DEER HORN METALS INC.

Suite 140 – 1440 Garden Place
Delta, BC V4M 3Z2
Tel.: (604) 952-7221

INFORMATION CIRCULAR

AS AT AND DATED OCTOBER 1, 2013

This Information Circular accompanies the Notice of Special Meeting (the "**Meeting**") of shareholders of Deer Horn Metals Inc. (the "**Company**") to be held at 9:00 a.m. on Tuesday, November 5, 2013, at 1665 – 56th Street, Delta, British Columbia, and is furnished to shareholders holding common shares in the capital of the Company in connection with the solicitation by management of the Company of proxies to be voted at the Meeting, or at any adjournment or postponement thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY
MANAGEMENT OF THE COMPANY

Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular.

APPOINTMENT OF PROXYHOLDER

Registered shareholders of the Company are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share of the Company such shareholder holds on the record date (see "*Voting Share and Principal Holders Thereof*" below).

The individuals named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A shareholder has the right to appoint a person or corporation (who need not be a shareholder) to attend and act for or on behalf of that shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy.

A shareholder may exercise this right by striking out the printed names of the Designated Persons and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Olympia Trust Company. ("**Olympia Trust**"), at its offices located at 1003 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by the shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or by that shareholder's attorney-in-fact authorized in writing, or if the shareholder is a corporation, by a duly authorized officer or attorney-in-fact for the corporation, and delivered either to the registered office of the Company located at Suite 140, 1440 Garden Place, Delta, BC V4M 3Z2 at any time up to and including the last business day preceding the day of the Meeting, or, if adjorned or postponed, any reconvening thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such proxy, with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits the proxy is revoked.

Also, a proxy will automatically be revoked by either attendance at the Meeting and participation in a poll (ballot) by a shareholder or submission of a subsequent proxy in accordance with the procedures set out in this Information Circular. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

BENEFICIAL HOLDERS

Advice to Beneficial Holders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" or "beneficial" shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Beneficial Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy

should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**

(b) more typically, be given a voting instruction form **which is not signed by the Intermediary,** and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company,** will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

Request for Voting Instructions

The Meeting materials are being sent to both Registered and Beneficial Holders of common shares of the Company. If you are a Beneficial Holder and the Company or Olympia Trust, has sent these Meeting Materials directly to you, your name, address and information about your holdings of shares in the Company have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf.

By choosing to send these Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the accompanying request for voting instructions.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the Proxy are certain, the shares represented by the Proxy will be voted or withheld from voting in accordance with the instructions given in the Proxy.**

If the shareholder specifies a choice in the Proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the Proxy with respect to a matter to be acted upon, the Proxy confers discretionary authority with respect to that matter upon the Designated Persons. It is intended that the Designated Persons will vote the shares represented by the Proxy in favour of each matter identified in the Proxy, including the consolidation of the Company's common shares on a one (1) for up to ten (10) basis and the voluntary delisting of the Company's common shares from trading on the TSX Venture Exchange (the "TSXV").

The accompanying form of Proxy also confers discretionary authority upon the named proxy holders with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters that may properly come before the Meeting. As of the date of this Information Circular, management of the Company is not aware of any such amendments or

variations, or any other matters, that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the Designated Persons intend to vote on them in accordance with their best judgment.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. The Company has only one class of shares.

As of the record date, determined by the board of directors of the Company (the "**Board**") to be the close of business on October 1, 2013, a total of 154,353,166 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders of the Company as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's stock option plan (the "**Plan**"), being the Company's only equity compensation plan, as at July 31, 2013. The Plan is a rolling stock option plan under which the Company can issue such number of options as is equal to 10% of the Company's issued and outstanding common shares from time to time. A copy of the Plan is available for review at the offices of the Company located at Suite 140, 1440 Garden Place, Delta, BC, V4M 3Z2 during normal business hours up to and including the date of the Meeting. The Plan was most recently ratified by the Company's shareholders at its last annual general meeting on April 16, 2013.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under the Stock Option Plan (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	9,075,000	$0.18	1,360,316
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	9,075,000	$0.18	1,360,316

AUDITORS

The Company's auditor for the fiscal year ending July 31, 2013 is Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee or associate of any such person , is or has been indebted to the Company at any time since the beginning of the Company's last completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities in the Company or otherwise, of any person who has been a director or executive officer of the Company since the commencement of the Company's last completed financial year, or of any associate or affiliate of any of such persons, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

SPECIAL BUSINESS

Approval of Share Consolidation

The Board has determined that it would be in the best interests of the Company for the Company to consolidate all of its issued and outstanding common shares (the "**Consolidation**"). At the Meeting, shareholders will be asked to consider and if thought advisable, to pass a special resolution (the "**Consolidation Resolution**") (the full text of which is set out below) amending the Company's share structure by consolidating the Company's issued and outstanding common shares on a ratio of one (1) for up to ten (10). The name of the Company will not be changed in conjunction with the Consolidation.

Reasons for the Consolidation

The Board of Directors believes that the Consolidation is necessary due to market conditions that have made it challenging to raise capital under the current share structure of the Company.

