

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

**1. Name and Address of Company:**

Distinct Infrastructure Group Inc. (formerly QE2 Acquisition Corp.) (the "Corporation")  
77 Belfield Road  
Toronto, Ontario  
M9W 1G6

**2. Date of Material Change(s):**

August 19, 2015

**3. News Release:**

A news release was disseminated August 19, 2015 through the facilities of Marketwired.

**4. Summary of Material Change(s):**

On August 19, 2015, the Corporation announced that it has completed its acquisition of all of the issued and outstanding securities of DistinctTech Inc. ("DistinctTech") and subject to receiving final TSX Venture Exchange ("TSXV") acceptance, the acquisition of DistinctTech will constitute a "Reverse Takeover" for the purposes of the TSXV Policies and the Corporation's common shares are expected to resume trading on the TSXV on or about August 24, 2015 under the trading symbol "DUG".

**5. Full Description of Material Change:**

Please see Schedule "A" attached for full press release announcing the material change.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 - *Continuous Disclosure Obligations*:**

Not Applicable.

**7. Omitted Information:**

Not Applicable.

**8. Executive Officer Knowledgeable of Material Change:**

Manny Bettencourt, Chief Financial Officer  
[manny.bettencourt@diginc.ca](mailto:manny.bettencourt@diginc.ca)

**9. Date of Report:**

August 19, 2015

## Schedule "A"

### **DISTINCT INFRASTRUCTURE GROUP INC. (FORMERLY QE2 ACQUISITION CORP.)**

For Immediate Release

#### **DISTINCT ANNOUNCES CLOSING OF ITS ACQUISITION OF DISTINCTTECH INC.**

August 19, 2015

Toronto, Ontario — Distinct Infrastructure Group Inc. (formerly QE2 Acquisition Corp.) (the "**Company**") (TSX VENTURE: QE), is pleased to announce that it has completed its acquisition of all of the issued and outstanding securities of DistinctTech Inc. ("**DistinctTech**") and subject to receiving final TSX Venture Exchange ("**TSXV**") acceptance, the acquisition of DistinctTech will constitute a "Reverse Takeover" for the purposes of the TSXV Policies and the Company's common shares are expected to resume trading on the TSXV on or about August 24, 2015 under the trading symbol "**DUG**". In conjunction with the closing of the transaction, QE2 Acquisition Corp. has changed its name to Distinct Infrastructure Group Inc. and will carry on the business of DistinctTech. DistinctTech is a private company incorporated in Ontario that is a design, engineering, construction, service and maintenance company working for the leading infrastructure and communications companies in Ontario. DistinctTech has worked on many projects across Canada, including in Western Canada, over the last seven years.

The acquisition of DistinctTech was completed by way of a three corner amalgamation (the "**Amalgamation**") among the Company, its wholly-owned subsidiary ("**Subco**") and DistinctTech. The Amalgamation agreement was entered into among QE2, DistinctTech and Subco on June 29, 2015 (the "**Agreement**"). Upon the Amalgamation, which occurred on August 13, 2015, the Company acquired all of the securities of DistinctTech in exchange for the issuance of 217,218,927 QE2 common shares at a deemed value of \$0.10 per common share and 27,782,823 common share purchase warrants in the capital of the Company for each DistinctTech common share and common share purchase warrant for aggregate consideration of \$21,721,893.

Upon the completion of the acquisition of DistinctTech, the Company now has the following securities issued and outstanding:

Shares issued and outstanding:	255,267,359
Warrants issued and outstanding:	40,386,490
Options issued and outstanding:	1,500,000
Shares issuable on exercise of debentures	3,916,000
<b>Fully diluted:</b>	<b>301,069,849</b>

For full disclosure regarding the acquisition of DistinctTech and the business of the Company, please refer to the joint information circular (the "**Circular**"), a copy of which can be accessed through the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

#### **The Acquisition**

Pursuant to the terms of the Agreement, the shareholders of DistinctTech received one common share ("**Company Shares**") and one common share purchase warrant ("**Company Warrant**") in exchange for each DistinctTech share and DistinctTech common share purchase warrant issued and outstanding. In addition, an aggregate of \$319,000, including an aggregate amount of \$77,880 in accrued interest, of Company debentures were converted in exchange for the issuance of an aggregate of 2,645,333 Company Shares at a deemed price of \$0.15 per share.

In accordance with the policies of the TSX Venture Exchange, a total of 152,810,000 Company Shares are subject to a Tier 1 value security escrow agreement (the "**Escrow Agreement**") entered into in connection with the acquisition of DistinctTech. The Escrow Agreement provides for staged releases over a period of three (3) years.

As further disclosed in the Circular, in conjunction with the closing of the acquisition of DistinctTech, the following individuals were elected directors by the shareholders at the Company's shareholders' meeting held on August 12, 2015 and the following individuals were appointed officers of the Company:

Name	Position(s)
Joe Lanni	Co-Chief Executive Officer and Director
Alex Agius	Co-Chief Executive Officer and Director
David O'Brien	Director
Garry Wetsch	Director
Michael Newman	Director
Manny Bettencourt	Chief Financial Officer and Corporate Secretary
Ian Hogg	Chief Operating Officer

In connection in with the acquisition of DistinctTech, an aggregate of 10,653,282 Company Shares (the “**Finder’s Shares**”) were issued to Imaginis Business Development Inc., an arm’s length party to both the Company and DistinctTech, as a finder’s fee. The Finder’s Shares were issued at a deemed price of \$0.10 per share.

#### **About Distinct Infrastructure Group Inc.**

The Company, through its wholly owned subsidiaries, DistinctTech, iVac Services Inc., DistinctTech (Alberta) Inc., DistinctTech Environmental Solutions Inc., Candesto Enterprises Ltd., Pillar Contracting Ltd. and Boom Ventures Inc., will have 250 employees in 5 offices across the country and will be focused on offering turnkey solutions to telecommunication and cable companies, electrical providers and government operated utilities and through fares. The projects undertaken by the Company will include:

- Design and build communications and fibre optic networks
- Install and maintain traffic control barriers and signage
- Construction, retrofitting and maintenance of electrical distribution systems, highway and street lighting; and
- Hydrovacing (Daylighting) and directional drilling services.

For further information please contact:

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#### *Forward-Looking Statements*

*Investors are cautioned that, except as disclosed in Circular filed in connection with the acquisition of DistinctTech, any information released or received with respect to the acquisition may not be accurate or complete and should not be relied upon.*

*The TSX Venture Exchange has in no way passed upon the merits of the proposed acquisition and has neither approved nor disapproved the contents of this press release. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This press release contains forward-looking information within the meaning of Canadian securities laws. Although the Company believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.*

*Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: the state of the financial markets for the Company's securities; the state of the Company's industry; recent market volatility; the Company's ability to raise the necessary capital or to be fully able to implement its business strategies; and*

*other risks and factors that the Company is unaware of at this time. The Company expressly disclaims any obligation to update any forward-looking statements except as may be required by law.*

***The securities of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.***