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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:**

March 10, 2017

3. **Press Release:**

A News Release dated and issued on March 10, 2017 at Vancouver, BC, through the Canadian Securities Exchange and SEDAR.

4. **Summary of Material Change:**

Deer Horn announces partial revocation order and 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:**

March 10, 2016

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Deer Horn Announces Partial Revocation Order and Private Placement

Vancouver, BC, Canada, March 10, 2017 – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”) announces that the British Columbia Securities Commission (“BCSC”) has partially revoked the cease trade order issued against the Company on January 30, 2017 (the “CTO”) for failing to file certain outstanding continuous disclosure documents in a timely manner.

The Company applied for the partial revocation order (“**Partial Revocation Order**”) to complete an exempt non-brokered private placement (“**Private Placement**”) of up to 6,000,000 common shares at a purchase price of \$0.02 per share for gross proceeds of up to \$120,000. The proceeds of the private placement will be used to pay outstanding fees owed to the Company’s auditors as well as for other general working capital purposes. Completion of the Private Placement will allow the Company to prepare and file all outstanding continuous disclosure documents with the applicable regulatory authorities. Once those filings have been completed, the Company expects to apply for a full revocation of the CTO.

Prior to completion of the Private Placement, each potential investor will receive a copy of the CTO and the Partial Revocation Order, and will be required to provide an acknowledgement to the Company that all of the Company’s securities, including the shares issued in connection with the Private Placement, will remain subject to the CTO until such order is fully revoked, and that the granting of the Partial Revocation Order by the BCSC does not guarantee the issuance of a full revocation order in the future. In addition, in accordance with applicable securities legislation, all common shares issued pursuant to the Private Placement will be subject to a hold period of four months and a day from the closing date of the Private Placement.

The Partial Revocation Order will terminate on the earlier of: (i) the completion of the Private Placement, and (ii) June 7, 2017, being 90 days from the date on which the Partial Revocation Order was issued.

It is expected a substantial portion of the Private Placement will be subscribed for by directors and officers of the Company. The issuance of common shares to a director or officer pursuant to the Private Placement is considered to be a “*related party transaction*” under **Multilateral Instrument 61-101 (“MI 61-101”)**, **but is exempt from the valuation and minority shareholder approval requirements of MI 61-101 as the Company is listed on the CSE and neither the fair market value of securities being issued to related parties nor the consideration being paid by related parties will exceed 25% of the Company's market capitalization.**

About Deer Horn

Deer Horn 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.doccap@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 Private Placement, the use of proceeds of the Private Placement and the application for a full revocation of the CTO. 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.