

# DEER HORN METALS INC.

Suite 140 – 1440 Garden Place

Delta, BC V4M 3Z2

Tel.: (604) 952-7221

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Special Meeting of the Shareholders of Deer Horn Metals Inc. (hereinafter called the "Company") will be held at 1665 – 56<sup>th</sup> Street, Street, Delta, British Columbia, on:

**Tuesday, November 5, 2013**

at the hour of 9:00 a.m. in the forenoon (local time) for the following purposes:

- 1) to consider and, if thought fit, 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;
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;
7. to consider and, if thought fit, to approve, by ordinary resolution, an application to voluntarily delist the Company's common shares from trading on the TSX Venture Exchange; and
8. to transact such other business as may properly come before the Meeting.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. **Shareholders who are unable to attend the Meeting in person should complete, date and sign the enclosed instrument of proxy, and to return it in the envelope provided for that purpose.**

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person, are asked to complete and sign the enclosed proxy and return it as soon as possible in the envelope provided for that purpose. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Company's transfer agent, Olympia Trust Company., 1003 - 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 no later than 9:00 a.m. (PST) on Friday, November 1, 2013.

DATED at Vancouver, British Columbia, this 1<sup>st</sup> day of October, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

*"Tyrone Docherty"*

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Tyrone Docherty, President