

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: DHC

Date: March 18, 2015

### 1. New Options Granted:

Date of Grant: March 18, 2015

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Platinum Capital Corp.	Consultant	N	200,000	\$0.25	2020/03/17	Nil

Total Number of optioned shares proposed for acceptance: 200,000 .

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Docherty Capital Corp.	150,000	\$1.00	2010/05/11	2015/05/11
Docherty Capital Corp.	27,000	\$2.50	2011/03/11	2016/03/11
Docherty Capital Corp.	1,000,000	\$0.14	2015/03/12	2020/03/11
Kieran Docherty	50,000	\$0.14	2015/03/12	2020/03/11
Terry Dove	5,000	\$2.50	2011/03/11	2016/03/11
Terry Dove	25,000	\$0.14	2015/03/12	2020/03/11
Cathy Economou	10,000	\$2.50	2011/03/11	2016/03/11
Tony Fogarassy	20,000	\$1.00	2010/05/11	2015/05/11
Tony Fogarassy	60,000	\$2.50	2011/03/11	2016/03/11
Tony Fogarassy	50,000	\$2.50	2011/06/24	2016/06/24
Tony Fogarassy	150,000	\$0.14	2015/03/12	2020/03/11
Scott Gifford	10,000	\$1.00	2010/05/11	2015/05/11
Scott Gifford	20,000	\$2.50	2011/03/11	2016/03/11
Lindsay Gorrill	15,000	\$1.00	2010/05/11	2015/05/11
Lindsay Gorrill	25,000	\$2.50	2011/03/11	2016/03/11
Lindsay Gorrill	250,000	\$0.14	2015/03/12	2020/03/11
Peter Jensen	100,000	\$1.00	2013/03/28	2018/03/28
Peter Jensen	150,000	\$0.14	2015/03/12	2020/03/11
Kaplan & Associates	20,000	\$2.50	2011/03/11	2016/03/11
Lee Lizotte	3,000	\$2.50	2011/03/11	2016/03/11
Peter Murray	50,000	\$0.14	2015/03/12	2020/03/11
Pamela Saulnier	5,000	\$1.00	2010/05/11	2015/05/11
Pamela Saulnier	5,000	\$2.50	2011/03/11	2016/03/11
Pamela Saulnier	100,000	\$0.14	2015/03/12	2020/03/11
Lance Sutherland	150,000	\$0.14	2015/03/12	2020/03/11
Patrick Trask	200,000	\$0.14	2015/03/12	2020/03/11
Matt Wayrynen	20,000	\$1.00	2010/05/11	2015/05/11
Matt Wayrynen	30,000	\$2.50	2011/03/11	2016/03/11
Matt Wayrynen	150,000	\$0.14	2015/03/12	2020/03/11
<b>TOTAL:</b>	<b>2,850,000</b>			

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(1) Set out number of optioned shares for each grant with different terms.

**3. Additional Information**

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

July 21, 2014

- (b) State the date of the news release announcing the grant of options.

March 18, 2015

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

30,640,317 common shares

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

9.9%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

14,031 shares remain for issuance under the plan.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

There are no proposed material changes in the affairs of the Issuer.

#### 4. 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 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated March 18, 2015.

Pamela Saulnier  
Name of Director or Senior  
Officer

"Pamela Saulnier"  
Signature

Chief Financial Officer  
Official Capacity