

# DISTINCT INFRASTRUCTURE GROUP INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 13, 2017

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the holders (the “**shareholders**”) of common shares (“**shares**”) of Distinct Infrastructure Group Inc. (“**Distinct**”) will be held at the Algonquin Room, Sheraton Toronto Airport, 801 Dixon Road, Toronto Ontario at 10:00 a.m. (Toronto time) on June 13, 2017, for the following purposes:

1. to receive and consider the audited consolidated financial statements of Distinct for the financial year ended December 31, 2016, together with the notes thereto and the auditors’ report thereon;
2. to approve the appointment of MNP LLP as auditors of Distinct for the ensuing year at such remuneration as may be fixed by the Board;
3. to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular (as defined below) prepared for the purposes of the Meeting, to approve Distinct’s stock option plan;
4. to elect the board of directors of Distinct (the “**Board**”) for the ensuing year; and
5. to transact any other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before the shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Annual and Special Meeting.

**A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be valid, the proxy must be received by Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Ontario) prior to the Meeting or any adjournment or postponement thereof.** Registered shareholders may also use the Internet (<https://www.investorvote.com>) to vote their shares.

The record date for determination of the shareholders entitled to receive notice of and to vote at the Meeting is May 5, 2017 (the “**Record Date**”). Only the shareholders whose names have been entered in the register of shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. To the extent that a shareholder transfers the ownership of any shares after the Record Date and the transferee of those shares establishes ownership of such shares and demands, not later than ten (10) days before the Meeting, to be included in the list of the shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

**The persons named in the enclosed form of proxy for Distinct are directors and/or officers of Distinct. Each shareholder has the right to appoint a proxy holder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.**

**In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Distinct shareholder should be delivered by facsimile to Computershare Trust Company of Canada at 1-866-249-7775.**

**DATED** at the City of Toronto, Ontario, this 11<sup>th</sup> day of May, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF DISTINCT  
INFRASTRUCTURE GROUP INC.**

(signed) "*Joe Lanni*"  
Co-Chief Executive Officer

"*Alex Agius*"  
Co-Chief Executive Officer