DISTINCT INFRASTRUCTURE GROUP INC.

MANAGEMENT

DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED SEPTEMBER 30, 2017

Dated NOVEMBER 23, 2017

Disclosure Regarding Forward-Looking Statements

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets.

MANAGEMENT DISCUSSION & ANALYSIS
FOR THE PERIOD ENDED SEPTEMBER 30, 2017

Notice to Reader

Management has compiled the unaudited condensed consolidated interim financial statements of Distinct Infrastructure Group Inc., ("DIG" or the "Company") consisting of the Consolidated Statements of Financial Position, the Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, and Consolidated Statements of Cash Flows for the period ended September 30, 2017. All amounts are stated in Canadian Dollars unless otherwise specified.

The following Management Discussion and Analysis ("MD&A") of Distinct Infrastructure Group Inc.'s financial condition and results of operations, prepared as of September 30, 2017, should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2016, which are incorporated by reference herein and form an integral part of this MD&A.

Our MD&A is intended to enable readers to gain an understanding of the Company's current results and financial position. To do so, we provide information and analysis comparing the results of operations and financial position for the current period to those of the preceding year. We also provide analysis and commentary that we believe is required to assess the Company's future prospects. Accordingly, certain sections of this report contain forward-looking statements that are based on current plans and expectations. These forward-looking statements are affected by risks and uncertainties that are discussed in this document and that could have a material impact on future prospects. Readers are cautioned that actual results could vary.

Cautions Regarding Forward-Looking Statements

This MD&A contains certain forward-looking statements, which reflect management's expectations regarding the Company's results of operations, performance, growth, and business prospects and opportunities.

Statements about the Company's future plans and intentions, results, levels of activity, performance, goals or achievements or other future events constitute forward-looking statements. Wherever possible, words such as "may," "will," "should," "could," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this MD&A are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this MD&A, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including: general economic and market segment conditions, competitor activity, product capability and acceptance, international risk and currency exchange rates and technology changes. More detailed assessment of the risks that could cause actual results to materially differ than current expectations is contained in the "Quantitative and Qualitative Disclosures of Market Risk" section of this MD&A. Unless otherwise indicated, all references to "Dollar" or the use of the symbol "$" are to the Canadian Dollar in MD&A.

The preparation of the financial statements are in conformity with International Financial Reporting Standards ("IFRS") and requires management to make assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. The Company bases its estimates on historical experience, current trends and various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ and will most likely differ from those estimates.

OVERVIEW OF DISTINCT INFRASTRUCTURE GROUP INC.

Who We Are

- DIG is a Canadian company founded in April 2007 and is a design, engineering, construction and maintenance Company. The Company is publicly traded on the Toronto Venture Stock Exchange ("TSXV") as of August 24, 2015 under the symbol “DUG”.
- The Company's principal address and registered office of records is located at 77 Belfield Road, Toronto, Ontario, M9W 1G6, with operational offices in Toronto, Ontario and Edmonton, Alberta.
- The Company’s primary focus is the Ontario and Alberta economic landscape of opportunity in utilities, including infrastructure and telecommunications. All levels of government have made significant multi-year financial commitments to maintain and improve existing infrastructure, while aggressively pursuing new infrastructure over the next 20 years.

Our Growth Story

- The Company has organically grown revenue and EBITDA from $8.7 million and $900 thousand in 2010, respectively, to $73.1 million and $9.2 million over the twelve month period ended September 30, 2017 ($9.3 million adjusted EBITDA)

Capitalization

- Market capitalization of approximately $47 million as at September 30, 2017

- Basic shares outstanding as at September 30, 2017 of 35.5 million (December 31, 2016 - 35.3 million)
- Fully diluted shares outstanding as at September 30, 2017 of 40.2 million (December 31, 2016 – 40.2 million)

Mission Statement

To be responsive to the current and future needs of our clients to deliver safe, turnkey utility, telecom and infrastructure solutions that positively impact the communities in which we live and work.

Vision

We are passionate about connecting the world to our clients.

Values

- A Safety Culture
- Client Centered
- Integrity
- Excellence
- Entrepreneurial Spirit
- Passion and Excitement
- Forward Focused

Non-GAAP Financial Measures

The MD&A presents certain non-GAAP/IFRS financial measures to assist readers in understanding the Company's performance. The Company has used the following terms that are not defined by GAAP, but are used by management to evaluate the performance of Distinct and its business: EBITDA, Adjusted EBITDA, Adjusted Cash from Operations, Adjusted Net Income and Adjusted EPS.

Non-GAAP financial measures do not have standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other companies. Securities regulations require that Non-GAAP financial measures are clearly defined, qualified and reconciled to their most comparable GAAP financial measures. Specific items may only be relevant in certain periods.

