

DEER HORN METALS INC.
140 – 1440 Garden Place
Delta, BC, V4M 3Z2

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MONDAY, July 21st, 2014**

TAKE NOTICE that the Annual General Meeting (the “Meeting”) of the shareholders of **Deer Horn Metals Inc.** (the “Company”) will be held on Monday, July 21st, 2014 at 1665 – 56th Street, Delta, BC, V4L 2B2, at the hour of 9:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended July 31, 2013, together with the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5) and to elect the directors of the Company for the ensuing year;
3. to re-appoint Davidson and Company LLP, chartered accountants, as the auditors for the Company and to authorize the directors to fix their remuneration;
4. to approve, adopt and ratify the Company’s new stock option plan;
5. to approve and authorize, by special resolution, the continuance of the Company from the Federal laws of Canada under the *Business Corporations Act* (Canada) to the Province of British Columbia under the *Business Corporations Act* (British Columbia), with authorization for the Board of Directors to not proceed with the continuation, at its discretion, the complete text of which continuation resolution is set out in the Information Circular to which this Notice of Meeting is attached;
6. to approve and authorize, by special resolution, the change of the Company’s name to “Deer Horn Capital Inc.” or to such other name as may be approved by the directors of the Company, with authorization for the Board of Directors to not proceed with the name change, at its discretion, the complete text of which name change resolution is set out in the Information Circular to which this Notice of Meeting is attached; and
7. to transact such other business as may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed June 16, 2014 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, CST Trust Company, **1600 – 1066 West Hastings Street, Vancouver, V6E 3X1** at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Delta, B.C. this 16th day of June, 2014.

BY ORDER OF THE BOARD OF DIRECTORS
"Tyrone Docherty"
Chief Executive Officer