



Direct Communication Solutions, Inc.

Management's Discussion and Analysis

For the Three and Nine Months Ended September 30, 2020

November 13, 2020

Amounts in United States dollars unless stated otherwise

Direct Communication Solutions, Inc.

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For the Three and Nine Months Ended September 30, 2020 United States dollars unless otherwise stated

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("management discussion and analysis") of the Company provides an analysis of the Company's performance and financial condition for the three and nine months ended September 30, 2020. This management discussion and analysis should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the three and nine months ended September 30, 2020 and its audited consolidated financial statements for the year ended December 31, 2019 (the "**Financial Statements**"), which were prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All amounts referred to in this management discussion and analysis are prepared in accordance with IFRS and presented in United States dollars (\$ or US\$), unless otherwise indicated. C\$ refers to Canadian dollars.

The following information is prepared as at November 13, 2020.

Forward-looking Statements

This management discussion and analysis contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performances of the Company; revenues; the timing and amount of estimated future operating, capital and development expenditures and requirements for additional capital. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this management discussion and analysis based on the opinions and estimates of management, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, potential investors should not place undue reliance on forward-looking statements.

Overview

Direct Communication Solutions, Inc. provides Internet of Things (IoT) products, services and solutions. The Company has two main focuses to its business: (i) Hardware distribution, where the Company resells products from CalAmp and ATrack Technology Inc. and (ii) Software as a Service "SaaS" solutions. The Company's products and solutions enable devices to communicate with each other and with server or cloud-based application infrastructures.

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The Company's current SaaS solutions include MiFleet™, which provides fleet and vehicle SaaS telematics, MiSensors™, which provides machine-to-machine device management and service enablement for wireless sensors and MiFailover™, which provides high-speed wireless internet failover to small and medium sized businesses as a redundancy solution to continue to run their business in the event the internet is not available. In addition, the Company has recently deployed MiServices™ to provide engineering support to its distribution customers. These services include software development, hardware integration and logistics support such as SIM card insertion, activation, provisioning, labeling and device readiness checks.

The Company's corporate headquarters is in San Diego, California.

Incorporated in 2006, the Company traditionally has been a distributor of IoT components and a system integrator that assisted clients in installing such components into their installed systems and applications. The Company has focused on providing hardware items and solutions that have aided in data collection, analysis and management.

The global costs and prices of IoT sensors and products continue to drop in price and margin. As a response to this, and an interest to develop more vertically-integrated, comprehensive solutions, the Company has begun to develop software applications and databases that can analyze and manage the data that its IoT hardware has traditionally just collected. This provides the Company the opportunity to increase its gross and net profit margins by providing more services and software – through the cloud and/or via a SaaS/MaaS (Module as a Service) business model.

The Company has traditionally sold within various hardware-related vertical markets that are tied to the broad IoT market. These areas have included markets such as fleet management, healthcare, retail point-of-sale, industrial, energy & utilities, and safety and security. As the Company transitions to software, SaaS and services it can now address traditional software application markets. In addition, the Company is planning to launch applications within the beer, transportation and cannabis marketplaces. Both the beer and cannabis markets have very similar needs when it comes to sensors and utilizing the big data from those sensors. Both are temperature sensitive and have a very limited shelf-life, therefore, the logistics data that can be obtained from these sensors makes the operational side of these verticals so critical.

The Company intends to continue to leverage its long-standing relationship with its strategic partners and jointly build unique IoT solutions based on its integrated third party equipment along with new application software. This mixed hardware and software implementation will allow the Company to build new, more robust, solutions that address multiple customer problems operating on a single the Company platform.

Significant Highlights

The following highlights and developments for the nine months ended September 30, 2020 and to the date of this management discussion and analysis:

- Completed an initial public offering listing on the Canadian Securities Exchange (CSE: DCSI).
- Became listed on OTC Markets Group (OTCQB: DCSX)
- Added John Huber to the Company's Board of Directors.

