FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Distinct Infrastructure Group Inc.
77 Belfield Road
Toronto, ON M9W 1G6

2. **Date of Material Change**

November 21, 2016

3. **News Release**

A Press Release was disseminated on November 21, 2016 via Marketwired.

4. **Summary of Material Change**

Distinct Infrastructure Group Inc. Announces $10 Million Bought Deal Financing

5.1 **Full Description of Material Change**

Distinct Infrastructure Group Inc. (“Distinct” or the “Company”) announced that it has entered into an agreement with a syndicate of underwriters led by AltaCorp Capital Inc. and Canaccord Genuity Corp. (the "Co-Lead Underwriters", and collectively with the syndicate, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, on a bought deal basis pursuant to the filing of a short form prospectus, 7,407,408 common shares (the "Common Shares") of the Company at a price of $1.35 per Common Share (the "Offering Price") for aggregate gross proceeds to Distinct of approximately $10,000,000 (the "Offering").

The Company has agreed to grant the Underwriters an over-allotment option (“Over-Allotment Option”) to purchase up to an additional 1,111,111 Common Shares at the Offering Price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the closing of the Offering. If the Over-Allotment Option is exercised in full, the aggregate gross proceeds of the Offering will be approximately $11,500,000.

Net proceeds of the Offering will be used for working capital to support continued organic growth, debt repayment and general corporate purposes.

The Common Shares will be offered by way of a short form prospectus to be filed in each of the provinces of Canada, other than the Province of Quebec and by way of a private placement in the United States. The Offering is expected to close on or about December 9, 2016 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange (the "Exchange").

The securities offered have not been registered under the U.S. 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 requirements. This document 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.

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 who is knowledgeable about the material change and this report is:

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

9. **Date of Report**

November 24, 2016