The intent of non-GAAP financial measures is to provide additional useful information to investors and analysts; the measures do not have any standardized meaning under IFRS. The measures should not, therefore, be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate non-GAAP financial measures differently.

"EBITDA" represents Net Income plus Income tax provision, Finance expenses, one-time expenses and Depreciation

"Adjusted EBITDA" represents EBITDA plus Share-Based Compensation

"Adjusted Cash from Operations" represents cash flow from operations prior to changes in non-cash working capital items, less cash paid for business acquisitions. Management believes that, in addition to cash from operations, adjusted cash from operations is a useful measure as it provides an indication of the results generated by the company in a low-growth environment.

"Adjusted Net Income" represents Net Income plus one-time expenses.

"Adjusted EPS" represents Adjusted Net Income divided by the average number of common shares outstanding for each period and Adjusted Net Income divided by the weighted average number of diluted common shares outstanding.

Reconciliation of Net Income to EBITDA and Adjusted EBITDA:

Period ended	**Three Months September 30, 2017**	**Three Months September 30, 2016**	**Nine Months September 30, 2017**	**Nine Months September 30, 2016**
Net and comprehensive (loss)/income	**1,525,162**	**1,118,846**	**495,950**	**858,865**
Add:				
Income taxes	-	117,196	69,813	117,196
Finance expense	689,146	1,009,149	2,328,610	2,643,070
One-time expenses	127,175	-	2,060,484	-
Depreciation	682,099	738,681	1,997,544	2,002,945
EBITDA	**3,023,582**	**2,983,872**	**6,952,401**	**5,622,076**
Add:				
Share-based compensation	13,282	102,828	56,473	224,766
Adjusted EBITDA	**3,036,864**	**3,086,700**	**7,008,874**	**5,846,842**

Reconciliation of cash flow from operations to Adjusted Cash from Operations:

Period ended	**Three Months September 30, 2017**	**Three Months September 30, 2016**	**Nine Months September 30, 2017**	**Nine Months September 30, 2016**
Cash flows used in operating activities	**(4,247,422)**	**(2,044,398)**	**(12,421,343)**	**(9,966,010)**
Changes in non-cash working capital items				
Accounts receivable	202,136	347,497	(3,437,151)	(3,319,169)
Inventory	112,246	7	112,238	(1,626)
Work in progress	(4,800,882)	(2,676,602)	(12,893,307)	(10,920,770)
Prepaid expenses and deposits	175,056	630,191	(15,606)	174,475
Accounts payable and accrued liabilities	(1,487,266)	(2,564,994)	1,210,376	1,265,998
Income taxes paid	(637,281)	152,252	(963,764)	(490,638)

Reconciliation of cash flow from operations to Adjusted Cash from Operations (continued):

Cash Flow from Operations prior to Changes in Non-Cash Working Capital Items	**2,188,569**	**2,067,251**	**3,565,871**	**3,325,720**
Deduct:				
Cash paid for business acquisitions, net of cash acquired	**-**	(20,790)	-	(1,920,124)
Adjusted Cash from Operations	**2,188,569**	**2,088,041**	**3,565,871**	**5,245,844**

Reconciliation of Net Income to Adjusted Net Income and Adjusted EPS:

Period ended	**Three Months September 30, 2017**	**Three Months September 30, 2016**	**Nine Months September 30, 2017**	**Nine Months September 30, 2016**
Net and comprehensive (loss)/income	**1,525,162**	**1,118,846**	**495,950**	**858,865**
Add:				
One-time expenses	127,175	-	2,060,484	-
Adjusted net and comprehensive (loss)/income	**1,652,337**	**1,118,846**	**2,556,434**	**858,865**
Adjusted EPS (basic and diluted)	0.05	0.04	0.07	0.03

Acquisitions

1. On March 10, 2016, the Company acquired all of the issued and outstanding shares of Mega Diesel Excavating Ltd. an Alberta based company, from two arm's length parties for an aggregate purchase price of $2,637,766 of which $2,121,840 was paid on closing and the balance of $501,467 was payable on July 10, 2017. The Company is currently disputing this amount, and is seeking damages as part of its dispute. The Company also acquired cash of $201,716 and issued 350,000 options (35,000 post-consolidation) as part of the transaction.

