

Form 51-102F3
Material Change Report

1. Name and Address of Company

Direct Communication Solutions, Inc.
11021 Via Frontera, Suite C,
San Diego, CA 92127

2. Date of Material Change

February 7, 2022

3. News Release

A press release dated February 7, 2022 was disseminated through Market News and Stockwatch and filed via SEDAR on February 10, 2022. A corporate update from the Company on the offer for sale of its unsecured convertible debentures ("Convertible Debentures") for up to the total amount of CDN\$1,300,000

4. Summary of the Material Change

Direct Communication Solutions, Inc. announces the sale of its unsecured convertible debentures

5. Full Description of the Material Change

San Diego California, USA, February 7, 2022 Direct Communication Solutions, Inc. (the "Company", "DCS") (CSE: DCSI) is pleased to announce the offering for sales of its unsecured convertible debentures raising CDN\$1,300,000. Pursuant to the terms of the Debentures, the subscribers may convert all or part of the principal amount outstanding under the Debentures into shares of common stock of the Company. The Debentures are convertible into units (the "Units") at the higher of (i) CDN\$1.50 or (ii) a price equal to the price of the shares or units of the next financing carried out before the 2nd anniversary of the closing date less a 30% discount. The Units shall comprise a share and one-half (½) of one warrant where a whole warrant shall be exercisable at CDN\$0.50 per common share for a two year term. The Debentures have a maturity date of the 2nd anniversary of the closing date and bear an interest rate of 10% per annum, payable semi-annually.

The Debentures are unsecured against the Company's interest and the use of proceeds from the Offering shall be used for working capital and general corporate purposes.

The Company may pay finder's fees to eligible finders in cash or warrants or a combination of both.

The Company endeavors to close the offering as soon as practicable.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Chris Bursey,
President, CEO and Director
Phone: (877) 572-5716

9. Date of Report

February 7, 2022