

AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102

Urban Infrastructure Group Inc. (formerly, Deal Pro Capital Corporation) hereby gives notice pursuant to section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”) as follows below.

1. Names of the parties to the transaction:

Urban Infrastructure Group Inc. (formerly, Deal Pro Capital Corporation) (the “**Issuer**”)
Urban Utilities Contractors Inc. (“**Urban**”, the reverse takeover acquirer)
100773456 Ontario Inc (“**Subco**”)

2. Description of the transaction:

On March 18, 2024, the Issuer completed a statutory amalgamation (the “**Amalgamation**”) under section 174 of the *Business Corporations Act* (Ontario) pursuant to an amalgamation agreement dated March 15, 2024 (the “**Amalgamation Agreement**”) among the Issuer, Urban and Subco. In connection with the Amalgamation, Urban and Subco amalgamated and the Issuer acquired all of the issued and outstanding securities of the amalgamated entity, named “Urban Utilities Contractors Inc.” Pursuant to the terms of the Amalgamation Agreement, the (former) shareholders of Urban received one common share of the Issuer for each common share of Urban held by such (former) shareholders.

Pursuant to the Amalgamation, the Issuer changed its name from “Deal Pro Capital Corporation.” to “Urban Infrastructure Group Inc.”. The Amalgamation was approved by the shareholders of Urban on March 15, 2024. For further information regarding the Amalgamation, please refer to the filing statement of the Issuer dated February 14, 2024, which is available under the Issuer’s profile at www.sedarplus.ca.

The Amalgamation constituted a reverse takeover pursuant to the meaning of such term in National Instrument 51-102 – *Continuous Disclosure Obligations*. Urban was the reverse takeover acquirer.

3. Effective date of the transaction:

The Amalgamation was effective March 18, 2024.

4. Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity:

No party ceased to be a reporting issuer as a result of the Amalgamation.

Urban Infrastructure Group Inc. (formerly, Deal Pro Capital Corporation) was a reporting issuer prior to the completion of the transaction and continues to be a reporting issuer in the provinces of Alberta, British Columbia and Ontario.

Urban Utilities Contractors Inc., the amalgamated entity resulting from the amalgamation of Urban and Subco exists under the laws of Ontario and is a subsidiary of the Issuer following completion of the Amalgamation. Neither Urban nor Subco were reporting issuers.

5. **Date of the reporting issuer's first financial year-end subsequent to the transaction, if sections 4.9(a) or 4.9(b)(ii) of NI 51-102 are applicable:**

The Issuer's first financial year-end subsequent to the transaction will be September 30, 2024.

6. **The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction if sections 4.9(a) or 4.9(b)(ii) of NI 51-102 are applicable:**

<u>Period & Ending Date</u>	<u>Comparative Period & Ending Dates</u>	<u>Filing Deadline</u>
Interim Financial Statements of Urban for the 3 month period ended December 31, 2023	December 31, 2022	May 10, 2024
Consolidated Interim Statements of the Issuer for the 3 month period ended March 31, 2024	March 31, 2023	May 30, 2024
Consolidated Interim Statements of the Issuer for the 6 month period ended June 30, 2024	June 30, 2023	August 29, 2024
Consolidated Annual Financial Statements of the Issuer for the Year Ending September 30, 2024	December 31, 2023	January 28, 2025

7. **Documents filed under NI 51-102 that described the transaction, if sections 4.9(a) or 4.9(b)(ii) of NI 51-102 are applicable.**

Press Release dated November 1, 2023.

Material Change Report dated November 1, 2023

Management Information Circular dated December 15, 2023
(filed on SEDAR+ December 22, 2023).

Press Release dated January 15, 2024.

Business Combination Agreement dated February 8, 2024.

Press Release dated February 12, 2024.

Filing Statement dated February 14, 2024.

Press Release dated February 14, 2024.

Amalgamation Agreement dated March 15, 2024.

Press Release dated March 22, 2024

Material Change Report dated March 25, 2024.

Each of the documents listed above has been electronically filed with the Canadian securities regulators and available on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca under the Issuer's profile.

8. **DATED** the 10th day of May, 2024.