



BUILDING A BIG DATA AND MARTECH POWERHOUSE

MERGERS & ACQUISITIONS



CSE: CISC, OTCQB: CISCF
March 2025



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WHO IS CISCOM

- **Ciscom Corp is “Roll-Up” company**
 - Organic Growth
 - M&A Growth
 - Targeting SMEs seeking transition/succession
- **Publicly Traded on CSE: CISC, OTCQB:CISCF**
- **Closed 2 acquisitions to date**
- **Self-Funded:**
 - Profitable: Positive EBITDA and Net Income (cash-basis)
 - Cash Flow Positive Operations

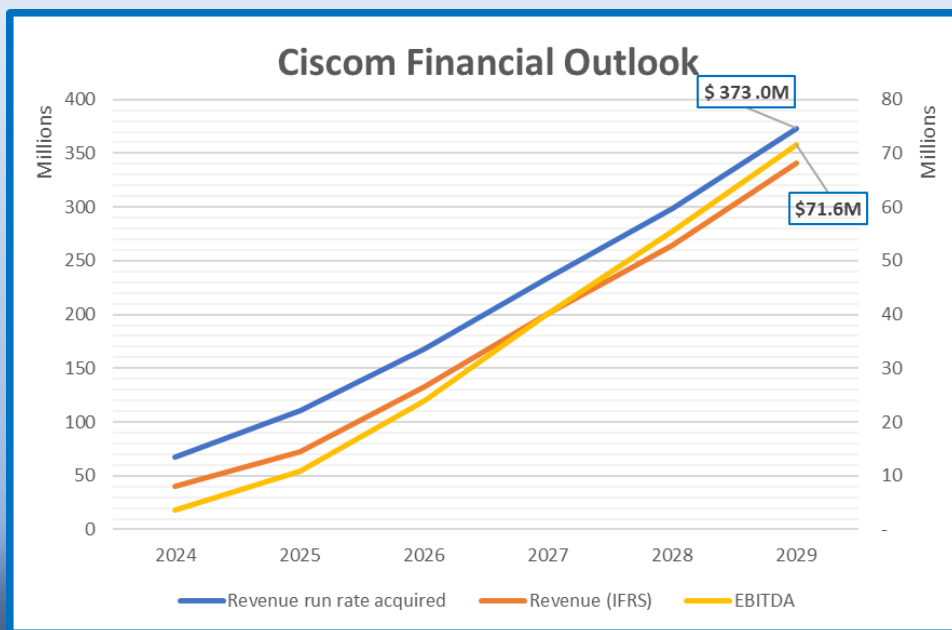
Seeking Growth Capital



CSE: CISC, OTCQB: CISCF



WHERE WE'RE GOING - OUR GROWTH OBJECTIVES



2023

- Revenue of \$35.2M (audited)
- Cash-adjusted EBITDA of \$1.8M

2024 to 2029

- Averaging 3 acquisitions per year starting in 2025
- Targets averaging \$15M to \$20M in revenue p.a.
- Margin improvement through consolidation and cost synergies
- 2029:
 - Sales of \$341.0M (IFRS)
 - EBITDA of \$71.6M

Please refer to forward looking statements at the end of the presentation

Ciscom acquires and invests in and manages established businesses in the AdTech and MarTech Sectors

Our Targets Acquisitions have:

- Sales/revenue of \$5M to \$30M
- Gross profit \$2.5M+
- 4+ years history
- Growth minded
- Profitable
- Cash flow positive
- Capable Second Line Management
- Diversified Clientele

Ciscom's USP

Entrepreneurs are in need of succession plans

Ciscom facilitates Succession Plans and Wealth Transfer for with Small and Medium Businesses (SME)

In Canada, there are over 300,000 Boomer owned businesses, employing under 20 people. Source: Statistics Canada

\$31 Billion:
Estimated Net Worth transfers in the next 10 years Source: Statistics Canada

ADTECH & MARTECH SECTOR

The AdTech market is projected to grow from USD \$579.4 billion in 2023 to **USD \$1,496.2 billion (or \$1.5 trillion)** by 2030, at a compound annual growth rate (CAGR) of **14.5%**”

MarketsandMarkets report

“The USA AdTech market size was estimated at USD \$276.3 billion in 2023 and is projected to grow at a CAGR of 11.4% from 2024 to 2030.”

