The following discussion and analysis of the operations, results and financial position of Deer Horn Capital Inc. (the "Company" or "Deer Horn") for the three months ended October 31, 2017 should be read in conjunction with the condensed consolidated interim financial statements for the three months ended October 31, 2017, and the audited financial statements for the year ended July 31, 2017, which can be found on SEDAR at www.sedar.com.

This Management Discussion and Analysis ("MD&A") is dated January 2, 2018 and discloses specified information up to that date. The Company is classified as a "venture issuer" for the purposes of National Instrument 51-102. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") in Canada. Unless otherwise cited, references to dollar amounts are in Canadian dollars.

The Company is a reporting issuer in each of the provinces of British Columbia, Alberta and Ontario. Its head office is located at 4672 Kensington Place, Delta, BC, Canada, V4K 4W5. Its registered records office is located at Suite 1100-736 Granville Street, Vancouver, BC, V67 IG3.

Forward-looking Information

Certain statements in this MD&A and the documents incorporated by reference contain forward-looking information, which includes forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements are statements which relate to future events or our future performance, including our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", or "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company's or the industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking information and statements will occur or, if they do occur, what benefits the Company will obtain from them. This MD&A contains forward-looking information and statements, which may include but are not limited to: statements with respect to the financial and operating performance of the Company; investments objectives and strategies; the business goals and strategies; forecast operating and financial results; planned capital expenditures; potential future market for products, business prospects and opportunities; costs and timing of developmental new projects; management's assessment of future plans and operations; and requirements for additional capital.

Overview

Deer Horn is a publicly-traded, Vancouver-based, diversified issuer. During fiscal 2016, the Company discontinued operations of its organic retailing division, under which it operated one location, Bodhi Tree Natural Market Corp. ("Bodhi"). Bodhi was subsequently dissolved in the first quarter ended October 31, 2017. The Company has a 50% interest in the Deer Horn Property, located in British Columbia. The Company is refocusing its efforts on mineral exploration and intends to complete further equity financing in order to resume exploration and development on its mineral property interest while seeking additional opportunities in the junior mining sector to expand its property portfolio.

Strategy, Performance and Outlook

The Company intends to pursue its exploration efforts on its 50% interest in the Deer Horn Property. Future plans include in-fill and step-out drilling, engineering and environmental programs, with a view to advance the project to a preliminary feasibility stage.

Revenue and Expense Summary

Three months ended October 31, 2017

Results of Operations for the Three Months Ended October 31, 2017

This review of the Results of Operations should be read in conjunction with the financial statements of the Company for the quarter ended October 31, 2017.

Expenses

General and administrative expenses totaled $59,436 for the three months ended October 31, 2017 compared to $57,921 for the three months ended October 31, 2016. Details of the largest changes and significant general and administrative items are as follows:

- Advertising and promotion decreased by $3,500 to $nil from $3,500 and is due to a current suspension of expenditures in this area until the Company resumes activity.
- Consulting fees decreased by $6,776 to $nil from $6,776 and is due to the discontinuation of the Bodhi market segment in fiscal 2017.
- Investor relations and shareholder information decreased by $1,346 to $3,559 from $4,905, due to decreased corporate activity which reduced the dissemination of shareholder information.
- Office and miscellaneous expenses decreased by $723 to $580 from $1,303, a result of lowered overhead costs associated with reduced levels of corporate activity.
- Professional fees increased by $296 to $296 from $nil due to seasonal corporate filing requirements.
- Regulatory and filing fees increased by $19,096 to $24,936 from $5,840. The increase is due to costs associated with late fees and penalties payable to respective securities commissions as well as filing fees payable in relation to the late filing of the Company's audited annual financial statements

Management fees remained consistent at $30,000 for the three months ended October 31, 2017 (October 31, 2016 - $30,000). The Company has been accruing management fees for several quarters and expects to continue to do so until the Company is adequately financed and/or arranges to settle the debt.