Effects of the Consolidation

The Consolidation will result in shareholders holding a smaller number of common shares. However, the Consolidation will not affect any shareholder's percentage ownership interest or voting rights in the Company, except to the extent that the Consolidation would otherwise result in any shareholder owning a fractional share. Any fractional shares resulting from the Consolidation will be rounded up to the next whole common share if such fractional share is equal to or greater than one-half of a common share and rounded down to the next whole common share if such fractional share is less than one-half of a common share.

At October 1, 2013, the total number of issued and outstanding common shares of the Company was 154,353,166. After the Consolidation, assuming the ratio is the maximum one (1) for ten (10), the total number of issued and outstanding common shares is expected to be approximately 15,435,316 (subject to rounding as discussed above).

Each option, warrant or other security of the Company convertible into pre-Consolidation common shares that have not been exercised or cancelled prior to the implementation of the Consolidation will be adjusted pursuant to the terms thereof on the basis of the same ratio as the Consolidation (i.e., the number of common shares issuable will decrease while the exercise price will increase).

The only compensation plan under which equity securities of the Company are authorized for issuance is the Plan, which reserves for issuance up to 10% of the issued and outstanding common shares of the Company (see "*Securities Authorized for Issuance under Equity Compensation Plans*" above).

The Company currently has 5,704,000 warrants outstanding.

Exchange of Share Certificates

If the Consolidation is approved by the shareholders, accepted by the TSXV and implemented by the Board, shareholders will be required to exchange their share certificates representing pre-Consolidation common shares for new share certificates representing post-Consolidation common shares.

Following a determination by the Board to implement the Consolidation, it is expected that Olympia Trust, the Company's registrar and transfer agent, will send a letter of transmittal to each shareholder as soon as practicable after the implementation of the Consolidation. The letter of transmittal will contain instructions on how shareholders can surrender their share certificates representing pre-Consolidation common shares to Olympia Trust. Olympia Trust will forward to each shareholder who has sent in their share certificates representing pre-Consolidation common shares, along with such other documents as Olympia Trust may require, a new share certificate representing the number of post-Consolidation common shares to which such shareholder is entitled. No share certificates for fractional common shares will be issued.

Shareholders should not destroy any share certificate and should not submit any share certificate for a new share certificate until requested to do so.

Procedure for Implementing the Consolidation

If the Company's shareholders pass the Consolidation Resolution set forth below, the Board will have the authority, in its sole discretion, to determine whether or not to implement the Consolidation, and if so, what the ratio of the Consolidation will be, up to a maximum of one (1) for ten (10). If the Board decides to implement the Consolidation, the Company will promptly make the required filings with the TSXV. The Consolidation will be effective on the date on which the Board determines to carry out the Consolidation after receiving the acceptance of the TSXV. Following receipt of the TSXV's final acceptance of the Consolidation, the Company will cause letters of transmittal, as described above, to be mailed to the shareholders.

Shareholder Approval

Under the *Business Corporations Act (*Canada), a share consolidation requires approval by a special resolution and, as such, the affirmative votes of not less than 2/3 of the common shares cast at the Meeting, in person or by proxy, are required in order for the Consolidation Resolution to be considered passed by the shareholders.

Accordingly, shareholders will be asked to vote on the following Consolidation Resolution, as a special resolution, at the Meeting or any adjournment or postponement thereof:

> "BE IT RESOLVED AS A SPECIAL RESOLUTION THAT, subject to the acceptance by the TSX Venture Exchange:

1. the directors of the Company be authorized to effect the consolidation (the "**Share Consolidation**") of all of the issued and outstanding common shares ("**Common Shares**") without par value in the capital of the Company on the basis of up to ten (10) old Common Shares for one (1) new Common Share (10:1);

2. the directors of the Company be and are hereby authorized to fix the ratio of the pre-consolidation to post-consolidation Common Shares to be used in the Share Consolidation (the "**Final Consolidation Ratio**"), but the maximum Final Consolidation Ratio will not exceed ten to one (10:1);

3. any fractional Common Shares arising from the Share Consolidation be: (a) rounded up to the next whole Common Share if such fractional share is equal to or greater than one-half of a Common Share; and (b) rounded down to the next whole Common Share if such fractional share is less than one-half of a Common Share;

4. the directors of the Company, in their sole and complete discretion, may act upon this resolution to effect the Share Consolidation, or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this resolution notwithstanding shareholder approval of the Share Consolidation and are authorized to revoke this resolution in their sole discretion at any time prior to effecting the Share Consolidation;

5. any director or officer of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Common Shares and to issue (or cause to be issued) certificates representing the new Common Shares to the holders thereof; and

6. any one director or officer of the Company is hereby authorized and directed for and on behalf of the Company to execute, deliver and file or cause to be executed, delivered and filed, all such documents and instruments as are necessary or desirable to give effect to the Share Consolidation and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or doing of any such act or thing."