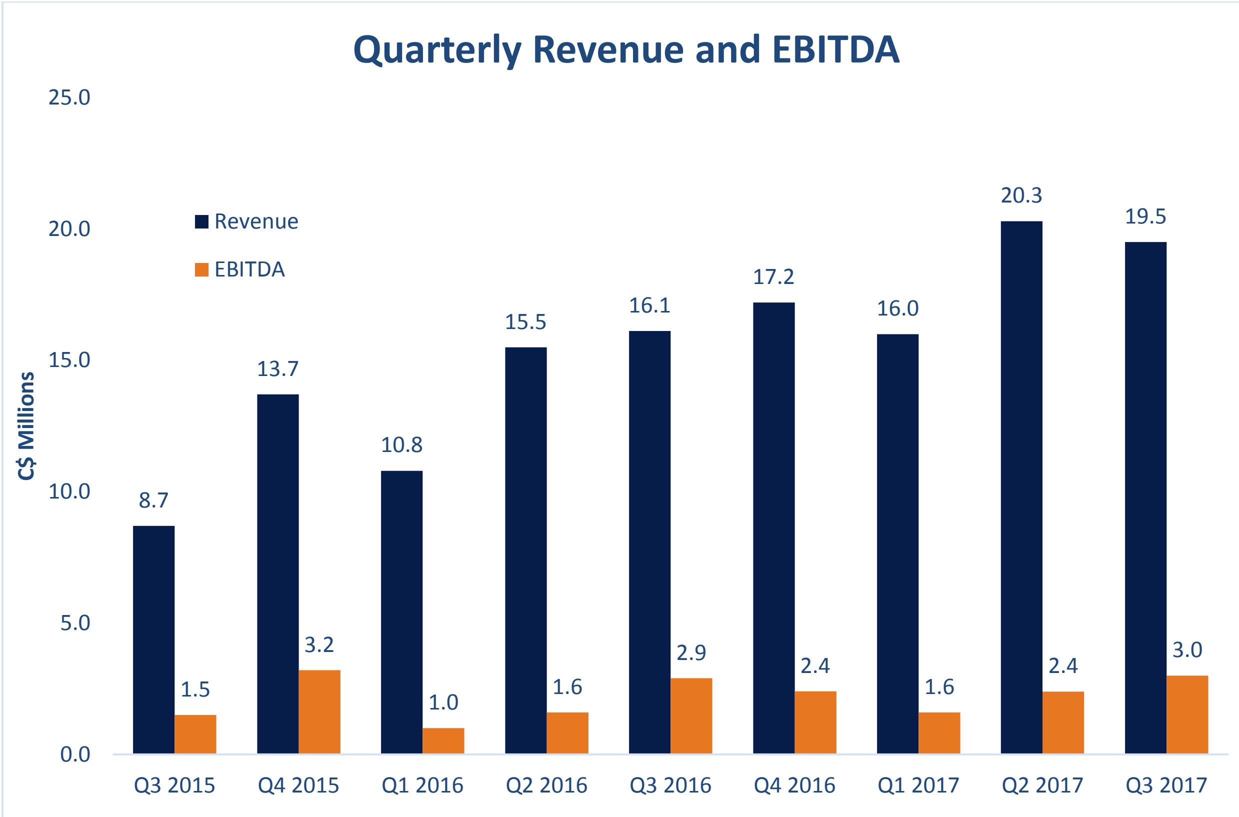
2. On September 2, 2016 the Company consolidated its common shares on a 10 for 1 basis. The common shares commenced trading on a consolidated basis on September 6, 2016. All common share, option and warrant figures above are presented pre-consolidation unless otherwise indicated.

HIGHLIGHTS FOR THE PERIOD ENDING SEPTEMBER 30, 2017

Selected Financial Information

Period ended	Three months September 30, 2017	Three months September 30, 2016	Nine months September 30, 2017	Nine months September 30, 2016
Comprehensive Income	*$*	*$*	*$*	*$*
Revenues	19,510,325	16,122,306	55,802,711	42,396,036
Direct costs	13,217,444	10,089,440	39,750,558	28,800,330
Gross profit	6,292,881	6,032,866	16,052,153	13,595,706
Gross margin (%)	32.3%	37.4%	28.8%	32.1%
EBITDA	3,023,582	2,983,872	6,952,401	5,622,076
Adjusted EBITDA(1)	3,036,863	3,086,700	7,008,874	5,846,841
Net and comprehensive (loss)/income	1,525,162	1,118,846	495,950	858,865
(Loss)/earnings per share – basic and diluted	0.04	0.04	0.01	0.03
Adjusted net and comprehensive (loss)/income (1)	1,652,337	1,118,846	2,556,434	858,865
Adjusted EPS – basic and diluted(1)	0.05	0.04	0.07	0.03
Financial Position	*$*	*$*	*$*	*$*
Total assets	-	-	84,641,345	62,009,756
Working capital	-	-	48,894,804	24,931,063
Cash Flows	*$*	*$*	*$*	*$*
Cash flows used in operating activities	(4,247,422)	(2,044,398)	(12,421,343)	(9,966,010)
Adjusted Cash From Operations(1)	2,188,569	2,088,041	3,565,871	5,245,844
Net cash inflow (outflow)	1,900,187	(1,992,502)	(4,587,772)	(7,097,283)