Exploration Expenses

The Company incurred no exploration expenses during the three months ended October 31, 2017 or October 31, 2016.

Summary of Quarterly Results

Quarter Ended	2017 Oct. 31 Q1 $	2017 July 31 Q4 $	2017 Apr. 30 Q3 $	2017 Jan. 31 Q2 $	2016 Oct. 31 Q1 $	2016 July 31 Q4 $	2016 Apr. 30 Q3 $	2016 Jan. 31 Q2 $
G&A Expenses (recoveries)	59,436	114,439	40,969	41,497	57,921	142,949	197,650	267,457
Share-based payments	-	30,471	-	-	-	46,258	-	(2,321)
Loss and comprehensive loss	(64,023)	(119,026)	(36,382)	(41,497)	(57,921)	(988,092)	(263,371)	(320,936)
Net Loss								
per share	$0.01	-	-	-	-	$0.01	-	-
per share (diluted)	-	-	-	-	-	$0.01	-	-
Total Assets	98,973	104,183	93,291	119,537	136,029	164,949	978,340	1,002,447
Working Capital (Deficiency)	(678,090)	(723,719)	(493,548)	(454,293)	(414,160)	(357,249)	(232,435)	(204,409)
Share Capital:								
Authorized	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Outstanding	46,694,653	41,444,653	41,444,653	41,444,653	41,444,653	41,444,653	37,044,653	37,044,653
Warrants	5,700,000	5,700,000	6,551,668	8,604,668	13,654,668	13,654,668	11,654,668	11,654,668
Options	2,325,000	2,325,000	3,425,000	3,425,000	3,425,000	3,425,000	2,475,000	2,680,000

Liquidity and Capital Resources

Deer Horn is currently in the exploration stage and earns no revenue from operations. The Company invests its cash and cash equivalents with major Canadian financial institutions with investment grade credit ratings. Deer Horn has no outstanding bank debt or other interest bearing indebtedness as at October 31, 2017. At October 31, 2017, Deer Horn had $1,025 in cash and cash equivalents (July 31, 2017 - $6,191) and a working capital deficiency of $678,090 (July 31, 2017 – working capital deficiency of $723,719).

Deer Horn assesses its financing requirements and its ability to access debt or equity markets on an ongoing basis. Given the current conditions of the financial markets, the company will seek to maintain financial flexibility and will monitor and assess its financing requirements as its activities progress. The Company`s ability to access the equity or debt markets in the future may be affected by prolonged market instability. The inability to access the equity or debt markets for sufficient capital, at acceptable terms, and within required timeframes, could have a materially adverse effect on the Company`s financial condition, results of operations and prospects. Further discussion on these risks can be found in the "Risk Factors" section of the MD&A.

Future exploration and subsequent development of the Company's properties beyond currently planned expenditures will depend on the Company's ability to obtain additional financing. The Company has limited financial resources and there is no assurance that additional funding will be available which could result in the delay or indefinite postponement of further exploration.

The Company's financial performance is dependent on many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and respond to changes in domestic and international political, social, and economic environments. In addition, the availability and cost of funds for exploration, development and production costs are difficult to predict. These changes in events could materially affect the financial performance of the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions - Key Management Compensation

Amounts owing to related parties consists of $346,121 for consulting fees paid or accrued to key management personnel or companies controlled by key management personnel (2016 - $178,264), as well as loans made to the Company.

The Company's related parties consist of companies with directors and officers in common and companies owned in whole or in part by executive officers, directors or close family members of those individuals as follows:

Name	**Nature of transactions**
Docherty Capital Corp.	Management fees charged as CEO
Pamela Saulnier	Management fees charged as CFO
The Sutherland Group	Salary and wages, and loans to the Company

The Company incurred the following fees with individuals and / or companies owned, or partially owned, by key management which the Company defines as officers and directors.

Three months ended October 31,		**2017**		2016
Management fees CEO	**$**	**22,500**	$	22,500
Management fees CFO		**7,500**		7,500
Total	**$**	**30,000**	$	30,000

The company incurred the following fees with related parties – other.

