

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

ITEM 1: NAME AND ADDRESS OF COMPANY

District Copper Corp.
(formerly "Carmax Mining Corp."),
142-1146 Pacific Blvd.
Vancouver, BC
V6Z 2X7

ITEM 2: DATE OF MATERIAL CHANGE

May 23, 2019

ITEM 3: PRESS RELEASE

May 13, 2019

ITEM 4: SUMMARY OF MATERIAL CHANGE

District Copper Acquires Additional Mineral Claims in Newfoundland.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

For a full description of the material change, please refer to the press release of the corporation dated May 13, 2019, attached hereto as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6: RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7: OMITTED INFORMATION

N/A

ITEM 8: EXECUTIVE OFFICER

Jevin Werbes – President and CEO; 604-620-7737

ITEM 9: DATE OF REPORT

May 23, 2019

SCHEDULE "A"



District Copper Acquires Additional Mineral Claims in Newfoundland

VANCOUVER, British Columbia, May 13, 2019 -- District Copper Corp. ("District Copper") (TSX-Venture: DCOP) is pleased to announce that it has entered into two separate arm's length agreements to acquire 24 map staked minerals units located in the vicinity of Grand Falls, central Newfoundland. The acquisitions are subject to TSX Venture Exchange approval.

The first agreement covers eight mining claim units encompassing 200 hectares of mineral exploration lands (the "Duffitt Claims"). These claims will be acquired for, and in consideration of, 300,000 common shares and will be subject to a 0.75% Net Smelter Return royalty from production.

The second agreement, entered into with three separate arm's length vendors, covers 16 mining claim units encompassing 400 hectares of mineral exploration lands (the "Island Pond Claims"). These claims will be acquired for, and in consideration of, \$4,000 CDN and 400,000 common shares of District Copper. The claims are subject to a 2.0% Net Smelter Return royalty from production with a buy down provision that would allow District Copper to purchase one half of the reserved royalty for \$1,000,000 CDN.

"The acquisition of these claims enables us to consolidate our existing land position in a highly prospective emerging gold district," comments Jevin Werbes, President & CEO. "These properties, obtained due to the strong indications of gold mineralization, provide our company additional coverage on several of our existing target areas. Mapping and prospecting of these targets will be completed within the current field program."

About the Claims

The newly acquired properties are easily accessible using asphalt and gravel roads along with logging trails. Mapping and sampling on the new properties, the Rabbit Tracks prospects, and the Twin Ponds-Moccasin lake area is planned to commence immediately.

The Duffitt Claims (Lic. No. 23226M) cover 200 ha bordering the northern edge of the Stony Lake East project and is contiguous to Sokoman Minerals Corp's Moosehead gold property project. These claims are located approximately 4.5 km southwest and along strike of Sokoman's high grade Moosehead gold zone and about one km west of District Copper's Flyer Grid gold-silver target. The very prospective Rabbit Tracks gold zone held by District occurs immediately to the west of the Duffitt claims.

Sokoman's Moosehead gold zone was first discovered in July 2018 with their first drill hole, MH18-01, intersecting an average of 45 grams gold per tonne ("gAu/t") over a core interval of 11.9 m at a drill hole depth of 109m. In addition to a number of other high-grade gold intersections, Sokoman announced (April 2019) the results of DDH-19-62 that averaged 33.6g/t over 4.8m

Between 1988-1990, preliminary till and lake sediment sampling located highly anomalous concentrations of gold (Au), arsenic (As), and antimony (Sb) - all geochemical indicator elements of gold mineralization in the area within and surrounding the Duffitt property. Preliminary mapping and prospecting indicated that outcrop is sparse, but areas of sub-crop and angular boulders with strong silicification and sericite alteration as well as quartz veining /stockwork, occur. 10 grab samples have been taken on the claims with all assaying over 100 parts per billion ("ppb") Au and several assaying from 0.5 to 1.8 gAu/t.

The Island Pond Claims (Lic. No. 22548M) cover 400 ha located within the center of District Copper's Stony Lake East Project. The property is interpreted to be underlain by the postulated regional scale structural zone that underlies the length of the Stony Lake East project, including the Rabbit Tracks gold zones and Sokoman's claims where it appears to host the high-grade Moosehead gold zone. The same regional structure is spatially associated with Antler Gold's Wilding Lake high-grade gold showings, the large Valentine Lake gold deposit of Marathon Gold Corp, and the Cape Ray gold deposits further to the southwest.

Between 1988-1990, till and lake sediment sampling within and surrounding the Island Pond claims yielded significantly anomalous concentrations of Au, As, and Sb. Preliminary prospecting located areas of sub-crop and angular boulders with strong silicification, sericite alteration and quartz veining & stockwork. The eight rock samples collected from the property ranged from 707 (0.71 gAu/t) up to 2,682 (2.68gAu/t) ppb gold. The samples averaged 1.5 g Au/t and most of these contained significantly to highly anomalous silver (up to 63 gAg/t), arsenic, antimony, copper, lead and zinc.

District Copper's highly prospective Island-Moccasin Lake gold targets, where historical lake sediment and till sampling located anomalous to highly anomalous concentrations of gold and other elements- along with significant numbers of visible gold grains in till, are located northeast of the Island Pond claims.

Elmer B. Stewart, MSc. P. Geol., a Director of District Copper, is the Company's non-independent, nominated Qualified Person (QP) pursuant to National Instrument 43-101, Standards for Disclosure for Mineral Projects, and has reviewed and approved the scientific and technical information disclosed in this news release.

About District Copper

District Copper is a Canadian company historically engaged in exploration for porphyry copper-gold-molybdenum deposits in northwestern British Columbia. Its acquisitions of additional claims in 2019 is intended to expand areas of interest for the Company and its Shareholders.

For further information, please visit the website at www.districtcoppercorp.com to view the Company's profile or contact Jevin Werbes at 604-620-7737.

Jevin Werbes, President & CEO

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Information contained in this news release, including information as to strategy, projects, plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance, constitute "forward looking statements". Actual results may differ materially from those indicated by such statements. All statements, other than historical fact, included herein, including, without limitations statements regarding future production, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking information in this news release includes, but is not limited to, statements about the exploration program at the Stony Lake project, the identification of six exploration targets, epithermal style alteration and mineralization, anomalous areas defined by geochemical sampling, structural setting of other zones of gold mineralization, the reference to the style and grade of the gold mineralization in the Moosehead zone and statements about District Copper's strategy, future operations and prospects. There is no assurance that the transaction to acquire the Stony Lake project will complete on a timely basis or at all; that additional exploration may not located the style and concentration of gold mineralization located to date on the property, additional exploration may not located gold mineralization similar to that in the Moosehead zone or any gold mineralization at all, there is no assurance that District Copper will be able to fund the exploration expenditures required to fund the acquisition of 100% of the Property or adequately fund future exploration programs.

A more complete discussion of the risks and uncertainties facing District Copper is disclosed in District Copper's continuous disclosure filings with Canadian securities regulatory authorities at www.sedar.com. All forward-looking information herein is qualified in its entirety by this cautionary statement, and District Copper disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.