

SOLICITATION BY AND ON BEHALF OF
**HUMMINGBIRD CAPITAL INC., CHEN XI LIAO AND ANDREW DARBYSON, AS CONCERNED
SHAREHOLDERS OF CISCOM CORP.**

FOR THE PROXIES OF THE HOLDERS OF COMMON SHARES OF
CISCOM CORP.

**AT THE ANNUAL GENERAL AND SPECIAL MEETING
OF CISCOM CORP. TO BE HELD ON FEBRUARY 8, 2024**

This information circular, prepared by HummingBird Capital Inc., Chen Xi Liao and Andrew Darbyson (collectively, the “**Concerned Shareholders**”), solicit your **BLUE** proxy for a change in the board of directors (the “**Board**”) of Ciscom Corp. (“**Ciscom**” or the “**Company**”) at the Company’s annual general and special meeting of holders (“**Shareholders**”) of common shares in the capital of the Company (“**Common Shares**”) to be held at the offices of the Company’s solicitors, Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 at 9:00 a.m. (Toronto time) on Thursday, February 8, 2024, and at any and all adjournments or postponements of such meeting (the “**Meeting**”).

THE CONCERNED SHAREHOLDERS RECOMMEND

- **Vote “FOR” the election of four (4) Concerned Shareholders’ Nominees, being Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman, and “FOR” the election of the two Management Nominees, David Mathews and Shaun Power.**
- **Vote “FOR” the appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.**
- **Vote “FOR” setting the size of the Board at six (6) and electing the directors of the Company for the ensuing year.**
- **Vote “AGAINST” the ordinary resolution confirming the repeal of the previously adopted by-laws and adoption of By-Law No. 1, in accordance with best corporate practices and as more fully described in the Management Circular.**
- **Vote “FOR” the ordinary resolution to approve the Company’s amended and restated stock option plan, the full text of which is set out in Schedule “B” to the Management Circular.**
- **Vote “FOR” the special resolution empowering the directors of the Company to determine the number of directors of the Company from time to time, and authorizing the Board to increase the size of the Board by up to one-third without holding a shareholder meeting, within the limits prescribed under the Articles of the Company.**

USE ONLY THE BLUE PROXY OR BLUE VOTING INSTRUCTION FORM TO VOTE YOUR COMMON SHARES. DO NOT USE THE WHITE MANAGEMENT PROXY OR VOTING INSTRUCTION FORM.

January 19, 2024

LETTER TO SHAREHOLDERS

January 19, 2024

Dear Fellow Shareholder:

As concerned shareholders of Ciscom Corp. (“**Ciscom**” or the “**Company**”), we are soliciting forms of proxy to replace the board of directors of Ciscom Corp. (“**Ciscom**”) at the annual general and special meeting of shareholders (each, a “**Shareholder**”) of Ciscom scheduled to be held on February 8, 2024 at the offices of the Company’s solicitors, Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 at 9:00 a.m. (Toronto time). We ask for your support in this regard.

We are a group of concerned Shareholders (collectively, the “**Concerned Shareholders**”) who truly believe in Ciscom’s potential. However, we believe that your investment is being poorly managed, and that urgent action is needed to preserve Shareholder value and to rebuild the Company. The Concerned Shareholders’ primary areas of concern with the current state of Ciscom and its board of directors (the “**Board**”) include:

- Failure to Address Loss in Shareholder Value. Ciscom’s shares are trading over 70% lower than the initial listing price, having dropped in value from \$0.85 per share on June 30, 2023 to below \$0.19 per share as of the date of this letter, and management has done little to alter this course. The incumbent Board has presided over this incredible erosion in value and there is simply no credible plan in place to reverse course, which, in the opinion of the Concerned Shareholders, shows that the stock price is of little to no importance to management.
- Denial of Shareholder Input. The Board has repeatedly denied Shareholders from having a voice on the direction of Ciscom by its repeated failure to call a timely Shareholders meeting and to consider the valuable input and recommendations of its Shareholders. The Meeting will constitute Ciscom’s first annual general meeting since its incorporation in 2020 (well beyond the statutory deadline for the convening of such a meeting). It was only after facing significant pressure from Shareholders, including via written correspondence from the Concerned Shareholders, that the Board called the Meeting.
- Lack of Public Company Governance Experience. Management of the Company have little or no experience running public companies. This lack of experience has been on full display during the tenure of the current management team, as is evidenced by management’s failure to take action in response to the sharp decline in shareholder value. **Certain members of the current Board appear consistently to prioritize their own interests over the fiduciary duty to Shareholders and in fact exhibit contempt for Shareholders by not consistently acting in the Shareholders’ best interests.**
- Mismanagement of Funds. Ciscom has incurred exorbitant professional fees for accounting and legal services. In the last two fiscal years combined, the Company will have paid nearly \$1 million in professional fees, which is well beyond what many public companies will pay for such services in a comparable period, further indicating an inability to govern the Company correctly.
- Retaliatory Actions. Instead of dealing with the issues plaguing the Company, management has taken retaliatory action against its former Chief Executive Officer, Drew Reid, who spoke out against the Board as it continued to ignore the falling share price and failed to act against improper and potentially illegal conduct by management. Instead of listening to Mr. Reid and the concerns he raised, the Board decided to retaliate by removing Mr. Reid from his role as Chief Executive Officer. Mr. Reid has proceeded to file a statement of claim against the Company for wrongful dismissal.

- Stock Shorts and Dilutive Transactions. The Common Shares have been excessively and heavily shorted by brokers after aggressive selling (including by holders of Common Shares acquired at nominal cost) that occurred immediately following Ciscom's public listing. The shorting algorithms have, as a result, been heavily shorting the Common Shares ever since such heavy selling commenced, thereby inhibiting the share price from breaking current levels, and the Board has failed to address this. In addition, the Board recently announced in a press release that Ciscom is in discussions with respect to an acquisition, though when questioned on this by the Concerned Shareholders, no information was provided to substantiate this potential transaction. Given the low share price and minimal daily trading volume, an acquisition involving the issuance of Common Shares would represent a serious dilution to all Shareholders.
- Lack of Disclosure. The Board has rejected concerns presented to it and to the Company's insurer, on the Board's lack of disclosure of known impending legal action by Shareholders and Mr. Reid against the Company.

The Concerned Shareholders believe the status quo is unsustainable and that a change of leadership is necessary for Ciscom to realize its true potential. In this regard, the Concerned Shareholders believe it is in the Company's best interest to replace the Board (other than Messrs. Power and Mathews) and have recruited four outstanding candidates to do so: Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman (together, the "**Concerned Shareholders' Nominees**"). Each of these individuals has exceptional business experience, with backgrounds in digital marketing, finance, accounting and public markets and capital formation. All of the Concerned Shareholders' Nominees are independent of the Company and are qualified to serve on the audit committee of the Board, due to their financial literacy. The Concerned Shareholders believe strongly that each of these individuals has the requisite experience, expertise, perspective and motivation to maximize Ciscom's true potential value.

Further details concerning the Concerned Shareholders' Nominees are contained in the enclosed information circular.

At the Meeting, Shareholders will have an opportunity to determine Ciscom's future by voting for change.

As noted in our press release dated November 28, 2023, there were numerous requests from frustrated Shareholders, followed by a formal letter from the Concerned Shareholders sent to the Board on November 23, 2023, expressing serious concern about the state of Ciscom, including the Board's failure to call a Shareholder meeting since its incorporation in 2020. The letter offered solutions to help bring Shareholder confidence back. It was only after being pressured that the Board finally, a day later, called the Meeting. Since receiving our letters and calling the Meeting, the Board has made no formal attempt to negotiate in good faith with the Concerned Shareholders, showing that it does not take the concerns of its Shareholders seriously. The time has come to provide the Company with the direction and leadership it requires through a new Shareholder-focused board. With your help, the Concerned Shareholders will achieve a result at the Meeting that will serve the interests of all Shareholders.

