

NEWS >

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, 2018

3. **Press Release:**

A News Release dated and issued on January 25, 2018 at Vancouver, BC, through the Canadian Securities Exchange and SEDAR.

4. **Summary of Material Change:**

Deer Horn Announces Revocation of CTO

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, 2018



NEWS >

Vancouver, BC, Canada, January 25, 2018 – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”), is pleased to report that the British Columbia Securities Commission, as principal regulator, the Ontario Securities Commission and the Alberta Securities Commission, have revoked the cease trade order issued on January 30, 2017 (the “CTO”).

The CTO was issued for failure to file annual audited financial statements for the year ended July 31, 2016, an interim financial report for the period ended October 31, 2016, management’s discussion and analysis for the periods ended July 31, 2016 and October 31, 2016 and certification of annual and interim filings for the periods ended July 31, 2016 and October 31, 2016 (the “Required Filings”). The Required Filings have now been filed and are available for review under the Company's profile at www.sedar.com.

Since receiving the CTO, Deer Horn management has worked to sustain the Company’s operations, including a private placement financing to cover auditor’s fees and other incidental expenses and file the required financial statements. Going forward, management intends to conduct another financing for working capital and to cover accounts payable. In the longer term, the Company plans to continue exploration and advancement of the Deer Horn Property in north-central British Columbia.

The Company also intends to apply to the Canadian Securities Exchange for reinstatement of trading of the Company’s common shares.

About Deer Horn

Deer Horn Capital is exploring and developing the Deer Horn Property, a rich gold and silver project with high tellurium grades.

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 completion and filing of outstanding continuous disclosure documents, 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.