

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**” or “**Shares**”) of Deal Pro Capital Corporation (the “**Company**”) will be held via telephone conference call on the 16th day of January, 2024, at 4:15 p.m. (Toronto time) for the following purposes:

- (a) conditional upon and effective as of the closing of the proposed transaction contemplated by the letter of intent (the “**LOI**”), dated October 30, 2023, by and among the Company, Urban Utilities Contractors Inc. (“**Urban**”) and all of the shareholders of Urban (the “**Proposed QT**”), to increase the size of the board of directors of the Company from 3 to 7 persons;
- (b) conditional upon and effective as of the closing of the Proposed QT, to elect each of Gary Alves, Ungad Chadda, Harold Wolkin, Magaly Bianchini, Nicholas Thadane, Mark Di Cristofaro and Jennifer Rebecca Labrecque (the “**Urban Nominees**”), as directors of the Company, each to hold office until the close of the next annual meeting of Shareholders or until his or her successor has been duly elected and/or appointed and qualified or until his or her earlier death, resignation or removal pursuant to the articles of incorporation of the Company (as amended) and by-laws of the Company (as amended), and applicable law, as more particularly described under the heading “*Particulars of Matters to be Acted Upon - Conditional Election of New Directors*” in the management information circular dated as of December 15, 2023 accompanying this notice of Meeting (the “**Circular**”);
- (c) to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving, an amendment to the Company's articles to effect a name change of the Company to “*Urban Infrastructure Group Inc.*” or such other name as is authorized by the board of directors of the Company, and acceptable to the TSX Venture Exchange and applicable regulatory authorities, as more particularly described under the heading “*Particulars of Matters to be Acted Upon - Proposed Name Change*” in the Circular;
- (d) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's proposed new form of equity incentive plan, as more fully described under the heading “*Particulars of Matters to be Acted Upon – Approval of New Equity Incentive Plan*” in the Circular; and
- (e) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the accompanying Circular.

The Company is conducting the Meeting via telephone conference call to allow Shareholders and duly appointed Proxyholders (as defined in the Circular) to participate in real time. The Company is utilizing the conference call format in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of where they live. The Meeting will be held on January 16, 2024 at 4:15 p.m. (Toronto time). Shareholders and Proxyholders can access the Meeting by dialing: 416-833-0133 or 1-877-385-4099 and entering access code: 8231317 #.

The Meeting will not be held in person and Shareholders will not be able to vote their Common Shares at the Meeting during the conference call.

Shareholders that wish to ensure that their Common Shares will be voted at the Meeting must vote their Common Shares by completing and returning the enclosed form of proxy (the “Proxy”) in

accordance with the instructions set out in the Proxy and in the Circular, prior to the proxy cut-off on January 12, 2024 at 4:15 p.m. (Toronto time).

As set out in the notes, the enclosed Proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED this 15th day of December, 2023

By order of the Board of Directors

DEAL PRO CAPITAL CORPORATION

"Harold Wolkin"

Harold Wolkin
Director, CEO, CFO