Yours truly,

The Concerned Shareholders of Ciscom

FORWARD-LOOKING STATEMENTS AND INFORMATION

Information included, attached to or incorporated by reference into this Circular may contain forward-looking statements. All statements, other than statements of historical fact, included or incorporated by reference in this Circular are forward-looking statements, including, without limitation, statements regarding activities, events or developments that the Concerned Shareholders expect or anticipate may occur in the future. These forward-looking statements can be identified by the use of forward-looking words such as “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe” or “continue” or similar words or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. We caution readers of this Circular not to place undue reliance on forward looking statements contained in this Circular, which are not a guarantee of performance and are subject to a number of uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include general economic and market conditions, changes in law, actions of competitors, and the ability to implement business strategies and pursue business opportunities. Shareholders are cautioned that all forward-looking statements involve risks and uncertainties, including those risks and uncertainties detailed in Ciscom’s filings with applicable Canadian securities regulators, copies of which are available at www.sedarplus.ca. We urge you to carefully consider those factors.

The forward-looking statements contained in this Circular are expressly qualified in their entirety by this cautionary statement. The Concerned Shareholders do not assume responsibility for the accuracy or completeness of the forward-looking statements. The forward-looking statements included in this Circular are made as of the date of this Circular and the Concerned Shareholders undertake no obligation to publicly update or revise such forward-looking statements to reflect new information, subsequent events or otherwise, except as required by applicable law.

INFORMATION CIRCULAR

This information circular (this “**Circular**”) and the accompanying **BLUE** form of proxy and/or **BLUE** voting instruction form (“**VIF**”) is being furnished to you in connection with the solicitation, by and on behalf of Hummingbird Capital Inc., Chen Xi Liao and Andrew Darbyson (collectively, the “**Concerned Shareholders**”, “**we**” or “**our**”), for your proxy to be used at the annual general and special meeting of shareholders (each, a “**Shareholder**”) of Ciscom Corp. (“**Ciscom**” or, the “**Company**”) to be held at the offices of the Company’s solicitors, Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 at 9:00 a.m. (Toronto time) on Thursday, February 8, 2024, and at any adjournment or postponement thereof (the “**Meeting**”). The information contained in this Circular is given as of the date of December 29, 2023, except where otherwise noted.

This solicitation is made on behalf of the Concerned Shareholders. This solicitation is NOT made by or on behalf of management of the Company.

The Concerned Shareholders are soliciting your proxies for use at the Meeting for the election of the following four nominees (the “**Concerned Shareholders’ Nominees**”) as directors of Ciscom: Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman. The Concerned Shareholders are also soliciting your proxies for use at the Meeting for the election of two Management Nominees (as defined below): Shaun Power and David Mathews.

You were sent a management circular dated December 29, 2023 (the “Management Circular”) and a white management form of proxy or VIF (together, the “Management Proxy”) from management of Ciscom soliciting proxies in connection with the Meeting. According to the Management Circular, management of Ciscom is proposing seven (7) nominees (the “Management Nominees”) for election to the board of directors of the Company (the “Board”).

Shareholders can only use one form of proxy or VIF to vote their Common Shares. If you support our proposals, the Concerned Shareholders urge you to **IGNORE** the white Management Proxy and use the **BLUE** form of proxy or the **BLUE** VIF enclosed with this Circular **ONLY**. Do **NOT** vote using the white Management Proxy. Shareholders will be able to vote in respect of all matters on the **BLUE** form of proxy or the **BLUE** VIF. If you complete a white Management Proxy, you have the right to change your vote. To do so, simply sign, date and return the **BLUE** proxy form. A later-dated **BLUE** proxy form supersedes a previously completed white Management Proxy. Beneficial Shareholders (defined herein) may revoke a form of proxy given to an Intermediary (as defined below) at any time by written notice to the Intermediary, except that an Intermediary may not act on a revocation of a proxy authorization form that is not received by the Intermediary in sufficient time prior to the Meeting. A revocation of a proxy does not affect any matter on which a vote has been taken prior to such revocation. See "General Proxy Information" below for further information.

Recommendation to Shareholders

THE CONCERNED SHAREHOLDERS RECOMMEND

- **Vote "FOR" the election of four (4) Concerned Shareholders' Nominees, Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman, and "FOR" the election of the two Management Nominees, David Mathews and Shaun Power.**
- **Vote "FOR" the appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.**
- **Vote "FOR" setting the size of the Board at six (6) and electing the directors of the Company for the ensuing year.**
- **Vote "AGAINST" the ordinary resolution confirming the repeal of the previously adopted by-laws and adoption of By-Law No. 1, in accordance with best corporate practices and as more fully described in the Management Circular.**
- **Vote "FOR" the ordinary resolution to approve the Company's amended and restated stock option plan, the full text of which is set out in Schedule "B" to the Management Circular.**
- **Vote "FOR" the special resolution empowering the directors of the Company to determine the number of directors of the Company from time to time, and authorizing the Board to increase the size of the Board by up to one-third without holding a shareholder meeting, within the limits prescribed under the Articles of the Company.**

USE ONLY THE BLUE PROXY OR BLUE VIF TO VOTE YOUR COMMON SHARES. DO NOT USE THE WHITE MANAGEMENT PROXY.

If you agree that a change to the current Board is necessary and that the Concerned Shareholders' Nominees will better serve your interests as a Shareholder, please sign, date and deposit the enclosed **BLUE** proxy form or **BLUE** VIF. Please follow the instructions under the heading "General Proxy Information" in this Circular with respect to depositing a proxy.

IF YOU DEPOSIT A WHITE MANAGEMENT PROXY OR GIVE VOTING INSTRUCTIONS IN SUPPORT OF ANY MANAGEMENT NOMINEES, YOU MAY CHANGE YOUR VOTE, OPPOSE MANAGEMENT AND SUPPORT THE CONCERNED SHAREHOLDERS' NOMINEES BY COMPLETING AND SUBMITTING A BLUE PROXY OR GIVING VOTING INSTRUCTIONS IN ACCORDANCE WITH THE BLUE PROXY OR BLUE VIF. A BLUE PROXY VOTED LATER THAN

ANY PREVIOUSLY SUBMITTED WHITE MANAGEMENT PROXY OR VOTING INSTRUCTIONS WILL AUTOMATICALLY REVOKE ANY PRIOR PROXY OR VOTING INSTRUCTIONS GIVEN. IF SHAREHOLDERS COMPLETE BOTH THE BLUE PROXY AND THE WHITE MANAGEMENT PROXY, THE LATER-DATED FORM OF PROXY WILL BE USED TO VOTE ANY COMMON SHARES REPRESENTED BY THE PROXY AT THE MEETING. ANY VOTES CAST ON AN EARLIER-DATED FORM OF PROXY WILL NOT BE COUNTED. SEE “GENERAL PROXY INFORMATION” BELOW FOR FURTHER INFORMATION ON VOTING BY PROXY.

Unless otherwise noted, the information concerning Ciscom contained in this Circular has been taken from, or is based upon, publicly available documents or records on file with securities regulatory authorities in Canada and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any statement contained therein is untrue or incomplete, the Concerned Shareholders do not assume responsibility for the accuracy or completeness of such information or for any failure by Ciscom to disclose material information which may affect the significance or accuracy of such information.

Based on publicly available information, the head and registered office of Ciscom is located at 20 Bay Street, Suite 1110, Toronto, Ontario, M5J 2N8.

A copy of this Circular may be obtained, on request and without charge, from Cassels Brock & Blackwell LLP, by contacting Omar Soliman at 416-860-5210, or by email at osoliman@cassels.com or Tyler Fidler at 403-351-2931, or by email at tfidler@cassels.com, or under Ciscom’s issuer profile on SEDAR+ at www.sedarplus.ca.

