

FORM 51-102F3

MATERIAL CHANGE REPORT

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

Deer Horn Capital Inc.
381 – 1440 Garden Place
Delta, BC V4M 3Z2

2. **Date of Material Change:**

February 19, 2020

3. **Press Release:**

A News Release dated and issued on February 19, 2020 at Vancouver, BC, through Executive Business Services and SEDAR.

4. **Summary of Material Change:**

Deer Horn Announces 1st Tranche Close of Private Placement And Debt Conversion Transaction

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:**

February 19, 2020



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Metals for Clean Technology
and a Low-Carbon Economy.

NEWS >>>

Deer Horn Announces 1st Tranche Close of Private Placement and Completion of Debt Conversion Transaction

Vancouver, BC, Canada, February 19, 2020 – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”), announces that it has closed the first tranche of its previously-announced private placement and has issued 2,300,000 units for aggregate proceeds of \$115,000. Each unit is comprised of one common share and one common share purchase warrant, exercisable at \$0.10 per warrant share for a period of two years.

The Company has also completed its previously-announced debt conversion transaction pursuant to which it has issued 1,600,000 units at a deemed price of \$0.05/unit to settle \$80,000 debt. Each unit consists of one common share and one common share purchase warrant exercisable at a price of \$0.10/share for a period of two years. The units were issued to insiders of the Company under the debt settlements, which are considered related party transactions as defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(a), respectively, of MI 61-101 in respect of such insider participation.

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:

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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.