

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

Item 1. Name and Address of Reporting Issuer

Deer Horn Capital Inc.  
Suite 140 – 1440 Garden Place  
Delta, BC V4M 3Z2

Item 2. Date of Material Change

November 28, 2014

Item 3. News Release

A news release regarding the material change was disseminated on November 28, 2014.

Item 4. Summary of Material Changes

The issuer reports that the Company has signed an LOI to acquire lease of a MMAR medical marijuana production facility and announces a \$500,000 non – brokered private placement.

Item 5. Full Description of Material Change

See press release attached as Schedule “A” hereto

Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

None.

Item 8. Executive Officer

The following senior officer of Deer Horn Capital Inc. is knowledgeable about the material change and may be contacted by any of the Securities Commissions in respect to the change:

Tyrone Docherty  
President and CEO  
Tel: (604) 952-7221

Item 9. Date of Report

December 4, 2014

## Schedule "A"

### **DEER HORN SIGNS LOI TO ACQUIRE LEASE OF MMAR MEDICAL MARIJUANA PRODUCTION FACILITY AND ANNOUNCES \$500,000 NON-BROKERED PRIVATE PLACEMENT**

Vancouver, BC, Canada, November 28, 2014, Deer Horn Capital Inc. (the "Company" or "Deer Horn") announces that it has entered into a letter of intent ("LOI") to acquire the business assets owned by a private company, which assets include leased premises which are currently sub-leased to various individuals for the purpose of producing medical marijuana under 8 MMAR production licenses. Additional assets being acquired include the corresponding consulting business of the principal of the company who is engaged by various clients to provide information and guidance with respect to the cultivation of various strains of medical marijuana plants. It is a condition of the completion of the purchase of these assets that at closing, the principal of the private company will enter into an agreement with the Company whereby the principal will be engaged by the Company to continue to provide consulting services to his existing client base, as well as any new clients that may be acquired. The assets being purchased currently earn approximately \$10,000/month in revenues. In consideration for the assets, Deer Horn will pay \$200,000 cash (\$100,000 at closing and an additional \$100,000 within 1 year of closing) and issue 1,000,000 common shares at closing. Pursuant to the terms of the LOI, the Company will complete its due diligence within 30 days and if due diligence is satisfactory, the parties will then enter into a definitive agreement and close the transaction as soon as practicable thereafter.

The Company intends to maintain its current resource portfolio. In this regard, the Company has been advised that the master's thesis study on its Deer Horn property (refer to news release of October 10, 2014) is expected to be completed in February 2015. The Company will provide updates on this study when available.

As previously announced, due to the current market conditions in the resource sector, management has been evaluating new projects that have the potential to bring cash flow to the Company and to enhance shareholder value. The above proposed acquisition is one of a number of potential projects that management is currently assessing. The Company will provide shareholders with updates on the status of the LOI, as well as other opportunities, when material information becomes available.

Deer Horn also announces that it intends to raise up to \$500,000 by way of a non-brokered private placement (the "Offering") of units of the Company at a price of \$0.05/unit. Each unit will consist of one common share in the capital of Deer Horn and one-half of one ( $\frac{1}{2}$ ) share purchase warrant. Each whole warrant will be exercisable into one common share for a period of two years at a price of \$0.10/share.

The proceeds of the Offering will be used to pay the initial payment under the LOI, to repay outstanding debt, and to pay for working capital and general corporate purposes, which may include, but is not limited to, ongoing costs related to maintaining the Company's properties and business, costs associated with the closing of the LOI, and costs in relation to other potential business opportunities that may arise in the coming year. (For clarity, no other transactions are in place at this time, nor are there any assurances that other new projects will be concluded in the near future, if ever.) In the event that the

acquisition contemplated under the LOI does not complete, the \$100,000 allocated to such transaction will be applied toward general working capital.

A finder's fee of cash, common shares or warrants, or a combination thereof, may be paid to eligible finders in compliance with applicable securities laws.

On behalf of the board of directors of

Deer Horn Capital Inc.

*"Tyrone Docherty"*

Tyrone Docherty  
President and CEO

For further information please contact:

<b>Primary Contact</b>
Tyrone Docherty President Deer Horn Capital Inc. (604) 952-7221 tyrone.doccap@dccnet.com