

Form 51-102F3
Material Change Report

1. Name and Address of Company

Direct Communication Solutions, Inc. (the "Company")
17150 Via Del Campo #200
San Diego, CA 92127

2. Date of Material Change

April 29, 2020

3. News Release

A news release was issued on April 28, 2020, and disseminated through Canada Stockwatch, Market News and filed under the Company's profile on the website of the Canadian Securities Exchange.

4. Summary of Material Change

DCS Provides Update on Annual Financial Filings

5. Full Description of Material Change

The Company announces it is relying on an exemption adopted by the British Columbia Securities Commission ("BCSC") and provided in BC Instrument 51-515 Temporary Exemption from Certain Corporate Finance Requirements ("Blanket Exemption Order") for the purpose of extending the time required to comply with filing requirements resulting from the challenges posed by the COVID-19 pandemic.

The Company will (i) delay the filing of its annual financial statements and related management discussion and analysis for the year ended December 31, 2019 (collectively the "Required Annual Filings"), and (ii) rely on the extension provided by the Blanket Exemption Order to comply with the delivery requirements of applicable securities laws relating to the Required Annual Filings.

Under the Blanket Exemption Order, the Company has an additional 45 days after the April 29 deadline to complete its filing. The Company continues to work with its auditors and currently intends to file the Annual Filings on or before May 15, 2020. In accordance with the Blanket Exemption Order, the Company's management and other insiders are subject to a trading black-out policy that reflects the principles in section 9 of National Policy 11-207 Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions until the Required Annual Filings are filed on SEDAR.

On April 20, 2020, the Company was granted a loan (the "Loan") from TAB in the aggregate amount of \$422,500 pursuant to the Paycheck Protection Program (the "PPP") established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act") in the United States. The Loan, which was in the form of a Note dated April 10, 2020 matures April 10, 2022 and bears interest at a rate of 1.00% per annum, payable monthly commencing on November 10, 2020. The Loan may be prepaid at any time prior to maturity with no prepayment penalties. The

Loan and accrued interest are forgivable after eight weeks provided the borrower uses the proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels. The Company intends to use the entire Loan amount for eligible purposes.

Except for any announcements already previously disclosed by the Company in news releases, including the information herein, the Company confirms there are no other material business developments since December 20, 2020, the date of the Company's prospectus which included financial statements for the third quarter ended September 30, 2019.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Chris Bursey
CEO
Tel: (858) 798-7100

9. Date of Report

April 29, 2020