

CARMAX MINING CORP.

Management's Discussion and Analysis

For the First Quarter Ended

October 31, 2011

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

INTRODUCTION

The following discussion and analysis, prepared as of January 25, 2012 has been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's 2010 comparatives in this MD&A have been presented in accordance with IFRS, unless stated otherwise. As the Company's transition date was August 1, 2010, 2009 comparative information included in this MD&A has not been restated. All amounts are stated in Canadian dollars unless otherwise indicated.

The following information should be read in conjunction with the October 31, 2011 unaudited condensed interim financial statements and related notes to those financial statements, all of which are available on the SEDAR website at www.sedar.com.

Statements in this report that are not historical facts are forward looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward looking statements.

Additional information related to the Company is available for view on Sedar at www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under **RISK AND UNCERTAINTIES** in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in mineral exploration and development and mining activities in general, volatility and sensitivity to market prices for commodities, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, and changes in foreign currency exchange rates. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

NATURE OF BUSINESS AND OVERALL PERFORMANCE

Carmax Mining Corp. (the "Company") is a natural resource company engaged exploring mineral properties in Canada.

Pursuant to shareholders approval received at the annual and special general meeting of the shareholders on August 6, 2010, the Company changed its name to Carmax Mining Corp and consolidated its common shares on a 10 old shares for 1 new share basis.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

As at October 31, 2011, the Company had cash and short term investments on hand of \$1,384,743 compared to \$2,726,447 July 31, 2011.

Resource property costs increased to \$7,856,308 at October 31, 2011 compared to \$6,950,121 at July 31, 2011. During the period the exploration expenditures were incurred as a result of the exploration undertaken on the Eaglehead property.

As of October 31, 2011, the Company has three mineral property interests being a 50% interest in the Whiskey Jack Creek property located in the Cairo Township of the Matachewan Area of the Larder Lake mining district of the Province of Ontario, a 100% interest in the Eaglehead property located in the Liard Mining Division of the Province of British Columbia and the Goldtip property comprising a 100% interest in 5 mineral tenures in the Arlin Mining Division of the Province of British Columbia.

The Operator of the Whiskey Jack Creek property is Alexandria Minerals Corp., with whom the Company is currently negotiating a joint venture agreement.

The Eaglehead property consists of 26 contiguous claims comprised of 353 cells and 4 mineral units encompassing approximately 94 square kilometers.

The Company acquired its 100% interest in Eaglehead property by paying \$300,000 cash, issuing 250,000 shares and by fulfilling a minimum exploration commitment of \$6,000,000 on the Eaglehead property.

The Eaglehead property is burdened by a 2.5% net smelter return royalty of which 1.5% can be purchased for \$2,000,000.

The Goldtip property consisted of a total of 72 mineral tenures in the Atlin Mining Division of the Province of British Columbia. The Company acquired its 100% interest in 59 claims on May 5, 2010 by paying \$90,000 in cash and the issuance of 1,000,000 common shares with a fair value of \$200,000. The Company also incurred finders' fees comprising of \$9,000 in cash and the issuance of 100,000 common shares with a fair value of \$20,000. During October 2010, the Company staked an additional 6 claims at a cost of \$10,000. In the three month period to October 31, 2011, the company abandoned the non core claims and retained the 5 claims upon which the Company had concentrated its exploration efforts.

SELECTED ANNUAL INFORMATION

The following financial data prepared in accordance with generally accepted accounting principles stated in Canadian dollars is presented as at July 31 of each of the 2011, 2010 and 2009 fiscal years:

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

| | <u>FISCAL YEARS ENDED</u> | | |
|--|----------------------------------|-------------------------|-------------------------|
| | JULY 31 2011 | JULY 31 2010 | JULY 31 2009 |
| Total revenue | \$ - | \$ - | \$ - |
| Net loss before interest income and income taxes | \$ (752,634) | \$ (379,561) | \$ (484,343) |
| Net loss for the year | \$ (635,023) | \$ (387,729) | \$ (203,458) |
| Basic and diluted loss per share | \$ (0.04) | \$ (0.04) | \$ (0.02) |
| Total Assets | \$ 10,185,626 | \$ 7,114,246 | \$ 7,289,593 |
| Total Long Term Liabilities | \$ - | \$ - | \$ - |
| Cash Dividends per share | \$ - | \$ - | \$ - |

Summary of Quarterly Results

The following is a summary of the Company's quarterly results for the period from November 1, 2010 to October 31, 2011 reported in Canadian currency.