REASONS FOR THIS SOLICITATION OF PROXIES

The purpose of this solicitation of proxies by and on behalf of the Concerned Shareholders is to elect the Concerned Shareholders’ Nominees, along with the two Management Nominees, Shaun Power and David Mathews, to constitute the Board of the Company (the “**Concerned Shareholders’ Board**”). The Concerned Shareholders believe that Ciscom’s current management and members of the current Board lack the requisite skills and respect for good corporate governance necessary to enhance Shareholder value and have embarked and will continue upon a path with significant risk, which will result in the continued poor performance of Ciscom’s share price and its continued failure to fulfill its potential. The Concerned Shareholders’ Board, if elected, consists of six proven professionals with successful track records that are indicative of the talent and experience required to provide the needed oversight of the Company, along with one of the most comparatively independent incumbent directors of Ciscom that is not a current or former executive officer of the Company.

Below are some of the reasons that the Concerned Shareholders are concerned about the current Board and current management of the Company and believe that the Concerned Shareholders’ Board will better serve the Company.

The Concerned Shareholders are taking urgently needed action to preserve Shareholder value and rebuild the Company

Failure to Address Loss in Shareholder Value

Ciscom’s shares are trading over 70% lower than the initial listing price, having dropped in value from \$0.85 per share on June 30, 2023 to below \$0.19 per share as of the date of this Circular, and management has done little to alter this course. The incumbent Board has presided over this incredible erosion in value and there is simply no credible plan in place to reverse course, which, in the opinion of the Concerned Shareholders, shows that the stock price is of little to no importance to management.

Denial of Shareholder Input

The Board has repeatedly denied Shareholders from having a voice on the direction of Ciscom by its repeated failure to call a timely Shareholders meeting. The Meeting will constitute Ciscom's first annual general meeting since its incorporation in 2020. It was only after facing significant pressure from Shareholders, including the Concerned Shareholders, that the Board called the Meeting.

Lack of Public Company Governance Experience

Management of the Company have little or no experience running public companies. This lack of experience has been on full display during the tenure of the current management team, as is evidenced by management's failure to take action in response to the sharp decline in Shareholder value. **Certain members of the current Board appear to prioritize their own interests over the fiduciary duty to Shareholders, and in fact have contempt for the Shareholders, by not consistently acting in the Shareholders' best interests.**

Mismanagement of Funds

Ciscom has incurred exorbitant professional fees for accounting and legal services. In the last two fiscal years combined, the Company will have paid nearly \$1 million in professional fees, which is far and above what many public companies will pay for such services in a comparable period, further indicating an inability to govern the Company correctly.

Retaliatory Actions

Instead of dealing with the issues plaguing the Company, management has taken retaliatory action against its former Chief Executive Officer, Drew Reid, who spoke out against the Board as it continued to ignore the falling share price and failed to act against improper and potentially illegal conduct by management. Instead of listening to Mr. Reid and the concerns he raised, the Board decided to retaliate by removing Mr. Reid from his role as Chief Executive Officer. Mr. Reid has since proceeded to file a statement of claim against the Company for wrongful dismissal.

Stock Shorts and Dilutive Transactions

The Common Shares have been excessively and heavily shorted by brokers after aggressive selling (including by holders of Common Shares acquired at nominal cost) that occurred immediately following Ciscom's public listing. The shorting algorithms have, as a result, been heavily shorting the Common Shares ever since such heavy selling commenced, thereby inhibiting the share price from breaking current levels, and the Board has failed to address this. In addition, the Board recently announced in a press release that Ciscom is in discussions with respect to an acquisition, though when questioned on this by the Concerned Shareholders, no information was provided to substantiate this potential transaction. Given the low share price and minimal daily trading volume, an acquisition involving the issuance of Common Shares would represent a serious dilution to all Shareholders.

Lack of Disclosure

The Board has rejected concerns presented to it and to the Company's insurer, on the Board's lack of disclosure of known impending legal action by Shareholders and Mr. Reid against the Company.

The Company's Future

It is the Concerned Shareholders' view that **it is clearly time for change**. The Concerned Shareholders believe that the current Board as a whole has demonstrated a failure to adequately consider the interests of Ciscom and its Shareholders when making its decisions. The Concerned Shareholders' Nominees offer Shareholders an opportunity for positive change.

The Concerned Shareholders' Nominees, together with Shaun Power and David Mathews, have the broad range of experience and expertise to provide the necessary new leadership for Ciscom. As a result, we believe these individuals have the motivation to maximize Ciscom's true potential, will be catalysts in correcting Ciscom's current course and will be in a position to create value for all Shareholders.

MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

The Concerned Shareholders propose to replace all of the members of the Board, other than Messrs. Power and Mathews. Shareholders will be asked at the Meeting to elect the Concerned Shareholders' Nominees as directors of the Company to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed. The Concerned Shareholders' Nominees are Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman.

The Concerned Shareholders recommend that you vote "FOR" the election of the four (4) Concerned Shareholders' Nominees, being Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman, and "FOR" the election of the two (2) Management Nominees, Shaun Power and David Mathews, as directors of the Board. See the Management Circular for information regarding these two Management Nominees.

The white Management Proxy proposes seven (7) Management Nominees for election to the Board. Alternatively, the **BLUE** proxy form and **BLUE** VIF propose six (6) nominees consisting of the Concerned Shareholders' Nominees and the two Management Nominees, Shaun Power and David Mathews, for election to the Board. The nominees that receive the most "FOR" votes at the Meeting will comprise the Board of Ciscom. Shareholders can only use one proxy form or VIF to vote their Common Shares. If you support our proposals, the Concerned Shareholders urge you to **IGNORE** any white Management Proxy and use the **BLUE** proxy form or the **BLUE** VIF enclosed with this Circular **ONLY**. Do **NOT** vote using the white Management Proxy. If Shareholders complete both the **BLUE** proxy and the white Management Proxy, a later-dated form of proxy supersedes a previously completed **form of proxy. Any votes cast on an earlier-dated form of proxy will not be counted.**

Current Board of Directors

To the knowledge of the Concerned Shareholders, the current Board is comprised of the following seven individuals: Paul Gaynor, Michel Pepin, Eric Klein, Shaun Power, David Mathews, Josh Howard and Julia Robinson. Each such director currently holds office until the Meeting or until a successor is elected or appointed.

Information regarding the current Board members' location of residence, term of office, Board committee membership(s), present principal occupation, business or employment, positions held at the Company or any of its subsidiaries and securities of the Company or its subsidiaries beneficially held is not within the knowledge of the Concerned Shareholders, as the Concerned Shareholders only have access to public information regarding Ciscom. For this information, please refer to the Management Circular and other continuous disclosure filed by the Company on SEDAR+ at www.sedarplus.ca.

Concerned Shareholders' Nominees

The Concerned Shareholders propose to nominate the four highly qualified and experienced individuals set out below for election to the Board at the Meeting, four of which would be new and independent directors. The following table sets out, in respect of each Concerned Shareholders' Nominee, the individual's name, province or state and country of residence, age, the individual's present occupation and principal occupation over the previous five years, and the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by such individual:

Name, Province or State and Country of Residence, and Age of Nominee ⁽¹⁾	Present Principal Occupation and Occupation(s) for the Previous Five Years	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽³⁾
Gilles A. Trahan ⁽²⁾ <i>Nassau, Bahamas</i> Age: 52	President and Chief Executive Officer of HummingBird Capital Inc. since 2020; President of Maxm Securities Inc. since 2010	401,000 ⁽⁴⁾
Aldo Rotondi ⁽²⁾ <i>Ontario, Canada</i> Age: 60	Fund manager of Red Rock Fund, Corp. (2018 - Present); Public Markets Consultant at Airam Capital, Inc. (2001 - Present)	Nil
Lino A. Fera ⁽²⁾ <i>Ontario, Canada</i> Age: 66	Co-founder and a Director of Cribwolf Foundation since 2018; Chief Financial Officer of Rapid Dose Therapeutics (December 2017 - June 2019)	Nil
Charles Brofman ⁽²⁾ <i>Florida, USA</i> Age: 67	President of WEC International since January 2018; Founder and Executive Chairman of Cybersettle Holdings Inc. since March 1998	Nil

Notes:

- (1) The information concerning each of the Concerned Shareholders' Nominees in this table has been furnished by the respective Concerned Shareholders' Nominee.
- (2) These Concerned Shareholders' Nominees have not been and are not currently directors of the Company, nor have these Concerned Shareholders' Nominees held any other position or office with the Company or any of its affiliates in the past five years.
- (3) Reflects ownership as of the date hereof.
- (4) See "About the Concerned Shareholders – HummingBird Capital Inc." for further details.

