



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

This Management Discussion and Analysis ("MD&A") is dated January 18, 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. The Company has a 50% interest in the Deer Horn Property, located in British Columbia. The Company's strategy is to further explore and develop its mineral property interest while seeking additional opportunities in the junior mining sector to complement its existing property interest.

Strategy, Performance and Outlook

During the year ended July 31, 2017, the management and board of directors decided to refocus its efforts on mineral exploration subsequent to the discontinuation of two business segments in fiscal 2015 and fiscal 2016.

On January 30, 2017, a cease-trade order was issued by the British Columbia Securities Commission ("BCSC") for failing to file certain outstanding continuous disclosure documents in a timely manner. As of the date of this MD&A, the order remains in effect. On March 10, 2017, the BCSC granted a partial



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revocation order to complete an exempt non-brokered private placement. The partial revocation order terminated on September 14, 2017, upon the Company's closing of a private placement for aggregate proceeds of \$120,000.

On August 16, 2017, the Company completed two non-brokered private placements for gross proceeds of \$120,000 through the issuance of 6,000,000 common shares at a price of \$0.02. The proposed use of proceeds arising from the private placements was for payment of outstanding audit fees and for general working capital purposes. Actual use of proceeds were as follows: outstanding audit fees - \$80,000, filing, regulatory and transfer agency fees - \$24,491, settlement of rental contract for leased premises relating to discontinued segment - \$15,000 and costs relating to annual general meeting \$509.

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.

Selected Financial Information

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. The following table sets forth selected financial data for the Company for and as of the end of the last three completed financial years to the year ended July 31, 2017.

	2017	2016	2015
Revenue			
- From continuing operations	-	-	-
- From discontinued operations	-	643,675	207,989
Cost of sales			
- From continuing operations	-	-	-
- From discontinued operations	-	(953,411)	(261,294)
Net revenue	-	(309,736)	(53,505)
General and administrative expenses	(254,826)	(481,948)	(1,006,890)
Loss and comprehensive loss	(254,826)	(1,710,797)	(1,473,427)
Earnings (loss) per share – basic and diluted	(0.01)	(0.05)	(0.06)
Total assets	104,183	164,949	1,145,891
Shareholders' equity	(637,206)	(437,851)	558,421
Working capital	(723,719)	(314,679)	(188,148)



Year ended July 31, 2017

Results of Operations for the Twelve Months Ended July 31, 2017

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

For the year ended July 31, 2017, the Company had a loss and comprehensive loss of \$(254,826) compared to a loss and comprehensive loss of \$(1,710,797) for the year ended July 31, 2016. The loss and comprehensive loss amount in July 31, 2017 was significantly less than that recorded in the prior fiscal year, mainly due to the discontinuation of its organic retail business and resulting impairment recorded on equipment relating to that segment. While there was a gain on forgiveness of debt, there was also a loss on settlement of separate debts which also impacted the loss and comprehensive loss. The Company did not earn any revenue during the year ended July 31, 2017.

Expenses – Twelve Months Ended July 31, 2017

General and administrative expenses totaled \$254,826 for the year ended July 31, 2017 compared to \$481,948 for the year ended July 31, 2016, a decrease of \$227,122. Details of the largest changes and significant general and administrative items are as follows:

Advertising and promotion decreased by \$23,566 to \$3,500 from \$27,066 due to reduced advertising expenses related to discontinued operations, consulting fees decreased by \$40,520 to \$8,480 from \$49,000 due to a reduction in head office personnel, investor relations and shareholder information decreased by \$3,836 to \$5,460 from \$9,296 due to an overall reduction in business activity impacting the level of news dissemination and shareholder communications, management fees decreased by \$72,711 to \$120,000 from \$192,711 and is due a decrease in management personnel, professional fees decreased by \$78,807 to \$20,000 from \$98,807 due to reduced audit fees resulting from its discontinued business segment, regulatory filing fees increased slightly by \$1,780 to \$19,340 from \$17,560 due to increased monthly listing fees and rent, utilities and occupancy costs decreased by \$8,720 to \$nil from \$8,720, a result of the Company having terminated its arrangements for rented premises for its corporate office

Share based compensation decreased by \$36,926 to \$30,471 from \$67,397 in the prior year due to a reduction in stock options vested during the fiscal year.