| | <u>QUARTER ENDED</u> | | | |
|----------------------------------|------------------------------|--------------------------|---------------------------|-----------------------------|
| | OCTOBER 31 2011** | JULY 31 2011* | APRIL 31 2011* | JANUARY 31 2011* |
| Total revenue | \$ - | \$ - | \$ - | \$ - |
| Net loss before income taxes | \$ (94,127) | \$ (306,404) | \$ (135,655) | \$ (180,429) |
| Net income (loss) for the period | \$ (94,127) | \$ (267,404) | \$ (114,655) | \$ (160,096) |
| Basic income (loss) per share | \$ (0.00) | \$ (0.01) | \$ (0.01) | \$ (0.01) |

| | <u>QUARTER ENDED</u> | | | |
|----------------------------------|-----------------------------|--------------------------|---------------------------|-----------------------------|
| | OCTOBER 31 2010* | JULY 30 2010* | APRIL 30 2010* | JANUARY 31 2010* |
| Total revenue | \$ - | \$ - | \$ - | \$ - |
| Net loss before income taxes | \$ (118,868) | \$ (73,184) | \$ (97,984) | \$ (83,099) |
| Net income (loss) for the period | \$ (92,868) | \$ (102,184) | \$ (97,984) | \$ (83,099) |
| Basic income (loss) per share | \$ (0.01) | \$ (0.01) | \$ (0.01) | \$ (0.01) |

* Prepared under Canadian GAAP

** Prepared under IFRS

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

The Company reported a net loss of \$94,127 for the three month period ending October 31, 2011 compared to \$92,868 for the comparable three month period ended October 31, 2010. The basic loss per share for the three month period ended October 31, 2011 was (\$0.00) versus (\$0.01) for the comparable period of 2010.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED OCTOBER 31, 2011

The Company incurred a net loss of \$94,127 during the three month period ended October 31, 2011, compared to a net loss of \$92,868 in for the three month period ended October 31, 2010. The most significant changes for the year arose from an increase in consulting fees to \$12,000 (2010 - \$nil) as a result of engaging CEE Merchant Group Inc. to provide business development and advisory services to the Company until September 30, 2011; investor relations fees increased to \$13,500 (2010 - \$1,500) as a result of the investor relations contract with KJN Management Ltd; management fees were relatively unchanged decreasing to \$15,000 (2010 - \$16,500); office and sundry expenses decreased to \$12,580 (2010 - \$15,099); Professional fees decreased to \$8,775 (2010 - \$38,360) as a direct result of the 2011 audit fees being accrued at the year end, whereas the 2010 audit fees were expensed in the three month period to October 31, 2010. Also additional costs were incurred in the period ended October 31, 2011 as a result of the first time adoption of IFRS; promotion and entertainment was relatively unchanged at \$2,949 (2010 - \$2,864); rent was also relatively unchanged at \$6,300 (2010 - \$6,000); shareholder communications costs decreased to \$1,284 (2010 - \$9,153) the reduction was due to on-off website development costs being incurred in the prior period; share based payments increased to \$25,300 (2010 - \$14,600) as a result of the valuation of options granted to directors, consultants and employees vesting in the respective periods; transfer agent and regulatory fees decreased to \$820 (2010 - \$15,373) as in the prior period costs were incurred relating to the stock consolidation and the successful completion of a financing. Travel expenses decreased to \$nil (2010 - \$519).

Interest income increased to \$4,381 (2010 - \$1,100) as a result of the Company on average holding higher cash balances in the three months ending October 2011 than held in the comparative three month period. A future income tax recovery \$nil (2010 - \$26,000) was also recorded.

Finally the Company recorded other comprehensive loss of \$4,000 (2010 – other comprehensive income of \$2,000) as a result of the Company's investment in Alexandria Minerals Corporation being marked to market value at the respective period ends.

Exploration expenditures on the Whiskey Jack Creek property during the three month period ended October 31, 2011 totaled \$nil (2010 - \$nil), and exploration expenditures incurred on the Eaglehead property net of BC tax credits totaled \$906,187 (2010 - \$33,657). The Company also incurred \$nil (2010 - \$68,922) of exploration expenditures of the Goldtip property.

Eaglehead Property

Historically a total of 24,902 meters (81,701 feet) has been drilled in 95 drill holes on the Eaglehead property. During the four years ended July 31, 2010, the Company has drilled a total of 36 holes representing 12,669 meters (41,566 feet). Previous operators drilled a total of 59 holes for a total of 12, 233 meters (40,135 feet) on the property.

During October 31, 2010 the Company retained Agnerian Consulting Ltd to undertake a review of exploration results to date and prepare a 43-101 compliant report, which was completed and filed on Sedar on January 12, 2011. (See www.sedar.com.)

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

During the year ended July 31, 2011 and through to October 31 2011, the Company undertook a drill program which consisted of 8,300 meters drilled in 25 holes. The exploration program concentrated on both infill drilling and extension drilling of both the East and Bornite zones, in order to calculate a compliant resource estimate as per recommendations in the 43-101 report prepared by Agnerian Consulting earlier in the year.

