

**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**

February 13, 2024

**Item 3      News Release**

The press release attached as Schedule "A" was released on February 13, 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**

February 13, 2024

Schedule "A"

## Ciscom Corp. Announces Results of its Annual Shareholders' Meeting

Toronto, Ontario - (February 13, 2024) - Ciscom Corp. (CSE: CISC) (OTCQB: CISC) ("Ciscom" or "the Company") is pleased to announce the results of its annual and special meeting of the shareholders held in Toronto on February 8, 2024 (the "Meeting"). At the Meeting, shareholders of the Company approved all matters of business as presented to the shareholders in the management information circular dated December 29, 2023 (the "Circular"). The following items of business were approved by the shareholders: setting the board size at seven and election of seven directors for the ensuing year, the ratification of the repeal of the previous by-laws and adoption of the new By-Law No. 1 in accordance with best practices for a public corporation, approval of an amended and restated stock option plan for the Company, and empowering the board of directors to set its size and increasing the size of the board by up to one-third without holding a shareholder meeting.

The following individuals were re-elected to the board of directors of the Company, being the same individuals as set out in the Circular: Paul Gaynor, Josh Howard, Eric Klein, Dave Mathews, Michel Pepin, Shaun Power, and Julia Robinson.

A total of 46,885,345 common shares were represented at the Meeting in person or by proxy out of the total issued and outstanding 51,563,833 common shares. Results for the vote as attested by the TSX Trust in their capacity as scrutineer for the Meeting are as follows:

<b>Resolution</b>	<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Against/Withheld</b>	<b>% Votes Against/Withheld</b>
Election of SRCO as auditors	46,935,345	99.9%	188	0.01%
Setting Board Size to 7	30,133,801	64.2%	16,803,197	35.8%
Setting Board Size to 6	16,751,544	35.7%	30,176,633	64.2%
Election of Paul Gaynor as Director	30,176,333	64.3%	16,753,197	35.7%
Election of Michel Pepin as Director	30,176,333	64.3%	16,753,197	35.7%
Election of Shaun Power as Director	46,928,177	99.9%	1,653	0.01%
Election of David Mathews as Director	46,928,177	99.9%	1,653	0.01%
Election of Julia Robinson as Director	30,126,333	64.3%	16,803,197	35.8%
Election of Eric Klein as Director	30,176,333	64.3%	16,753,197	35.7%
Election of Josh Howard as Director	30,176,333	64.3%	16,753,197	35.7%
Election of Lino A. Fera as Director	16,751,544	35.7%	30,178,286	64.3%
Election of Aldo Rotondi as	16,751,544	35.7%	30,178,286	64.3%

Director				
Election of Gilles A. Trahan as Director	16,751,544	35.7%	30,178,286	64.3%
Election of Charles Brofman as Director	16,751,544	35.7%	30,178,286	64.3%
Ratification of By-Law No. 1	30,175,806	64.3%	16,754,024	35.7%
Approval of Amended and Restated Stock Option Plan	46,927,350	99.9%	2,480	0.01%
Empowering the Board to set its own size	46,885,345	99.9%	51,653	0.01%

The Company is thankful to all shareholders who participated in the vote and Meeting.

Michel Pepin, Ciscom's President and CFO stated: "As published earlier, the Company had solid growth in 2023 year amid a turbulent economy. We are looking forward to the continued expansion of Ciscom. The fundamentals of the business are strong. We are focused on building and sustaining shareholder value".

The Company's consolidated financial statements are currently being audited by SRCO Professional Corporation. The consolidated audited financial statements are expected to be filed by the end of April 2024.

### **About Ciscom**

Ciscom Corp. is a Canadian company investing, acquiring, and managing companies in the Information and Communication Technology (ICT) sector. Potential acquisition targets are entrepreneurs seeking equity, transition, or that do not have a defined succession plan. Target companies are generally substantial Small and Medium size Enterprises ("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**

Michel Pepin

President & CFO

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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 audited financial results, future expectations of growth and profits, future grants of equity incentive awards, 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: 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 ability to identify ICT target acquisitions and complete such transactions on an economic basis or at all, and successfully integrate those business; the ability to convert the potential in the pursued business opportunities to tangible benefits to the Company or its shareholders; risks of a material adverse change to the Company's assets or revenue; stock market volatility and capital market valuation; 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 ICT sector; maintenance of client relationships; maintaining a listing on the Canadian Securities Exchange; risks related to potential dilution in the event of future financings; no previous public market for the shares; volatility of the market price for the Company's securities; audit risk; litigation risk and risk of future legal proceedings; reliance on key personnel; jurisdictional and regulatory risk; lack of operating cash flow; volatility; additional funding requirements; adverse general economic conditions; competition; conflicts of interest; the early stage of Ciscom's business; income tax matters; availability and terms of financing; rising costs related to inflation; and effects of market interest on price of securities and potential dilution; and those factors detailed in the Company's prospectus dated June 5, 2023 and other public documents filed under Ciscom's profile at [www.sedarplus.ca](http://www.sedarplus.ca). Ciscom has also assumed that no significant events occur outside of Ciscom's normal course of business.

Ciscom cautions that the foregoing list of factors is not exhaustive. In addition, although Ciscom has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, or intended. When relying on Ciscom's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Ciscom has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. The forward-looking information contained in this press release represents the expectations of Ciscom as of the date of this press release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Ciscom does not undertake to update this information at any particular time except as required in accordance with applicable laws.