

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

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

August 17, 2016

**Item 3. News Release**

A News Release dated and issued August 17, 2016 at Vancouver, British Columbia, through the Canadian Securities Exchange and SEDAR.

**Item 4. Summary of Material Change**

Deer Horn announces private placement.

**Item 5. Full Description of Material Change**

See news release, a copy of which is attached hereto.

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

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

Tyrone Docherty, President & CEO  
Telephone: 604.952.7221

**Item 9. Date of Report**

August 29, 2016



## **NEWS >**

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### **Deer Horn Announces Private Placement**

**Vancouver, BC, Canada, August 17, 2016 – Deer Horn Capital Inc.** (CSE: DHC) (the “Company” or “Deer Horn”), announces that it intends to raise up to \$700,000 by way of a non-brokered private placement (the “Offering”) of units (“Units”) of the Company at a price of \$0.10 per Unit.

Each Unit will consist of one common share in the capital of Deer Horn and one common share purchase warrant (a “Warrant”). Each Warrant will be exercisable into one common share for a period of two years at a price of \$0.20/share. The securities issued in connection with the Offering will be subject to a hold period expiring four months and one day from the date of issuance of such securities.

In connection with the private placement, the Company may pay finder's fees to arm's length parties who introduce subscribers for the units.

The proceeds of the private placement will be used for general working capital purposes and to advance the Company’s Deer Horn project.

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) 789-5653 <a href="mailto:tyrone.doccap@dccnet.com">tyrone.doccap@dccnet.com</a>

***Neither the Canadian Securities Exchange nor its regulations services accepts responsibility for the adequacy or accuracy of this release.***

#### ***Forward-looking information***

*All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. In particular, this news release contains forward-looking information regarding the Offering and the use of proceeds of the Offering. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. These assumptions include, but are not limited to: future costs and expenses being based on historical costs and expenses, adjusted for inflation; and market demand for, and market acceptance of, the Offering. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.*