The sample cores were sent for assay analysis at Acme Laboratories in North Vancouver B.C, and the results of the assays are included in Schedule A to this MD&A

The assay results to date indicate extensions to previously known mineralized zones with Cu, Mo, Ag, and Au values with grades ranging from 0.16% Cu to 3.33% Cu over drill core intervals ranging from 3 m to 161 m. The individual mineralized zones in both areas range in horizontal (true) thickness from 5 m to 80 m.

The mineralized zones in both areas extend more than 400 m at depth within hydrothermally altered and mineralized zones that are approximately 500 m wide and 700 m to 800 m long. The table below summarizes the results received from the last 16 holes of the 2011 summer drilling program.

The company has engaged Roscoe Postle Associates Inc. (RPA) of Toronto to complete an independent estimate of NI 43-101 compliant Mineral Resources of the East and Bornite zones taking into consideration the results now received from the 2011 program. Completion of the report is anticipated for April 2012.

Whiskey Jack Creek Property

A 2008-2009 winter drill program consisting of 3 diamond drill holes has been completed by Carmax's partner, Alexandria Minerals Corp. on the Whiskey Jack Creek property.

The three holes were drilled stepping out from drill hole MAT-08-7 drilled in late 2007 which returned 2.25 g/t Au over 6.00 m at a depth of 165.5m.

A further program has been recommended for the claims.

Goldtip Property

On May 5, 2010, the Company acquired its 100% interest 59 mineral tenures in the Goldtip property. The Company staked a further 6 claims at a cost of \$10,000 and incurred exploration expenditures amounting to \$82,151 during the year ended July 31, 2011. In the three month period to October 31, 2011, the company abandoned the non core claims and retained the 5 claims covering 1,922 hectares upon which the Company had concentrated its exploration efforts

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

RESULTS OF OPERATIONS FOR THE QUARTER ENDED JULY 31, 2011

During the quarter ended July 31, 2011, the Company reported net loss of \$267,404 and a comprehensive loss of \$270,404. The most significant changes for the year arose from an increase in consulting fees to \$30,000 (2010 - \$2,000) predominantly as a result of engaging CEE Merchant Group Inc. to provide business development and advisory services and by increasing geological consulting fees to a director in the period; management fees increased to \$39,000 (2010 - \$15,000) as a result of the resignation of Charles Underhill during the latter part of the prior year and the appointment of Jevin Werbes as director during October 2010; investor relations expenses increased to \$12,000 (2010 - \$nil) as a result of the investor relations contract with KJN Management Ltd; office and administration expenses decreased to \$8,745 (2010 - \$18,115); professional fees increased to \$35,077 (2010 - \$11,165) predominantly as a result of accruing for the 2011 audit costs in the period ended July 31, 2011, previously these costs were recorded when invoiced; promotion and entertainment expenses decreased to \$544 (2010 - \$2,344); property investigation expenses were \$nil (2010 - \$nil); rent decreased to \$6,000 (2010 - \$10,566); shareholder communications increased to \$500 (2010 - \$nil); share based payments expense increased to \$157,250 (2010 - \$nil) as a result of the valuation of options granted to directors consultants and employees and transfer agent and regulatory fees decreased to \$16,845 (2010 - \$4,910) as there was less trading activity of the Company's stock. Travel expenses also increased to \$5,847 (2010 - \$nil).

Interest income increased to \$5,404 (2010 – change of \$1,492) as a result of the Company holding lower cash balances until the completion of the financing and interest rates on deposits generally being lower than the prior year. A future income tax recovery \$39,000 (2010 - \$29,000) was also recorded.

Finally the Company recorded an other comprehensive loss of \$3,000 (2010 - \$2,000) as result of the decrease in the market value of its investment in Alexandria Minerals.

Exploration expenditures on the Whiskey Jack Creek property during the three month period ended July 31, 2011 totaled \$nil (three months ended July 31, 2010 - \$nil), and \$1,009,222 (three months ended July 31, 2010 - \$13,575) of exploration expenditures were incurred on the Eaglehead property. Also, during the three month period ended July 31, 2011 the Company claimed a BC mining and exploration tax credit in respect of expenditures incurred on the Eaglehead property of \$212,197 (2010 - \$21,040), which has yet to be received. The Company also incurred no exploration costs on the Goldtip property during the three months ended July 31, 2011 or 2010.

LIQUIDITY

As at October 31, 2011 the Company has total assets of \$9,725,233.

The primary assets of the Company were cash and short term investments of \$379,713 and \$1,005,030 respectively, a BC mining and exploration tax credit receivable of \$233,237, other receivables being HST recoverable of \$107,151; reclamation deposits of \$110,000, three mineral property interests with a capitalized value of \$7,856,308. The Company also had working capital of \$1,489,406 and a future income tax liability of \$nil. It is management's opinion that the Company has adequate working capital to meet the Company's obligations as they come due and that the Company is not exposed to any significant liquidity risks at this time.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

The Company granted 50,000 stock options which vested immediately exercisable at \$0.20 until September 7, 2016 pursuant to the Company's stock option plan to an officer during the three month period ended October 31, 2011.