Each of the Concerned Shareholders' Nominees has consented to being named as a nominee in this Circular. It is not contemplated that any of the Concerned Shareholders' Nominees will be unable to stand for election to the Board at the Meeting or to serve as a director if elected. However, if for any reason any of the Concerned Shareholders' Nominees do not stand for election to the Board at the Meeting or are unable to serve as such, proxies in favour of the Concerned Shareholders' Nominees will be voted for another nominee in the discretion of the person(s) named as proxyholder in the enclosed **BLUE** proxy form or **BLUE** VIF unless the Shareholder has specified in his/her proxy or VIF that his/her Common Shares are to be withheld from voting in the elections of the Concerned Shareholders' Nominees.

To the knowledge of the Concerned Shareholders, there are no arrangements or understandings between any of the Concerned Shareholders' Nominees and any other person or company pursuant to which the Concerned Shareholders' Nominees are to be elected. The Concerned Shareholders acknowledge that if the Concerned Shareholders' Nominees are elected or appointed to the Board, all of their activities and decisions as a director will be governed by applicable law and subject to the directors' fiduciary duties to the Company and the Shareholders, as applicable, and, as a result, there is, and can be, no agreement between the Concerned Shareholders' Nominees and the Concerned Shareholders that governs the decisions which the Concerned Shareholders' Nominees will make as directors of the Company.

If elected, each of the Concerned Shareholders' Nominees and other elected members of the Board will hold office until the close of the Company's next annual meeting of Shareholders or until a successor has been elected or appointed in accordance with the Company's articles and by-laws, unless his office is earlier vacated. If elected, the Concerned Shareholders' Nominees will be required to discharge their duties as directors of the Company consistent with all applicable legal requirements, including fiduciary obligations imposed on all corporate directors.

The Concerned Shareholders' Nominees are highly experienced and qualified business leaders from a broad range of sectors. Each of the Concerned Shareholders' Nominees is committed to using his own independent business judgment, gained over decades of business leadership, to create long-term value for all Shareholders.

Biographies for each of the Concerned Shareholders' Nominees

Gilles A. Trahan

Mr. Trahan is the Chairman, President & Chief Executive Officer of HummingBird Capital Inc. He brings extensive experience in public markets and capital formation. His experience has primarily evolved around investment banking practices but has also been involved in real estate as a developer of commercial properties beginning in 1991, and subsequently owned and operated hotel resorts in the Caribbean. Mr. Trahan has served as President and Chief Executive Officer of Lexton Fuller Corp, an investment Banking firm in Toronto, Canada where his responsibilities included the structuring of corporate financing, mergers, and acquisitions. In 1998 he co-founded Symphony Telecom, a Toronto based provider of voice and data services to clients throughout Canada and the United States. Over a 5-year period, ending in 2007, he had served in senior officer positions including President and CEO of Geneva Bancorp Inc., an international financial consulting and investment banking company. During his years at Geneva Bancorp, Mr. Trahan advised numerous private and public companies on strategic acquisitions and financing and assisted numerous client-companies in expanding their shareholder base.

For more information about Mr. Trahan and HummingBird Capital Inc., see "*About the Concerned Shareholders – HummingBird Capital Inc.*"

Lino A. Fera

Mr. Fera is an accredited Chartered Professional Accountant (CPA) and seasoned financial executive, with over 25 years of experience with start-ups and small to large organizations within the healthcare, marketing and services industry. He received his Bachelor of Commerce (Hons) from the University of Windsor and Bachelor of Arts (Hons) from the University of Toronto. Mr. Fera has been a director of Element Nutritional Sciences Inc. since December 22, 2020. Mr. Fera was previously the Chief Financial Officer for Rapid Dose Therapeutics Corp., from June 2017 to May of 2019.

Charles Brofman

Charles Brofman is a graduate of Brooklyn College of the City University of New York and Fordham Law School and is admitted to practice law in New York. He served as an Assistant District Attorney in Bronx County, New York from January 1982 to August 1986 whereupon he entered the private practice of law as a trial attorney. He was in private practice as a trial attorney from September 1986 through 1998 when he entered the business world. As an attorney he handled over 8000 cases ranging from complex civil litigations in State and Federal Courts to complex criminal cases in State and Federal Courts including cases in jurisdictions outside the State of New York. Mr. Brofman is the CEO and founder of Cybersettle Holdings Inc., where he developed a GenAI-powered financial negotiation and settlement platform that has been used to closed over \$350,000,000 in post settlement fundings for law firms. He also serves as President, CEO and owner of SJ Auto Trade LLC d/b/a WEC International and WEC International LLC, (www.wectrade.com), which is one of the largest export financiers of motor vehicles in the United States. Mr. Brofman also owns 50% of Global Motor Trade International LLC, which is in the motor vehicle export business based in the United States that trades throughout Asia, the European Union and the Middle East.

Aldo Rotondi

Mr. Rotondi has over 20 years' experience in the public markets, including developing the Super 8 Motel Chain in Canada from 1994 to 1999. He serves as Vice President of Development for CF Hospitality, where he has contributed to growing the franchise from 2 to 25 properties and successfully navigating a buyout by Westmont Hospitality. Mr. Rotondi then joined Royop Hospitality Corporation (TSX) and oversaw the expansion of the Super 8 franchise base from 25 to over 60 properties. In 2001, he founded Airam Capital, Inc., where he played a key role in developing companies across various sectors such as healthcare, mining, software development, and environmental initiatives. Notably, he founded Records Access Services Canada Inc. in 2013, leading to a successful buyout by Psireny Health in 2023. Currently, Mr. Rotondi continues to lead Airam Capital, Inc., and manages Red Rock Fund, Corp., an Ontario corporation specializing in private transactions of shares in US-based public companies.

Independence

Aldo Rotondi, Gilles Trahan, Charles Brofman and Lino Fera are “independent” of Ciscom within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Instrument 52-110 – *Audit Committees*. Further, all of the Concerned Shareholders' Nominees are “financially literate” and have the skills required in order to be members of the Audit Committee of Ciscom. Following the election of the Concerned Shareholders' Nominees, we expect that the resulting Board will be composed of a majority of independent directors.

The Management Circular indicates that Shaun Power is “independent” and that Dave Mathews is not “independent” within the meaning of NI 58-101. If Messrs. Power and Mathews were to be elected as directors in addition to the Concerned Shareholders' Nominees, we expect that the resulting Board will be composed of a majority of independent directors.

Cease Trade Orders and Bankruptcies

For the purposes of this section, “**order**” means (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Concerned Shareholders, no Concerned Shareholders' Nominee (or a personal holding company of such Concerned Shareholders' Nominees) is, or has been, within 10 years before the date of this Circular:

- (a) a director, chief executive officer or chief financial officer of any company (including Ciscom) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) a director or executive officer of any company (including Ciscom) that, while acting in that capacity, or within a year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders' Nominees have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Concerned Shareholders' Nominee.

Penalties and Sanctions

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders' Nominees have been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would be likely be considered important to a reasonable securityholder making a decision about whether to vote for any Concerned Shareholders' Nominee.

Number of Directors

The Management Circular provides that management of Ciscom proposes to present a resolution to the Shareholders to set the size of the Board at seven (7) and elect the directors of the Company for the ensuing year. Instead, the Concerned Shareholders propose to present a resolution to the Shareholders to set the size of the Board at six (6) and to elect the directors of the Company for the ensuing year. **Accordingly, the Concerned Shareholders recommend the Shareholders vote "FOR" the resolution setting the size of the Board at six (6) and electing the directors of the Company for the ensuing year, which is intended to be brought forth at the Meeting.**

Appointment of Auditor

SRCO Professional Company, Chartered Accountants ("**SRCO**") are the independent auditors of the Company. It is proposed that SRCO be re-appointed as the Company's auditors to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the Board.

