

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report amends information disclosed in an earlier report dated June 26, 2017.

Item 1 - Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares ("**Common Shares**") of DATA Communications Management Corp. (formerly DATA Group Ltd.) (the "**Company**"). The Common Shares are listed for trading on the Toronto Stock Exchange (TSX) under the symbol "DCM".

The Company's head office is located at:

9195 Torbram Road
Brampton, Ontario L6S 6H2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

See item 2.2.

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

Michael G. Sifton ("**Sifton**")
494 Beacon Hall Dr.
Aurora, Ontario L4G 0L3

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 28, 2017, the Company announced that it had completed a private placement (the "**Private Placement**") of 2,690,604 units ("**Units**"), with each Unit consisting of one Common Share and one-half of a Common Share purchase warrant (each whole Common Share purchase warrant, a "**Warrant**") at a price per Unit of \$1.40. Each full Warrant entitles the holder to acquire one Common Share (a "**Warrant Share**") at a price of \$1.75 until June 28, 2019. If the volume weighted average price of the Common Shares on the Toronto Stock Exchange equals or exceeds \$2.75 for 20 consecutive trading days, the Company has the right (the "**Acceleration Right**") to accelerate the expiry date of the Warrants to a date that is 30 days from the date on which the Company notifies the Warrant holders of its intent to exercise the Acceleration Right.

The Company also announced that, after giving effect to the Private Placement, there were 19,263,235 Common Shares outstanding (prior to giving effect to exercise of any

Warrants). The calculations of the following ownership percentages are based on 19,263,235 Common Shares outstanding as at the date of this report, as reported by the Company.

Sifton acquired 357,150 Units (the “**Acquired Units**”) pursuant to the Private Placement at the price of \$1.40 per Acquired Unit for an aggregate purchase price of \$500,010.

Prior to the acquisition of the Acquired Units pursuant to the Private Placement, Sifton and his joint actors described in Item 2.3 had beneficial ownership of, or control over, 1,544,354 Common Shares, 499,377 stock options (the “**Options**”) to acquire Common Shares at a price of \$1.50 per share and \$62,000 aggregate principal amount of the Company’s outstanding 6.00% convertible unsecured subordinated debentures (the “**Debentures**”), representing 12.0% of the outstanding Common Shares. The principal amount of the Debentures is convertible, at the option of the holder, into Common Shares at a conversion price of \$1,189.41 per share (or 0.84075 Common Shares for each \$1,000 principal amount of the Debentures). The Debentures mature on June 30, 2017. After giving effect to the acquisition of the Acquired Units and the completion of the Private Placement and assuming the exercise in whole of the Options and the Warrants comprising the Acquired Units and the conversion in whole of such Debentures, Sifton and his joint actors described in Item 2.3 have beneficial ownership of, or control over, 2,579,508 Common Shares, representing 12.9% of the issued and outstanding Common Shares.

2.3 State the names of any joint actors.

1. Clifford Sifton
2. Armadale Co. Limited

Item 3 - Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

See item 2.2.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See item 2.2

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See item 2.2.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 2.2

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 - Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

See item 2.2.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See items 2.2.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

Sifton acquired the Acquired Units for investment purposes.

Other than the possible exercise of the Options and, or, Warrants and the conversion of the Debentures, Sifton and his joint actors described above do not have any present plans or proposals which relate to or that would result in any of the actions or transactions described in paragraphs (a) through (k) of Item 5 above.

Sifton and his joint actors described in Item 2.3 may, however, increase or decrease their beneficial ownership of, or control over, the Common Shares, directly or indirectly, in the future, in the open market, in privately-negotiated purchases or otherwise, depending on, among other things, the Company's business and prospects, market and general economic conditions and other available investment opportunities.

As the Chief Executive Officer and a member of the board of the directors of the Company, Sifton will going forward be actively involved in the Company's business, operations and planning.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See item 2.2.

On June 24, 2016, Sifton also entered into an investor rights agreement with the Company pursuant to which he was granted certain anti-dilution rights to be able to maintain his percentage equity position in the Company, and Sifton agreed not to divest of the securities of the Company beneficially owned by him for a period of three years or, if his employment as an officer of the Company is terminated earlier, until such termination.

Item 7 - Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 - Certification

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

June 28, 2017

Date

(signed) Michael G. Sifton

Signature

Michael G. Sifton

Name/Title