The Company recorded interest expense of \$18,350 during the year ended July 31, 2017 compared to \$7,479 during the year ended July 31, 2016.

Exploration Expenses

The Company incurred no exploration expenses during the year ended July 31, 2017 compared to \$1,200 in 2016.

Expenses – Three Months Ended July 31, 2017

General and administrative expenses totaled \$114,439 for the three months ended July 31, 2017 compared to \$142,949 for the year ended July 31, 2016, a decrease of \$28,510. Details of the largest changes and significant general and administrative items are as follows:



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Rent, utilities and occupancy costs decreased by \$8,720 to \$nil from \$8,720 due to the termination of temporary head office rented premises and professional fees decreased by \$16,676 to \$20,000 from \$36,676 and is due to a reduction in legal fees arising from reduced corporate activity and office and miscellaneous decreased by \$3,114 to \$12,825 from \$9,711. Overall, general and administrative expenditures decreased due discontinued operations as well as management efforts to reduce or eliminate certain overhead expenditures.

Share based compensation decreased by \$15,787 to \$30,471 from \$46,258 in the prior year due to a reduction in stock options vested during the three months ended July 31, 2017.

The Company recorded interest expense of \$4,588 during the three months ended July 31, 2017 compared to \$4,208 during the year ended July 31, 2016, a slight increase of \$380.

Exploration Expenses

The Company incurred no exploration expenses during the three months ended July 31, 2017 compared to \$1,200 in 2016.

Summary of Quarterly Results

Quarter Ended	2017	2017	2017	2016	2016	2016	2016	2015
	July 31	Apr. 30	Jan. 31	Oct. 31	July 31	Apr. 30	Jan. 31	Oct. 31
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	\$	\$	\$	\$	\$	\$	\$	\$
G&A Expenses (recoveries)	114,439	40,969	41,497	57,921	142,949	197,650	267,457	265,190
Share-based payments	30,471	-	-	-	46,258	-	(2,321)	23,460
Loss and comprehensive loss	(119,026)	(36,382)	(41,497)	(57,921)	(988,092)	(263,371)	(320,936)	(138,398)
Net Loss								
per share	-	-	-	-	\$0.01	-	-	-
per share (diluted)	-	-	-	-	\$0.01	-	-	-
Total Assets	104,183	93,291	119,537	136,029	164,949	978,340	1,002,447	1,003,573
Working Capital (Deficiency)	(723,719)	(493,548)	(454,293)	(414,160)	(357,249)	(232,435)	(204,409)	(234,230)
Share Capital:								
Authorized	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Outstanding	41,444,653	41,444,653	41,444,653	41,444,653	41,444,653	37,044,653	37,044,653	32,344,653
Warrants	5,700,000	6,551,668	8,604,668	13,654,668	13,654,668	11,654,668	11,654,668	7,954,668
Options	2,325,000	3,425,000	3,425,000	3,425,000	3,425,000	2,475,000	2,680,000	2,680,000

The variation in quarterly losses has been relatively stable since the year ended July 31, 2016, with the exception of an increase in Q4 2017 and is primarily due to an increase in interest payable on debenture

loans, amortization of finder's fees and closing costs in connection with the debenture loans and an increase in share-based payments made during the quarter. Overall, there has been a decrease in quarterly losses during fiscal 2017 due to the discontinuation of the Company's wholly-owned subsidiary, Bodhi Tree Natural Market Corp. ("Bodhi"). Variations in quarterly losses during the year ended July 31, 2016 increased throughout Q1 to Q4, and is due to losses in connection with Bodhi. The most significant increase to quarterly losses occurred in Q4 2016 and is due to the discontinuation of Bodhi's operations and resulting impairments being recorded during that quarter.