Grand View Research



OUR SEGMENTS FOCUS

➤ Cisco's areas of focus:

- Big Data Analytics
- AdTech/MarTech
 - Digital/Online/Offline Advertising, Marketing & Communications
 - Social Media
 - Content Management
- Business Intelligence
- Artificial Intelligence (AI) Driven SaaS Platforms
- Application Programming Interface (API)

OUR SUCCESSFUL AND UNIQUE APPROACH

Ciscom is becoming a significant market force through:

- Mergers & Acquisitions
- Attractive wealth transfers/successions
- Harnessing talent, intelligence and agility of independent entrepreneurs
- Exponentially enhancing individual contributions
- Uniting forces to create an AdTech/MarTech powerhouse with delivery proficiency and big data expertise
- Empowering Investee Businesses





CREATING SHAREHOLDER VALUE

ACQUIRE AT PRIVATE COMPANY MULTIPLES

MAXIMIZE ORGANIC GROWTH

SUCCESSFUL TRANSITIONS

REALIZE SYNERGIES

EVOLVING ECONOMIC ENVIRONMENT



5 MAJOR REASONS TO INVEST IN SMALLER CAP ISSUERS (SCI) NOW:

- The movement or rotation of investment to SCI is just getting started
- Interest rates are coming down – significantly increasing net profit and cash flows
- SCI have better earnings growth potential
- SCI are undervalued in the market – averaging 23% lower multiples vs larger cap issuers
- Money is flowing back to SCI – more liquidity favors growth

AdTECH & MARTECH VALUATION MULTIPLES

“... the median EV/Revenue multiple for AdTech companies reaching 2.7x in Q4 2024.”

Source: [Ycharts \(finerva.com\)](https://ycharts.com/finerva.com)

“... In Q4 2023, the median EV/EBITDA multiple for AdTech companies was 14.2x.”

Source: [Ycharts \(finerva.com\)](https://ycharts.com/finerva.com)

Applying these multiples to Ciscom’s 2023 results, market valuation would be:

EV/Revenue (gross profit):	\$18.6M
EV/EBITDA (cash adjusted):	\$19.0M

Adding an acquisition with Revenue of \$4.0M and an EBITDA of \$750k*:

EV/Revenue (gross profit):	\$29.4M
EV/EBITDA (cash adjusted):	\$29.7M



**CISC current market cap: ~\$4.0M
(undervalued, significant upside)**

* Please refer to forward looking statements at the end of the presentation

BUILDING SHAREHOLDER VALUE

FACTORS INFLUENCING MARKET CAPITALIZATION (VALUATION):

➤ Fundamentals:

- ✓ ➤ Growing Revenue
- ✓ ➤ High Client Retention
- ✓ ➤ Employee Engagement
- ✓ ➤ Low Staff Turnover
- ✓ ➤ Growing profits
- ✓ ➤ Growing cash flows
- ✓ ➤ Investing in tomorrow
- ✓ ➤ Industry leadership

➤ External Factors:

- ~ ➤ Mixed economic environment
- ✓ ➤ New IR/promotional campaign
- ✓ ➤ Positive public image of Ciscom and its Management
- ✗ ➤ Prolonged period of artificial negative pressure on stock



BUILDING OUR SHAREHOLDER VALUE

FACTORS INFLUENCING THE MARKET CAPITALIZATION (VALUATION):

- Market Sentiments:
 - ✓ ➤ General Perception
 - ✓ ➤ Board Experience
 - ✓ ➤ Management Expertise
 - ✓ ➤ Financial Performance
 - ✓ ➤ Growing Cash Flows
 - ✓ ➤ Right time, right place
 - ✓ ➤ Business model



WHY RAISE CAPITAL NOW

- Market Momentum
 - Capitalize on the Economic Rotation
 - Some Dilution to Build Better
- Economic Conditions/Environment
- Availability of Capital
- Availability of M&A Targets
- Lower Cost of Money
- Build with Concrete Actions



Working on a substantial facility – *Game Changing!*

THE WAY FORWARD

Ciscom is:

- Forward Looking
- Building from Strength
- Entering a New Market Cycle
- Acquiring Businesses
- Delivering on its Mandate
- Positioned for Value Creation



OUR ISSUED & OUTSTANDING SHARES

Issued & Outstanding

➤ Total shares issued:	59,321,560	100%
➤ Free trading shares:	45,701,910	77%
➤ Escrowed/restricted shares:	13,619,350	23%

- Stock Options: 3.788M (avg strike price of \$0.24, last maturity October 2029)
- Warrants: 0.185M (strike price of \$1.00, last maturity February 2026)
- Performance Warrants: 0.500M (strike price of \$0.25, last maturity May 2025)

➤ Self-Funded:

- Operations are cash flow positive
- Positive cash EBITDA and Net Income

➤ Growth Capital:

