

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

July 28, 2022

**Item 3 News Release**

A news releases was issued and disseminated through Newsfile on July 29, 2022 and filed on SEDAR (www.sedar.com) and with the CSE.

**Item 4 Summary of Material Change**

Julie Hajduk and David Diamond have been appointed to the Board of Directors. Mr. Diamond will also take on the role of Chair of the Audit Committee.

Konstantin Lichtenwald has resigned as Director, but remains as Chief Financial Officer. John Hubler has resigned as Director of the Company and will instead Chair the Technology Advisory Board.

**Item 5 Full Description of Material Change**

See attached news release at Schedule "A"

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

Chris Bursey, CEO  
Email: cbursey@dcsbusiness.com  
Phone: 858-525-2483

**Item 9 Date of Report**

July 29, 2022

“Schedule “A”



## **DCS Strengthens the Board and Audit Committee to be NASDAQ compliant**

**SAN DIEGO, CA – July 29, 2022** – DCS (OTCQX: DCSX) (CSE: DCSI) (FSE:7QU) a leading provider of information technology solutions for the Internet of Things (IoT) market, announced today that Ms. Julie Hajduk and Mr. David Diamond have been appointed as members of its Board of Directors.

Ms. Hajduk will replace Mr. Konstantin Lichtenwald, who tendered his resignation as a director to focus on his role as the Chief Financial Officer (CFO) of the Company, effective July 28<sup>th</sup>, 2022.

Mr. Diamond will replace Mr. John Hubler, who tendered his resignation as a director of the Company to take on the role of Chair of the Technology Advisory Board, effective July 28<sup>th</sup>, 2022.

Mr. Diamond will also take on the role of Chair of the Audit Committee.

Mr. Lichtenwald and Mr. Hubler fully intend to continue working with the Company in their roles. With the above changes, DCS is progressing to meet the NASDAQ listing requirements.

Ms. Hajduk is a multifaceted investor relations specialist with over 20 years' experience working in the junior mining sector with Vancouver-based resource companies as well as US based companies. Julie has previously served on the Board for several public companies. Ms. Hajduk has successfully raised seed, non-brokered and brokered capital for her clients using her broad contact base that includes a particular emphasis on the retail market. Today, she is the President and CEO of Li-FT Power (CSE:LIFT), a precious metal exploration company engaged in the acquisition, exploration, and development of mineral properties, specifically lithium pegmatite projects located in Canada.

Mr. David Diamond is a results-oriented leader providing strategic guidance and operational oversight to CEOs and Board Directors. He is currently a Managing Director of CBIZ (NYSE:CBZ), and Lead Independent Director and Audit Committee Chair for RenovoRX (NASDAQ:RNXT). David has significant experience assisting management teams and board directors with capital financing and strategic business planning especially IPOs, exit strategies, and complex business challenges nationally and internationally. David has built strong relationships with Wall Street Bankers and has a track record of making introductions that have resulted in millions of dollars in corporate financing. His record of success is built on 30+ years of experience in both public accounting and industry. He is an active CPA and a former auditor. David is current on FASBs and changes in the accounting industry. David successfully grew two local CPA firms in San Diego and sold them to national CPA firms.

“We are delighted to welcome Julie and David to the Board of Directors while continuing to work with Konstantin and John going forward,” said Chris Bursey, CEO and Chairman of the Board “achieving

Board Diversity and majority of Independent Directors has been our intention as part of meeting NASDAQ listing requirements.”

## **About DCS**

DCS is a technology solutions integrator focusing on connecting the Internet of Things. We provide real solutions that solve real problems. Our software applications and scalable cloud services collect and assess business-critical data from all types of assets. DCS is headquartered

in San Diego, California and is publicly traded on the OTCQX (“DCSX”), Canadian Securities Exchange (“DCSI”) and Frankfurt Stock Exchange (“7QU”). For more information, visit [www.dcsbusiness.com](http://www.dcsbusiness.com) DCS and the DCS logo are among the trademarks of DCS in the United States. Any other trademarks or trade names mentioned are the property of their respective owners.

## **Forward-Looking Statements**

*This release contains forward-looking statements, which reflect management’s current views of future events and operations. These statements are based on current expectations and assumptions that are subject to risks and uncertainties that could cause actual results to differ materially. We believe that these potential risks and uncertainties include, without limitation: the ongoing COVID-19 pandemic, the Company’s dependence on third-party manufacturers, suppliers, technologies and infrastructure; risks related to intellectual property; industry risks including competition, online security, government regulation and global economic conditions; and the Company’s financial position and need for additional funding. Statements in this release should be evaluated in light of these factors. These risk factors and other important factors that could affect our business and financial results are discussed in our Management’s Discussion and Analysis, periodic reports and other public filings which are available on SEDAR at [www.sedar.com](http://www.sedar.com) and posted with the OTC Disclosure and News Service. DCS undertakes no duty to update or revise any forward-looking statements.*

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