

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:**

May 28, 2020

3. **Press Release:**

A News Release dated and issued on May 28, 2020 at Vancouver, BC, through Executive Business Services and SEDAR.

4. **Summary of Material Change:**

Deer Horn Hires Moose Mountain to Move Bulk Sample Forward

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:**

May 28, 2020

Deer Horn Hires Moose Mountain to Move Bulk Sample Forward

Vancouver, BC, Canada, May 28, 2020 – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”), announces it has finalized contract arrangements with Moose Mountain Technical Services, a BC-based, international engineering firm to manage permitting and development for a 10,000-tonne bulk sample at the 51.3-square-kilometer Deer Horn gold-silver-tellurium property in west-central British Columbia. Exploration to date at Deer Horn has outlined an NI 43-101 compliant resource of high-grade gold, silver and tellurium. Several key mineral zones across a 2.4-kilometer strike length remain open for expansion in three directions.

Moose Mountain’s 2018 Technical Report and Preliminary Economic Assessment (PEA) for the Deer Horn Property, calculated on only 20% of the known mineralized zone, generated positive results for a small-scale, open-pit operation based on prices of \$1,300 for gold, \$17 for silver and \$100 per kg for tellurium. The bulk sample is intended to reinforce key data points and assumptions from the PEA.

“We’re very pleased to have Moose Mountain managing the bulk sample phase,” said Deer Horn President & CEO Tyrone Docherty. “They know this property well, and we have worked with them for many years. They are highly respected around the world.”

Added Docherty: “Considering that the PEA was positive based on significantly lower gold prices, we’re anxious to get this crucial data from the bulk sample and move forward with our development timeline. The current resource has only been explored to a depth of 200 feet, where it remains open, so we believe we have a viable resource for the long term.”

The PEA Technical Report may be viewed [here](#) on Deer Horn’s website.

About Deer Horn Capital

Deer Horn Capital’s unique business model is to generate revenue and value through mineral discovery, project development, project generation and cooperative access to untapped mineral regions in Indigenous territory with sustainable exploration.

Our polymetallic Deer Horn Project in British Columbia anchors a diversified search for metals, working in alliance with Indigenous peoples, NGOs, governments and leading metals buyers. We believe this is the future of mineral exploration: generating revenue by exploring responsibly and leveraging diverse partnerships.

Deer Horn responsibly and ethically explores for metals in British Columbia and Yukon. Deer Horn proudly adheres to and supports the principles and rights set out in the United Nations Declaration on the Rights of Indigenous peoples and in particular the fundamental proposition of free, prior and informed consent.

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.