Share based payment expense of \$25,300 has been recorded in respect of this stock option award and the vesting of awards previously granted to directors, consultants and an employee.

The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option-pricing model with weighted average assumptions as follows:

| | THREE MONTHS ENDED OCTOBER 31 | |
|--|--|-----------|
| | 2011 | 2010 |
| Risk free rate | 1.82% | 1.81-2.37 |
| Dividend yield | Nil | Nil |
| Expected life | 4.4 years | 3-5 years |
| Forfeiture rate | 0% | 0% |
| Expected volatility | 144% | 150%-176% |
| Weighted average fair value per option grant | \$0.18 | \$0.22 |

CAPITAL RESOURCES

At October 31, 2011, the Company's capital resources consist of interests in three mineral properties. The Company's 50% interest in the Whiskey Jack Creek property located in Cairo Township, Matachewan Area, Larder Lake mining district in Province of Ontario has been valued at \$478,392; the Company's 100% interest in the Eaglehead property located in the Liard Mining Division in British Columbia has been valued at \$6,966,765 and the Company's 100% interest in the Goldtip property is valued at \$411,151. These amounts totaling \$7,856,308 equal the deferred exploration expenditures, acquisition costs and exploration advances made in respect of the properties to October 31, 2011.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company, and includes both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

Included in accounts payable is \$3,000 (July 31, 2011 - \$3,390) owing to a company controlled by a director and \$10,540 (July 31, 2011 - \$6,840) owing to a company controlled by an officer for services rendered to the Company, and \$nil (July 31, 2011 - \$13,227) owing to two directors of the Company for expenses and services rendered. The amounts payable are non-interest bearing, unsecured and have no specific terms of repayment.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

During the three month periods ended October 31, 2011 and 2010, the Company also incurred the following expenses charged by directors, officers or companies controlled by the directors or officers:

- a) Paid or accrued management fees of \$nil (2010 - \$15,000) to a company controlled by Ernest Peters
- b) Paid or accrued management fees of \$15,000 (2010 - \$1,500) to a company controlled by Jevin Werbes
- c) Paid or accrued professional fees of \$5,950 (2010 - \$nil) to a company controlled by Matthew Wright
- d) Paid or accrued wages included in office administration costs of \$6,750 (2010 - \$6,266) to Beverly Funston.
- e) Paid or accrued wages included in office administration costs of \$nil (2010 - \$6,000) to Judy Werbes.
- f) Recorded share based payments aggregating \$19,000 (2010 - \$7,289) upon the vesting of stock options to the directors and an officer of the Company.
- g) Paid or accrued rent of \$6,000 (2010 - \$6,000) to a company with common directors and officer.
- h) Paid or accrued promotional and entertainment expenses of \$2,800 (2010 - \$nil) to Jeff Poloni.
- i) Paid or accrued shareholder promotion costs \$nil (2010 - \$2,700) to Jevin Werbes.
- j) Capitalized into deferred exploration costs \$8,800 (2010 - \$2,012) of fees charged by Jeff Poloni.
- k) Capitalized into deferred exploration costs \$9,000 (2010 - \$nil) of fees charged by a company controlled by Hrayr Agnerian.
- l) Capitalized into deferred exploration costs \$nil (2010 - \$3,400) of fees charged by a company controlled by Chris Healey.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

During the year ended July 31, 2011, management and administration was provided to the Company by two corporations owned by directors and officers of the Company receiving \$3,000 (subsequently amended to \$4,000 then \$5,000 upon the resignation of Mr. Ernie S Peters) and \$5,000 per month respectively. The Corporations are Calico Management Corp. ("Calico") a company beneficially owned and controlled by Jevin Werbes and Petco Enterprises Ltd., a company beneficially owned and controlled by Ernest S. Peters.

On October 15, 2010, Ernest S. Peters resigned as President of the Company and remained as a director. Also on October 15, 2010, Jevin Werbes was appointed President and a director of the Company. On April 30, 2011, Ernest S. Peters resigned as Director.

Upon the appointment of Jevin Werbes as President, the Company entered into a management contract with Calico. The agreement is was a minimum term of twelve months, expiring on October 14, 2011. Pursuant to the agreement, Calico was to receive \$3,000 (subsequently amended to \$4,000 then \$5,000) per month over the term of the agreement. The agreement can be terminated by Calico by giving 90 days written notice to the Company and by the Company delivering twelve months written notice to Calico after the expiry of the initial term. Upon the completion of the initial term the agreement became a month to month arrangement with the Company.

On November 15, 2010 Barry Sheahan, C.A. resigned as CFO in order to pursue other business opportunities. At that time Mr. Matthew G Wright, C.A. was appointed as CFO.