(1) The MD&A presents certain non-GAAP/IFRS financial measures to assist readers in understanding the Company's performance. For reconciliation to IRFS/GAAP figures please refer to section herein titled: "Non-GAAP Financial Measures"



Revenue

Revenue for the third quarter ended September 30, 2017 increased to $19,510,325 from $16,122,306 for the third quarter ended September 30, 2016, an increase of 21.0% or $3,388,019. Demand for the Company's services remained strong during the period under review. Demand for the Company's turnkey utilities infrastructure services continues with incremental increases for services from key clients in both Ontario and Alberta. However, during the third quarter one of our major customers commenced a major re-organization which interrupted work assignment and work completion sign off. The customer has since completed this re-organization process and all interruptions have been resolved.

Direct Costs

Direct Costs for the quarter ending September 30, 2017 increased by $3,128,005 or 31.0% over the quarter ended September 30, 2016. The increase above the 21.0% increase in revenues in the same period under review due to the following factors: costs associated with turnkey projects and union costs. Direct costs are made up of materials, labour, and overheads. Direct costs were 67.7% of revenues for the quarter ended as compared to 62.6% for the previous fiscal quarter. This increase in costs was due in part to increases in wages from union costs as compared to last year along with challenging conditions in the field during the period around work allocations from one of our larger customers. As well, the Company experienced higher than expected turnover of personnel due to unusually high demand for experienced field staff. This is a result of extremely tight labour markets in the civil and specialty construction markets. The Company expects some continuing challenges into the first part of the fourth quarter, with a return to normal in early 2018.

Operating Expenses

Operating costs consist of the following major expense sub categories: selling, general & administrative expenses, travel and promotion, legal and accounting, office and general expenses, rent and maintenance, salaries and related costs, interest on borrowed funds and amortization of equipment.

Particulars	Nine Months ending September 30, 2017	Nine Months ending September 30, 2016
Salaries and wages	5,556,326	5,380,946
Communication expense	131,947	104,295
Bank charges and other related costs	125,431	22,717
Advertising and promotion	449,527	411,897
Professional fees	536,826	250,644
Occupancy costs	499,226	447,508
Insurance expense	205,292	150,206
Office expense	256,152	235,718
Information technology costs	582,607	320,027
Travel expense	493,855	468,429
Legal costs	262,564	115,855
Other expenses	-	65,388
Depreciation	1,997,544	2,002,945
Interest on capital leases	379,076	347,395
Loan interest and other finance costs	1,949,533	2,295,675
One-time expenses	2,060,484	-

Salaries and Wages

Salaries and wages are comprised of staffing costs associated with our operations center, control center, finance, human resources (“HR”), information technology (“IT”), customer service, corporate and administrative personnel. Salaries for the nine months ended September 30, 2017 were $5,556,326, an increase of 3% compared to $5,380,946 for the nine months ended September 30, 2016. Management structure buildout has been completed across all areas of the business in order to manage growth in the field. Investment in the training of staff continues with a focus on implementation of systems and processes.

Communication Expense

Communication expense includes cellular and telephony expenses. This category of expense increased to $131,947 compared to $104,295 in the prior nine month period, an increase of $27,652. The increase is due to organic head count growth in core business operations.

Bank Charges and Other Related Costs

Bank charges and other related costs increased to $125,431 from $22,717 during the prior nine month period. The Company consolidated the Group's bank accounts and incurred costs during the process.

Advertising and Promotion

Advertising and promotion for the nine months ended September 30, 2017 was $449,527, a $37,630 increase over the nine months ended September 30, 2016. The Company continues to support investor relations activities as well as community sponsorships and charitable contributions.

Professional Fees

Professional fees increased by $286,182 or 114%. This change is mainly attributed to an increase in consulting and business advisory fees incurred during the period under review. Professional fees include: accounting, outsourced HR recruiting, payroll processing and other specialized professional services that have been outsourced.

Occupancy Costs

Occupancy costs increased by $51,718 to $499,226 for the nine months ended September 30, 2017 as compared to $447,508 for the nine months ended September 30, 2016. As the Company continues to grow in 2017 and into 2018 there will be additional demand on space.

Insurance Expense

Insurance expense increased to $205,292 from $150,206 when compared to the nine months ending September 30, 2016. The increase was due to additions to the Company's fleet and equipment. These costs are in direct correlation with the size of the fleet and will increase as the Company grows.

Office Expense

Office expenses increased to $256,152 from $235,718. This increase was expected given the Company's growth during the year.

