

**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 23, 2024

Item 3 News Release

The press release attached as Schedule "A" was released on May 23, 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

Item 9 Date of Report

May 23, 2024

Schedule "A"

CISCOM CORP. Clarifies Shareholdings and Provides Business Updates

Toronto, Ontario - (May 23, 2024) - CISCOM Corp. (CSE: CISC) (OTCQB: ISCF) ("**Ciscom**" or "the **Company**"), which actively invests in, acquires, and manages companies within the Information and Communication Technology sector, wishes to update its shareholders and stakeholders about recent developments regarding its share ownership and provide a business update.

As previously disclosed, on March 8, 2024, Ciscom formally alerted the Ontario Securities Commission ("OSC") of its concerns regarding DLT Resolution Inc.'s ("DLT") alleged share ownership as both unqualified and unlawful, raising serious concerns about the accuracy of DLT's public disclosures. The Company strongly disputed reported ownership and also observed that DLT had failed to comply with the necessary regulations and SEDI reporting requirements, all of which are crucial for shareholder protection.

On March 13, 2024, Ciscom issued a release cautioning investors regarding DLT's asserted share ownership, and advising that Ciscom was evaluating the activation of the Shareholders' Rights Plan (the "Plan") announced on March 4, 2024. Ciscom further advised that it continued to question the legitimacy of DLT's claimed share ownership.

On May 3, 2024, DLT filed an Early Warning Report and issued a press release stating that it had elected to unwind, in full, the previously announced share exchange transactions it entered into with certain shareholders of Ciscom ("Share Exchanges"), so that as of that date DLT no longer beneficially owned or exercised control or direction over any Common Shares of Ciscom. DLT reported that its decision to unwind the Share Exchanges followed a series of discussions with the OSC relating to applicable Canadian securities law requirements in connection with the Share Exchanges.

On May 7, 2024, Ciscom formally alerted the OSC that Ciscom remained concerned about the accuracy of DLT's asserted share ownership. Ciscom advised the OSC that despite DLT's May 3, 2024 release stating that it no longer owned or exercised control or direction over any Common Shares of Ciscom, Ciscom's records indicated that DLT did in fact continue to hold some Ciscom shares, and that additional shares were transferred to DLT on the date of the press release. In the same communication to the OSC, Ciscom reiterated its concerns that DLT's and its management SEDI filings regarding their Ciscom ownership were incorrect.

FOCUSED ON A SOLID BUSINESS DEVELOPMENT

"Ciscom continues to move forward," Gaynor continued. "We are focused on our corporate mandate and are concentrating on our core business of successfully investing, acquiring, and managing companies in the ICT sector."

On May 10, Ciscom published [strong 2024 first quarter results](#) showing continued business growth in spite of a challenging retail market. Recently filed Q1 2024 financial statements [can be found here](#) and Management Discussions & Analysis [can be found here](#).

Ciscom has also [this month added bench strength](#) to its Board of Directors with the addition of Stephen Lautens and Angel Valov, two industry leading professionals.

Please also refer to the interview given by Michel Pepin, President & CFO which [can be found here](#).

"We are delighted to add Angel Valov and Stephen Lautens to our board," said Paul Gaynor. "Both Stephen and Angel add strength, knowledge and valuable experience to Ciscom through their extensive history 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 companies." Mr. Gaynor continued that "with these additions, as well as Tracy Weslosky earlier this year, I feel the board has the talent, knowledge, expertise and energy to really move the company ahead,"

Ciscom remains laser focused on building the business through sensible acquisitions. We are concentrating on the ICT and MarTech sectors. Potential target acquisition companies must meet specific guidelines and criteria that will ensure Ciscom makes only prudent and profitable purchases. This process requires time and proper due diligence review. Only qualified acquisitions will proceed.

Ciscom remains vigilant to ensure that shareholders' rights are protected while building a strong, performing business while respecting governance and ethics. Ciscom is also committed to providing accurate, updated and transparent information to its shareholders regarding the holdings in the Company.

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

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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. 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.

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