On February 4, 2011, Mr. Hrayr Agnerian, M.Sc.P. Geo was appointed to the Board of Directors and is a technical consultant to the Company. Mr. Agnerian was the author of the NI 43-101 report on the Eaglehead property.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at October 31, 2011 the Company's financial instruments consist of cash, short term investment, investment, and accounts payable and accrued liabilities

The fair value of these financial instruments approximate carrying value since they are short term in nature and are receivable or payable on demand.

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

a) Credit Risk

The Company's credit risk is primarily attributable to cash, short term investments and the investment. Cash and short term investments are held with one reputable Canadian chartered bank which is closely monitored by management. The investment consists of shares of Alexandria Minerals Corp, a publicly listed entity. Management believes that the credit risk concentration with respect to financial instruments included in cash, short-term investments and amounts receivable is minimal.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

b) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2011, the Company held cash and short term investments aggregating \$1,384,743 (July 31, 2011 - \$2,726,447) and had current liabilities of \$254,059 (July 31, 2011 - \$641,625). All of the Company's liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

c) Market Risk

i) Interest Rate Risk

The Company had cash balances and short term investments, and no interest bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks.

ii) Foreign Currency Risk

The Company's functional currency and the reporting currency is the Canadian dollar ("CDN\$"). Periodically the Company incurs charges on its operations for settlement in currencies other than its functional currency and any gain or loss arising on such transactions is recorded in operations for the year.

The Company does not participate in any hedging activities to mitigate any gains or losses which may arise as a result of exchange rate changes.

As at October 31, 2011, the Company held no financial assets or liabilities which were denominated in currencies other than the Canadian dollar.

iii) 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. To mitigate price risk, the Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

BASIS OF PREPARATION AND FIRST-TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

Effective January 1, 2011, Canadian publically listed entities are required to prepare their financial statements in accordance with International Financials Reporting Standards. ("IFRS"). IFRS represents standards and interpretations approved by the International Accounting Standards Board ("IASB") and are comprised of IFRS's, International Accounting Standards ("IAS"), and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

A requirement under IFRS is to present all comparative financial information on a basis consistent with the presentation adopted in the current fiscal quarter and accordingly our transition date is August 1, 2010. The financial information presented in the October 31, 2011 quarter is our first reporting period under IFRS.

The condensed interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34 and IFRS 1, subject to certain transition elections which the Company has made which are discussed in detail in Note 5 to the condensed interim financial statements.

The Company has consistently applied the same accounting policies in its opening IFRS statement of financial position at August 1, 2010 and throughout all periods presented, as if these policies had always been in effect.

We have completed our IFRS conversion and as the IFRS framework continues to develop we will be continuing to monitor the potential effect of future changes upon the Company's reporting requirements.

The impact of transitioning to IFRS on the Company's reported financial position, financial performance and cash flows is detailed below in the following four tables.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

1. Reconciliation of the Company's Statement of Financial Position as at the transition date of August 1, 2010

| | August 1, 2010 | | |
|--|------------------|-------------------------|--------------|
| | Canadian GAAP | Effect of Transition | IFRS |
| ASSETS | | | |
| Current | | | |
| Cash | \$ 36,465 | \$ - | \$ 36,465 |
| Short term investment | 1,003,062 | - | 1,003,062 |
| Amounts receivable | 3,343 | - | 3,343 |
| B.C. Mining Tax Credit receivable | 21,040 | - | 21,040 |
| Prepaid expenses | 403 | 8,334 (i) | 8,737 |
| | 1,064,313 | 8,334 | 1,072,647 |
| Investment | 19,000 | - | 19,000 |
| Reclamation Deposits | 110,000 | - | 110,000 |
| Resource Property | 5,920,933 | (8,334) (i) | |
| | | (5,912,599) (i) | - |
| Exploration and Evaluation Assets | - | 5,912,599 (i) | 5,912,599 |
| | \$ 7,114,246 | \$ - | \$ 7,114,246 |
| LIABILITIES | | | |
| Current | | | |
| Accounts payable and accrued liabilities | \$ 4,284 | \$ - | \$ 4,284 |
| Deferred Tax Liabilities | 76,000 | - | 76,000 |
| | 80,284 | - | 80,284 |
| SHAREHOLDERS' EQUITY | | | |
| Share Capital | 8,541,922 | 1,139,025 (ii) | 9,680,947 |
| Contributed Surplus | 674,144 | - | 674,144 |
| Accumulated Other Comprehensive Loss | (5,500) | - | (5,500) |
| Deficit | (2,176,604) | (1,139,025) (ii) | (3,315,629) |
| | 7,033,962 | - | 7,033,962 |
| | \$ 7,114,246 | \$ - | \$ 7,114,246 |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