SRCO were first appointed auditors of the Company effective September 19, 2021.

The Concerned Shareholders recommend that Shareholders vote “FOR” the appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board. Unless a Shareholder directs that his or her Common Shares are to be withheld from voting, the individuals named in the enclosed BLUE proxy will vote “FOR” the appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.

Repeal of Previous By-Laws and Adoption of By-Law No. 1

According to the Management Circular, the Company has repealed the previous by-laws and enacted By-Law No. 1 of the Company (“**By-Law No. 1**”) and, at the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to approve an ordinary resolution, subject to such amendments, variations or additions as may be approved at the Meeting, ratifying, confirming and approving By-Law No. 1 (the “**By-Law No. 1 Resolution**”), which is discussed in greater detail in the Management Circular.

By-Law No. 1 includes a provision requiring that a director of Ciscom “may not have any criminal convictions”. The Concerned Shareholders believe that this restriction is overly broad and inconsistent with the standards set by stock exchanges and corporate and securities laws regarding the qualifications of directors. As an example, this restriction would have prevented Mr. Reid from being nominated to act as a director, even though he previously served as Executive Chairman and Chief Executive Officer of Ciscom with the consent of the Canadian Securities Exchange and as permitted by the *Business Corporations Act* (Ontario) (the “**OBCA**”) and related securities law, notwithstanding past proceedings from over 20 years ago (and as previously disclosed in the Listing Statement of Ciscom dated June 26, 2023).

Accordingly, the Concerned Shareholders recommend that Shareholders vote “AGAINST” the By-Law No. 1 Resolution. Unless a Shareholder directs that his or her Common Shares are to be voted against the By-Law No. 1 Resolution, the individuals named in the enclosed BLUE proxy will vote “AGAINST” the By-Law No. 1 Resolution.

Approval of Amended Stock Option Plan

The Board has established a stock option plan (the “**SOP**”) as described further in the Management Circular, which was last approved by Shareholders on July 15, 2020.

At the Meeting, Shareholders and duly appointed proxyholders will be asked to vote for the confirmation and approval of the amendment and restatement of the Company’s SOP (the “**Amended SOP**”), which will effect the changes summarized in the Management Circular (the “**SOP Amendments**”). According to the Management Circular, the Amended SOP was approved by the Board on December 29, 2023 and is being implemented to comply with the revised policies of the Canadian Securities Exchange that came into effect on April 3, 2023.

At the Meeting, Shareholders and duly appointed proxyholders will be asked to approve the SOP Amendments and, as a result, the adoption of the Amended SOP (the “**SOP Amending Resolution**”). In order for the SOP Amending Resolution to pass, a simple majority of affirmative votes cast at the Meeting is required.

The Concerned Shareholders recommend that Shareholders vote “FOR” the SOP Amending Resolution. Unless a Shareholder directs that his or her Common Shares are to be voted against the SOP Amending Resolution, the individuals named in the enclosed BLUE proxy will vote “FOR” the SOP Amending Resolution.

Approval of Changes to Board Size

According to the Management Circular, at the Meeting, Shareholders will be asked to pass a special resolution (the “**Board Size Resolution**”) to empower the directors of the Company to determine the number of directors of the Company from time to time and to increase the number of directors by up to one-third of the number of directors elected at the last annual meeting of Shareholders, within the minimum and maximum provided for in the Articles of the Company, substantially in the following form:

“BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- (a) The directors of the Company are empowered by special resolution of the Shareholders to determine the number of directors of the Company from time to time within the minimum and maximum provided for in the articles of the Company.
- (b) In accordance with Section 125(3) of the *Business Corporations Act* (Ontario), the directors of the Company are hereby authorized to increase the number of directors by up to one-third of the number of directors elected at the last annual meeting of shareholders, subject to the maximum number of directors prescribed by the articles of the Company, without holding a shareholder meeting.
- (c) Any one director or officer of the Company be and they are hereby authorized, for and on behalf of the Company, to take such other actions as such director or officer may determine to be necessary or desirable to implement this special resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

The Concerned Shareholders recommend that Shareholders vote “FOR” the Board Size Resolution. Unless a Shareholder directs that his or her Common Shares are to be voted against the Board Size Resolution, the individuals named in the enclosed BLUE proxy will vote “FOR” the Board Size Resolution.

Other Business

As at the date hereof, other than the proposed resolution of the Concerned Shareholders to set the number of directors at six (6), the Concerned Shareholders know of no amendments, variations or other matters to be presented for action at the Meeting. If, however, any amendments, variations or other matters properly come before the Meeting, the form of proxy accompanying this Circular confers discretionary authority on the person(s) named as proxyholder in the BLUE proxy form or BLUE VIF to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

RECOMMENDATION TO SHAREHOLDERS

THE CONCERNED SHAREHOLDERS RECOMMEND

- Vote “FOR” the election of four (4) Concerned Shareholders’ Nominees, being Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman, and “FOR” the election of the two Management Nominees, David Mathews and Shaun Power.
- Vote “FOR” the appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.
- Vote “FOR” setting the size of the Board at six (6) and electing the directors of the Company for the ensuing year.
- Vote “AGAINST” the ordinary resolution confirming the repeal of the previously adopted by-laws and adoption of By-Law No. 1, in accordance with best corporate practices and as more fully described in the Management Circular.
- Vote “FOR” the ordinary resolution to approve the Company’s amended and restated stock option plan, the full text of which is set out in Schedule “B” to the Management Circular.
- Vote “FOR” the special resolution empowering the directors of the Company to determine the number of directors of the Company from time to time, and authorizing the Board to increase the size of the Board by up to one-third without holding a shareholder meeting, within the limits prescribed under the Articles of the Company.

The proposed nominees, being the Concerned Shareholders’ Nominees and the Management Nominees, that receive the most “for” votes at the Meeting will comprise the Board of Ciscom. Shareholders can only use one proxy form or VIF to vote their Common Shares.

If you support our proposals, the Concerned Shareholders urge you to IGNORE any white Management Proxy and use the BLUE proxy form or the BLUE VIF enclosed with this Circular ONLY. Do NOT vote using the white Management Proxy. If Shareholders complete both the BLUE proxy and the white Management Proxy, a later-dated form of proxy supersedes a previously completed form of proxy. Any votes cast on an earlier-dated form of proxy will not be counted.

If you support the election of the four (4) Concerned Shareholders’ Nominees for election to the Board, complete and submit ONLY the BLUE proxy.

Unless a Shareholder directs that his or her Common Shares are to be voted otherwise, the individuals named in the enclosed BLUE proxy will vote “FOR” the election of the Concerned Shareholders’ Nominees and the election of the two Management Nominees, Shaun Power and David Mathews, as directors, the re-appointment of SRCO Professional Corporation as the auditor of the Company and the authorization of the directors of the Company to fix the remuneration of SRCO Professional Corporation, SOP Amending Resolution and Board Size Resolution and “AGAINST” the By-Law No. 1 Resolution.

See “*Matters to be Acted Upon at the Meeting*” above for further details.