Management of the Company recommends that shareholders vote in favour of the Consolidation Resolution. The Designated Persons named in the enclosed form of proxy intend to vote "FOR" the approval of the Consolidation Resolution at the Meeting, unless otherwise directed by the shareholders appointing them.

Approval of Voluntary Delisting from TSX Venture Exchange

The Board has determined that it may be in the best interests of the Company for the Company to voluntarily delist its common shares from trading on the TSXV (the "**Voluntary Delisting**"). Accordingly, at the Meeting, shareholders will be asked to consider and if thought advisable, to pass an ordinary resolution, on a "majority of the minority basis" (the "**Voluntary Delisting Resolution**")(the full text of which is set out below) to permit the delisting of the Company's common shares from trading on the TSXV.

Reasons for the Voluntary Delisting

Due to continued weak market conditions, the Company must consider all measures necessary to preserve its business which includes assessing cost cutting measures to preserve its working capital position. In reviewing the Company's current expenses, the Board has examined the costs associated with of maintaining a listing of its common shares on the TSXV and accordingly, the Board has determined that one potential alternative to reducing its costs and preserving its working capital may be to make application to the TSXV to voluntarily delist the Company's common shares from trading on the TSXV.

Effects of the Voluntary Delisting

The Voluntary Delisting will result in the Company's common shares not being listed or traded on any stock exchange, public market or trading platform. Previously freely tradeable securities of the Company will continue to be freely tradeable securities, however, a shareholder's ability to liquidate his or her shareholdings will be reduced as there will be no public forum for effecting such a sale of shares. Accordingly, shareholders may not be able to sell their shares or liquidate their shareholdings if they are unable to find private buyers for such shares.

The Company will remain a reporting issuer under applicable securities laws, and therefore will continue to be required to meet the obligations imposed on reporting issuers under such laws, which include, but is not limited to, the filing on SEDAR (www.sedar.com) of audited financial statements and interim quarterly financial statements and corresponding MD&A, and material change reports.

Procedure for Implementing the Voluntary Delisting

If the Company's shareholders pass the Voluntary Delisting Resolution set forth below, the Board will have the authority, in its sole discretion, to determine whether or not to implement the Voluntary Delisting. If the Board decides to implement the Voluntary Delisting, the Company will promptly make the required filings with the TSXV. The Voluntary Delisting will be effective on the date on which the Board, in co-ordination with the TSXV, determines to carry out the Voluntary Delisting after receiving the acceptance of the TSXV. Following receipt of the TSXV's final acceptance of the Voluntary Delisting, the Company will cause a press release to be issued to notify the shareholders and the public of the effective date of the delisting of the Company's common shares from trading on the TSXV.

Shareholder Approval

In order to be approved, the policies of the TSXV require that the Voluntary Delisting Resolution be approved by a majority of the votes cast by all shareholders at the Meeting, excluding votes attaching to common shares beneficially owned by directors or officers of the Company. The shareholders that will be permitted to vote with respect to the Voluntary Delisting Resolution are referred to herein as "**Minority Shareholders**".

Accordingly, the Minority Shareholders will be asked to vote on the following Voluntary Desliting Resolution, as an ordinary resolution, at the Meeting or any adjournment or postponement thereof:

> "BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT, subject to the acceptance by the TSX Venture Exchange (the "**TSXV**"):
>
> 1. the directors of the Company be authorized to effect the voluntary delisting (the

"**Voluntary Delisting**") of the common shares of the Company from trading on the TSXV;

2. the board of directors of the Company be and is hereby authorized, in its sole discretion, to determine whether or not, and when, to implement the Voluntary Delisting, or, if deemed appropriate and without any further approval from the shareholders of the Company, to choose not to act upon this resolution notwithstanding shareholder approval of the Voluntary Delisting and it is hereby authorized to revoke this resolution in its sole discretion at any time prior to effecting the Voluntary Delisting; and

3. any one director or officer of the Company is hereby authorized and directed for and on behalf of the Company to execute, deliver and file or cause to be executed, delivered and filed, all such documents and instruments as are necessary or desirable to give effect to the Voluntary Delisting and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or doing of any such act or thing.

The Company's directors have reviewed and considered all material facts relating to the Voluntary Delisting which they consider to be relevant to the shareholders. **It is the recommendation of the Board that the Minority Shareholders vote for the Voluntary Delisting Resolution. The Designated Persons named in the enclosed form of proxy intend to vote "FOR" the approval of the Voluntary Delisting Resolution at the Meeting, unless otherwise directed by the shareholders appointing them.**

OTHER MATTERS

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com and on the Company's website at www.deerhornmetals.com. Shareholders may contact the Company at Suite 140 – 1440 Garden Place, Delta, BC, V4M 3Z2 to request copies of the Company's financial statements and management and discussion and analysis of financial results. Financial information for the Company is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial year. The comparative annual and interim financial statements and management discussion and analysis of the Company may also be viewed on the SEDAR website at the location noted above.

BOARD APPROVAL

The contents of this Information Circular have been approved, and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

By Order of the Board of Directors of

DEER HORN METALS INC.

"Tyrone Docherty"

_____

Tyrone Docherty
President