- Acquisitions
- Acceleration of Strategic Plan
- Seeking Private Placement
 - Accordion facility
 - Follow-up capital is of definitive interest
- Credit facilities

MANAGEMENT AND DIRECTORS

- Solid and Experienced Management / Board of Directors
 - Michel Pepin, CPA, CA: President & CEO (director)
 - Paul Gaynor: Board Chair (director)
 - Dave Mathews: President PMG/MFD (director)
 - Eric Klein, CPA, CA, CBV, ICD.D: President Klein Advisory Services (ind. director)
 - Stephen Lautens, JD: Lawyer, Diplomat, Comm. Consultant (ind. director)
 - Angel Valov, Ph.D.: Capital Market Investors (ind. director)
 - Frank Linhart, CPA, CMA: Chief Financial Officer
- Ciscom has a number of advisors providing advices on a large range of areas

CONTACT US



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Website



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APPENDICES

METHODOLOGY

&

SUCCESS FORMULA

CSE: CISC, OTCQB: CISCF



OUR WORKINGS

- Ciscom buys SMEs (small and medium size enterprises)
 - Pays attractive, yet lower multiples in relation to being private, size and silo operations
- Purchase price is cash plus shares, inclusive of earn-out
 - Tailored to each transaction
 - Keeps acquisition price lower
 - Provides the entrepreneur/seller with a second upside (share appreciation)
- Acquisitions remain a stand-alone entity – preserving successful cultures is essential
- Ciscom is a long-term investor
- Identify cost efficiencies and synergies
- Orderly transition plan for the selling entrepreneur (if desired)

OUR PERFORMANCE ACCELERATORS

- The Entrepreneur/Founder continues to manage with Ciscom's support framework
- Governance matrix and delegation of authority
 - Business Plan; Banking and borrowing; Real estate, legal, audit, insurance
 - Budget & Capex; Senior staffing; M&A
- Management deep/diversified collective of talent
 - Sales, business development and marketing
 - Operations; Human Resources; Finance and Tax; Banking
 - Strategic advisory and implementation
- Procurement pooling and cost synergies/savings
 - Real estate; Legal (all levels); IT services; HR services; Finance/Tax
 - Procurement; Insurance; COGs
 - Operations
 - New business development and Cross-selling opportunities

OUR LEVERAGES & SYNERGIES

- Accelerate growth by providing Ciscom products and services from each operation, including:
 - Sales staffing and new business development
 - Cross-selling clients on the different products & services offerings
 - Geographic expansion opportunities
- Minimizing costs through shared services and CoE (Centres of Excellence)
 - Finance & Accounting
 - Human Resources
 - IT Support & Infrastructure
 - Procurement



OUR SUCCESSES

- Closed 2 acquisitions to date (wholly-owned):
 - Market Focus Direct (MFD) on August 31, 2021
 - Prospect Media Group (PMG) on Sept 30, 2022
- Significant leverage and synergies implemented – front and back end
- Cash flow transactions (LBO)
- Low on-going capital expenditures
- Experienced management with established track records

PROSPECT.

“With our complementary businesses, CISCOM is set to take on a leadership role in the Ad/MarTech sector. As an entrepreneur, I’ve now got the best of both worlds!”
Dave Mathews, Founder, President of PMG



“I sold my business, but I’m also buying into something bigger with a great upside”
Paul Gaynor, Founder of MFD

FOR ENTREPRENEURS DIVESTING

- Provide an attractive exit to entrepreneurs/owners
- Pay a solid market multiple of EBITDA (fair valuation/purchase price)
- Considerations are cash and shares of a public company
- Entrepreneurs' decision to stay or to retire after a defined transition period
- Business remains whole and continues to operate as is – no change in staff, no moves, no rebranding
- Senior/top managers can participate through share options in Ciscom



APPENDICES

FINANCIALS

OUR PERFORMANCE

➤ SELF-FUNDED:

- Operations are cash flow positive
- Positive cash EBITDA and Net Income

➤ GROWTH CAPITAL:

- Acquisitions
- Acceleration of Strategic Plan
- Seeking Private Placement
 - Accordion facility
 - Follow-up capital is of definitive interest
- Credit facilities

in \$millions

	31-Dec-22 (12 months) (Audited)	31-Dec-23 (12 months) (Audited)	YTD 30Sep24 (9 months) (Not Audited)
Growing Revenue Base	\$14.8	\$35.2	\$25.9
Gross Profit	\$2.3	\$6.9	\$4.7
Gross Profit Growth	N/A	200.5%	13.0%
EBITDA (cash-based)	-\$0.37	\$1.34	\$1.12
EBITDA increase (cash-based)	N/A	\$1.71	\$0.69
Net Income (cash-based)	-\$0.26	\$0.94	\$0.88
Net Income increase (cash-based)	N/A	\$1.44	\$0.76

