

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1.**      **Name and Address of Company**

Deer Horn Capital Inc.  
PO Box 18086  
1215C 56<sup>th</sup> Street  
Delta, BC V4L 2M4

**Item 2.**      **Date of Material Change**

April 4, 2019.

**Item 3.**      **News Release**

A News Release dated and issued April 4, 2019 at Vancouver, British Columbia, through Executive Business Services and SEDAR.

**Item 4.**      **Summary of Material Change**

Deer Horn Signs Strategic Partnership Agreement with Fenix Advanced Materials to Explore Synergies for Critical Metals and Cleantech.

**Item 5.**      **Full Description of Material Change**

See news release, a copy of which is attached hereto.

**Item 6.**      **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7.**      **Omitted Information**

Not applicable.

**Item 8.**      **Executive Officer**

Tyrone Docherty, President & CEO  
Telephone: 604.789.5653

**Item 9.**      **Date of Report**

April 5, 2019.

## NEWS >>>

### **Deer Horn Signs Strategic Partnership Agreement with Fenix Advanced Materials to Explore Synergies for Critical Metals and Cleantech**

**Vancouver, BC, Canada, April 4, 2019 – Deer Horn Capital Inc.** (CSE: DHC, OTCBB: GODYF) (or “Deer Horn”) reports the Company has signed a Strategic Partnership Agreement with Fenix Advanced Materials (Fenix) of Trail, British Columbia for potential future tellurium extraction and purification and other synergies to achieve a vertically integrated enterprise for cleantech metals.

Fenix Advanced Materials is a clean technology company specializing in the manufacture of ultra-high purity (UHP) metals. The company sells a variety of UHP metals for use in solar energy, telecommunications and infrared applications for commercial and military use. Fenix is one of the very few companies in the world achieving “six nines” (99.9999%) and even “seven nines” (99.99999%) purity in its metal products.

“Tellurium is extremely important to our vision and strategy going forward,” said Fenix CEO Don Freschi. “We see a significant increase in tellurium demand long-term, which is why we’re partnering with a number of universities and organizations for research, extraction and processing for technologies in our pipeline that require ultra-high purity tellurium and other critical metals. The Deer Horn gold-silver-tellurium property, along with the Deer Horn’s technical team, offers us a strategic potential domestic supplier of tellurium located within the same province.”

Current strategic partners with Fenix include Teck Metals, The University of British Columbia and Redlen Technologies of Victoria, BC. The company anticipates international partnerships in education, research, mining and critical metals processing in the coming year.

Said Deer Horn President and CEO Tyrone Docherty, “The Fenix partnership represents a key piece of the foundation we’re building for an integrated, critical metals enterprise. We’re thrilled to join the roster of exceptional strategic partners Fenix has assembled to make this happen, and we look forward to engaging with them. Going forward, we expect to announce other partnerships as part of our long-term vision and strategy to supply critical metals for clean technology and a low-carbon economy.”

Docherty added that Deer Horn’s strategy is based largely on the long-term outlook for tellurium and other critical metals. “As the world turns to technology for growth and for solving the planet’s most serious challenges, we know that dependable supplies of critical metals, of which the Deer Horn Property is known to contain at least three, will become essential.”

Fortis Metals, the world’s leading producer of minor metals, recently forecast a tellurium supply deficit that, “as of 2020 could be as big as a staggering 370 metric tonnes.” Noting the rapidly-growing use of tellurium for thin-film solar panels, Fortis stated: “At the moment, we are still seeing (tellurium) inventories in China but these are being eaten away by the two main suppliers of First Solar (the world’s largest thin-film solar manufacturer). It is only a matter of time before the market will understand the new dynamics and prices will start to reflect the growing deficit. We would not be surprised to see prices break the previous record seen in 2011.”

“I think the world is beginning to recognize the importance of stable and domestic supplies of critical metals, especially the very rare metals like tellurium,” said Docherty. “We are preparing to help meet that need.”

### **About Deer Horn Capital**

Deer Horn Capital is committed to exploring for, and providing, strategic and critical metals vital to a low-carbon economy and for the advancement of technology. The Company’s leadership has a track record of project monetization with a board and advisory group that includes industry leaders in finance, mineral property development, geology, mineralogy, solar power, engineering, research and First Nations engagement and economic development.

On behalf of the board of directors of  
Deer Horn Capital Inc.

*“Tyrone Docherty”*

Tyrone Docherty  
President and CEO

For further information please contact:

**Tyrone Docherty**

604.789.5653

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***Neither the Canadian Securities Exchange nor its regulations services accept 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. 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 event.*