Information Technology Costs

IT costs increased by $262,580 during the nine months ended September 30, 2017 over the nine months ended September 30, 2016. During 2017 the Company has invested in its systems and sees these as strategic business differentiators. The Company expects an overall reduction in these expenses in 2018 as all major initiatives planned will be completed during the 2017 year. There are additional minor programs planned for 2018.

Travel Expense

Travelling expenditure increased by $25,426 to $493,855 for the nine months ended September 30, 2017 as compared to the nine months ended September 30, 2016. This increase was due to travelling during the period related to the Company's acquisition, IR and business development programs.

Legal Costs

The Company's legal costs increased to $262,564 for the nine months ended September 30, 2017 as compared to $115,855 for the nine months ended September 30, 2016. The increase in legal costs is associated with our debt refinancing, current litigation and other legal expenses.

Depreciation

Depreciation of property and equipment for the nine months ended September 30, 2017 decreased by $5,401 as compared to the nine months ended September 30, 2016. The Company does not plan to add any additional capital assets during the remainder of 2017.

Interest on Capital Leases

These expenses increased by $31,681 for the nine months ended September 30, 2017 to $379,076. Going forward, this expense item will remain relatively stable and decrease slightly as the company believes that it does not need to add new equipment to meet targets for 2017.

Loan Interest and Other Finance Costs

Loan interest decreased by $346,142 or 15%, from $2,295,675 to $1,949,533 for the nine months ended September 30, 2017. During the latter-half of Q2 2017, the Company refinanced its credit facilities and long-term debt and reduced its interest rate.

One-time expenses

During the nine month period ended September 30, 2017, the company incurred $2,060,484 in one-time costs in connection with the refinancing of its senior debt facilities. These fees and non-cash expenses include a $600,000 early repayment fee to exit its secondary term debt, loss on extinguishment of debt (accounting), as well as other settlement costs.

Quarterly Results

	Three Months ended September 30, 2017	Three Months ended June 30, 2017	Three Months ended March 31, 2017	Three Months ended December 31, 2016
INCOME STATEMENT				
Revenues	19,510,325	20,250,043	16,042,343	17,255,060
Expenses(1)	17,168,842	18,540,433	15,138,579	15,811,601
Net and comprehensive income (loss)	1,525,162	(853,806)	(175,406)	(48,276)
Earnings per share – basic	0.04	(0.02)	0.00	0.00

	Three Months ended September 30, 2016	Three Months ended June 30, 2016	Three Months ended March 31, 2016	Four Months ended December 31, 2015
INCOME STATEMENT				
Revenues	16,122,306	15,514,275	10,759,455	13,704,896
Expenses(1)	13,877,115	14,637,517	10,262,273	11,235,368
Net and comprehensive income (loss)	1,118,846	10,744	(270,725)	933,009
Earnings per share – basic	0.04	0.00	(0.01)	0.04

(1) Excludes finance expense, one-time expenses and income taxes

RESULTS OF OPERATIONS

The Company reported net income for the quarter ending September 30, 2017 of $1,525,162 as compared to net income of $1,118,846 for the quarter ending September 30, 2016. Adjusted Net Income for the three months ended September 30, 2017 was $1,652,337 as compared to Adjusted Net Income of $1,118,846 for the quarter ending September 30, 2016. The increase in Adjusted Net Income was as a result of an increase in revenue growth relative to SG&A, depreciation, and interest expenses.

Revenues for the quarter ending September 30, 2017 were $19,510,325 as compared to revenues for the quarter ending September 30, 2016 of $16,122,306. The Company continues to see strong demand from existing customers, as a result, organic growth accounted for the increase. The Company expects to see project volume remain steady during the remainder of 2017, with managed growth for the 2018 year.

Expenses for the quarter ending September 30, 2017 were $17,168,842 as compared to $13,877,115 for the quarter ending September 30, 2016. This increase in expenses was due to costs associated with revenue growth (labour costs and materials), as well as associated overheads.

Liquidity and Capital Resources

As at September 30, 2017, the Company had cash of $4,861,057 compared to $9,448,829 as at December 31, 2016. Accounts receivable ("AR") of $27,121,509 were outstanding as at September 30, 2017 compared to $23,684,358 as at December 31, 2016. This increase was due mainly to increased volumes of work the Company carried out during the period. Total current assets amounted to $66,782,869 (December 31, 2016 – $55,204,500) with current liabilities of $17,888,065 (December 31, 2016 – $21,414,718) resulting in a positive working capital balance of $48,894,804 (December 31, 2016 – $33,789,782). The increase in positive working capital is related to the movement of a portion of the Company's debt from short-term to long-term, as a result of a new debt structure.

The nature of the work being issued to the Company by its biggest customer continues to be projects that are larger and of a longer duration. This change in the mix of work has required an investment in working capital by the Company, as seen in our AR and work in progress ("WIP") balances at the end of the period. As a result of the significant increases in the volume of work, the Company has experienced challenges receiving work approvals as well as receiving timely payments. DIG management is actively working with its clients to manage the approval process with a view towards reducing payment cycle times. The

Company expects to have more visibility on these initiatives into early 2018.

