FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Distinct Infrastructure Group Inc. (the “**Company**” or “**Distinct**”)
77 Belfield Road
Toronto, ON M9W 1G6

2. **Date of Material Change**

December 9, 2016

3. **News Release**

A press release was disseminated on December 9, 2016 via Marketwired.

4. **Summary of Material Change**

The Company announced that it has closed its previously announced bought deal financing.

5.1 **Full Description of Material Change**

The Company closed its previously announced bought deal financing. A total of 8,518,519 common shares have been issued at a price of $1.35 per common share for gross proceeds of $11,500,000, which included the exercise in full of the over-allotment option granted to the underwriters (the “Offering”). Directors and officers of the Company participated in the Offering.

The syndicate of underwriters was co-led by AltaCorp Capital Inc. and Canaccord Genuity Corp., and included Cormark Securities Inc., Haywood Securities Inc. and Mackie Research Capital Corporation.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable.

6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

None

8. **Executive Officer**

The name of the executive officer of the Company who is knowledgeable about the material change and this report is:

Manny Bettencourt
Chief Financial Officer
Tel: 416-278-4808

9. **Date of Report**

December 12, 2016