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- Entered into a value-added reseller agreement with Ingram Micro to partner and sell the Company's solutions and services through their channel of partners.
- Launched MiFleet + Vision and added the Flex product portfolio (solar tracker) to enhance our telematics offerings.
- Included in the Verizon Circle of Excellence and our CEO, Chris Burse, added to Verizon's Partner Advisory Council Participants.
- Entered into an exclusive agreement with IT&E, the widest 4G LTE data network in the Marianas and Guam, to provide their customer base with MiFleet as a fleet and asset management solution.
- Started development of a comprehensive set of tools that are propriety that will automate the entire provisioning and activation process for GPS tracking devices, across all manufactures.
- Completed the design stage of our MiSensors MiTag BT sensor and MiBridge BT-Ethernet Gateway. Started the production phase with a contract manufacturer.
- Launched MiFleet Drive, a consumer focused mobile application and MiFleet Bolt, which provides extended battery life for tracking high value assets through our MiFleet platform.
- Acknowledged by CalAmp as their top American Channel Sales Partner for their fiscal 4th quarter that ended February 29, 2020.
- Entered into a pilot project with Wildflower Brands to install the MiCovid Cam in their retail locations in Canada.

COVID-19 Impact on Operations and Financial Position

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. The outbreak led governments and other authorities around the world, including federal, state and local authorities in the United States, to impose measures intended to control its spread, including restrictions on freedom of movement and business operations such as travel bans, border closings, business closures, quarantines and shelter-in-place orders. The outbreak and preventative or protective actions that governments have taken in respect of this coronavirus have resulted in a period of business disruption, reduced customer traffic, negative impact on our order fulfillment, reduced operations, and has adversely affected workforces, economies, and financial markets globally. Furthermore, several of our key products are manufactured in Asia in locations subject to quarantines and factory closures. Although these effects are expected to be temporary, the duration of the supply chain disruption, labor instability, component shortages and delays, impairment of our ability to produce and deliver our products, and related financial impact cannot be reasonably estimated at this time and may materially affect our consolidated results for 2020. It is not possible for us to predict the duration or magnitude of the adverse results of the outbreak and its effects on our business, results of operations, financial condition or ability to raise funds.

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Discussion of Operations

The Company has funded ongoing operations primarily from proceeds on the issuance of the Debentures and working capital credit facilities and most recently an initial public offering. The Company's continuing operations and its financial success are dependent upon the extent to which it can successfully raise the capital to implement its future plans and ultimately on generating sufficient revenue to attain profitable operations. These factors indicate the existence of an uncertainty that may cast doubt about the Company's ability to continue as a going concern.

In 2017, the Company made a strategic decision to focus more on providing IoT solutions as the sales price per unit in distribution was dropping due to the industry became more competitive. As part of this decision, in January 2019, the Company sold its Telit modular distribution agreement and associated assets. The purchase price for the Telit modular distribution agreement and associated assets was \$250,000 cash based on upon the completion certain milestones (\$150,000 was payable at closing and the second payment of \$100,000 was payable following Company introductions to customers and Telit's sales directors; and delivery and payment of at least 50% of purchase order by a prior customer of the Company for Telit hardware) plus six (6) percent of net sales of Telit products from January 16, 2019 through December 31, 2019. The price was determined on an arm's length basis. For the three months and nine months ended September 30, 2019, \$100,000 and \$250,000 milestone payments are included in products revenue and \$7,920 and \$90,513 royalty income is included in other income, respectively.

As a result, solutions and other services revenue as a percentage of overall revenue have increased from 6% in 2017 to 8% in 2018 to 13.1% in 2019 and 16.3% for the nine months ended September 30, 2020.

