FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

DATA Communications Management Corp. (the “**Company**”)
9195 Torbram Rd.
Brampton, ON, Canada
L6S 6H2

Item 2 Date of Material Change

July 8, 2026

Item 3 News Releases

A news release with respect to the material change was disseminated by the Company on July 9, 2026, through the facilities of Newsfile Corp. and filed on the System for Electronic Data Analysis and Retrieval + (**SEDAR+**) at www.sedarplus.com.

Item 4 Summary of Material Change

On July 9, 2026, the Company acquired all the issued and outstanding shares of Octacom Limited (“**Octacom**”), pursuant to the terms of a share purchase agreement dated July 8, 2026 (the “**Agreement**”) entered into among the Company, Octacom Holdings LP (“**Octacom LP**”) and Chad Haffie (together with Octacom LP, the “**Sellers**”) and Lee Berger, as the Sellers’ representative, for $54.0 million on a cash-free and debt-free basis (the “**Transaction**”).

In connection with the Transaction, the Company entered into a fifth amended and restated credit agreement (the “**Amended Credit Facility**”) with a Canadian chartered bank (the “**Bank**”). The Amended Credit Facility provides a three-year term maturing on July 8, 2029, and includes: (a) a $70 million revolving credit facility, available for working capital and general corporate purposes, which replaces the Company’s existing revolving credit facility with the Bank; (b) a $40 million non-revolving term loan used to refinance the Company’s outstanding indebtedness with Fiera Private Debt Fund VI LP (“**FPD VI**”); and (c) a $50 million acquisition line. The term loan and acquisition line amortize over a 10-year period; the funds available on the acquisition line was used to pay for the cash portion of the Transaction. Also, a portion of the proceeds drawn under the Amended Credit Facility was used to repay the Company’s outstanding indebtedness with Fiera Private Debt Fund VI LP.

Item 5 Full Description of Material Changes:

5.1 Full Description of Material Changes

Transaction Overview

Pursuant to the terms of the Agreement, the Company acquired all of the issued and outstanding shares of Octacom for an aggregate purchase price of $54 million comprised of $43.2 million of cash and $10.8 million settled through the issuance of 6,428,571 common shares in the capital of the Company (“**Shares**”) at a deemed price of $1.68 per Share. The Shares issued to Octacom’s selling shareholders are subject to an 18-month lock-up period following closing of the Transaction.

As a result of the Transaction, Octacom LP, a former shareholder of Octacom acquired 6,388,203 Shares, representing approximately 10.21% of the issued and outstanding Shares as of the date of the Transaction.

Key Terms of the Amended Credit Facility

The Company funded the cash portion of the consideration from borrowings under the Amended Credit Facility, which provides for up to $160 million of funds. A portion of the proceeds drawn under the Amended Credit Facility were used to repay the Company's outstanding indebtedness with FPD VI. In connection with the syndication of the Amended Credit Facility, the Bank may, upon prior written consultation with the Company, change the terms of the Amended Credit Facility, where the Bank reasonably determines, on a commercially reasonable basis, that such change is necessary to facilitate a successful syndication of the Amended Credit Facility or in the event a successful syndication cannot be completed.

The Amended Credit Facility currently has a three-year term maturing on July 8, 2029, and includes: (a) a $70 million revolving credit facility, available for working capital and general corporate purposes, which replaces the Company's existing revolving credit facility with the Bank; (b) a $40 million non-revolving term loan used to refinance the Company's outstanding indebtedness with FPD VI; and (c) a $50 million acquisition line. The term loan and acquisition line amortize over a 10-year period, with funds available on the acquisition line used to pay for the cash portion of the Transaction.

The terms and conditions of the Amended Credit Facility are set out in the Fifth Amended and Restated Credit Agreement, a copy of which will be filed under the Company's profile on SEDAR+ at www.sedarplus.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

James E. Lorimer
Chief Financial Officer
DATA Communications Management Corp.
(905) 791-3151

Item 9 Date of Report

July 15, 2026