

**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:**

August 8, 2018

3. **Press Release:**

A News Release dated and issued on August 8, 2018 at Vancouver, BC, through the Canadian Securities Exchange and SEDAR.

4. **Summary of Material Change:**

Deer Horn Announces Increase of 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:**

August 8, 2018

## NEWS >

### **Deer Horn Announces Increase of Private Placement**

**Vancouver, BC, Canada, August 8, 2018 – Deer Horn Capital Inc.** (CSE: DHC) (the “Company” or “Deer Horn”) announces that it is increasing its previously announced non-brokered private placement (refer to news releases of June 27, 2018) by \$100,000 for a total raise of \$500,000. The Company has raised \$100,000 in its first tranche closing of this private placement (refer to news release of August 3, 2018). The Company now intends to raise up to an additional \$400,000 by issuance of up to 800,000 units at a price of \$0.50 per unit. Each unit will consist of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share for a period of two years at a price of \$0.60/share.

In connection with this private placement, the Company may pay a finder's fees consisting of cash, shares and/or warrants to eligible finders as permitted under applicable securities laws and CSE policies. The proceeds of the private placement will be used for general corporate purposes.

#### **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  
President and CEO

For further information please contact:

<b>Primary Contact</b>
Tyrone Docherty President Deer Horn Capital Inc. 604 789 5653 <a href="mailto:tyrone.dccap@dccnet.com">tyrone.dccap@dccnet.com</a>

***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. 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.*