

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

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

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

**Item 2.        Date of Material Change**

November 6, 2020

**Item 3.        News Release**

A News Release dated and issued November 6, 2020, at Vancouver, British Columbia, through Executive Business Services and SEDAR.

**Item 4.        Summary of Material Change**

Deer Horn completes 1<sup>st</sup> tranche closing of non-brokered private placement.

**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**

November 6, 2020

## NEWS >>>

### **Deer Horn Completes 1<sup>st</sup> Tranche Closing of Non-Brokered Private Placement**

*Not for distribution to United States newswire services or for dissemination in the United States.*

**Vancouver, BC, Canada, November 6, 2020** – Deer Horn Capital Inc. (CSE: DHC) (the “Company” or “Deer Horn”), announces that it has closed the first tranche (the “**First Tranche**”) of its non-brokered private placement (the “**Offering**”) previously announced on October 14, 2020. Under the First Tranche, the Company has issued 1,600,000 units for gross proceeds of \$80,000. No commissions or finder’s fees were paid in connection with the First Tranche closing.

All securities issued under this First Tranche closing are subject to a hold period expiring March 6, 2021, in accordance with applicable securities laws and the policies of the CSE.

Deer Horn also issued 1,000,000 units to settle debt of \$50,000 owed to Docherty Capital Corp. (“**DCC**”), a private company owned and controlled by Tyrone Docherty. Each unit was comprised of one share and one share purchase warrant exercisable for a share at \$0.10/share for two years. All securities issued under this debt settlement transaction are also subject to a hold period expiring March 6, 2021, in accordance with applicable securities laws and the policies of the CSE.

Tyrone Docherty is the CEO, President and a director of the Company and therefore the debt settlement transaction is considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with Mr. Docherty’s participation in the debt settlement transaction in reliance of sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that participation in the debt settlement did not exceed 25% of the fair market value of the Company’s market capitalization.

Prior to this issuance of the debt settlement units, Mr. Docherty owned or controlled 3,552,790 shares of Deer Horn. After completion of the debt settlement issuances, Mr. Docherty now owns/controls 4,552,790 shares of Deer Horn representing approximately 14.7% of the outstanding shares of Deer Horn on a non-diluted basis. On a partially diluted basis (assuming the exercise of all 700,000 stock options and 3,700,000 warrants held or controlled by Mr. Docherty), Mr. Docherty would have ownership and control over approximately 25.3% of the then issued shares of Deer Horn. The securities acquired by Mr. Docherty under the debt settlement transaction are held for investment purposes only. Mr. Docherty may acquire additional shares of Deer Horn or dispose of Deer Horn shares (through market or private transaction) from time to time. A copy of the related early warning report may be obtained under Deer Horn’s profile on the SEDAR website ([www.sedar.com](http://www.sedar.com)) or from Deer Horn at 381 – 1440 Garden Place, Delta, BC V4M 3Z2.

***This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.***

## **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:

**Tyrone Docherty**

604.789.5653

[tyrone@deerhorncapital.ca](mailto: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.*