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 as at July 31, 2017. As at July 31, 2017, The Company has interest-bearing debenture loans in the principal amount of \$182,000. The loans bear an annual interest rate of 10%, payable annually to the debenture holders and mature on March 2, 2021. The Company was not in compliance with the terms of the loan as it had not paid the annual interest to the debenture holders in accordance with the terms of the loans, resulting in the loans being due on demand. At July 31, 2017, Deer Horn had \$6,191 in cash (July 31, 2016 - \$57,182) and a working capital deficiency of \$723,719 (July 31, 2016 – working capital deficiency of \$357,249). Additional debt or equity financing will be required to meet the Company's business objectives, to address its working capital deficiency and to service its debt.

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

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. (Tyrone Docherty)	Management fees charged as CEO, and loans to the Company
Docherty Capital Corp. (Tyrone Docherty)	Travel and expense allowances
Saulnier Capital Consulting Corp. (Pamela Saulnier)	Management fees charged as CFO
Dunbar Law Corp. (Tony Fogarassy)	Management fees
The Sutherland Group (Lance Sutherland)	Salary and wages, and loans to the Company
Sean & Kieran Docherty	Rent, consulting fees, 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.

For the year ended	July 31, 2017	July 31, 2016
Management fees CEO	\$ 90,000	\$ 90,000
Management fees CFO	30,000	30,000
Management fees other	-	5,000
Salaries and wages	-	29,724
Share-based compensation	16,759	46,016
Total	\$ 136,759	\$ 200,740

The Company incurred the following fees with related parties – other:

For the year ended	July 31, 2017	July 31, 2016
Rent	\$ -	\$ 7,000
Consulting	4,000	32,000
Share-based compensation	-	925
Total	\$ 4,000	\$ 39,925



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Amounts owing to related parties consists of \$308,121 for consulting fees paid or accrued to key management personnel or companies controlled by key management personnel (2016 - \$167,246), as well as loans made to the Company, as follows:

For the year ended	July 31, 2017	July 31, 2016
Docherty Capital Corp. (Tyrone Docherty)	\$ 219,521	\$ 107,521
Saulnier Capital Corp. (Pamela Saulnier)	41,100	13,725
Peter Jensen	5,000	-
Sean Docherty	29,500	33,000
Kieran Docherty	13,000	13,000
Total	\$ 308,121	\$ 167,246

As at July 31, 2017, there was a subscription receivable of \$15,000 due from Tony Fogarassy, a director of the Company, that was received subsequent to year end. During the year ended July 31, 2016, two directors forgave debt of \$165,850 as follows: Tony Fogarassy - \$84,000 and Tyrone Docherty - \$81,850.

Related party transactions are measured at their exchange amounts, which is the amount of consideration paid or received as agreed by the parties. The Company has no contractual obligations or commitments with key management personnel.

New standards, amendments and interpretations not yet effective:

A number of new standards, amendments to standards and interpretations are not yet effective as of July 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:

	Year ended July 31, 2017	Year ended July 31, 2016
General and Administration Expenses (recoveries)	\$(254,826)	\$(481,948)

Disclosure of Outstanding Share Data

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

As at July 31, 2017 the Company had 41,444,653 issued and outstanding common shares and as at January 18, 2018, the Company had 47,444,653 issued and outstanding common shares.

The following is a summary of stock options outstanding as at July 31, 2017 and January 18, 2018:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Options (July 31, 2017)	Number of Shares Remaining Subject to Options (January 18, 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 July 31, 2017 and January 18, 2018:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Warrants (July 31, 2017)	Number of Shares Remaining Subject to Warrants (January 18, 2018)
November 19, 2017	\$0.15	1,000,000	-
January 11, 2018	\$0.10	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	2,000,000



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.