In January 2020, the Company completed its initial public offering ("IPO") issuing 1,328,500 shares at C\$2.00 (\$1.53) for gross proceeds of C\$2,657,000 (\$2,021,147). The Company incurred total expenses associated with the IPO totaling of \$476,619 of which \$248,085 was charged against equity and \$228,534 as an operating expense. On June 19, 2020, the Company became listed in the United States on the OTCQB Market.

SELECTED ANNUAL INFORMATION

	2019	2018	2017¹
Revenues	\$16,063,558	\$15,956,355	\$8,811,674
Net income(loss)	(1,096,124)	62,544	(1,875,499)
Net income (loss) per share			
Basic	(0.11)	0.01	(0.19)
Diluted	(0.11)	0.00	(0.19)
Total Assets	5,066,308	5,657,380	1,947,638
Total non-current financial liabilities	178,447	30,000	1,218,267
Cash dividends declared in all classes of shares	NIL	NIL	NIL

¹ The net loss in 2017 includes transaction costs of US\$1,067,888 as a result of the Acquisition. Excluding this expense, the net loss in 2017 would have been US\$807,611.

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Results of Operations for the Three Months Ended September 30, 2020

Revenues for the three months ended September 30, 2020 were \$3,204,208 compared to \$4,289,964 for the same period last year. Product revenue of \$2,696,151 was down 28% over the previous year as customers were postponing orders due to the pandemic.

Solutions and other services revenue of \$508,057 was down 4% from the same period as last year. SaaS solutions, which comprises the largest amount of solutions and other services revenue, was up 34%, while engineering services were down 75% from the same period as last year.

Cost of revenues for the three months ended September 30, 2020 were \$2,221,404 compared to \$3,271,967 for the same period in 2019. The following tables summarize gross profit and gross margin:

	Gross Profit		Gross Margin	
	Q3 2020	Q3 2019	Q3 2020	Q3 2019
Products	\$593,074	\$573,533	22.0%	15.3%
Solutions and other services	389,730	444,464	76.7%	84.0%
Total	\$982,804	\$1,017,997	30.7%	23.7%

The increase in gross margin for products was mainly due to mix of devices sold and Q3 2019 includes a large order that was obtained by providing competitive pricing. Wireless data services, which has a lower margin, comprised a greater percentage of solutions and other services in Q3 2020 compared to Q3 2019.

General and administrative expenses for the three months ended September 30, 2020 were \$952,037 compared to \$1,017,313 for the same period in 2019. Decreases in marketing, bad debt and bank fees more than offset an increase of \$62,856 in stock-based compensation.

Research and development costs for the three months ended September 30, 2020 were \$251,843 compared to \$229,064 for the same period in 2019. The increase was primarily the result of additional engineers related to software development for MiSensors.

Net loss for the three months ended September 30, 2020 was (\$246,326) compared to (\$318,146) for the same period in 2019. The decrease in net loss was primarily the result of a decrease in interest expense.

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Results of Operations for the Nine Months Ended September 30, 2020

Revenues for the nine months ended September 30, 2020 were \$9,842,851 compared to \$11,401,917 for the same period last year. Product revenue of \$8,236,150 was down 17% over the previous year as customers were postponing orders due to the pandemic.

Solutions and other services revenue of \$1,606,701 was up 5% from the same period as last year. SaaS solutions, which comprises the largest amount of solutions and other services revenue, was up 26%, while engineering services were down 36% from the same period as last year.

Cost of revenues for the nine months ended September 30, 2020 were \$6,962,150 compared to \$8,449,546 for the same period in 2019. The following tables summarize gross profit and gross margin:

	Gross Profit		Gross Margin	
	YTD 2020	YTD 2019	YTD 2020	YTD 2019
Products	\$1,630,865	\$1,696,372	19.8%	17.2%
Solutions and other services	1,249,836	1,255,999	77.8%	82.1%
Total	\$2,880,701	\$2,952,371	29.3%	25.9%

Wireless data services, which has a lower margin, comprised a greater percentage of solutions and other services YTD 2020 compared to YTD 2019.

