Introduction

The following discussion and analysis of the operations, results and financial position of Deer Horn Capital Inc. (formerly Deer Horn Metals Inc.) (the “Company” or "Deer Horn") for the year ended July 31, 2015 should be read in conjunction with the audited financial statements ended July 31, 2015, which can be found on SEDAR at www.sedar.com.

This Management Discussion and Analysis (“MD&A”) is dated November 27, 2015 and discloses specified information up to that date. The Company is classified as a “venture issuer” for the purposes of National Instrument 51-102. The Company’s financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) in Canada. Unless otherwise cited, references to dollar amounts are in Canadian dollars.

The Company is a reporting issuer in each of the provinces of British Columbia, Alberta and Ontario. Its head office is located at Suite 140 – 1440 Garden Place, Delta, BC, Canada, V2M 3Z2. Its registered records office is located at Suite 1100-736 Granville Street, Vancouver, BC, V67 IG3.

Forward-looking Information

Certain statements in this MD&A and the documents incorporated by reference contain forward-looking information, which includes forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements are statements which relate to future events or our future performance, including our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, or “potential” or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company’s or the industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking information and statements will occur or, if they do occur, what benefits the Company will obtain from them. This MD&A contains forward-looking information and statements, which may include but are not limited to: statements with respect to the financial and operating performance of the Company; investments objectives and strategies; the business goals and strategies; forecast operating and financial results; planned capital expenditures; potential future market for products, business prospects and opportunities; costs and timing of developmental new projects; management’s assessment of future plans and operations; and requirements for additional capital.

Overview

Deer Horn is a publicly-traded, Vancouver-based, diversified issuer. The Company has newly entered the natural and organic retail sector and currently operates one retail location in British Columbia. The Company also has a 50% interest in the Deer Horn Property, located in British Columbia. The Company’s strategy is further expand its retail operations, while maintaining its mineral property interest in good standing.

The Company operates two divisions:

Organic Retailing Division ("ORD")
Operating under the name Bodhi Tree Natural Market Corp. ("Bodhi"), the OD division is involved in the natural and organic retailing sector.

Mineral Exploration Division ("MNE")
The Company has a 50% interest in the Deer Horn Property, located in north western British Columbia. Further work on the property will consists of further in-fill and step-out drilling, engineering and environmental programs to advance the project to a preliminary feasibility stage.

Strategy, Performance and Outlook

Management and the board of directors decided in 2015 that the Company should focus on the natural and organic food retailing business. While the Company retains its interest in the Deer Horn mineral exploration property, located in British Columbia, corporate resources are not being devoted to this project and management may elect to sell or otherwise divest the Company's interest in the property should it determine this to be in the best interests of shareholders.

In January 2015, the Company entered the natural and organic food retailing sector and began assembling an experienced team to run the business and looking for a location suitable for its first store.

The Company entered into a five-year lease in March 2015, for a retail location in Maple Ridge, British Columbia, and assembled a team of professionals from the natural and organic retailing industry to open and operate the first store and support future expansion.

The Company took advantage of the liquidation sale conducted by a liquidator on behalf of Target Canada, in the first half of 2015, to acquire retail store equipment for use in its stores. Much of the equipment at the Maple Ridge location was acquired through this process and the Company has a significant amount of equipment in storage for use in future stores, including cashier tills and open-front coolers.

On June 13, Bodhi Natural Market conducted a grand opening at the Maple Ridge location. The store is a full-line natural and organic grocery; carrying produce, canned goods, beverages, dairy, healthy living, bulk foods and many other products.

The Company's business plan calls for opening additional stores under the Bodhi Natural Market brand, either by leasing available retail space and retrofitting to suit its needs, or by acquiring existing natural and organic food stores and re-branding them.

Selected Financial Information

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. The following table sets forth selected financial data for the Company for and as of the end of the last three completed financial years to the year ended July 31, 2015.

	2015	2014	2013
Revenue	$ 207,989	$ -	$ -
General and administrative expenses	(1,307,996)	(481,922)	(989,303)
Earnings (loss) per share – basic and diluted	(0.06)	-	(0.01)
Exploration and evaluation assets	-	8,250	8,250
Total assets	1,145,891	303,022	270,749
Shareholders' equity	558,421	141,395	8,658
Working capital	(188,148)	48,737	(81,714)

Year ended July 31, 2015

Results of Operations for the Twelve Months Ended July 31, 2015

The Company reports its results in two business segments: organic retailing and mineral exploration. The discussion of segment operating results is set out below

Revenue and Expense Summary

ORD Division operations - year ended July 31, 2015

Revenue: Revenue from retail sales increased to $207,989 in 2015 from $nil in 2014.

