



Appointment of Proxyholder

I/We, being holder(s) of common shares of Deer Horn Metals Inc. (the "Company") hereby appoint: Tyrone Docherty, President and Chief Executive Officer or, failing him, Pamela Saulnier, Corporate Secretary OR

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual and Special Meeting of Shareholders of the Company to be held at 9:00 a.m. (Vancouver Time) on July 21, 2014 at 1665 – 56th Street, Delta, British Columbia, V4L 2B2 (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR Resolutions 1, 2, 3, 4, 5 and 6. Please use a dark black pencil or pen.

1. Election of Directors	FOR	WITHHOLD
1. Tyrone Docherty	<input type="checkbox"/>	<input type="checkbox"/>
2. Tony Fogarassy	<input type="checkbox"/>	<input type="checkbox"/>
3. Lindsay Gorrill	<input type="checkbox"/>	<input type="checkbox"/>
4. Peter Jensen	<input type="checkbox"/>	<input type="checkbox"/>
5. Matt Wayrynen	<input type="checkbox"/>	<input type="checkbox"/>

2. Re-Appointment of Auditors

Re-appointment of Davidson & Company LLP as Auditors for the ensuing year and authorizing Directors to fix their remuneration.

<input type="checkbox"/>	<input type="checkbox"/>
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3. Number of Directors

To set the number of Directors at five (5).

FOR	AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

4. Stock Option Plan

Approval, ratification and adoption of the Company's new form of 10% rolling stock option plan

<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

FOR AGAINST

5. Continuance

To approve the special resolution authorizing 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).

<input type="checkbox"/>	<input type="checkbox"/>
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6. Name Change

To approve the special resolution authorizing the Company to change its name to "Deer Horn Capital Inc." or to such other name as is approved by the directors of the Company and with authorization to the Directors to not proceed with the name change at its discretion.

<input type="checkbox"/>	<input type="checkbox"/>
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Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below. You may also go to our website www.canstockta.com/financialstatements and input code xxxxa.

- I would like to receive quarterly financial statements
- I would like to receive annual financial statements

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR a matter by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/we authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 9:00 a.m. (Vancouver Time) on July 17, 2014.

*A Shareholder
320 Bay St
3rd Floor
Toronto, ON
M5T 2A4*



WIKI39

Control Number

1234567892012 9999999999 1111 999999

Proxy Form – Annual and Special Meeting of Shareholders of Deer Horn Metals Inc., to be held on July 21, 2014 (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Company.



How to Vote

INTERNET

- Go to www.cstvotemyproxy.com
- Cast your vote online
- View Meeting documents

To vote using your smartphone, please scan this QR Code →



To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

Canadian Stock Transfer Company Inc.
P.O. Box 721
Agincourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxy@canstockta.com.

An undated proxy is deemed to be dated on the day it was received by CST.

If you wish to receive investor documents electronically in future, please visit www.canstockta.com/electronicdelivery to enrol.

All proxies must be received by 9:00 a.m. (Vancouver time) on July 17, 2014