General and administrative expenses for the nine months ended September 30, 2020 were \$3,453,878 compared to \$3,035,879 for the same period in 2019. The increase was mainly due to (i) \$228,535 expenses related to our initial public offering and (ii) increase of \$293,657 in stock-based compensation.

Research and development costs for the nine months ended September 30, 2020 were \$747,833 compared to \$552,352 for the same period in 2019. The increase was primarily the result of additional engineers related to software development for MiSensors.

Net loss for the nine months ended September 30, 2020 was (\$1,410,258) compared to (\$838,288) for the same period in 2019. The increase in net loss was primarily the result of expenses related to our initial public offering, an increase in stock-based compensation and research and development expenses offset by a decrease of \$203,693 in interest expense.

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Summary of Quarterly Results

The following table is based on the Company's financial statements prepared in accordance with IFRS. Amounts are in US\$ except share numbers.

	Q3 2020	Q2 2020	Q1 2020	Q4 2019
Revenue				
Products	2,696,151	2,669,412	2,870,588	4,090,082
Other services	508,057	527,889	570,754	571,947
	<u>3,204,208</u>	<u>3,197,301</u>	<u>3,441,342</u>	<u>4,662,029</u>
Operating Expenses	1,203,880	1,439,993	1,557,838	1,292,580
Net income (loss)	(246,326)	(494,579)	(669,353)	(257,836)
Basic income (loss) per share	(0.02)	(0.04)	(0.05)	(0.02)
Fully-diluted income (loss) per share	(0.02)	(0.04)	(0.05)	(0.02)
Weighted average number shares outstanding - basic	13,403,300	13,403,300	13,315,707	10,794,365
Weighted average number shares outstanding – diluted	13,403,300	13,403,300	13,315,707	10,794,365
Total fully diluted shares	<u>17,229,580</u>	<u>17,254,580</u>	<u>16,964,580</u>	<u>14,824,800</u>
	Q3 2019	Q2 2019	Q1 2019	Q4 2018
Revenue				
Products	3,760,816	3,635,909	2,474,627	5,367,948
Other services	528,759	510,370	491,047	438,579
	<u>4,289,575</u>	<u>4,146,279</u>	<u>2,965,674</u>	<u>5,806,527</u>
Operating Expenses	1,246,377	1,183,230	1,158,625	983,446
Net income (loss)	(318,146)	(166,739)	(353,403)	65,945
Basic income (loss) per share	(0.03)	(0.02)	(0.04)	0.01
Fully-diluted income (loss) per share	(0.03)	(0.02)	(0.04)	0.00
Weighted average number shares outstanding - basic	10,151,009	10,098,000	9,667,889	9,608,000
Weighted average number shares outstanding – diluted	10,151,009	10,098,000	9,667,889	15,007,250
Total fully diluted shares	<u>15,067,250</u>	<u>15,007,250</u>	<u>15,007,250</u>	<u>15,007,250</u>

The Company's business typically undergoes seasonal variation in the fiscal quarter ended March 31 due to disruptions in the manufacturing of hardware components in Asia driven primarily by the observance of the lunar new year holidays during that period and in the fiscal quarter ended September 30 due to summer vacations of the industrial buyers representing business or government customers. Further, there were increased sales in the fiscal quarter ended December 31, 2018 due to proposed increased tariffs for imported internet hardware components effective January 1, 2019 (which were actually not brought into force) and the proposed transition in 2019 and onwards of the current telecommunications protocols to "4G", the fourth generation of broadband cellular network technology.

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Liquidity and Capital Resources

Historically, the Company's funding has been through the issuance of debt, primarily through its vendors and private placements to sophisticated investors. We expect to fund the operating costs of the Company over the next twelve months from (i) the net proceeds of our initial public offering that closed in January 2020, (ii) by launching current products in development that support the growth of the Company and (iii) raising additional capital as necessary. The Company's continuing operations and its financial viability is dependent upon the extent to which it can successfully raise the capital to implement its future plans and ultimately on generating sufficient revenue to attain profitable operations. These factors indicate the existence of an uncertainty that may cast doubt about the Company's ability to continue as a going concern. At September 30, 2020, the Company is not subject to any externally imposed capital requirements or debt covenants.