HOW THE CONCERNED SHAREHOLDERS WILL VOTE

At the Meeting, the representatives of the Concerned Shareholders named in the accompanying **BLUE** proxy form or **BLUE** VIF currently intend, unless instructed otherwise, to cast the votes represented by each proxy or VIF deposited by Shareholders, as follows:

- “**FOR**” the election of four (4) Concerned Shareholders’ Nominees, being Lino A. Fera, Aldo Rotondi, Gilles A. Trahan and Charles Brofman, and “**FOR**” the election of the two (2) Management Nominees, David Mathews and Shaun Power;
- Vote “**FOR**” the appointment of SRCO Professional Corporation, Chartered Accountant, as the auditors of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.
- Vote “**FOR**” setting the size of the Board at six (6) and electing the directors of the Company for the ensuing year.
- Vote “**AGAINST**” the ordinary resolution confirming the repeal of the previously adopted by-laws and adoption of By-Law No. 1, in accordance with best corporate practices and as more fully described in the Management Circular.
- Vote “**FOR**” the ordinary resolution to approve the Company’s amended and restated stock option plan, the full text of which is set out in Schedule “B” to the Management Circular.
- Vote “**FOR**” the special resolution empowering the directors of the Company to determine the number of directors of the Company from time to time, and authorizing the Board to increase the size of the Board by up to one-third without holding a shareholder meeting, within the limits prescribed under the Articles of the Company.

For further details, see “*Matters to be Acted Upon at the Meeting*” of this Circular.

ABOUT THE CONCERNED SHAREHOLDERS

None of the Concerned Shareholders are or have been a dissident within the preceding 10 years.

HummingBird Capital Inc. and Gilles Trahan

HummingBird Capital Inc. is an advisory and private boutique investment banking in Canada of which Gilles Trahan is the President and CEO. HummingBird owns, directly or indirectly, or exercises control or direction over, a total of 401,000 Common Shares.

The registered and head office of HummingBird Capital Inc. is located at First Canadian Place, 100 King Street West, Suite 5700, Toronto ON M5X 1C7.

Chen Xi Liao

Mr. Liao is a managing co-owner of Cynthia’s Chinese Restaurant at 16715 Yonge St, Newmarket ON L3X 143. Mr. Liao has 30 years of experience in the food industry and, for the past 10 years, has served as the General Manager and Partner-Owner of Cynthia’s Chinese Restaurant, leveraging his expertise to drive operational excellence and contribute to the restaurant’s overall success.

Mr. Liao beneficially owns, directly or indirectly, or exercises control or direction over, a total of 617,500 Common Shares, of which Mr. Liao is the registered owner of all 500,000 Common Shares.

Mr. Liao currently resides at 122 Armitage Dr Newmarket, Ontario L3Y 5L7

Andrew Darbyson

Mr. Darbyson is one of the original founders of Ciscom and brings 50 years of business experience. He was President of AJD Data Services from 1972 – 2017, a company that has produced over \$6 million per year in sales. Mr. Darbyson has been a significant contributor to Ciscom, including through his assistance in raising capital and in the negotiating and closing of Ciscom’s two initial acquisitions.

Mr. Darbyson beneficially owns, directly or indirectly, or exercises control or direction over, a total of 900,000 Common Shares.

Mr. Darbyson currently resides at 33 Cox Blvd, 1111, Markham, Ontario L3R 8A6.

Prior Purchases and Sales

The following table provides the dates and amounts relating to the purchase and sales of Common Shares by the Concerned Shareholders in the two years preceding the date of this Circular:

Name	Date	Purchase or Sale	No. of Common Shares	Price per Common Shares
HummingBird Capital Inc.	November 3, 2023	Purchase	15,000	\$0.125
HummingBird Capital Inc.	November 6, 2023	Purchase	9,000	\$0.125
HummingBird Capital Inc.	November 10, 2023	Purchase	1,000	\$0.125
HummingBird Capital Inc.	November 13, 2023	Purchase	11,000	\$0.125
HummingBird Capital Inc.	November 2, 2024	Purchase	350,000 ⁽³⁾	\$0.21
HummingBird Capital Inc.	November 13, 2024	Purchase	15,000	\$0.115
Chen Xi Liao	See note 1	See note 1	See note 1	See note 1
Andrew Darbyson	July 28, 2023	Purchase	5,000	\$0.23
Andrew Darbyson	November 6, 2023	Purchase	10,000	\$0.14
Andrew Darbyson	See note 2	Sales	See note 2	See note 2

Notes:

- (1) In the two years preceding the date of this Circular, Mr. Liao has purchased an aggregate of 422,700 Common Shares in 63 separate transactions with an average of approximately 6,710 Common Shares acquired in each transaction at an average price of \$0.27 per share. Over the same period, Mr. Liao has sold an aggregate of 637,240 Common Shares in 74 separate transactions with an average of approximately 8,611 Common Shares sold in each transaction at an average price of \$0.22 per share. He continues to own, directly or indirectly, or exercises control or direction over, a total of 617,500 Common Shares, representing 1.20% of the Common Shares issued and outstanding as of the date of the Management Circular.
- (2) In the two years preceding the date of this Circular, Mr. Darbyson has sold an aggregate of 464,900 Common Shares in 88 separate transactions with an average of approximately 5,283 Common Shares sold in each transaction at an average price of \$0.195 per share. He continues to own, directly or indirectly, or exercises control or direction over, a total of 900,000 Common Shares, representing 1.75% of the Common Shares issued and outstanding as of the date of the Management Circular.
- (3) These Common Shares (the “**Advisory Services Shares**”) were transferred from Mr. Liao to HummingBird Capital Inc. in connection with the termination of an advisory services contract between HummingBird Capital Inc. and Ciscom and are the subject of a dispute between Mr. Liao and Ciscom.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Circular is furnished by the Concerned Shareholders in connection with the solicitation of proxies for use at the Meeting, and at any adjournment or postponement thereof, and is not made on behalf of management of the Company. Proxies for the Meeting may be solicited by mail, telephone, email or other electronic means as well as by newspaper or other media advertising, and in person by the Concerned Shareholders. In addition, the Concerned Shareholders may solicit proxies in reliance upon the public broadcast exemption to the solicitation requirements under applicable Canadian corporate and securities laws, conveyed by way of public broadcast, including through press releases, speeches or publications, and by any other manner permitted under applicable Canadian laws. The Concerned Shareholders may engage the services of one or more agents and authorize other persons to assist it in soliciting proxies on behalf of the Concerned Shareholders.

The costs of solicitation by or on behalf of the Concerned Shareholders will be borne by the Concerned Shareholders. The Concerned Shareholders may seek reimbursement from the Company for out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with the Meeting to the extent provided for under the OBCA and other applicable law.

No person is authorized to give information or to make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized by the Concerned Shareholders to be given or made.

Voting

Each Shareholder may instruct his or her proxy how to vote their Common Shares by marking the **BLUE** proxy form or **BLUE** VIF as applicable. All Common Shares represented at the Meeting by properly executed **BLUE** proxy forms or **BLUE** VIFs **will be voted for, against or withheld from voting (including the voting on any ballot)**, and where a choice with respect to any matter to be acted upon has been specified in the **BLUE** proxy or **BLUE** VIF, the Common Shares represented by proxy **will be voted in accordance with such specification. In the absence of any such specification of voting on the BLUE proxy form or BLUE VIF, the individuals named in the BLUE proxy form or BLUE VIF, will vote in their discretion on the matters set out therein.**

THE CONCERNED SHAREHOLDERS ENCOURAGE YOU TO SUBMIT YOUR BLUE PROXY FORM OR BLUE VIF AS SOON AS POSSIBLE BY EMAIL TO ENSURE YOUR VOTE IS RECEIVED IN TIME AND COUNTED.

IN ORDER TO BE VOTED AT THE MEETING, YOUR BLUE PROXY FORM OR BLUE VIF, AS APPLICABLE, MUST BE RETURNED TO CASSELS BROCK & BLACKWELL LLP, ATTENTION OMAR SOLIMAN AND TYLER FIDLER, NO LATER THAN 5:00 P.M. (TORONTO TIME) ON FRIDAY, FEBRUARY 2, 2024. SEE RETURN INSTRUCTIONS ON THE BLUE PROXY FORM OR BLUE VIF.