Cost of Goods Sold: Cost of goods sold were $261,294 in the year ended July 31, 2015 compared with $nil in 2014.

Gross margin: Gross margin includes purchases and salaries, wages and benefits. The Company realized a gross margin (loss) of ($53,305) for the year ended July 31, 2015 compared with $nil in 2014.

General and Administration Expenses: General and administrative ("G&A") expense was $301,106 in 2015 compared to $nil in 2014.

MNE Division operations - year ended July 31, 2015

Exploration Expenses: Exploration expenses, net of recoveries, were $(136,912) compared to ($530,523) in 2014.

General and Administration Expenses: General and administrative ("G&A") expense was $1,006,890 in 2015 compared to $481,922 in 2014.

Summary of Quarterly Results

Quarter Ended	2015 July 31 Q4 $	2015 Apr. 30 Q3 $	2015 Jan. 31 Q2 $	2014 Oct. 31 Q1 $	2014 July 31 Q4 $	2014 Apr. 30 Q3 $	2014 Jan. 31 Q2 $	2013 Oct. 31 Q1 $
Revenue	207,989	-	-	-	-	-	-	-
Cost of goods sold	261,294	-	-	-	-	-	-	-
G&A Expenses (recoveries)	424,199	579,786	188,876	115,135	(26,961)	(249,333)	101,107	126,586
Option Benefits	209,349	89,367	-	-	-	-	-	-
Net Loss								
- **per share**	$0.02	$0.03	$0.01	-	-	-	-	-
- **per share (diluted)**	-	-	.-	-	-	-	-	-
Total Assets	1,145,891	584,274	651,895	182,975	303,022	182,400	107,181	127,799
Working Capital (Deficiency)	(188,148)	37,735	28,160	(66,278)	48,737	18,548	(230,785)	(129,678)
Share Capital:								
Authorized	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Outstanding	32,344,653	30,640,317	26,535,317	15,435,317	15,435,317	15,435,317	15,435,317	15,435,317
Warrants	8,220,668	7,368,000	5,316,000	266,000	266,000	266,000	570,400	570,400
Options	2,680,000	3,050,000	575,000	575,000	655,000	705,000	860,000	890,000

Liquidity and Capital Resources

Deer Horn currently earns revenue from its retail operations. The Company invests its cash and cash equivalents with major Canadian financial institutions with investment grade credit ratings. Deer Horn has no outstanding bank debt or other interest bearing indebtedness as at July 31, 2015. At July 31, 2015, Deer Horn had $47,350 in cash and cash equivalents (July 31, 2014 - $197,670) and a working capital deficiency of $188,148 (July 31, 2014 – working capital of $48,737).

In order to support its plan to further expand in the natural and organic retailing sector, the Company will require further financial resources. Deer Horn assesses its financing requirements and its ability to access debt or equity markets on an ongoing basis. Given the current conditions of the financial markets, the company will seek to maintain financial flexibility and will monitor and assess its financing requirements as its activities progress. The Company`s ability to access the equity or debt markets in the future may be affected by prolonged market instability. The inability to access the equity or debt markets for sufficient capital, at acceptable terms, and within required timeframes, could have a materially adverse effect on the Company`s financial condition, results of operations and prospects. Further discussion on these risks can be found in the "Risk Factors" section of the MD&A.

For the year ended July 31, 2015 the Company had working capital (deficiency) of $188,148 (July 31, 2014 - $48,737). The Company had income (loss) and comprehensive income (loss) of ($1,473,427) (2013 – income and comprehensive income of $54,237).

Future exploration and subsequent development of the Company's properties beyond currently planned expenditures will depend on the Company's ability to obtain additional financing. The Company has limited financial resources and there is no assurance that additional funding will be available which could result in the delay or indefinite postponement of further exploration.

The Company's financial performance is dependent on many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and respond to changes in domestic and international political, social, and economic environments. In addition, the availability and cost of funds for exploration, development and production costs are difficult to predict. These changes in events could materially affect the financial performance of the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions - Key Management Compensation

Amounts owing to related parties consists of $176,324 for consulting fees paid or accrued to key management personnel or companies controlled by key management personnel (2014 - $136,705).