On November 13, 2020 in a private offering, the Company issued warrants to purchase 880,000 shares of common stock with an exercise price of \$0.80 per share and a term of six months for proceeds of \$30,556. If the closing price of the shares of the Company as traded on the CSE is greater than CAD \$1.50 per share for any consecutive 14 trading days, the holders will have 30 days to exercise 50% of the warrants ("First Accelerated Expiration Date"). If the holder does not exercise those warrants subject to the First Accelerated Expiration Date, then those warrants shall be deemed to be cancelled. If the closing price of the shares of the Company as traded on the CSE is greater than CAD \$2.00 per share for any consecutive 14 trading days, the holders will have 30 days to exercise the remaining 50% of the warrants ("Second Accelerated Expiration Date"). If the holder does not exercise those warrants subject to the Second Accelerated Expiration Date, then those warrants shall be deemed to be cancelled.

The Company has a credit facility with TAB Bank ("TAB") whereby it advances funds to the Company up to 90% of the Company's domestic receivables less than 90 days from invoice date and not subject to offset up to \$2,000,000. TAB charges monthly interest at a rate greater of (a) 90-Day LIBOR rate plus 4.50% and (b) 6.41%. In addition, there is an administration fee equal to 0.01% per diem of the outstanding daily obligations. The credit facility is secured by a lien on substantially all the assets of the Company.

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 twenty-four weeks as long as 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.

The Company issued debentures from October 2, 2017 to September 25, 2018 totalling \$2,100,000. The debentures accrued interest at a rate of 10.0% per annum and the interest was payable semi-annually unless the holder elected to defer payment. The maturity date of the debentures was October 2, 2019. The holder of the debentures at any time could convert in whole or any part principal and interest into common shares of the Company at a conversion price of \$1.00 per share. In June 2019, \$2,000,000 of the debentures agreed to amend their debentures so that on the date the Company receives a Canadian Securities Exchange ("CSE")

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conditional approval letter for the listing of the common shares of the Company, all unpaid principal automatically convert into common shares at a conversion price of US\$1.00 per share. In September 2019, the holders of \$1,900,000 of the debentures agreed to extend the maturity date to November 22, 2019. On October 2, 2019, the balance of \$200,000 of the debentures were repaid. In November 2019, such holders agreed to extend the maturity date to December 31, 2019. On December 2, 2019, the CSE provided its conditional approval letter and the remaining debentures were converted into 1,900,000 common shares

Cash flows provided by (used in) operating activities during the nine months ended September 30, 2020 were (\$2,055,412) compared to \$829,262 during the previous year. The change was primarily the result of \$571,950 increase in net loss and change in non-cash working capital items as (\$1,448,693) in 2020 and \$1,388,878 in 2019.

Cash flows used in investing activities during the nine months ended September 30, 2020 were \$63,613 versus \$320,327 for the same period last year. Expenditures of \$39,169 and \$300,262 were development costs of the Company's Brewsee® Keg Management System in 2020 and 2019, respectively.

Cash flows provided by (used in) financing activities during the nine months ended September 30, 2020 were \$1,951,465 compared to (\$382,509) in 2019. In January 2020, the Company completed its initial public offering and received net proceeds of \$1,773,063. In 2019, the Company had net repayments on its credit facility of \$292,519.

At September 30, 2020, the Company had working capital deficiency of (\$735,255) compared to (\$1,744,178) at December 31, 2019. The change is mainly due to \$1,773,063 of net proceeds from the initial public offering plus the \$422,500 proceeds from the Loan offset by net loss of (\$1,410,258).