Beneficial Shareholders

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold their Common Shares in their own name. Most of the Shareholders of the Company are “non-registered” Shareholders as their Common Shares are not registered in their own names but rather are instead registered in the name of a bank, trust company or brokerage firm (each, an “**Intermediary**”) from whom they purchased the Common Shares (referred to in this Circular as “**Beneficial Shareholders**”). Such Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records maintained by the Company’s transfer agent, TSX Trust Company (the “**Transfer Agent**”), as

the registered holders of Common Shares can be recognized and acted upon at the Meeting. If the Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name. Such Common Shares are more likely to be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered in the name of CEDE & Co. (the registration name for The Depository Trust Company, which acts as nominee for many U.S. brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for, against or withheld from voting resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for their clients. The directors and officers of the Company do not know for whose benefit the Common Shares registered in the name of CEDE & Co. are held. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc. ("**CDS**"), which acts as nominee for many Canadian banks, trust companies and brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for, against or withheld from voting resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for their clients. The directors and officers of the Company do not know for whose benefit the Common Shares registered in the name of CDS are held. **Therefore, the Concerned Shareholders encourage Beneficial Shareholders to ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The purpose of the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. **If you have any questions with respect to the voting of Common Shares held through a broker or other Intermediary, please contact your broker or other Intermediary directly for assistance.**

All references to Shareholders in this Circular, the **BLUE** proxy form and **BLUE** VIF are to Shareholders as at the Record Date unless specifically stated otherwise.

Voting by Proxy

If you are a Beneficial Shareholder, your Intermediary is required to seek your instructions as to the manner in which to exercise the voting rights attached to your Common Shares. You may use the enclosed **BLUE** VIF or **BLUE** form of proxy to provide voting instructions to your Intermediary, or your Intermediary may provide you with its own form of VIF or proxy. You should follow the voting instructions provided by your Intermediary. Beneficial Shareholders will be mailed these materials. The Concerned Shareholders have elected not to send the proxy-related materials directly to non-objecting Beneficial Shareholders.

Any VIF or form of proxy (including the **BLUE** VIF or **BLUE** form of proxy) that is sent to a Beneficial Shareholder by an Intermediary should contain an explanation as to how you can exercise the voting rights attached to your Common Shares, including how to attend and vote directly at the Meeting. Please provide your voting instructions to your Intermediary as specified in the enclosed **BLUE** VIF or **BLUE** form of proxy, as applicable.

Changing your Vote

In addition to the revocation in any other manner permitted by law, any Shareholder who has given a proxy may revoke it, at any time before it is exercised in accordance with Section 110 of the OBCA. If you have already sent your completed **BLUE** VIF or **BLUE** form of proxy to your Intermediary and you change your mind about and want to revoke your voting instructions, or want to vote at the Meeting, contact your Intermediary to find out whether this is possible and what procedure to follow. An Intermediary may not act on a revocation of a VIF or proxy authorization form that is not received by the Intermediary in sufficient time prior to the Meeting.

Voting at the Meeting

Beneficial Shareholders who have not duly appointed themselves as proxyholders will not be able to vote at the Meeting but will be able to participate as guests. This is because the Company does not have unrestricted access to the names of Beneficial Shareholders. If you attend the Meeting, the Company may have no record of your shareholdings or entitlement to vote, unless your Intermediary has appointed you as proxyholder.

Should a Beneficial Shareholder wish to attend and vote his or her Common Shares at the Meeting in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. If a Beneficial Shareholder wishes to attend and vote at the Meeting in person and vote in support of the Concerned Shareholders, the Beneficial Shareholder should insert his or her own name as appointee in the blank space of the **BLUE** form of proxy or **BLUE** VIF provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Registered Shareholders

You are a registered Shareholder (a "**Registered Shareholder**") if you have a share certificate for Common Shares registered in your name or if you hold Common Shares through direct registration. You will find a **BLUE** form of proxy enclosed.

Voting by Proxy

Voting by proxy means you are giving the person or persons named in your **BLUE** form of proxy the authority to attend the Meeting, or any adjournment(s) or postponement(s) thereof and vote your Common Shares for you. Please mark your vote, sign, date and follow the return instructions provided in the enclosed **BLUE** form of proxy. By doing this, you are giving Omar Soliman and, failing him, Chen Xi Liao, the authority to vote your Common Shares at the Meeting, or any adjournment or postponement thereof.

You can choose another person or company to be your proxyholder, including someone who is not Omar Soliman or Chen Xi Liao. You can do so by following the instructions set out below under "Appointment of Proxies".

Voting at the Meeting

You do not need to complete or return your **BLUE** form of proxy, or any other form of proxy, if you plan to vote at the Meeting.

Follow the instructions set out under "*Meeting Information – Attending the Meeting*" below.

Changing your Vote

In addition to the revocation in any other manner permitted by law, a registered Shareholder who has submitted a **BLUE** proxy has a right to revoke such proxy pursuant to Section 110 of the OBCA. A Registered Shareholder who has submitted a **BLUE** proxy may revoke the proxy by delivering a signed instrument in writing, including another **BLUE** proxy bearing a later date, executed by the Registered Shareholder or his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized, to Cassels Brock & Blackwell LLP before the deadline for filing proxies. The revocation of a proxy does not, however, affect any matter on which a vote has been taken prior to the revocation.

If you have followed the process for attending and voting at the Meeting, voting at the Meeting will revoke your previous proxy.

Exercise of Discretion by Proxies

If you do not specify on your **BLUE** form of proxy how you want a proxyholder appointed by you (other than Omar Soliman or Chen Xi Liao) to vote your Common Shares, or if any other matters which are not now known to the Concerned Shareholders should properly come before the Meeting or any adjournment or adjournments thereof, then your proxyholder can vote your Common Shares as he or she sees fit. Common Shares represented by properly executed **BLUE** proxies in favour of Omar Soliman or, failing him, Chen Xi Liao, will be voted in accordance with the instructions contained in the proxy or as otherwise described herein. **If a BLUE proxy does not contain voting instructions, the Common Shares represented by such proxies will be voted “FOR” setting the size of the Board at six (6) directors, the election of the Concerned Shareholders’ Nominees and the election of the two Management Nominees, Shaun Power and David Mathews, as directors, the re-appointment of SRCO Professional Corporation as the auditor of the Company and the authorization of the directors of the Company to fix the remuneration of SRCO Professional Corporation, SOP Amending Resolution and Board Size Resolution and “AGAINST” the By-Law No. 1 Resolution.**

How the Votes Will be Counted

Cassels Brock & Blackwell LLP has been appointed to tabulate the Concerned Shareholders’ proxies. All proxies received by Cassels Brock & Blackwell LLP will be deposited for final tabulation to the Transfer Agent.

Appointment of Proxies

The following applies to Shareholders who wish to appoint a person (a “**third-party proxyholder**”) other than Omar Soliman or, failing him, Chen Xi Liao, as proxyholder, including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend and vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to attend the Meeting as their proxyholder and vote their Common Shares **MUST** submit their **BLUE** form of proxy or **BLUE** VIF, as applicable, appointing that person as proxyholder with Cassels Brock & Blackwell LLP in accordance methods set forth below or included in the voting instructions in the attached form of proxy.

Voting Before the Meeting

In order for your vote to be counted, please submit your **BLUE** VIF or **BLUE** form of proxy to Cassels Bock & Blackwell LLP in accordance with the delivery instructions contained therein or set forth below by no later than 5:00 p.m. (Toronto time) on Friday, February 2, 2024. Submitting your proxy by this time is crucial for Cassels Brock & Blackwell LLP to process and deposit proxies with the Transfer Agent for final tabulation by the proxy filing deadline of 9 a.m. (Toronto time) on February 6, 2024.

THE CONCERNED SHAREHOLDERS ENCOURAGE YOU TO SUBMIT YOUR BLUE PROXY FORM OR BLUE VIF AS SOON AS POSSIBLE BY EMAIL TO ENSURE YOUR VOTE IS RECEIVED IN TIME AND COUNTED.

