In the process, the Company increased its Gross Margin from 17.4% in 2022 to 19.3% in 2023, an improvement of 11.4% - this growth is related to improved procurement practices, expanded services and the discontinuation of low margin projects.

The Company was able to increase its Revenue and Gross Profit despite industry contraction - a remarkable accomplishment when considering the difficult economic environment as a majority of the Company's revenues come from the retail sector which has been impacted by the current economic conditions where budgets have been reduced.

"The Company had a very strong growth and a record year amid turbulent markets. The business delivered on strategy which was complemented by the solid contribution of all team members. Ciscom is building a robust and profitable business with significant recurring revenue. With our current key contributors and leaders in place, that can effectively address growth, operations and integrations, the Company is set to further prosper. We are targeting both organic and acquisition growth. Our team members coupled with our proprietary technology are the cornerstones of our continued performance, market leadership and competitiveness," said Michel Pepin, Ciscom's President & CFO.

The financial reports above are unaudited. Consolidated audited financial statements should be filed by the end of April 2024.

## New EVP Managing Director

We are pleased to welcome Sheri Rogers to Ciscom as PMG's EVP Managing Director. Sheri most recently spent three years as EVP Business Solutions at Horizon Media. She brings extensive executive experience leading major agencies and client portfolios, holding senior-level executive roles at Horizon Media, Dentsu Media/DentsuBos and Cossette. As an entrepreneur-minded, hands-on executive, Sheri has developed and guided strategies for expanding integrated omni-channel strategy services for national retailers.

"Sheri is one of our industry's most accomplished leaders, bringing a dynamic approach that will elevate and transform PMG's unique data-driven omni-channel media offerings," said PMG's President Dave Mathews. "At Prospect Media, we equip our clients with consumer data and insights to give them a competitive advantage. Sheri will enable our agency to quickly identify, adapt and respond to the challenges of a rapidly changing consumer, retail, and media landscape, with her mandate to unlock growth for our clients."

Sheri will focus on refining the agency's operations and services, overseeing existing client relationships and new growth opportunities. She will also continue to expand services for all clients.

"The addition of Sheri to the team is a definite positive for Ciscom as she brings a wealth of knowledge and expertise at several levels. I look forward to working with Sheri, increasing our client centric focus, leading to continued growth," said Michel Pepin, Ciscom's President & CFO.

### **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 their 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**

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### ***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. Forward-looking statements include statements and information regarding the anticipated progression of ongoing litigation with the former CEO, the ultimate collection of amounts owing by the former CEO under the promissory note, the anticipated progress and success of the employment claim by the former CEO, the future plans for the Company, and other forward-looking information.

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 progress of future litigation with the former CEO; an inability to collect the amounts owing by the former CEO; an award in favour of all or part of employment claim made by the former CEO and litigation risk generally; reliance on key personnel; 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.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/194587>