2. Reconciliation of the Company's Statement of Financial Position as at October 31, 2010:

| | October 31, 2010 | | |
|---|------------------|-------------------------|--------------|
| | Canadian GAAP | Effect of Transition | IFRS |
| ASSETS | | | |
| Current | | | |
| Cash | \$ 154,773 | \$ - | \$ 154,773 |
| Short term investment | 903,662 | - | 903,662 |
| Amounts receivable | 25,679 | - | 25,679 |
| B.C. Mining Tax Credit receivable | 21,040 | - | 21,040 |
| Prepaid expenses | - | 3,333 (i) | 3,333 |
| | 1,105,154 | 3,333 | 1,108,487 |
| Investment | 21,000 | - | 21,000 |
| Reclamation Deposits | 110,000 | - | 110,000 |
| Resource Property | 6,090,011 | (3,333) (i) | |
| | | (6,086,678) (i) | - |
| Exploration and Evaluation Assets | - | 6,086,678 (i) | 6,086,678 |
| | \$ 7,326,165 | \$ - | \$ 7,326,165 |
| LIABILITIES | | | |
| Current | | | |
| Accounts payable and accrued liabilities | \$ 42,140 | \$ - | \$ 42,140 |
| Deferred Tax Liabilities | 50,000 | - | 50,000 |
| | 92,140 | - | 92,140 |
| SHAREHOLDERS' EQUITY | | | |
| Share Capital | 8,818,253 | 1,139,025 (ii) | 9,957,278 |
| Contributed Surplus | 688,744 | - | 688,744 |
| Accumulated Other Comprehensive Loss | (3,500) | - | (3,500) |
| Deficit | (2,269,472) | (1,139,025) (ii) | (3,408,497) |
| | 7,234,025 | - | 7,234,025 |
| | \$ 7,326,165 | \$ - | \$ 7,326,165 |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

3. Reconciliation of the Company's Statement of Financial Position as at July 31, 2011:

| | JULY 31, 2011 | | |
|--|--------------------------|---------------------------------|----------------------|
| | Canadian GAAP | Effect of Transition | IFRS |
| ASSETS | | | |
| Current | | | |
| Cash | \$ 970,396 | \$ - | \$ 970,396 |
| Short term investment | 1,756,051 | - | 1,756,051 |
| Amounts receivable | 137,727 | - | 137,727 |
| B.C. Mining Tax Credit receivable | 233,237 | - | 233,237 |
| Prepaid expenses | - | 8,334 (i) | 8,334 |
| | <u>3,097,411</u> | <u>8,334</u> | <u>3,105,745</u> |
| Property Plant and Equipment | 3,760 | - | 3,760 |
| Investment | 16,000 | - | 16,000 |
| Reclamation Deposits | 110,000 | - | 110,000 |
| Resource Property | 6,958,455 | (8,334) (i) | |
| | | (6,950,121) (i) | - |
| Exploration and Evaluation Assets | - | 6,950,121 (i) | 6,950,121 |
| | <u>\$ 10,185,626</u> | <u>\$ -</u> | <u>\$ 10,185,626</u> |
| LIABILITIES | | | |
| Current | | | |
| Accounts payable and accrued liabilities | \$ 641,625 | \$ - | \$ 641,625 |
| Deferred Tax Liabilities | - | - | - |
| | <u>641,625</u> | <u>-</u> | <u>641,625</u> |
| SHAREHOLDERS' EQUITY | | | |
| Share Capital | 11,197,484 | 1,169,358 (ii) | 12,366,842 |
| Contributed Surplus | 1,166,644 | - | 1,166,644 |
| Accumulated Other Comprehensive Loss | (8,500) | - | (8,500) |
| Deficit | (2,811,627) | (1,169,358) (ii) | (3,980,985) |
| | <u>9,544,001</u> | <u>-</u> | <u>9,544,001</u> |
| | <u>\$ 10,185,626</u> | <u>\$ -</u> | <u>\$ 10,185,626</u> |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

4. Reconciliation of the Company's net loss and comprehensive loss reported in accordance with Canadian GAAP to its net loss and comprehensive loss in accordance with IFRS for the three months ended October 31, 2010 and the year ended July 31, 2011.

| | Three Months Ended October 31 2010 | Year Ended July 31 2011 |
|---|---|--|
| Net loss as reported under Canadian GAAP | \$ (92,868) | \$ (635,023) |
| IFRS adjustment (increase) decrease Deferred income taxes | - | (30,333) |
| Net loss as reported under IFRS | <u>\$ (92,868)</u> | <u>\$ (665,356)</u> |
| Other comprehensive (Loss) Income | (92,868) | (638,023) |
| Net unrealized gain (loss) on available for sale investment during the period | 2,000 | (3,000) |
| IFRS adjustment | - | - |
| | <u>\$ (90,868)</u> | <u>\$ (641,023)</u> |

Explanation of Reconciling Items

i) Exploration and Evaluation Assets

Under IFRS 6 Mineral Property acquisition costs and deferred exploration costs are classified as Exploration and Evaluation Assets. Accordingly Resource property costs have been reclassified to conform with financial statement presentation under IFRS.