You may vote by proxy by submitting your BLUE proxy form or BLUE VIF, as applicable, using one of the following methods:

- By email to osoliman@cassels.com or tfidler@cassels.com
- By facsimile to 416-360-8877 or 403-648-1151
- By mail to Cassels Brock & Blackwell LLP at:
 - Bay Adelaide Centre – North Tower, 40 Temperance St Suite 3200, Toronto, ON M5H 0B4, Attention: Omar Soliman

OR

 - Suite 3810, Bankers Hall West, 888 3 St SW, Calgary, AB T2P 5C5 Attention: Tyler Fidler

To avoid unnecessary delays with return mail and to ensure your vote is counted at the Meeting, the Concerned Shareholders encourage you to vote by signing and returning the BLUE proxy form or BLUE VIF, as applicable, by email to osoliman@cassels.com or tfidler@cassels.com or by fax at 416-360-8877 or 403-648-1151.

Meeting Information

According to the Management Circular, the Meeting is scheduled to be held at the offices of the Company's solicitors, Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 at 9:00 a.m. (Toronto time) on Thursday, February 8, 2024.

Attending the Meeting

According to the Management Circular, the Company has chosen to hold the Meeting in person and via live audio conference so that all Shareholders regardless of geographic location will have an equal opportunity to participate and engage in the Meeting. **Please note that Shareholders cannot vote their Common Shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.**

The Concerned Shareholders encourage Shareholders to vote in advance of the Meeting by submitting via email a BLUE proxy or BLUE VIF, as applicable, or, if they would like to attend the Meeting to vote their Common Shares, to attend the meeting in person.

According to the Management Circular, all Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Beneficial Shareholders will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of a broker; however, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity.

Shareholders who wish to attend the meeting and vote their Common Shares in support of the Concerned Shareholders should give themselves ample time to arrive at the Meeting. To avoid any issues and to ensure that your vote is counted, the Concerned Shareholders encourage Shareholders to instead vote in advance of the Meeting via e-mail.

OUTSTANDING SHARES AND PRINCIPAL HOLDERS

Shareholders Entitled to Vote

The Company has set December 29, 2023 (the “**Record Date**”) as the record date for notice of the Meeting and for voting in respect of the Meeting.

According to the Management Circular, the authorized capital of the Company consists of an unlimited number of Common Shares without par value, an unlimited number of Class A Preferred Shares without par value, and an unlimited number of Class B Preferred Shares without par value, and that, as of the Record Date, the Company had 51,563,833 fully paid and non-assessable Common Shares issued and outstanding, with each Common Share carrying the right to one vote. The Management Circular also provides that as of the Record Date, no Class A Preferred Shares or Class B Preferred Shares of the Company have been issued, but should any Class A Preferred Shares or Class B Preferred Shares be issued in future, each will carry the right to one vote.

Principal Holders

Information regarding the beneficial ownership, control or direction over Common Shares held by Shareholders other than the Concerned Shareholders is not within the knowledge of the Concerned Shareholders. For this information, please refer to the Management Circular and other continuous disclosure filed by the Company on SEDAR+ at www.sedarplus.ca.

As of the date of this Circular, the Common Share holdings of the Concerned Shareholders, individually, and as a group, are as follows:

Name	Type of Ownership	Number of Common Shares Owned ⁽¹⁾⁽²⁾	Percentage of Total Eligible Votes ⁽¹⁾
HummingBird Capital Inc. ⁽³⁾	Direct	401,000 ⁽⁴⁾	0.78%
Andrew Darbyson	Direct	900,000 ⁽⁵⁾	1.75%
Chen Xi Liao	Direct	617,500 ⁽⁶⁾	1.20%
TOTAL		1,918,500	3.72%

Notes:

- (1) On the basis of 51,563,833 Common Shares issued and outstanding as of December 29, 2023 stated in the Management Circular.
- (2) Information as at the date hereof, based on information provided by the Concerned Shareholders.
- (3) Gilles Trahan, the principal of HummingBird Capital Inc., owns, directly or indirectly, or exercises control or direction over, a total of 401,000 Common Shares.
- (4) Includes the 350,000 Advisory Services Shares transferred from Mr. Liao.
- (5) Mr. Darbyson owns, directly or indirectly, or exercises control or direction over, a total of 900,000 Common Shares.
- (6) Does not include the 350,000 Advisory Services Shares transferred to HummingBird Capital Inc.

EXECUTIVE COMPENSATION, INDEBTEDNESS, MANAGEMENT CONTRACTS AND EQUITY COMPENSATION PLANS

Except as otherwise disclosed in this Circular with respect to the Concerned Shareholders, information regarding: (i) the compensation of executives and directors of the Company (including the information prescribed by Form 51-102F6 – *Statement of Executive Compensation*); (ii) the indebtedness of the Company’s directors and officers or their respective associates to the Company or any of the Company’s subsidiaries; (iii) management contracts that may be in place at the Company; and (iv)

securities authorized for issuance under the Company's equity compensation plans is not within the knowledge of the Concerned Shareholders. For this information, please refer to the Company's continuous disclosure documents and the Management Circular on SEDAR+ at www.sedarplus.ca.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders' Nominees, or any of their associates or affiliates, are or have been indebted, at any time since the beginning of the last completed financial year of Ciscom, to Ciscom or any of its subsidiaries or have indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by Ciscom or any of its subsidiaries.

INTEREST IN MATERIAL TRANSACTIONS AND MATTERS TO BE ACTED UPON AT THE MEETING

Except as otherwise disclosed in this Circular, to the knowledge of the Concerned Shareholders, none of the Concerned Shareholders, the Concerned Shareholders' Nominees or any associates or affiliates of the Concerned Shareholders or the Concerned Shareholders' Nominees, have:

- any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries; or
- any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter currently known to be acted upon at the Meeting other than the election of directors.

Except as disclosed above, information concerning any material interests, direct or indirect, of any director or executive officer of the Company, any other "informed person" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), any person who, to the knowledge of the directors or officers of the Company, beneficially owns or exercises control or direction over securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Company or any associate or affiliate of any of the foregoing, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, or in any matter to be acted upon at the Meeting, is not within the knowledge of the Concerned Shareholders. For this information, please refer to the Company's continuous disclosure documents, and Management Circular on SEDAR+ at www.sedarplus.ca.

INFORMATION CONTAINED IN THIS CIRCULAR

Certain information concerning the Company contained in this Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulatory authorities and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any statements contained in this Circular that are taken from or based upon those documents and records or other public sources are untrue or incomplete, the Concerned Shareholders do not assume and expressly disclaim any responsibility for the accuracy or completeness of the information taken from or based upon those documents, records and other public sources, or for any failure by the Company to publicly disclose events or facts that may have occurred or that may affect the significance or accuracy of any such information, but that are unknown to the Concerned Shareholders.

This Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. The delivery of this Circular will not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date as of which such information is given in this Circular.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Management Circular, can be found under the Company's profile on SEDAR+ at www.sedarplus.ca. Financial information regarding the Company is provided in its audited financial statements and management's discussion and analysis for its most-recently completed financial year, which can be found under the Company's issuer profile on SEDAR+ and on the Company's website www.ciscomcorp.com. Alternatively, Shareholders may contact the Company and request copies of the Company's financial statements and management's discussion and analysis by: (i) mail at 20 Bay Street, Suite 1110, Toronto, ON M5J 2N8; (ii) e-mail at mpepin@ciscomcorp.com; or (iii) telephone at 416-366-9727.

CERTIFICATE OF CONCERNED SHAREHOLDERS

Information contained in this Circular, unless otherwise indicated, is given as of the date hereof and the contents of this Circular are in compliance with Ont. Reg. 62 – General under the *Business Corporations Act* (Ontario). The contents and the sending of this Circular have been approved by the Concerned Shareholders. A copy of this Circular has been sent to Ciscom Corp., each director of Ciscom Corp., each Shareholder whose proxy is being solicited and the auditor of Ciscom Corp.

January 19, 2024

By: (signed) "Chen Xi Liao"
Name: **Chen Xi Liao**

By: (signed) "Andrew Darbyson"
Name: **Andrew Darbyson**

HUMMINGBIRD CAPITAL INC.

By: (signed) "Gilles Trahan"
Name: Gilles Trahan