MNP LLP

December 2, 2016

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Superintendent of Securities, Prince Edward Island
Superintendent of Securities, Newfoundland and Labrador

Dear Sir/Madam:

Re: Distinct Infrastructure Group Inc.

We refer to the short form prospectus of Distinct Infrastructure Group Inc. (the "Company") dated December 2, 2016 qualifying the distribution of 7,407,408 common shares at a price of $1.35 per common share.

We consent to being named and to the use, through incorporation by reference, in the above-mentioned short form prospectus, of our Auditors' report dated April 22, 2016, to the Shareholders of the Company on the following consolidated financial statements:

a. Consolidated statement of financial position as at December 31, 2015; and,
b. Consolidated statements of comprehensive income, changes in equity and cash flows for the thirteen month period ended December 31, 2015, and notes to the consolidated financial statements.

We report that we have read the short form prospectus and all information specifically incorporated by reference therein have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours truly,

MNP LLP

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