For the three months ended October 31,		2017		2016
Consulting		-		6,776
Total	$	-	$	6,776

New standards, amendments and interpretations not yet effective:

A number of new standards, amendments to standards and interpretations are not yet effective as of October 31, 2017, and have not been applied in preparing these consolidated financial statements. None of these are expected to have a material effect on the financial statements of the Company.

Effective for annual periods beginning on or after January 1, 2018

IFRS 9 is a new standard on financial instruments that will replace IAS 39, *Financial Instruments: Recognition and Measurement.*

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

IFRS 2 *Share-based Payment*

IFRS 2 was amended in June 2016, clarifying the accounting for certain types of share-based payment transactions. The amendments provide requirements on accounting for the effects of vesting and non-vesting conditions of cash-settled share-based payments, withholding tax obligations for share-based payments with a net settlement feature, and when a modification to the terms of a share-based payment changes the classification of the transaction from cash-settled to equity-settled.

Effective for annual periods beginning on or after January 1, 2019

IFRS 16, *Leases:*

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Classification of financial instruments

Financial instruments measured at fair value are classified into one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value ("FV") hierarchy has the following levels:

Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2- inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.; as prices) or indirectly (i.e.; derived from prices); and

Level 3- inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of accounts payable and accrued liabilities approximate their fair value because of the short term nature of these instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance. The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances or debt financings. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

Interest rate risk

The Company has cash balances but no external debt. The Company's current policy is to invest excess cash in investment grade short-term demand deposit certificates issued by its banking institutions. The company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company is marginally exposed to interest rate risk.

Foreign currency risk

The Company is not exposed to foreign currency risk.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

OTHER MD&A REQUIREMENTS

Additional Disclosure for Venture Issuers without Significant Revenue:

The following is a breakdown of the material costs incurred:

	Three months ended Oct. 31, 2017	Three months ended Oct. 31, 2016
General and Administration Expenses	**$ 59,436**	**$ 57,921**

Disclosure of Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value.

As at October 31, 2017 the Company had 46,694,653 issued and outstanding common shares and as at January 2, 2018, the Company had 46,694,653 issued and outstanding common shares.

The following is a summary of stock options outstanding as at October 31**,** 2017 and January 2, 2018:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Options (October 31, 2017)	Number of Shares Remaining Subject to Options (January 2, 2018)
March 25, 2018	**$1.00**	**100,000**	**100,000**
March 10, 2020	**$0.14**	**1,625,000**	**1,625,000**
June 16, 2021	**$0.05**	**600,000**	**600,000**
Total		**2,325,000**	**2,325,000**

The following is a summary of share purchase warrants outstanding as at October 31, 2017 and January 2, 2018:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Warrants (October 31, 2017)	Number of Shares Remaining Subject to Warrants (January 2, 2018)
November 19, 2017	$0.15	1,000,000	-
January 11, 2018	$0.10	2,700,000	2,700,000
July 28, 2018	$0.10	1,000,000	1,000,000
July 29, 2018	$0.10	1,000,000	1,000,000
Total		**5,700,000**	**4,700,000**

Internal Controls over Financial Reporting

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company assessed the design of the internal controls over financial reporting as at October 31, 2017 and concluded the following:

a) Due to the limited number of staff resources, the Company believes there are instances where a lack of segregation of duties exist to provide effective controls; and

b) Due to the limited number of staff resources, the Company may not have the necessary in-house knowledge to address complex accounting and tax issues that may arise.

The weaknesses and their related risks are not uncommon in a company the size of the Company because of limitations in size and number of staff. The Company believes it has taken steps to mitigate these risks by hiring additional personnel, consulting outside advisors and involving the Audit Committee and Board of Directors in reviews and consultations where necessary.

There have been no changes in the Company's internal controls over financial reporting that occurred during the period ended October 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Management Responsibility for the Financial Statements

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.