

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:**

August 18, 2020

3. **Press Release:**

A News Release dated and issued on August 18, 2020 at Vancouver, BC, through Executive Business Services and SEDAR.

4. **Summary of Material Change:**

Deer Horn Partner Cheona Health Signs MOU with Washington, DC-Based RESOLVE Subsidiary for Covid-19 Test Kits in the U.S.

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 18, 2020



P.O. Box 18086, 1215C 56th St.
Delta, BC Canada V4L 2M4
www.deerhorncapital.ca

Metals for Clean Technology
and a Low-Carbon Economy.

NEWS >>>

Deer Horn Partner Cheona Health Signs MOU with Washington, DC-Based RESOLVE Subsidiary for Covid-19 Test Kits in the U.S.

Vancouver, BC, Canada, August 18, 2020 – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”), announces that its 51% Indigenous partner Cheona Health Inc. has signed a Memorandum of Understanding (MOU) dated August 6, 2020, with Impact@RESOLVE, LLC (IMPACT) of Washington, DC and Tokimus Biotech Inc. of Houston, Texas to help distribute Covid-19 test kits from South Korea into the United States. Distribution will be targeted initially to disadvantaged communities that are particularly vulnerable to Covid-19.

IMPACT is a wholly-owned subsidiary of RESOLVE Inc., a diversified NGO established in 1977 that forges sustainable solutions to critical social, health and environmental challenges. IMPACT is a social enterprise that operates under the mandate to help launch impact enterprises aligned with the philanthropic mission of RESOLVE. As part of its response to the COVID-19 pandemic, IMPACT is working to bolster the capacity of communities, the private sector, civil society, institutions and governments to prepare for and respond to public health, environmental, and economic emergencies by supporting social enterprise activity in this area, including scaling production of personal protective equipment (PPE) and other supplies including test kits.

Under the MOU, IMPACT will work with its broad-based networks to get equipment to first responders, communities in need, institutions and others. When Tokimus makes sales in these networks, a portion of those sales will go to fund IMPACT’s social enterprise efforts. Tokumis will pay commissions to Cheona Health when products are sold.

“When a crisis like Covid-19 hits, we mobilize our networks,” said RESOLVE President and CEO Stephen D’Esposito. “This agreement with Tokimus and Cheona Health aligns perfectly with our mandate to rapidly develop, test, deploy, and scale creative solutions to help tackle urgent problems like critical resource shortages.”

Tokimus Biotech was founded by a group of medical practitioners and importers dedicated to providing fairly-priced, quality disease testing kits and other medical products in North America. Recognizing the unmet need for fast and reliable Covid-19 testing, Tokimus is importing FDA/EUA-approved diagnostic test kits from leading, high-capacity manufacturers in South Korea. The imported testing kits are varied and include RT-PCR (DNA/RNA) lab-based kits as well as POC (point of care-Antibody) tests. Tokimus is registered with the US FDA as a direct medical importer, and it has also obtained other third-party clearances through various Korea biomedical entities such as TUV, CE Mark, and ISO type designations.

“From the beginning, we’ve focused our medical supply chain on South Korea,” said Tokimus President & CEO Patrick Riggs. “We have developed exclusive supply agreements with some of South Korea’s leading medical device manufacturers. Their pricing is fair, and their quality and standards are rigorous and exceptional.”

Cheona Health, led by Indigenous leader Allen Edzerza, was formed to help Indigenous communities achieve better health and well-being. Cheona Health's focus is to reduce the spread of Covid-19 in Canada and facilitate convenient and effective testing for the disease. Cheona Health's first step in this mission is to supply safe, fast and affordable FDA-approved Covid-19 test kits to Tribal communities.

"The combined power of IMPACT, RESOLVE, Tokimus and Cheona Health will be formidable in the fight against Covid-19," said Deer Horn President and CEO Tyrone Docherty. "Not only are we harnessing the power and reach of an NGO like RESOLVE that was able to quickly scale a PPE response to Covid-19 with companies like Cisco and Coca-Cola and governors in the US, we're working with Allen Edzerza, one of Canada's most respected Indigenous leaders. Add to this Tokimus' network of diversified medical device companies in South Korea, and you have a perfect combination to get crucial, high-quality Covid-19 testing into disadvantaged communities that need it urgently."

Under a separate agreement, Tokimus and Cheona Health are working to import Covid-19 test kits from South Korea into Canada. The two companies expect to begin importing test kits and Personal Protection Equipment into both Canada and the United States.

Tokimus' Korea-based biomedical providers are established commercial entities listed in ratings companies of S&P, D&B and Bloomberg. The companies are registered and approved by the FDA, and other countries' regulators with products sold in 11 other countries (including Korea/USA). Tokimus has initiated processes to comply with regulatory requirements to make sales in Canada, including general registration under MDEL (Medical Device Export License). Specific product registration review of each test is being conducted by Health Canada.

RESOLVE is currently working with Deer Horn's Indigenous partner Cheona Metals to restore salmon habitat impacted by mining in British Columbia and Yukon Territory under the Salmon Gold™ label. You can learn more about the Salmon Gold initiative [here](#), and also in RESOLVE's [News Release](#) from August, 2019.

About Deer Horn Capital

Deer Horn Capital's unique business model is based on leveraging diverse partnerships to generate revenue and value. Working with Indigenous peoples, NGOs, governments and industry, Deer Horn explores for metals in British Columbia and helps indigenous communities grow and thrive through various industrial, social and environmental ventures.

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:

Tyrone Docherty
604.789.5653
tyrone@deerhorncapital.ca

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.