Under pre-changeover Canadian GAAP, certain non-refundable advances made to contractors for exploration expenditures to be incurred on the Company's mineral properties were capitalized. Under IFRS 6 such advances are classified as prepaid expenses.

Management has determined that non-refundable advances of \$8,334 had been made at Transition to IFRS; \$3,333 of advances had been made at October 31, 2010 and \$8,334 had been made at July 31, 2011. All of these advances related to exploration of the Eaglehead property.

As a result, the resource property costs (reclassified as exploration and evaluation assets under IFRS) will decrease by \$8,334 August 1, 2010; \$3,333 at October 31, 2010, and by \$8,334 at July 31, 2011 with a corresponding increase to prepaid expenses at August 1, 2010, October 31, 2010 and July 31, 2011.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

ii) Flow-through shares

Under pre-changeover Canadian GAAP, share capital was reduced by the amount recognized for future tax liabilities related to the renunciation of flow-through share expenditures at the time of renunciation, to the extent the Company has unrecognized tax benefits from loss carryforwards and tax pools in excess of book values the resulting deferred tax liability is offset by the recognition of previously unrecorded tax assets.

Under IFRS, the sale of flow-through shares results in a liability being recognized for the excess of the purchase price paid by the investors over the fair value of common shares without the flow-through feature (the "premium") and the fair value of the shares is recorded as equity. At the later of the renouncing and the incurrence of the expenditure the Company de-recognizes the liability and premium amount is recognized as a credit to deferred tax in the income statement. Also a future income tax liability is recorded for the amount of the benefits renounced to third parties and an income tax expense is recognized to the extent that the Company has unrecognized tax assets that are not expected to expire, the premiums are recognized in earnings at the time of the renunciation of the tax pools.

Management has determined that upon transition to IFRS Share capital will increase by \$1,139,025 as a result of the reclassification of the aggregate tax effects of renunciations at August 1, 2010 and there is a corresponding increase to accumulated deficit at August 1, 2010. As at October 31, 2010, Share capital will increase by \$1,139,025 as a result of the reclassification of the aggregate tax effects of renunciations at October 31, 2010 and there is a corresponding increase to accumulated deficit at October 31, 2010. As at July 31, 2011, Share capital will increase by \$1,169,358 as a result of the reclassification of the aggregate tax effects of renunciations and there is a corresponding increase to accumulated deficit.

Reconciliation of the consolidated statement of cash flow

The impact on the consolidated statement of cash flows for the three months ended October 31, 2010 is an increase in operating activities by \$5,001 and a decrease in cash flows used in investing activities of the same amount. The change is due to reclassification of exploration advances as prepaid expenses.

For the year ended July 31, 2011, the impact on the consolidated statement of cash flows is to reduce the loss for the year by \$30,333 and reduce the deferred tax recovery by \$30,333. As both of these adjustments are made within the operating activities there is no material change to the cash flow statement.

IFRS Prospective Application

The IASB continues to amend and add to current IFRS standards and interpretations with several projects currently underway. Accordingly, the accounting policies adopted by the Company for the Company's first IFRS annual consolidated financial statements will be determined as at July 31, 2012. In the event that accounting policies adopted at July 31, 2012 or expected to be adopted at July 31, 2012 differ materially from the accounting policies used in the preparation of these condensed interim financial statements these condensed interim financial statements will be restated to retrospectively account for the application of those policies adopted at July 31, 2012 or expected to be adopted at December 31, 2011 in the period accounting policies are determined or a prior period when the expectation of accounting policies to be adopted changes.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

The financial statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

i) Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the statement of operations in the period the new information becomes available.

ii) Impairment

At each reporting period, assets, specifically in exploration & evaluation are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

iii) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

iv) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interests, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

v) Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

vi) Rehabilitation provision

The application of the Company's accounting policy for rehabilitation is based on internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market conditions at the time of the rehabilitation costs are actually incurred.

1.14 Transition to International Financial Reporting Standards

As previously discussed in the Company's MD&A for the year ended July 31, 2011, the Company implemented its conversion from Canadian GAAP to IFRS through a transition plan.

Note 5 to the condensed interim financial statements provides more detail on the transition from Canadian GAAP to IFRS, our accounting policy decisions and IFRS 1- "First-Time Adoption of International Financial Reporting Standards" where the Company has adopted optional exemptions for significant or potentially significant areas that have had an impact on our financial statements on transition to IFRS or may have an impact in future periods.

SUBSEQUENT EVENTS

None

PROPOSED TRANSACTIONS

None

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

OTHER INFORMATION

Outstanding Share Data

A breakdown of the Company's issued common share position is as follows:

The following details the common shares, share purchase warrants, and stock options outstanding as of the date of this MD&A.

