



Press Release

Distinct Infrastructure Group Inc. Completes \$20M Acquisition Line with Crown Capital

Toronto, November 25, 2015 – Distinct Infrastructure Group Inc. (“Distinct” or the “Company”) (TSXV: DUG) today announced the closing of a \$20 million acquisition line in the form of a term loan (the “Agreement”) with Crown Capital Partners Inc. (“Crown”) (TSX: CRN).

“Distinct is excited to announce the closing of this significant acquisition line which will allow the Company to move forward quickly and execute on its acquisition strategy,” said Joe Lanni, the Co-Chief Executive Officer of the Company. “This facility supports our plans to expand the Company in Ontario and western Canada to meet strong demand for our services and continue our growth.”

“Having Crown as a strategic partner is a great fit for Distinct and we look forward to working with them,” said Alex Agius, Co-Chief Executive Officer. “The two companies share similar growth visions.”

The Agreement provides for a \$20 million term loan to Distinct by Crown Capital Fund IV, LP (“Crown IV LP”), an investment fund managed by Crown and in which Crown holds a 50% interest. The term loan bears a fixed interest rate of 10% per annum, compounded and payable monthly, and matures in 60 months. Distinct has the right to prepay the loan after 18 months, subject to a prepayment fee. In addition, Distinct has granted 8,000,000 common shares at an issuance price of \$0.085 per share to Crown IV LP.

“Crown is pleased to provide financing to Distinct at an important point in its growth trajectory,” said Chris Johnson, President and CEO of Crown. “The Canadian telecommunications industry is commencing a major infrastructure expansion phase, with multi-billion-dollar high-speed fiber installation projects to be completed over the next several years. As one of the few turnkey contractors with broad capabilities and a national foot print, Distinct is uniquely positioned to capitalize on this expansion. Distinct has demonstrated high growth over the past five years and operates in a robust and expanding industry.”

Distinct would also like to announce that it has completed the sale of all of the assets of one of its business units, Candesto Enterprises Ltd, which was previously acquired through the reverse takeover of QE2 Acquisition Corp. on August 13, 2015. Pursuant to an asset sale agreement, the Company received aggregate consideration of \$2,548,431.80. The Company continues to review its operations and opportunities to ensure that they are strategically aligned with the company’s plans for future growth.

ABOUT DISTINCT

Distinct Infrastructure Group Inc. (TSXV: DUG) is a utility and telecom infrastructure contractor with capabilities in design, engineering, construction, service & maintenance, and materials management. The company’s goal is to be the premier infrastructure provider for Canadian utilities, municipal and provincial governments. Distinct’s clients currently consist of blue-chip telecommunications and utility infrastructure companies throughout Ontario, including Bell and Rogers. To find out more about Distinct, please visit www.diginc.ca.

ABOUT CROWN

Crown (TSX: CRN) is a specialty finance company focused primarily on providing capital to successful Canadian and select U.S. companies which are unwilling or unable to obtain suitable financing from traditional capital providers such as banks and private equity funds. Crown also manages capital pools, including some in which Crown has a direct ownership interest. Crown originates, structures and provides tailored transitory and permanent financing solutions to a diversified group of private and public mid-market companies in the form of loans, royalties and other structures with minimal or no ownership dilution. To find out more about Crown, please visit www.crowncapital.ca.

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Cautionary Statements

Statements in this press release may contain forward-looking information. The words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by the Corporation. Readers are cautioned that assumption used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Corporation. The Corporation does not have any obligation to update or revise any forward-looking statements except as expressly required by applicable securities laws.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

The common shares 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.