The Company's related parties consist of companies with directors and officers in common and companies owned in whole or in part by executive officers, directors or close family members of those individuals as follows:

Name	Nature of transactions
Docherty Capital Corp.	Management fees charged as CEO (Tyrone Docherty)
Docherty Capital Corp.	Travel and expense allowances (Tyrone Docherty)
Saulnier Capital Consulting Corp.	Management fees charged as CFO (Pam Saulnier)
Dunbar Law Corp.	Management fees (Tony Fogarassy)
The Sutherland Group	Salary and wages, and stakeholder contributions (Lance Sutherland)
Sean & Kieran Docherty	Rent, consulting fees

The Company incurred the following fees with individuals and / or companies owned, or partially owned, by key management which the Company defines as officers and directors.

For the year ended	July 31, 2015	July 31, 2014
Management fees CEO	$ 210,000	$ 210,000
Travel and expense allowances CEO	12,000	12,000
Management fees CFO	30,000	32,500
Management fees other	70,000	60,000
Salaries and wages	34,615	-
Share-based compensation	234,572	-
Total	$ 591,187	$ 314,500

Fourth Quarter Results

ORD Division operations – three months ended July 31, 2015

The Organic Retailing Division began operations on June 6, 2015.

Revenue: Revenue in the three months ended July 31, 2015, from retail sales increased to $207,989 from $nil in 2014.

Cost of Goods Sold: Cost of goods sold in the three months ended July 31, 2015, were $261,294 compared with $nil in 2014.

Gross margin: Gross margin includes purchases and salaries, wages and benefits. The Company realized a gross margin (loss) of ($53,305) for the three months ended July 31, 2015 compared with $nil in 2014.

New standards, amendments and interpretations not yet effective:

A number of new standards, amendments to standards and interpretations are not yet effective as of July 31, 2015, and have not been applied in preparing these consolidated financial statements. None of these are expected to have a material effect on the financial statements of the Company.

Effective for annual periods beginning on or after January 1, 2015

IFRS 7, *Financial Instruments – Disclosure*

Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

Effective for annual periods beginning on or after January 1, 2016

IAS 16 & IAS 38, *Clarification of Acceptable Methods of Depreciation and Amortization*

Amended to (i) clarify that the use of a revenue-based depreciation and amortization method is not appropriated, and (ii) provide a rebuttable presumption for intangible assets.

Effective for annual periods beginning on or after January 1, 2017

IFRS 15, *Revenue from Contracts with Customers:*

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

In May 2015, the International Accounting Standards Board ("IASB") proposed to defer the effective date to January 1, 2018. Early application of the Standard would still be permitted.

Effective for annual periods beginning on or after January 1, 2018

IFRS 9 is a new standard on financial instruments that will replace IAS 39*, Financial Instruments: Recognition and Measurement.*

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Classification of financial instruments

Financial instruments measured at fair value are classified into one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value ("FV") hierarchy has the following levels:

Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2- inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. derived from prices); and

Level 3- inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company`s financial instruments consist of cash, receivables, deposits, accounts payable and accrued liabilities, wages payable, due to related parties, and related party loans.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of cash, receivables, deposits, accounts payable and accrued liabilities, wages payable, and due to related parties approximate their fair value because of the short term nature of these instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance. The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances or debt financings. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

Interest rate risk

The Company has cash balances but no external debt. The Company's current policy is to invest excess cash in investment grade short-term demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company is marginally exposed to interest rate risk.

Foreign currency risk

The Company is not exposed to foreign currency risk.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of retail grocery items and healthy living products, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

OTHER MD&A REQUIREMENTS

Additional Disclosure for Venture Issuers without Significant Revenue:

The following is a breakdown of the material costs incurred:

	Year ended July 31, 2015	Year ended July 31, 2014
General and Administration Expenses	$ 1,307,996	$ 481,922

Disclosure of Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value.

	Common Shares Issued and Outstanding	Common Share Purchase Warrants	Common Share Purchase Options
Balance July 31, 2014	32,344,653	8,220,668	2,680,000
Private placement	200,000	100,000	-
Expiry of warrants	-	(266,000)	-
Balance as at the date of this MD&A	32,544,653	8,054,668	2,680,000

Internal Controls over Financial Reporting

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company assessed the design of the internal controls over financial reporting as at July 31, 2015 and concluded the following:

a) Due to the limited number of staff resources, the Company believes there are instances where a lack of segregation of duties exist to provide effective controls; and

b) Due to the limited number of staff resources, the Company may not have the necessary in-house knowledge to address complex accounting and tax issues that may arise.

The weaknesses and their related risks are not uncommon in a company the size of the Company because of limitations in size and number of staff. The Company believes it has taken steps to mitigate these risks by hiring additional personnel, consulting outside advisors and involving the Audit Committee and Board of Directors in reviews and consultations where necessary.

There have been no changes in the Company's internal controls over financial reporting that occurred during the year ended July 31, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Management Responsibility for the Financial Statements

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.