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FORM 51-102F3

MATERIAL CHANGE REPORT

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

Deer Horn Capital Inc.
4672 Kensington Place
Delta, BC V4K 4W5

2. **Date of Material Change:**

January 25, 2017

3. **Press Release:**

A News Release dated and issued on January 25, 2017 at Vancouver, BC, through the Canadian Securities Exchange and SEDAR.

4. **Summary of Material Change:**

Deer Horn announces private placement.

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

See news release, a copy of which is attached hereto

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Tyrone Docherty, President and CEO
Telephone: (604) 789-5653

9. **Date of Report:**

January 25, 2016



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Deer Horn Announces Private Placement

Vancouver, BC, Canada, January 25, 2017 – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”), hereby provides a status update to the management cease trade order (the “MCTO”) issued by the British Columbia Securities Commission on November 29, 2016. On November 29, 2016, the Company announced that its annual financial statements, the related management’s discussion and analysis and the related officer certifications for the financial year ended July 31, 2016 (collectively, the “Annual Filings”) will be delayed beyond the filing deadline of November 28, 2016.

As previously reported, the reason for the default in filing the Annual Filings prior to the required deadline is that the Company has insufficient funds to pay for such audit. The Company is working towards closing its recently re-priced private placement and thereafter completing the year-end audit as soon as reasonably practicable. It expects that the financing will be completed within the next couple of weeks and that the year-end audit will be completed as soon as possible thereafter.

The Company confirms that it intends to satisfy the alternative information guidelines found in National Policy 12-203 for as long as the MCTO is in effect. Additionally, the Company confirms that as of the date hereof, it is not aware of any other material information concerning its affairs which has not generally been disclosed.

About Deer Horn

Deer Horn Capital is exploring and developing the Deer Horn Property, a rich gold and silver project with high tellurium grades. The Deer Horn Property, located in north-central British Columbia, has produced positive economics in a Preliminary Economic Analysis and, to our knowledge, hosts Canada’s only NI 43-101 tellurium resource.

On behalf of the board of directors of
Deer Horn Capital Inc.

“Tyrone Docherty”
Tyrone Docherty
President and CEO

For further information please contact:

Primary Contact
Tyrone Docherty President Deer Horn Capital Inc. 604 789 5653 tyrone.dccap@dccnet.com

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 timing of completing and filing of the Annual Filings and the completion of a previously announced private placement 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.