

**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

December 23, 2024

Item 3 News Release

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

Item 9 Date of Report

December 23, 2024

Schedule "A"

Ciscom Corp. Announces Closing of Non-Brokered Private Placement

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Toronto, ON, December 23, 2024 – Ciscom Corp. (CSE: CISC) (OTCQB: CISC) (“**Ciscom**” or “the **Company**”), which actively invests in, acquires, and manages companies in the Information and Communication Technology (“ICT”) sector with a specialty in AdTech and MarTech, is pleased to announce that it has closed its non-brokered private placement, announced on November 12, 2024, for aggregate gross proceeds to the Company of \$453,500 (the “**Offering**”).

“We are pleased to have raised the funds which will increase shareholders’ equity in the Company,” said Michel Pepin, President and CEO of Ciscom, “While we closed the placement with additional room available, we are paving the way towards growing Ciscom in 2025 and beyond. We wish to thank all subscribers/investors/shareholders for their support.”

The Offering comprised the issuance of 5,668,750 units of the Company (the “**Units**”) at a price of \$0.08 per Unit. Each Unit consists of one common share in the capital of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant shall entitle the holder to acquire one Share at a price of \$0.15 per Share for a period of 2 years from the issuance date thereof.

The net proceeds raised from the sale of the Units will be used to fund the Company’s merger and acquisition activity and to repay a portion of the Company’s outstanding convertible debenture. Save for the convertible debenture, none of the proceeds of the financing shall be payable to non-arm’s length parties.

Each of a subscription by Mr. Paul Gaynor, Chair of the Board of Directors of the Company, for 3,375,000 Units, subscriptions by Mr. David Mathews, President of a subsidiary of the Company, and his spouse, Nashly Mathews, for an aggregate of 937,500 Units, a subscription by Michel Pepin, President and Chief Executive Officer of the Company, for 937,500 Units, and a subscription by Angel Valov, a Director of the Company, for 100,000 Units (originally proposed to be 125,000 Units) constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). In respect of such related party participation in the Offering, the Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) thereof, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company’s market capitalization (as determined under MI 61-101).

All securities issued pursuant to the Offering will be subject to a four-month and one day hold period in accordance with applicable securities laws. In addition, certain members of the Company’s directors and management who participated in the Offering have voluntarily assumed additional restrictions on the Warrants issued to them and provided undertakings to the Company in relation to the same and to other convertible securities, including to the effect that no such Warrant may be exercised if its exercise would result in its holder becoming a “Acquiring Person” under the Company’s shareholder rights plan. Please see the Company’s press release dated March 4, 2024 and management information circular dated July 2, 2024, for more information concerning the shareholder rights plan.

The Units have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities of the Company in the United States, nor shall there be any sale of such securities in any State in which such offer,

solicitation or sale would be unlawful.

About Ciscom Corp.

Ciscom actively invests in, acquires, and manages market leading companies within the Information and Communication Technology (“ICT”) sector with a specialty in AdTech/MarTech, 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](https://www.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 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 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 Ciscom and the ability or choice of Ciscom to avail itself thereof, any expected competitive advantage which Ciscom may have, any expected increase of or change in shareholder value, any expected continuance of Ciscom’s relations with its banking and other business partners and any expected maintenance of the quality thereof, the quality and continuance of Ciscom’s financial management and governance standards, the standard of, and any effect of additional acquisitions on, Ciscom and its subsidiaries’ service offerings, 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 Ciscom relative to comparable companies and competitors, the Company’s expected use of proceeds from the Offering, 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; any change in the Company’s business or in market conditions which could cause the Company to alter its planned use of proceeds from the Offering; 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 of pursued business opportunities into tangible benefits for 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; 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; maintenance of the Company’s 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; 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 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.