



**AMENDMENT NO. 1
TO AN INFORMATION CIRCULAR
as at and dated March 22, 2018**

Carmax Mining Corp.'s (the "Corporation") 2018 Annual General Meeting was convened on April 26, 2018 and at the request of the Corporation adjourned to May 31, 2018 in order to provide shareholders with notice of a proposed special resolution which will be presented to Shareholders authorizing the Corporation to change its corporate name to "District Copper Corp."

This Amendment No. 1 adds to and supplements the information contained in the Corporation's Information Circular dated March 22, 2018 and should be read in conjunction with the information contained in that Information Circular.

The March 22, 2018 Information Circular is therefore hereby amended to include the following additional information:

PROPOSED NAME CHANGE

Shareholder approval will also be sought at the Adjourned Meeting to a special resolution which would authorize a change in the name of the Corporation from **Carmax Mining Corp.** to **District Copper Corp.** The proposed name change must be passed by not less than 2/3 of the votes cast at the meeting. The name change requires shareholder approval by Special Resolution as the Corporation is a Federal Corporation incorporated under the Canada Business Corporations Act Extra-provincially registered to conduct business in the Province of British Columbia.

In order to comply with the provisions of the Canada Business Corporations Act and in order to effect the proposed change of name, the following special resolution will be presented to Shareholders at the meeting:

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the Articles of Incorporation be amended to change the name of the Corporation to "District Copper Corp." or such other name as the Board of Directors may approval,
2. the By-Laws of the Corporation be altered accordingly, wherever the name of the Corporation appears therein, and
3. the Officers and Directors of the Corporation be authorized to take any action and execute and deliver any documents which are necessary or desirable for the implementation of this Special Resolution and further that the Directors of the Corporation be authorized to forego, delay or abandon the implementation of the name change where they determine by resolution that such action is in the best interest of the corporation.

The proposed change in corporate name is subject to documentation in support thereof being accepted for filing by the TSX Venture Exchange and the Director under the Canada Business Corporations Act subsequent to receipt of shareholder approval and will become effective on a date to be coordinated with the TSX Venture Exchange.

Additional Information

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Shareholders may contact the Corporation at 142-1146 Pacific Blvd. Vancouver, BC V6Z 2X7 to request copies of the Corporation's financial statements and MD&A.

Financial information is provided in the Corporation's comparative Audited Annual Financial Statements and MD&A for its most recently completed financial year which are filed on SEDAR.

Dated this 26th day of April, 2018.

**APPROVED BY THE BOARD OF DIRECTORS
OF CARMAX MINING CORP.**

"Jevin Werbes"

JEVIN WERBES, PRESIDENT AND CEO