

Deal Pro Capital Files Filing Statement for Qualifying Transaction

Toronto, Ontario--(Newsfile Corp. - February 14, 2024) - Deal Pro Capital Corporation (TSXV: DPCC.P) (the "**Company**") is pleased to announce that, further to its press releases dated November 1, 2023, January 15, 2024 and February 12, 2024, it has filed a filing statement for its previously announced qualifying transaction (the "**Qualifying Transaction**") that is dated effective February 14, 2024 (the "**Filing Statement**") with the TSX Venture Exchange (the "**Exchange**") and on the Company's SEDAR+ profile at www.sedarplus.ca. Additional information in respect of the Qualifying Transaction and the Company can be found in the Filing Statement.

The Qualifying Transaction remains subject to the final approval of the Exchange and satisfaction of closing conditions customary for transactions of this nature. Assuming all conditions are satisfied, closing of the Qualifying Transaction is expected to occur on or about March 31, 2024, or such other date as may be determined. The Company, upon and subject to completion of the Qualifying Transaction (the "**Resulting Issuer**"), will continue under the name "Urban Infrastructure Group Inc." and trade through the facilities of the Exchange under the symbol "UIG". Final acceptance of the Qualifying Transaction will occur upon the issuance of a final exchange bulletin which will disclose the proposed date on which the Resulting Issuer's common shares will resume trading. Until such time, in accordance with the policies of the Exchange, the Company's common shares are currently halted from trading and will remain so until such time as required by Exchange policies.

Further details of the Qualifying Transaction will follow in future news releases and will disclose, among other things:

- i. the tier the Resulting Issuer's common shares will be listed for trading;
- ii. the exact number of Resulting Issuer common shares issued to the shareholders of Urban Utilities Contractors Inc. ("**Urban**") and the subscribers of the concurrent financing (please refer to the Company's press release of February 12, 2024); and
- iii. the exact number of Class B shares to be issued by the Company's subsidiary to the Urban shareholders (please refer to the Company's press release of February 12, 2024).

Cautionary Statements

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

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the Qualifying Transaction cannot close until the required shareholder and Exchange approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Deal Pro Capital Corporation should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

All information contained in this press release with respect to the Company and Urban was supplied

by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

*This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.*

For more information, please contact the Company at (416) 543-8289 or harold.wolkin@sympatico.ca.

On Behalf of the Board of Directors of Deal Pro Capital Corporation

Harold Wolkin
CEO, CFO and Director

Forward-Looking Information

This press release includes "forward-looking information" that is subject to assumptions, risks and uncertainties, many of which are beyond the control of the Company. Statements in this news release which are not purely historical are forward looking, including without limitation any statements concerning the expected results of the Qualifying Transaction, the completion of the transactions contemplated in the Filing Statement and the anticipated timing thereof, completion of the Qualifying Transaction. Although the Company believes that any forward-looking statements in this news release are reasonable, there can be no assurance that any such forward-looking statements will prove to be accurate. The Company cautions readers that all forward-looking statements, are based on assumptions none of which can be assured and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward-looking statements. Such forward-looking statements represent management's best judgment based on information currently available. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

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