Capital Resources

As of September 30, 2020, the Company has committed approximately \$300,000 to complete the development of BrewSee®. The Company has sufficient capital resources to meet this commitment. The Company has no other sources of financing which have been arranged but are as yet unused.

Share Capital

The Company has authorized 40,000,000 shares with a par value of \$0.00001 per share. Upon approval of the listing on the CSE, the Company filed an amended and restated certificate of incorporation pursuant to which its authorized capital stock will consist of 40,000,000 shares. Such amendment has been approved by the Company's Board of Directors and shareholders.

In July 2019, the Company completed a private placement issuing 60,000 shares at \$1.25 per share for net proceeds of \$75,000.

In September 2019, 16,800 warrants were exercised at US\$1.00 per share for net proceeds of \$16,800.

On December 2, 2019, \$1,900,000 of convertible debentures were converted into 1,900,000 shares of common stock

On January 7, 2020, the Company completed its initial public offering and sold 1,328,500 shares of common stock for net proceeds of \$1,751,721 after underwriter's commission and offering expenses of \$269,426.

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At September 30, 2020, the Company had 13,403,300 shares issued and outstanding with a par value of \$0.00001.

Warrants

As at September 30, 2019, 42,450 warrants were outstanding and granted to Industrial Alliance Securities Inc. for their assistance with the previous offering of the Debentures, which warrants were exercisable at US\$1.00 per share and expired October 2, 2019.

In March 2019, 490,000 warrants were exercised for proceeds of \$5.

In September 2019, 16,800 warrants were exercised at \$1.00 per share for proceeds of \$16,800.

In October 2019, all remaining warrants expired and were forfeited.

In January 2020 in conjunction with the Company's initial public offering, the Company issued warrants to the underwriter to purchase 106,280 shares of common stock with an exercise price of C\$2.00 per share and a term of two years.

In November 2020 in a private offering, the Company issued warrants to purchase 880,000 shares of common stock with an exercise price of \$0.80 per share and a term of six months for proceeds of \$30,556.

Stock Options

At September 30, 2020, 3,720,000 options were outstanding of which 2,588,540 are vested and are exercisable at \$0.47 per option, 235,831 are vested and exercisable at \$1.53 per option and 29,166 are vested and exercisable at \$0.79 per option. The Company recognized stock-based compensation expense for the three months ended September 30, 2020 and 2019 of \$65,696 and \$2,841, and for the nine months ended September 30, 2020 of \$302,180 and \$8,523, respectively.

In June 2019, the Board of Directors and Stockholders of the Company agreed to increase the number of authorized shares reserved for issuance under the Company's 2017 Stock Plan from 3,500,000 to 4,100,000 shares and add an annual evergreen feature that will adjust the number of authorized shares reserved to an amount equal to 29.99% of the Company's issued capital stock (other than the maximum number of shares that may be issued through Incentive Stock Options, which is fixed at 4,100,000 shares).

On January 7, 2020, the Company granted 755,000 options to certain of its directors and officers. These options are exercisable at prices ranging from \$1.53 to \$1.68 per share. As our CEO is more than a 10% shareholder, per incentive stock option rules in the U.S., his exercise price is 110% of the fair market value of a share of stock on the effective date of grant of the option.

On May 20, 2020, the Company granted 290,000 options of which 100,000 to a director. The options are exercisable at \$0.79 which was the fair market value of a share of stock on the date of the grant.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing

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and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

We had no significant or unusual transactions with related parties other than the granting of stock options. Refer to note 17 of our condensed interim consolidated financial statements for the three and nine months ended September 30, 2020.

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Critical Accounting Estimates and Judgments

This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2020 and the notes thereto to gain a better understanding of the Company's accounting estimates. Accounting estimates are critical if they require the Company to make assumptions about matters that are highly uncertain at the time the accounting estimate is made and that different estimates that could have been used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on the Company's financial condition, changes in financial condition or financial performance. The accounting estimates that are determined to be critical are described below.

