

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: Deer Horn Capital Inc. (the "Issuer")

Trading Symbol: DHC

Date: February 23, 2018

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification:

The Issuer will consolidate its shares on the basis of one (1) post-consolidation shares for every five (5) pre-consolidation shares.

2. Number of securities outstanding and reserved for issuance following the reclassification:

After consolidation there will be approximately 9,488,903 common shares.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders:

There is no anticipate adverse effect on the liquidity and no impact on voting and equity rights of public shareholders.

4. Date of shareholders' meeting to approve the reclassification: Not Applicable - the Issuer's Articles permit the Board of Directors to approval a share consolidation by way of an ordinary resolution.

5. Record date for the reclassification:

March 1, 2018

6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: February 23, 2018.

Tyrone Docherty
Name of Director or Senior
Officer

"Tyrone Docherty"
Signature

President & CEO
Official Capacity