



A LETTER FROM CISCOM CORP CHAIR, PAUL GAYNOR

CISCOM CORP'S ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS, FEBRUARY 8, 2024

The letter is specifically meant to address the Annual General and Special Meeting of Shareholders (AGSM) of Ciscom Corp., which was held on February 8, 2024. As such, it is not a general business update, which we will provide shortly.

As a number of dissident proxies did not meet qualification criteria for the vote, Ciscom agreed to postpone the start of the meeting by several hours in order for Cassels Brock LLP, legal counsel representing the concerned shareholders, to qualify such blue proxies.

TSX Trust ("TSX-T") acted as scrutineer. Part of TSX-T's responsibility is to ensure that proxies qualify, based on established regulations and protocols. All of the voting in favor of the management proxies was done online, which was easy to verify and tabulate. The dissident proxies from the concerned shareholders were all paper based and required review to ensure they would qualify. Several dissident proxies, representing 4.7M shares, did not qualify as per regulations and protocols.

Ciscom then allowed the time and worked with Cassels Brock to requalify the dissident proxies, which led to a 2:15 hours delay. Cassels Brock was able to requalify dissident proxies representing 4.3M shares. Also of note, some of the 4.7M votes delivered in dissidents' blue proxies could not be corroborated to the shareholders' list, and as such could not be counted as the number of shares held by the ultimate owner could not be verified.

After accounting for all proxies deposited, including the requalified blue proxies, votes in favor of management were approximately 30.18M votes or 58.5% of Ciscom's total number of shares issued and outstanding (share float), whereas votes in favor of the dissidents were approximately 16.75M votes or 32.5% of the float. Hence, of the total votes casted for those in support of management were 64.3% and those in support of the dissidents were 35.7%.

It is important to note that, contrary to statements made by the dissidents' leadership, there was no voter suppression. Ciscom went out of its way to allow the qualification of the dissidents' blue proxies.

Consequently, the meeting came to order at 11:15 am.

All items on the agenda were presented, voted upon and accepted by a majority of votes. The items approved by shareholders included:

- i. **Appointment of Auditor.** The shareholders approved the appointment of SRCO Professional Services as auditors of the company until the next AGM;
- ii. **Board Size And Election Of Directors:** Setting of the board size at seven and election of the management slate for the ensuing year, those being: Michel Pepin, Eric Klein, Josh Howard, Julia Robinson, Shaun Power, David Mathews and Paul Gaynor;



- iii. **Bylaws:** Repealing the original company bylaws, which were by-laws for a private company, and replacing them with by-laws established for public companies and which provide more control over all key items important to shareholders. These by-laws are available for viewing on Ciscom's profile at SEDAR+

If shareholders do not have access to these, I will be pleased to forward a copy of the new Bylaws upon request. My email is provided further down in this document;
- iv. **Stock Option Plan (SOP):** The acceptance of the amended Stock Option Plan (SOP). The amendments to the SOP passed at the AGSM bring this plan in line with best practices for public company governance. The SOP details the circumstances in which stock options can be issued, to whom, how they are issued and the controls the board must follow. The SOP is available for viewing on SEDAR+, I would be pleased to forward any shareholder a copy of the SOP if requested; and,
- v. **Board Size Authorization:** Authorizing the board to set its size and allowing the board to increase its size by up to one-third without a shareholder meeting. This will provide the board with the discretion to bring on individuals of useful skill and expertise without needing to hold an expensive shareholder meeting.

OPEN FOR CONVERSATION:

Surprisingly, one item that stood out to me was the lack of participation by the concerned shareholders in the Question and Answer period following the formal meeting. This Q&A was specifically setup by management for the shareholders to be able to voice their concerns, engage management and get clarifications on their queries, in an open forum, where all shareholders could listen, and have their concerns addressed and explained.

Recently, a group of dissident shareholders, ostensibly representing the concerned shareholders, presented a challenge to the proposed management slate of directors, professing management's mismanagement, self-enrichment, lack of transparency, lack of board experience and more.

Over the months and weeks leading up to the AGSM, concerns about the operation of the business and statements targeted at the board, individual board members and the functioning of the company were posted on public forums and communicated to shareholders by email and direct phone calls. This Q&A was to allow these dissidents and the truly concerned shareholders a platform and opportunity to discuss these concerns and perceived issues with management.

While there were 2 representatives of the concerned shareholders physically present at the AGSM, there was a very low level of participation as there was only a handful of concerned shareholders attending online/via teleconference. Only one question was asked, and this was unrelated to the company or board performance.

We are planning shareholders' information sessions and invite all shareholders to attend. If there are concerned shareholders needing answers and wishing to discuss any topic, please contact me directly at pgaynor@ciscomcorp.com or Michel Pepin (President and CFO) at mpepin@ciscomcorp.com. We will answer all questions within the confines of the disclosure policies dictated to public companies.

MOVING FORWARD:

The board remains focused on building the business based on sound business practices and on the 2023 growth momentum. Realizing our M&A mandate, we are continuing our hunt for new acquisitions. While being very aware of shareholders' return on investment, we will close acquisitions that meet our criteria for business size and profitability. We want to ensure that the company prospers and that shareholders' investments in Ciscom are rewarded.



The board will also be reaching out to shareholders to provide business updates and a forum for exchanges, to ensure better communications and that shareholders are up to date and more knowledgeable about the business.

As a final note, I want to thank all the shareholders, whatever their stance, for joining the AGSM. Also, a thank you goes to Dennis Peterson and the staff at Peterson McVicar, counsel for management, Omar Soliman of Cassels Brock, counsel for the concerned shareholders, and all the staff at TSX Trust.

I am looking forward to a very prosperous future for Ciscom Corp.

Paul Gaynor (Shareholder, Director and Chair)