



Summary of Terms of Proposed Private Placement Offering (the “Offering”) by Ciscom Corp. (CSE CISC, OTCQB: CISCF)

This Term Sheet summarizes the principal terms of the offering of Units (as such term is defined below) by Ciscom Corp., a corporation incorporated under the Business Corporations Act of Ontario (the "**Company**"). No legally binding obligations will be created until definitive subscription agreements are executed and delivered by all parties. This Term Sheet is not a commitment to invest, and is conditioned on the completion of the conditions to closing set forth below. This Term Sheet shall be governed in all respects by the laws of the province of Ontario.

The Offering is not brokered.

Issuer:	Ciscom Corp., located in Toronto, Ontario and listed on the CSE with ticker symbol “CISC” and OTCQB with ticker symbol “CISCF”.
Business description:	Ciscom actively invests in, acquires, and manages market leading companies within the Information and Communication Technology (“ICT”) sector, targeting SMEs with proven profitability. This approach allows entrepreneurs to monetize their equity and continue contributing, enhancing shareholder value through acquisitions. As a leader in omni-media, particularly in data-driven marketing, Ciscom, through its subsidiaries, optimizes advertising spend across platforms, ensuring high ROI and customer engagement. Strategic ICT acquisitions bolster service offerings and shareholder value, marking Ciscom as an emergent force in the data driven and technology market.
Investor Qualification:	<ol style="list-style-type: none"> 1) <i>Existing Security Holder Exemption:</i> All existing shareholders of the Company as at November 8, 2024, who remain shareholders of the Company through to closing of the Offering and who are resident in any of the provinces or territories of Canada except Newfoundland and Labrador, may subscribe for up to \$15,000 (or a greater amount upon proof of suitability advice from a registered investment dealer) pursuant to the existing security holder exemption, regardless of whether such shareholders otherwise qualify as accredited investors. 2) <i>Accredited Investors Exemption:</i> Accredited investors, as defined in National Instrument 45-106 – <i>Prospectus Exemptions</i>, may subscribe under the Offering. 3) Other prospectus exemptions, including in other jurisdictions, as may be determined by the Corporation.
Subscription agreement:	A properly completed subscription agreement must be delivered to the Company’s counsel, Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, ON, M5C 1T4, Attention: Zachary Wallace (zwallace@petelaw.com). The subscription agreement can be downloaded from the Company’s web site www.ciscomcorp.com
Subscription	Minimum of \$2,500.



Amount:	
Recent Share Price and Market Capitalization	The weighted average of the closing price of the last 30 trading days is \$0.086 as at November 8, 2024. The market capitalization of the Company is approximately \$5.0M CAD.
Securities Offered:	Up to 10,000,000 units (each, a “Unit”), consisting of one (1) common share (the “Common Shares”) and one common share purchase warrant (a “Warrant”). Each Warrant will enable the holder thereof to subscribe for one (1) Common Share at any time until the date that is 24 months from the Closing Date (the “Expiry Date”) at a price of \$0.15 per Common Share. Any Warrants not exercised prior to 5:00 p.m. (Toronto time) on the Expiry Date will be cancelled and be of no force or effect.
Issue Price:	\$0.08 per Unit.
Amount of Offering:	Up to CAD \$800,000. The Company is conducting this Offering on a ‘best efforts’ basis and is not setting any minimum subscription requirements. If the Offering is oversubscribed, the Company may, in its sole and absolute discretion, upsize the Offering. Should the Company upsize the Offering, it will publicly announce the same.
Resale Restrictions:	Securities issued under this Offering will be subject to the standard statutory hold period of four months and a day from the issuance date.
Use of proceeds:	Net proceeds from the Offering will be used to fund the Company’s merger and acquisition activity and to repay up to \$500,000 of the Company’s outstanding convertible debenture.
Closing Date:	On or about December 12, 2024, or such other date as the Company may decide.
Stock Exchange Listing	The Common Shares will be listed on the Canadian Securities Exchange. The Warrants will not be listed.
Finders’ Fees:	The Company may pay a finder’s fee to qualified finders in accordance with applicable regulatory and exchange requirements.
Governing Law:	All documents related to this Offering will be governed by the laws of Ontario and the federal laws of Canada applicable therein.
Approvals:	The Offering remains subject to the receipt of all applicable board and regulatory approvals.
Shareholder Rights Plan:	On March 4, 2024, the Company adopted a Shareholder Rights Plan with a 25% beneficial ownership trigger. The Company has not and will not be



	granting nor seeking shareholder approval for any exemption under the Shareholder Rights Plan.
Funds in trust:	Funds are to be wired to Peterson McVicar LLP, counsel to the Company, where they will be kept in trust until closing.
Existing Commitment:	Directors and management of the Company have committed to subscribe for an aggregate of 5,375,000 Units pursuant to the Offering, for an aggregate subscription price of \$430,000, or 53.75% of the Offering.

For more information, contact:

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