

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

DEER HORN CAPITAL INC. (the “Issuer”) hereby certifies to CSE 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 CSE Requirements (as defined in CSE Policy 1).

Dated: **January 12, 2015**

TYRONE DOCHERTY _____
Name of Director or Senior Officer

“Tyrone Docherty” _____
Signature

PRESIDENT AND CEO _____
Official Capacity