

Form 51-102F3
Material Change Report

1. Name and Address of Company

Direct Communication Solutions, Inc. (the “Company”)
11021 Via Frontera, Suite C
San Diego, CA 92127

2. Date of Material Change

February 7, 2023

3. News Release

A news release was issued on February 7, 2023, and disseminated through Newsfile Corp. and filed under the Company’s profile on the website of the Canadian Securities Exchange.

4. Summary of Material Change

DCS Announces Expected Uplist to the NYSE American Stock Exchange and Reverse Stock Split

5. Full Description of Material Change

Direct Communication Solutions, Inc. (“DCS”) (OTCQX: DCSX) (CSE: DCSI) (FSE: 7QU), a leading provider of information technology solutions for the Internet of Things (IoT) market, today announced that it expects to uplist to the NYSE American and its common stock will trade on the NYSE American under the ticker “DCSX” on or around February 15, 2023, subject to pricing and the following conditions. The uplisting is subject to meeting all NYSE American LLC (the “NYSE American”) requirements at the time of listing and the Securities and Exchange Commission declaring effective DCS’ registration statement on Form S-1 for its previously announced underwritten public offering (the “Offering”). A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

DCS has applied to the Canadian Securities Exchange (“CSE”) to make effective the reverse split/consolidation of shares of its common stock on seven (7) old common shares for one (1) new common share (7:1 share consolidation) after the market close on Thursday, February 9, 2023.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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
cbursey@dcsbusiness.com
858-525-2483

9. Date of Report

February 7, 2023