

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

Item 1 Name and Address of Company
Direct Communication Solutions, Inc. (the "Company")
11021 Via Frontera, Suite C
San Diego, California, 92127

Item 2 - Date of Material Change

March 5, 2024

Item 3 News Release

A news release was issued and disseminated on March 5, 2024 and filed on SEDAR+ (www.sedarplus.ca) and with the CSE.

Item 4 Summary of Material Change

The Company has received resignations from two Directors and one officer.

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

March 5, 2024

DCS Announces Resignations To Accelerate Transition To SaaS Business Model

San Diego, CA – March 5, 2024 – Direct Communication Solutions, Inc. (OTCQX: DCSX) (CSE: DCSI) (FSE: 7QU) (“DCS” or the “Company”) announces today that Mr. Mike Zhou and Mr. Mike Ueland have tendered their resignations as Directors of the Company, effective immediately, to pursue other business interests.

The Board of Directors wishes to thank both Mr. Zhou and Mr. Ueland for their valuable contributions to the Company as directors and wish them both the best in their future endeavours.

The Company will announce the appointment of a new director in the near future to fill the vacancies left by the resignations.

Additionally, Mike Lawless EVP of Sales and an officer of the Company submitted his resignation effective March 22, 2024, for personal reasons. Mike is leaving the company on good terms with all matters relating to the Company’s operations, policies, or practices. The Board of Directors thanks him for his many years of service and contributions to the Company and wish him the best in his future endeavors.

“As the IoT industry continues to evolve, it is critical that DCS adapts and grows with the market. These changes will allow DCS to focus on our strategy of transitioning to a SaaS (Software-as-a-Service) focused company.” said Chris Bursey, CEO of DCS. “Focusing on SaaS will position us for success with high margin solutions that will create share holder value. These changes will allow us to re-invest our resources to SaaS solutions instead of lower-margin, one time hardware sales that require a significant investment in sourcing and supporting.”

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. 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.

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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 and posted with the OTC Disclosure and News Service. DCS undertakes no duty to update or revise any forward-looking statements.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.