

**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

October 18, 2024

Item 3 News Release

The press release attached as Schedule "A" was released on October 18, 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 & Chief Executive Officer
mpepin@ciscomcorp.com

Item 9 Date of Report

October 18, 2024

Schedule "A"

Ciscom Corp. Appoints Chief Executive Officer and Chief Financial Officer

Toronto, ON, October 18, 2024 – Ciscom Corp. (CSE: CISC) (OTCQB: CISCF) ("Ciscom" or "the Company"), a company dedicated to investing in, acquiring, and managing businesses within the Information and Communication Technology ("ICT") sectors, and specializing in the AdTech and MarTech arena, is pleased to announce that it has appointed Michel Pepin as President and Chief Executive Officer, and has named Frank Linhart as Chief Financial Officer.

"The promotions are well deserved," commented Paul Gaynor, Chair of Ciscom. "The Board is extremely pleased with the appointment as they continue to pave the way for Ciscom's next growth phase, and enhanced shareholder value."

Mr. Pepin has been part of Ciscom since its inception 4 years ago, having previously served as Ciscom President & CFO. He has been the key person building the business from the ground up to its current prominence in the AdTech/MarTech M&A sector. As President & CEO, Mr. Pepin's will be able to focus on the Company's M&A mandate and on maximizing shareholder value.

Mr. Linhart joined Prospect Media Group ("PMG"), a wholly owned subsidiary of Ciscom in 2016. He will remain Vice President Finance and Administration of PMG in addition to his new responsibilities as CFO of the Company. The appointment will ensure the continuity of financial operations.

"Michel has guided and built the business with sure hands since day one," said Ciscom Chair Paul Gaynor. "He has been and continues to be the public face of the Company. Michel brings a unique combination of business acumen to Ciscom, covering all facets of the Company's business. Frank has been one of the foundation pillars at PMG over the last eight years bringing his business and financial expertise to the organization, improving operations and financial results. With Michel and Frank working hand in hand, we have an exceptional management team to deliver on the Company's mandate."

As part of Messrs. Pepin and Linhart new employment agreements, the Company has issued a total of 675,000 options to purchase common shares in the capital of the Company (each, an "Option"). The Options were issued pursuant to the Company's stock option plan, vested immediately, and are exercisable at a price of \$0.10 per common share for a period of five years. The Company's stock option plan is available in full on SEDAR+.

Board Resignation:

The Company is also announcing that Tracy Hughes has resigned from the Board of Directors in order to focus on the new expansion of her business, InvestorNews.com. The Company is thankful for Mrs. Hughes's key contributions and wishes her the best of successes.

About Ciscom Corp.

Ciscom actively invests in, acquires, and manages market leading companies within the Information and Communication Technology ("ICT") sector, and specializing in the AdTech and MarTech arena, 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 CiscomCorp.com

For more information, contact:

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Cautionary Statement

This news release contains certain statements that constitute forward-looking statements as they relate to Ciscocom 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 any anticipated investing in or acquisition of additional companies in the ICT sector, the anticipated development or trend of the capital markets and the size of corporate entities such markets may favour, any expected opportunities which may become available to Ciscocom and the ability or choice of Ciscocom to avail itself thereof, any expected competitive advantage which Ciscocom may have, any expected increase of or change in shareholder value, any expected growth in Ciscocom's assets or value, whether by acquisition or other means, any expected continuance of Ciscocom's relations with its banking and other business partners and any expected maintenance of the quality thereof, the quality and continuance of Ciscocom's financial management and governance standards, any expected continuity in financial operations, any continuance of the CEO or CFO in their respective offices, any expected quality or results of the Company's officer appointments, any expected accomplishment of the Company's mandate, including expectations of operational excellence, expectations of optimized advertising spend, high returns on investments for customers and high levels of customer engagement, future expectations of growth and profits, any ranking of Ciscocom relative to comparable companies and competitors, 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 and willingness of the Company's officers to fulfill the duties of their offices and to deliver on the Company's mandate; dependence on key personnel and the ability of the Company's officers to depart from the Company; 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, interest rate and debt market volatility; changing capital market valuations; the ability of the Company to continue as a going concern; 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; 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 Ciscocom'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 Ciscocom's profile at www.sedarplus.ca. Ciscocom has also assumed that no significant events occur outside of Ciscocom's normal course of business.

Ciscocom cautions that the foregoing list of factors is not exhaustive. In addition, although Ciscocom 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 Ciscocom's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Ciscocom 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 Ciscocom 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. Ciscocom does not undertake to update this information at any particular time except as required in accordance with applicable laws.