

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

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, FEBRUARY 3<sup>rd</sup>, 2016**

**TAKE NOTICE** that the Annual General and Special Meeting (the “Meeting”) of the shareholders of **Deer Horn Capital Inc.** (the “Company”) will be held on Wednesday, February 3<sup>rd</sup>, 2016 at 1665 – 56<sup>th</sup> 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, 2015, together with the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint Davidson and Company LLP, chartered accountants, as the auditors for the Company and to authorize the directors to fix their remuneration;
5. to re-approve and ratify the Company’s stock option plan;
6. to approve the following ordinary resolution:

**“RESOLVED**, as an ordinary resolution, that:

- A. the name of the Company be changed to “Bodhi Natural Market Corp.”, or such other name as may be approved by the board of directors of the Company and acceptable to the British Columbia Registrar of Companies and applicable regulatory authorities, if required (the “**Name Change**”), and the directors are hereby authorized to alter the Notice of Articles of the Company accordingly following the passing of the directors’ resolution authorizing such change of the Company’s name;
  - B. the directors of the Company, in their sole and complete discretion, may act upon this resolution to effect the Name Change, 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 Name Change and are authorized to revoke this resolution in their sole discretion at any time prior to effecting the Name Change;
  - C. should the directors of the Company choose to act upon this resolution to effect the Name Change and subject to the deposit of this resolution at the Company’s records office, any director or officer of the Company be and is hereby authorized and directed, on behalf of the Company, to sign all such documents as may be necessary to give effect to the above resolution, and to deliver all such documents as may be necessary to the applicable corporate registry/registrar, and to do all things necessary or advisable in connection with the foregoing, and the solicitors for the Company are authorized and directed to electronically file a Notice of Alteration with the British Columbia Registrar of Companies if required; and
  - D. any officer or director 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 Name Change 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 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 December 30, 2015 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 30<sup>th</sup> day of December, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Tyrone Docherty"*

President, Chief Executive Officer & Director