

**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**

May 15, 2024

**Item 3      News Release**

The press release attached as Schedule "A" was released on May 15, 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**

May 15, 2024

## Schedule "A"

### **CISCOM CORP. STRENGTHENS ITS BOARD OF DIRECTORS WITH ADDITION OF TWO EXPERIENCED INDUSTRY LEADERS.**

Toronto, ON, May 15, 2024 – CISCOM Corp. (CSE: CISC) (OTCQB: CISCF) ("**Ciscom**" or "**the Company**"), which actively invests in, acquires, and manages companies within the Information and Communication Technology (ICT) sector, is pleased to announce the appointment of Angel V. Valov and Stephen Lautens to its board of directors, effective immediately.

"We are delighted to add Angel Valov and Stephen Lautens to our board," said Paul Gaynor, chair of the board. "Both Stephen and Angel add strength, knowledge and valuable experience to Ciscom through their extensive work at senior levels of public companies. Mr. Valov is a finance professional with over 15 years of experience in all aspects of risk management and institutional money management including with Canada's largest hedge fund manager. Mr. Lautens has worked internationally at the executive level and has participated in the successful development, growth and sale of a number of public companies."

#### **Stephen Lautens, JD**

Stephen Lautens has extensive experience as a senior executive in communications, business development and investor relations roles. He has been a key member of management during the growth and successful sale of public and private corporations. Stephen left his private law practice to become Vice President - Business Development of The Workflow Automation Corporation ("WFA"), a software company with middleware solutions for banks, government, major corporations, and other software vendors. WFA was sold BEA Systems/Oracle. Stephen was also one of the founders of Internet Incubation Inc., a technology incubator for innovative startups.

In 2005, Stephen joined Inter-Citic Minerals, a TSX-listed gold exploration company with a major project in China, as its Vice President – Corporate Communications. Inter-Citic was then sold to Western Mining Group Co. Ltd. (PRC) for \$260 million. Stephen then joined as Vice-President, Corporate Affairs, Angkor Resources Corp, a TSXV-listed oil and gas exploration company operating in Cambodia.

Stephen has been a Governor of Canada's National Newspaper Awards for over 15 years and in 2010 founded a Canadian registered charity that supports, among other causes, microfinance for women entrepreneurs in the developing world. He has been honoured with the Freedom of the City of London (UK) and the Queen Elizabeth II Diamond Jubilee Medal. He has served as president of the Toronto Press Club, the National Club, and the Lawyers Club.

#### **Angel V. Valov, Ph.D., MSc**

Angel V. Valov is a finance professional with extensive experience in all aspects of institutional money management. He is an accredited, high net worth investor and proprietary trading specialist with intricate knowledge of the North American capital markets. Since 2014, he has managed and invested in equity distributed across several trading strategies and thematic investment ideas (in addition to accredited investments) and supported by proprietary technology infrastructure.

Mr. Valov has worked as Risk Manager at Polar Asset Management Partners Inc. where he supported portfolio managers in areas of portfolio composition, portfolio liquidity, risk attribution/diversification/concentration and hedging. Previously, he worked as Manager, Risk Analytics, Global Risk Management for the Scotiabank and Analyst, Model Risk and Vetting for the Bank of Montreal. Over the years, Angel has served on a number of corporate boards, including a TSXV-listed technology company. He holds a Ph.D. in Applied Mathematics and an MSc in Statistics and is the author

of numerous scholarly publications on mathematical modeling and recipient of several academic awards.

“Angel and Stephen add significant bench strength to Ciscom's board with their experience in public markets and growth of shareholder value,” said Michel Pepin, Ciscom's President & CFO. “We look forward to working with them to continue to grow our portfolio of profitable companies in the Information and Communication Technology sector.”

Ciscom also wishes to announce the resignation effective immediately of Julia Robinson from her role as a non-executive director, citing professional and personal priorities. The Company expresses its sincere gratitude to Ms. Robinson for her many contributions, and the impact she has made during her tenure with Ciscom. The Company wishes her ongoing success in her endeavours.

### **About Ciscom Corp.**

Ciscom actively invests in, acquires, and manages market leading companies within the Information and Communication Technology (ICT) sector, targeting SMEs with proven profitability. This approach allows entrepreneurs to monetize their equity and continue contributing, enhancing shareholder value through acquisitions. As a leader in omni-media, particularly in data-driven marketing, Ciscom, through its subsidiaries, optimizes advertising spend across platforms, ensuring high ROI and customer engagement. Strategic ICT acquisitions bolster service offerings and shareholder value, marking Ciscom as an emergent force in the data driven and technology market. Ciscom became an issuer in June 2023 on the CSE and October 2023 on the OTCQB. Ciscom has two subsidiaries, namely Market Focus Direct and Prospect Media Group.

For more information, visit <http://www.ciscomcorp.com>

### **CONTACT INFORMATION**

Michel Pepin

President & CFO

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### ***Cautionary Statement***

This news release may contain 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, anticipated implementation and shareholder ratification of the Plan, future expectations of growth and profits, future grants of equity incentive awards, future payments of dividends, 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 businesses; 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.