

December 2, 2016

VIA SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities Service Newfoundland and Labrador
Nova Scotia Securities Commission
Office of the Superintendent of Securities (Prince Edward Island)
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Mesdames:

**Re: Distinct Infrastructure Group Inc. (the “Corporation”)
Final Short Form Prospectus dated December 2, 2016 (the “Prospectus”)**

We hereby consent to the inclusion of our firm name on the second page of the Prospectus and under the heading “*Interest of Experts*” and to the reference to our firm name and opinion under the headings “*Eligibility for Investment*” and “*Canadian Federal Income Tax Considerations*”, which opinions are being provided as of the date of the Prospectus.

We confirm that we have read the Prospectus and that we have no reason to believe that there is any misrepresentation in the information contained in the Prospectus that is derived from our opinion referred to above or that is within our knowledge as a result of services we performed to render such opinion.

Yours truly,
Gowling WLG (Canada) LLP

(signed) “Gowling WLG (Canada) LLP”