On May 26, 2017, the Company refinanced and retired its existing $10,000,000 (“Line of Credit”) credit facility with a Senior Secured Revolving Facility (the “Revolving Loan”) from its existing lender, the Royal Bank of Canada (“RBC”) for up to a maximum of $23,000,000. As at September 30, 2017, the balance of the Line of Credit was $nil (December 31, 2016 – $9,999,975).

The Company also has a corporate expense credit card up to a maximum of $275,000 (December 31, 2016 - $275,000).

For further details on the Company’s debt refinancing please refer to the Revolving Loan and Long Term Debt section below.

Convertible Debentures

The Company had convertible debentures with a carrying value of $923,835 as at September 30, 2017 that were inherited on the acquisition of QE2. The interest rate on the debentures is 8% per annum and they mature on October 20, 2018. Interest is paid semi-annually and is accrued by the company until paid.

Revolving loan and Long term debt

In November 2015, the Company entered into a credit agreement with Crown Capital Fund IV, LP (“Crown”) for a $20,000,000 term loan (“Debt”). The loan carried an interest rate of 10% per annum and matured on November 25, 2020. On May 26, 2017 the company exercised its option to prepay the $20,000,000 Debt and incurred certain fees and non-cash expenses associated with the settlement transaction, including a $600,000 early repayment fee to Crown. The repayment of the Crown Debt was funded using a portion of the RBC financing.

On May 26, 2017, the Company closed a debt facility with RBC representing a total lending amount of up to $35,000,000 consisting of a $23,000,000 Revolving Loan and a $12,000,000 Senior Secured Term Loan Facility (the "Term Loan"). On August 11, 2017, RBC agreed to a temporary increase in the Revolving Loan borrowing limit by $6,000,000, from $23,000,000 to $29,000,000. This amount was repayable on October, 31, 2017 and was subsequently extended through to November 30, 2017. As at September 30, 2017 $4,833,000 is outstanding on the current portion of the Revolving Loan, which is due November 30, 2017. The amendment to the Revolving Loan is subject to the company maintaining a sufficient borrowing base in order to access the funds. As at September 30, 2017, the total amount drawn on the Revolving Loan was $27,833,000 (December 31, 2016 - $nil).

The Revolving Loan has a three year term and the Company can borrow or repay funds on the Revolving Loan prior to maturity at its discretion and is not subject to repayment fees. The Revolving Loan is secured by a first ranking general security agreement on all assets. The Revolving Loan is subject to a standby fee of 15% of the applicable Bankers’ Acceptance margin.

The Term Loan has a five year term and is amortizing on a straight-line basis over eight years with quarterly principal repayments of $375,000 and a $4,875,000 bullet payment at loan maturity. As at September 30, 2017, $1,875,000 is payable in the next year (December 31, 2017 - $nil). The Term Loan is repayable in part or in whole prior to maturity at the discretion of the Company and is not subject to repayment fees. The Term Loan is secured by a first ranking general security agreement on all assets of the Company.

The Term Loan and Revolving Loan bear interest at a floating rate benchmarked to Canadian Dollar Bankers' Acceptances plus an applicable margin of 1.85% - 2.85%. The applicable margin is tied to the Company's total leverage ratio. The Company is currently at the high end of this margin range.

Financial covenants in connection with the RBC Revolving Loan and Term Debt include:

(a) Net funded debt to earnings before interest, tax, depreciation and amortization ("EBITDA") required to be less than 4.25:1 for the period up to September 30, 2017, stepping down to 3.50:1 as at December 31, 2017, and then 3.00:1 from December 31, 2018 onward.

(b) Debt service coverage required to be greater than 1.10:1 for the period up to September 30, 2017, stepping up to 1.25:1 as at December 31, 2017 onward.

Balance Sheet Variations

Current Assets

Current assets, which includes cash, AR, WIP, inventory, prepaid expenses and deposits, due from shareholders, and due from related party increased by $11,578,369 to $66,782,869 as at September 30, 2017, as compared to $55,204,500 as at December 31, 2016. The increase is due to increases in trade receivables and work in progress related to increased business activity.

Non-Current Assets

Non-current assets, which includes property and equipment, goodwill, deposits and due from related party decreased by $1,730,251 since December 31, 2016. The decrease is primarily due to depreciation and disposal of end of useful life leased equipment and other equipment. The Company will not require additional capital assets in 2017 to meet its 2017 targets.

