

AMENDMENT
to the Information Circular for
DIRECT COMMUNICATION SOLUTIONS, INC.
(the “**Company**”)
dated **August 8, 2022**

WHEREAS the Company is desirous of listing the shares of common stock on one or more senior stock exchanges including without limitation, NASDAQ, the NYSE, Toronto Stock Exchange or such other senior stock exchange wherever situated (each, a “**Senior Stock Exchange**”);

AND WHEREAS the Company has disclosed in its Information Circular dated August 8, 2022 (the “**Proxy Materials**”) the need to (i) approve and amend the Company's Certificate of Incorporation to effect a consolidation (also known as reverse split) of the Company's outstanding shares and (ii) approve the proposed 2022 Omnibus Stock Incentive Plan to facilitate a listing of the shares of common stock on NASDAQ (the “**Senior Listing Related Resolutions**”)

NOW THEREFORE the Company hereby amends the Proxy Materials as follows:

1. All references to “NASDAQ” or “NASDAQ Capital Market in the Proxy Materials used to explain the recommendations of the Management for the shareholders to vote in favor in the Senior Listing Related Resolutions or otherwise referenced shall be deemed to have been amended to read “Senior Stock Exchange” defined to mean “one or more senior stock exchanges including without limitation, NASDAQ, the NYSE, Toronto Stock Exchange or such other senior stock exchange wherever situated”, which amendments shall be deemed to have been made by this Amendment in the Proxy Materials including without limitation in the following:

- (a) the Notice in regard of the approval of the 2022 Omnibus Stock Incentive Plan;
- (b) under “Particulars Of Matters To Be Acted Upon - Amendment To Certificate Of Incorporation” in regard of the disclosure of the pertaining to the proposed consolidation (also known as reverse split) of the Company's outstanding shares;
- (c) under “Particulars Of Matters To Be Acted Upon - Adoption Of The 2022 Omnibus Stock Incentive Plan” in regard of the disclosure of the pertaining to the proposed adoption of the 2022 Omnibus Stock Incentive Plan; and
- (d) under Annex B - Proposed 2022 Omnibus Stock Incentive Plan in regard of the draft provisions of the plan itself

Dated effective August 24, 2022

ON BEHALF OF THE COMPANY

Per: “Chris Bursey”
Chris Bursey, Director, CEO and President