

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Integrated Cyber Solution Inc. (the “**Company**”)
1 Stiles Rd
Salem, NH 03079
United States of America

Item 2. Date of Material Change

October 5, 2023 and October 6, 2023

Item 3. News Release

News Release dated October 6, 2023 was disseminated through Canada Stockwatch and Market News.

Item 4. Summary of Material Change

The Company announced that it completed its initial public offering of 5,000,000 units of the Company (each, a “**Unit**”) at a price of \$0.25 per Unit (the “**Offering Price**”) for aggregate gross proceeds of \$1,250,000 (the “**Offering**”) and the anticipated commencement of trading of the Company’s common shares on the Canadian Securities Exchange (the “**CSE**”) under the trading symbol “ICS” on October 10, 2023.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Each Unit consists of one common share in the capital of the Company (each, a “**Common Share**”) and one Common Share purchase warrant of the Company (each, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire, subject to the possibility of adjustment in accordance with the terms of the warrant indenture between the Company and Odyssey Trust Company dated October 6, 2023 (the “**Warrant Indenture**”), one Common Share at an exercise price of \$0.50 per Warrant at any time prior to 4:30 p.m. (Vancouver time) on October 6, 2025, being the date that is 24 months following the date of issue.

Leede Jones Gable Inc. (the “**Agent**”) acted as agent to the Company in connection with the Offering. In consideration for its services, the Agent received a corporate finance fee of \$50,000 (plus GST) and a cash commission equal to 7% of the gross proceeds raised pursuant to the Offering, being \$87,500. As additional consideration, the Agent was also granted 350,000 non-transferrable agent’s warrants (“**Agent’s Warrants**”) entitling the Agent to purchase 350,000 units (“**Agent’s Units**”) at the Offering Price. Each Agent’s Unit is comprised of one Common Share (each, an “**Agent’s Unit Share**”) and one Common Share purchase warrant (each, an “**Agent’s Unit Warrant**”) entitling the Agent to purchase one Common Share at an exercise price of \$0.50 per Common Share at any time prior to 4:30 p.m. (Vancouver time) on October 6, 2023, being the date that is 24 months following the date of issue.

In addition to the foregoing, the Company is pleased to announce that the Common Shares have been listed for trading on the Canadian Securities Exchange (the “**Exchange**”) effective October 5, 2023, and the Common Shares are expected to begin trading on October 10, 2023, under the trading symbol “ICS”.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Alan Guibord, Chief Executive Officer and Director

Telephone: 447-484-6792

Item 9. Date of Report

October 10, 2023.