

**EARLY WARNING REPORT FILED PURSUANT TO
NATIONAL INSTRUMENT 62-103**

1. Name and Address of Offeror:

Copper Fox Metals Inc. (the “**Offeror**”)
Suite 650, 340 - 12 Avenue SW
Calgary, Alberta T2R 1L5

2. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the reporting obligation, and whether it was ownership or control that was acquired in those circumstances:

On January 12, 2016, the Offeror acquired beneficial ownership and control of 30,000,000 common shares (“**Flow-Through Shares**”) of Carmax Mining Corp. (“**Carmax**”) on a flow-through basis at a price of \$0.05 per Flow-Through Share pursuant to a non-brokered private placement (the “**Private Placement**”) for an aggregate subscription price of \$1,500,000.

Immediately prior to the completion of the Private Placement:

- (a) the Offeror had beneficial ownership and control of 36,566,528 common shares (the “**Existing Shares**”) of Carmax, or approximately 50.97% of Carmax’s then issued and outstanding common shares on an undiluted basis (based on a total of 71,742,525 common shares of Carmax issued and outstanding on an undiluted basis);
- (b) the Offeror also had beneficial ownership and control of 36,566,528 common share purchase warrants (the “**Existing Warrants**”) of Carmax; and
- (c) the Existing Warrants together with the Existing Shares represented approximately 60.33% of the then issued and outstanding Shares of Carmax on a fully-diluted basis (based on a total of 121,219,054 common shares of Carmax issued and outstanding on a fully diluted basis).

The 30,000,000 Flow-Through Shares acquired by the Offeror represent approximately 29.5% of the issued and outstanding common shares of Carmax on an undiluted basis, and when aggregated with the Existing Shares represent approximately 65.4% on an undiluted basis (in each case, based on a total of 101,742,526 common shares of Carmax issued and outstanding on an undiluted basis).

3. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation:

After the completion of the Private Placement, the Offeror now beneficially owns and controls 66,566,528 common shares of Carmax, representing approximately 65.4% of the issued and outstanding common shares of Carmax on an undiluted basis (based on a total of 101,742,526 common shares of Carmax issued and outstanding on an undiluted basis), or 68.2% on a fully diluted basis presuming the exercise of the Existing Warrants and all other outstanding warrants and options of Carmax (based on a total of 151,219,054 common shares of Carmax issued and outstanding on a fully diluted basis).

All of the Carmax securities beneficially owned and controlled by the Offeror are registered in the name of a wholly owned direct subsidiary of the Offeror, Northern Fox Copper Inc. (“**Northern Fox**”).

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

(a) the Offeror, either alone or together with any joint actors, has ownership and control;

The Offeror has ownership and control over all of the securities referred to in paragraph (3), representing approximately 65.4% of the issued and outstanding common shares of Carmax on an undiluted basis, or 68.2% on a fully diluted basis presuming the exercise of the Existing Warrants and all other outstanding warrants and options of Carmax.

(b) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and

Not applicable

(c) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable

5. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place.

The Flow-Through Shares described in paragraph (2) above were acquired in a non-brokered private placement.

6. The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the reporting obligation.

The total purchase price paid in connection with the purchase of the 30,000,000 Flow-Through Shares was \$1,500,000 or \$0.05 per Flow-Through Share.

7. Purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:

The Offeror acquired the Units for investment purposes. Depending on economic and financial conditions, the Offeror may indirectly acquire further common shares of Carmax (through market or private transactions) from time to time for investment purposes.

8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.

The Flow-Through Shares described in paragraph (2) above were acquired pursuant to a subscription agreement (the "**Subscription Agreement**") between Northern Fox and Carmax containing representations, warranties and covenants of the respective parties that are standard and customary in agreements of this nature.

9. Names of any joint actors in connection with the disclosure required herein:

Not applicable.

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the Offeror:**

The total purchase price paid in connection with the purchase of the 30,000,000 Flow-Through Shares was \$1,500,000 or \$0.05 per Flow-Through Share.

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.**

Not applicable

- 12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.**

The Offeror and Northern Fox relied on the exemption under Section 2.10 (minimum amount investment) of National Instrument 45-106 – *Prospectus Exemptions* in acquiring the aforementioned Flow-Through Shares under the Private Placement.

DATED this 13th day of January, 2016.

COPPER FOX METALS INC.

Per: "*Braden Jensen*"
Name: Braden Jensen
Title: Chief Financial Officer