Current Liabilities

Current liabilities, which includes accounts payable and accrued liabilities, current portion of debentures and other debt, current portion of finance lease obligations, current portion of revolving loan, current portion of long-term debt, income taxes payable and credit facilities, decreased by $3,526,653 since December 31, 2016. This is due primarily to a decrease in credit facilities, offset by an increase in the current portion of revolving loan and current portion of long-term debt.

Non-Current Liabilities

Non-current liabilities include debentures and other debt, revolving loan, long-term debt and finance leases obligations. Non-current liabilities increased by $12,576,050 from December 31, 2016. The increase is due primarily to the revolving loan and associated financing in May, offset by the decrease in long-term debt and finance lease obligations.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

TRANSACTIONS WITH RELATED PARTIES

Due from Related Party

ABL Professional Management Services Inc. ("ABL") provides engineering services to the Company. Transactions between the parties are incurred in the normal course of business. During the period, the Company has recorded net transactions of $102,933 (September 30, 2016 - $260,764). As at September 30, 2017, $1,363,037 (December 31, 2016 - $1,465,970) remains receivable and is due on demand. The shareholders of ABL have provided personal guarantees up to $2,000,000 and ABL will repay amounts outstanding on or before August 23, 2018. There will be no additional advances to related parties in the normal course of business.

Due from Shareholders

Receivables outstanding from two majority shareholders and co-chief executive officers of the Company amounts to $81,946 (December 31, 2016 – $149,631). The outstanding amounts will be repaid over the next twelve months, is personally guaranteed by the shareholders and bears interest at the Bank of Canada's prime rate plus 1% per annum.

Compensation of Key Management Personnel

Key management consists of the Co-Chief Executive Officers, Vice President of Finance, Vice President of Operations, Vice President of Corporate and Legal Affairs, Chief Financial Officer and Chief Operating Officer.

The Company pays its Co-Chief Executive Officers by way of a management services agreement(s) with companies controlled by these individuals. Payments totalling $533,286 was paid for the nine months ending September 30, 2017 (September 30, 2016 – $561,538)

The Company pays its other key management personnel by way of management services agreement(s) with companies controlled by these individuals. Payments totalling $838,567 was paid for the nine months ending September 30, 2017 (September 30, 2016 - $733,346).

SUBSEQUENT EVENTS

1. On November 21, 2017, the Company :

a. Acquired all of the issued and outstanding securities (the "Acquisition") of Crown Utilities Ltd. ("Crown") from two arm's length parties for an aggregate purchase price of $17,000,000 ("Purchase Price"). The Purchase Price was paid on closing and was satisfied through the payment of $13,000,000 in cash and the issuance of an aggregate of 2,962,963 common shares ("Consideration Shares") in the capital of the Company at a deemed value of $1.35 per Consideration Share. The Acquisition is subject to customary post-closing working capital adjustments and Crown was acquired on a debt-free basis. The Company also paid a finder's fee in the aggregate amount of $135,000 to an arm's length third party. Crown specializes in the installation of utility services in Winnipeg and across Manitoba, and provides situational and complete turn-key services for commercial, industrial, and residential projects. Crown is a provincial leader in the installation of shallow utilities: directional drilling, hydrovac excavation, ploughing, transmission lines/regulator stations, engineering and design/build.

b. Closed a brokered private placement offering of 7,614,000 common shares (the "Private Placement") at a price of $1.35 per share for gross proceeds to the company of $10,278,900. A portion of the net proceeds from the Private Placement was used to finance the cash component of the Crown Purchase Price, with the balance being used for general corporate and working capital purposes. The Company paid a finder's fee of $411,000 in cash in connection with the Private Placement.

c. Amended its existing RBC debt agreement to expand the senior secured facility. The amended RBC facility is in the form of a $30,000,000 Revolving Loan and a $20,000,000 Term Loan, for an aggregate amount of $50,000,000. Commercial terms and covenants on the RBC debt are not materially different than the Company's existing agreement with RBC. A portion of the increased RBC facility was used to finance the cash component of the Crown Purchase Price, with the balance being used for general corporate and working capital purposes.

Critical Accounting Estimates

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by management during their preparation. The Company's accounting policies are described within the financial statements. The accounting estimates considered to be significant to the Company include the computations of impairment of property and equipment, revenue and work in process, depreciation of property and equipment, provision for doubtful accounts, purchase price allocations and goodwill.

Changes in Accounting Policies

The Company made no significant changes to its accounting policies in 2017.

Financial Instruments and Other Instruments

The Company is not a party to any financial instruments and other instruments as defined in item 1.14 of National Instrument 51-102F1 — Management's Discussion and Analysis.

Fair Values

The fair value of current financial assets and current financial liabilities approximates their carrying value due to their short-term maturity dates. The fair value of long-term debt and debentures approximates its carrying value as the interest rate attached to those instrument approximates a market rate of interest and interest rates have not changed materially during the period. The fair value of other debt approximates its carrying value due to the low principal balance and rates approximating market rates of interest for similar instruments.

QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK

Financial Risk Management Objectives and Policies

The financial risks arising from the operations of the Company and its subsidiaries (altogether, the “Group”) are currency risk, credit risk, interest rate risk, concentration risk and liquidity risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Group’s ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below and detailed further in Note 17 of the September 30, 2017 condensed consolidated interim financial statements.

Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group’s senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is managed on a Group basis, except for credit risk relating to accounts receivable balances. Each local entity is responsible for managing and analyzing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash, held by banks and financial institutions, as well as credit exposure to customers, including outstanding accounts receivables, work in progress and committed transactions.

Liquidity Risk

The Company does have a liquidity risk with accounts payable and accrued liabilities, debentures and other debt, revolving loan, long-term debt and the current portion of obligations under finance leases. Liquidity risk is the risk that the Company cannot repay its obligations when they become due to its creditors. The Company reduces its exposure to liquidity risk by ensuring that it documents when authorized payments become due; maintains an adequate revolving loan to repay trade creditors and repays long-term debt interest and principal as they become due. Undiscounted cash outflow of financial liabilities based on maturity date are as follows:

As at September 30, 2017, the undiscounted cash flows of financial liabilities based on maturity date are as follows:

Financial Liabilities	**1 year**	**2 to 5 years**	**>5 years**	**Total**
Credit Facilities	-	-	-	-
Accounts payable and accrued liabilities	7,714,356	-	-	7,714,356
Debentures and other debt	566,869	979,000	-	1,545,869
Revolving loan	4,833,000	23,000,000	-	27,833,000
Long-term debt	1,875,000	10,125,000	-	12,000,000
Finance lease obligations	2,592,556	3,050,870	-	5,643,426
	17,581,781	37,154,870	-	54,736,651

As at December 31, 2016 the undiscounted cash flows of financial liabilities based on maturity date were as follows:

Financial Liabilities	**1 year**	**2 to 5 years**	**>5 years**	**Total**
Credit Facilities	9,999,975	-	-	9,999,975
Accounts payable and accrued liabilities	6,503,980	-	-	6,503,980
Debentures and other debt	534,411	979,000	-	1,513,411
Revolving loan	-	-	-	-
Long-term debt	-	20,000,000	-	20,000,000
Finance lease obligations	3,106,304	4,709,149	-	7,815,453
	20,144,670	25,688,149	-	45,832,819

Fair Value Hierarchy

The following summarizes the methods and assumptions used in estimating the fair value of the Group's financial instruments where measurement is required. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy included in IFRS.

Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level two includes inputs that are observable other than quoted prices included in level one.

Level three includes inputs that are not based on observable market data.

All of the Group's cash is level one as per the fair value hierarchy.

Capital Management

The Company's primary objectives when managing capital are to (a) safeguard the Company's ability to develop and market services, and (b) provide a sound capital structure for raising capital at a reasonable cost for the funding of ongoing development of its services and new growth initiatives. The Board of Directors does not establish quantitative capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company includes equity, comprised of issued share capital and retained earnings, in the definition of capital. The Company is dependent on cash flow from services and external financing to fund its continued growth. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There has been no change to the Company's capital management in 2017 or 2016.

Capital Structure

The authorized share capital of the Company consists of an unlimited number of voting common shares and an unlimited number of preferred shares, issuable in series.

On September 2, 2016 the Company consolidated its common shares on a 10 for 1 basis. The common shares commenced trading on a consolidated basis on September 6, 2016. All common share, option and warrant figures above are presented pre-consolidation unless otherwise indicated.

On December 9, 2016 the Company closed a brokered prospectus offering of 8,518,516 common shares at a price of $1.35 per common share for gross proceeds of $11,500,000.

The total DIG common shares outstanding as at December 31, 2016 was 35,295,305 with fully diluted shares of 40,204,612.

On February 9, 2017, 115,297 broker warrants were exercised at a price of $1.00 for total proceeds to the Company of $115,297.

On May 5, 2017, 6,000 broker warrants were exercised at a price of $1.00 for total proceeds to the Company of $6,000.

On September 11, 2017, the Company issued 90,000 common shares as compensation for certain services rendered to the Company in the amount of $125,000. The shares were issued at a deemed price of $1.38 per share.

The total DIG common shares outstanding as at September 30, 2017 was 35,506,602 with fully diluted shares of 40,245,260.

Other MD&A Requirements

As defined in National Instrument 52-109 — Certification of Disclosure in Issuers' Annual and Interim Filings, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance, and that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Company has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A, as well as of the date of this MD&A. The Company has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Company's financial transactions.