

**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

March 4, 2024

Item 3 News Release

The press release attached as Schedule "A" was released on March 4, 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

March 4, 2024

Schedule "A"

Ciscom Corp. Approves Shareholder Rights Plan

Toronto, Ontario - (March 4, 2024) - Ciscom Corp. (CSE: CISC) (OTCQB: CISCF) ("Ciscom" or "the Company") is pleased to announce that it has established a shareholder rights plan (the "**Plan**") effective today. The Plan is a standard corporate governance item for companies like Ciscom, and is designed to ensure that all Ciscom shareholders are treated fairly in connection with any take-over bid and to protect against "creeping bids", which involve the accumulation of more than 25%, on an aggregate basis, of Ciscom's common shares (the "**Common Shares**") through purchases exempt from applicable take over-bid rules.

Pursuant to the Plan, ten rights have been issued and attached to each Common Share issued and outstanding. Ten rights will also automatically attach to each Common Share issued hereafter. Subject to the terms of the Plan and to certain exceptions provided therein, the rights will become exercisable in the event that any person, together with joint actors, attempts to acquire or announces its intention to acquire 25% or more of the Company's outstanding Common Shares without complying with the "Permitted Bid" provisions of the Plan or in circumstances where the application of the Plan is not waived in accordance with its terms (the "**Triggering Event**"). After the Triggering Event, holders of the rights (other than the bidder and its related parties) will be permitted to exercise their rights to purchase additional Common Shares for \$0.00001 per share which is expected to be satisfied through the payment of a dividend to each shareholder at the time of the Triggering Event.

The Plan is effective immediately, and will be presented for ratification by the shareholders within six months of the effective date. The Board intends to recommend the ratification of the Rights Plan for approval by its shareholders at the Company's next annual meeting of shareholders, which is expected to be held prior to September 1, 2024. If the Plan is not ratified by the Company's shareholders at the annual meeting of shareholders, the Plan and all rights issued thereunder will terminate and cease to be effective at that time. A complete copy of the Rights Plan will be available under the Company's profile at www.sedarplus.com.

About Ciscom

Ciscom Corp. is a Canadian company investing, acquiring, and managing companies in the Information and Communication Technology (ICT) sector. Potential acquisition targets are entrepreneurs seeking equity, transition, or that do not have a defined succession plan. Target companies are generally substantial Small and Medium size Enterprises ("SMEs") and have a proven track record/history of profitability.

With this approach Ciscom enables owners/founders to crystalize their equity, while remaining active in the business. Consequently, acquisitions are immediately accretive to shareholders' value. For more information, please visit www.ciscomcorp.com

CONTACT INFORMATION

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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 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: failure to ratify the Plan in a timely fashion or at all; the inability to grant a dividend in connection with the Triggering Event under the Plan in a timely fashion or at all; expected outcomes of the implementation of the Plan; 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 business; 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.