Please refer to forward looking statements at the end of the presentation

Q3 YTD F2024 SALES & GROSS PROFIT

	YTD September 30, 2024 versus 2023 and 2022						
	Actual 2024	Actual 2023	Actual 2022	2024 to 2023		2024 to 2022	
				\$	%	\$	%
Sales	25,887,712	21,464,404	2,086,543	4,423,308	20.6%	23,801,169	1140.7%
Cost of Sales	4,725,994	4,181,841	391,852	544,153	13.0%	4,334,142	1106.1%
Gross Margin	18.3%	19.5%	18.8%	12.3%	-1.2%	18.2%	-0.5%

Sales up 20.6% or \$4.4M F2024 to PY

Gross Profit up 13.0% or \$0.54M F2024 to PY

- **Organic growth**
 - New clients
 - Cross-selling products & services
- **Increased Gross Profit**
 - Added volumes
 - Leveraging

Q3 YTD F2024 RESULTS – CASH BASIS

Non-IFRS Information and Measures			
Adjusted Net Income (Net Loss) - Cash Basis			
For the 9 months ended September 30			
	2024	2023	Increase (Decrease)
	\$	\$	\$
Net Loss	(337,304)	(1,095,606)	(758,302)
Non-Cash Items			
Share-based compensation	119,534	134,888	(15,354)
Finance charges (non-cash)	157,717	190,794	(33,077)
Amortization & Depreciation	1,172,805	1,181,857	(9,052)
Income taxes	(232,307)	(296,259)	63,952
Adjusted Net Income (Net Loss) - Cash Basis	880,445	115,674	764,771

Non-IFRS Information and Measures			
Adjusted EBITDA - Cash Basis			
For the 9 months ended September 30			
	2024	2023	Increase (Decrease)
	\$	\$	\$
EBITDA	1,001,234	300,098	701,136
Non-Cash Items in Operating Expenses	119,534	134,888	(15,354)
Adjusted EBITDA (Operating Loss) - Cash Basis	1,120,768	434,986	685,782

- Positive Cash-Flows from Operations
- Significant level of One-time Non-Recurring Expenses, now Regularized



F2023 SALES & GROSS PROFIT

Gross Profit up 200.5% for F2023 to prior year

➤ Acquisition and organic growth

- New clients
- Cross-selling products & services

➤ Increased Gross Profit

- Added volumes
- Leveraging

➤ Improved Margin

- Procurement synergies
- Exited unprofitable accounts

Consolidated IFRS

	For the 12-month period ended December 31		Year-over-year	
	2023	2022	Variance	
	\$	\$	\$	%
Sales	35,160,166	14,766,407	20,393,758	138.1%
Cost of Sales	28,254,303	12,468,249	15,786,054	126.6%
Gross Profit	6,905,863	2,298,159	4,607,704	200.5%
Gross Margin	19.6%	15.6%	4.1%	26.2%

Combined Pro-forma (PMG & MFD)

	For the 12-month period ended December 31		Year-over-year	
	2023	2022	Variance	
	\$	\$	\$	%
Sales	35,160,166	33,835,559	1,324,606	3.9%
Cost of Sales	28,254,303	27,981,682	272,621	1.0%
Gross Profit	6,905,863	5,853,877	1,051,985	18.0%
Gross Margin	19.6%	17.3%	2.3%	13.5%

F2023 RESULTS – CASH BASIS

Non-IFRS Information and Measures			
Adjusted EBITDA (Operating Loss) - Cash Basis			
For the 12 months ended December 31			
	2023	2022	Increase (Decrease)
	\$	\$	\$
EBITDA	386,017	(698,291)	1,084,308
Non-Cash Items in Operating Expenses	957,016	327,961	629,055
Adjusted EBITDA (Operating Loss) - Cash Basis	1,343,033	(370,330)	1,713,363

Non-IFRS Information and Measures			
Non-Recurring Cash Expenses included in Results			
For the 12 months ended December 31			
	2023	2022	Increase (Decrease)
	\$	\$	\$
Professional fees	207,596	597,058	(389,462)
Re-organization costs	237,000	-	237,000
Total Non-Recurring Cash Expenses in Results	444,596	597,058	(152,462)

- Positive Cash-Flows from Operations
- Significant level of One-time Non-Recurring Expenses