- (i) Going concern - The evaluation of the Company's ability to continue as a going concern, to raise additional financing to cover its operating expenses and its obligations for the incoming year requires significant judgment based on past experience and other assumptions including the probability that future events are considered reasonable according to the circumstances.
- (ii) Provision for excess and obsolete inventory – The Company values inventory at the lower of cost and net realizable value. Significant management judgements must be made in determining net realizable value and excess inventory.
- (iii) Allowance for doubtful accounts receivable – The Company makes allowances for doubtful accounts based on its best estimate of the amount of probable credit losses in existing accounting receivable. Management bases its judgement on historical write-off experience and specific knowledge of the customer.
- (iv) Stock-based compensation – The Company grants or issues options and warrants. The Company makes judgements of expected volatilities, expected lives, expected forfeiture rates and risk free interest rates.

Financial Instruments

The Company's financial assets include cash and amounts receivable. The carrying value of cash and amounts receivable approximates their fair value due to their short term to maturity.

The Company's financial liabilities include accounts payables, the Loan, credit facility, and customer deposits. The carrying value of these items approximates their fair value due to their immediate or short term to maturity.

Financial Risk Factors

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company places its cash with institutions of high credit worthiness. Management has assessed there to be a low level of credit risk associated with its cash balances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base,

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including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. For the nine months ended September 30, 2020 and 2019, approximately 37% of the Company's revenue is attributable to sales transactions with three customers.

The Company has established a credit policy under which each major new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, when available, and in some cases bank references. Purchase limits and terms are established for each customer and reviewed periodically. Customers that fail to meet the Company's benchmark creditworthiness may transact with the Company only on a prepayment basis.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, whether they are a wholesale, retail or end-user customer, geographic location, industry, aging profile, maturity and existence of previous financial difficulties. Trade and other receivables relate mainly to the Company's wholesale and retail customers.

Trade and other receivables consist of:

	September 30, 2020	December 31, 2019
Accounts Receivable	\$ 1,592,333	\$ 2,530,052
Allowance for doubtful accounts	(31,540)	(118,779)
Total	\$ 1,560,793	\$ 2,411,273

Aged trade receivable listing:

Days outstanding	September 30, 2020	December 31, 2019
Current	\$ 1,297,839	\$ 1,708,131
1 – 30	222,119	510,227
31 – 60	62,637	179,074
61 – 90	5,902	46,431
> 90	3,836	86,189
Total	\$ 1,592,333	\$ 2,530,052

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. At September 30, 2020, the Company had negative working capital of (\$735,255). As such, the Company has insufficient working capital to fund corporate overhead costs and the repayment of the Company's cash obligations for the next fiscal year and is significantly exposed to liquidity risk. The Company intends to continue raising funds as necessary and entering into sales contracts with new customers that will provide increased sources of funds and liquidity in the future.

Direct Communication Solutions, Inc.

Management's Discussion and Analysis

For the Three and Nine Months Ended September 30, 2020 United States dollars unless otherwise stated

Market risk

The significant market risks to which the Company is exposed are interest rate risk, foreign currency risk, and price risk.

Interest rate risk

The Company's debt has fixed interest rates and is not exposed to interest rate risk until maturity. The Company's credit facility is based on the 90 day LIBOR rate. A 1% increase in the prime rate in 2020 would result in immaterial additional interest expense for the nine months ended September 30, 2020.

Foreign currency risk

The Company is located in the United States and virtually all transactions including the Company's sales and debt are negotiated in U.S. dollars. The Company's wholly-owned subsidiary, DCS Canada, is located in British Columbia, Canada and its functional currency is the Canadian dollar. DCS Canada has immaterial assets and liabilities and had no activity in 2019 or the nine months ended September 30, 2020.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices other than those arising from interest rate risk, financial market risk or currency risk. The Company is not exposed to significant price risk.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.