Common Shares

| | Number of Shares |
|--|---------------------|
| Authorized Unlimited common shares, without par value | |
| Issued Balance at January 25, 2012 | 27,515,998 |

Share Purchase Warrants

| Number of Warrants | Exercise Price | Expiry Date |
|-----------------------|-------------------------|-----------------|
| 2,705,670 | \$0.15 yr 1/\$0.20 yr2 | October 5, 2012 |
| 13,844,000 | \$0.30 yr 1/\$0.40 yr 2 | May 30, 2013 |

Broker's Options

| Number of Broker's Options | Exercise Price | Expiry Date |
|-------------------------------|-------------------------|--------------|
| 938,610 | \$0.30 yr 1/\$0.40 yr 2 | May 30, 2013 |

Escrow

At January 25, 2012, no shares were held in escrow.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

Stock Options

| Number of Shares | Exercise Price | Expiry Date |
|------------------|----------------|-------------------|
| 50,000 | \$0.26 | April 24, 2013 |
| 271,000 | \$0.24 | October 21, 2013 |
| 725,000 | \$0.26 | October 27, 2015 |
| 925,000 | \$0.20 | June 17, 2016 |
| 50,000 | \$0.20 | September 7, 2016 |

(1) Stock Options

Stock Options have been granted under the Company's current stock option plan which has been approved by shareholders. Under the terms of the plan, the number of unissued treasury shares equal to 20% of the Company's issued and outstanding shares on a rolling basis have been set aside for the grant of incentive stock options.

Options granted under the Plan contain the following provisions:

- all options will be non-transferable;
- no more than 5% of the issued shares may be granted to any one individual in any 12 month period;
- no more than 2% of the issued shares may be granted to a consultant or any employee performing investor relations activities, in any 12 month period;
- disinterested shareholder approval must be obtained for any reduction in the exercise price of an outstanding option, if the option holder is an insider; and
- options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Corporation's common shares.

There are no other potential share issuance obligations outstanding as of January 25, 2012.

INVESTOR RELATIONS CONTRACT

On October 15, 2010, the Company entered in an Investor Relations/Corporate Development agreement KJN Management Ltd. ("KJN").which expired on October 14, 2011. Pursuant to the agreement KJN received \$3,000 (later amended to \$4,500) per month over the term of the agreement. Subsequent to the initial term, the contract reverted to a month to month arrangement.

CONTRACTUAL OBLIGATIONS

None

RISKS AND UNCERTAINTIES

Limited Operating History

The Company is in the early stages of mineral property exploration and development. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

History of Losses

The Company has incurred net losses every period since inception and as of October 31, 2011, had an accumulated deficit of \$4,075,112

No History of Dividends

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be invested primarily to finance its mineral exploration programs. The Company will need to achieve profitability prior to any dividends being declared.

Dilution

The Company does not generate any revenues from operating and does not have sufficient financial resources to undertake by itself all of its planned activities. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependant upon the size of the treasury, profitable operations, and a willingness to utilize debt and issue equity. Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

Acquisition and Expansion Risk

The Company intends to expand its operations through organic growth and depending on certain conditions, by identifying a proposed qualifying transaction. There can be no assurance that the Company will be able to identify, acquire or profitably manage additional properties or businesses.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

MD&A PREPARATION

This MD&A was prepared as of January 25, 2012. This MD&A should be read in conjunction with our latest audited financial statements as at July 31, 2011, and the financial statements for the three month period ended October 31, 2011. This MD&A is intended to assist the reader's understanding of **Carmax Mining Corp.** and its' operations, business, strategies, performance and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at www.sedar.com

Managements Responsibility for Financial Statements

The information provided in this report, including the financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Carmax Mining Corp's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually, and is free to meet with them throughout the year.

January 25, 2012

On behalf of Management and the Board of Directors,

"Jevin Werbes"

Jevin Werbes
President

SCHEDULE A

Assay Results from the Eaglehead Property

| EAST ZONE DRILL HOLES | | | | | | | |
|-----------------------|------------------|-------|--------------|------|-------|--------|--------|
| Hole ID | Intersection (m) | | Interval (m) | % Cu | % Mo | g/t Ag | g/t Au |
| | From | To | | | | | |
| 96 | 19.5 | 29.6 | 10.1 | 0.21 | 0.000 | 1.00 | 0.063 |
| | 46.5 | 51.5 | 5.0 | 0.46 | 0.010 | 0.90 | 0.095 |
| | 60.5 | 66.5 | 6.0 | 0.33 | 0.005 | 0.40 | 0.014 |
| | 89.0 | 95.0 | 6.0 | 0.39 | 0.001 | 4.40 | 0.708 |
| | 105.5 | 111.5 | 6.0 | 0.19 | 0.003 | 0.50 | 0.007 |
| | 132.5 | 158.0 | 25.5 | 0.25 | 0.006 | 0.70 | 0.151 |
| | 205.0 | 210.0 | 5.0 | 0.24 | 0.000 | 2.20 | 0.012 |
| | 226.0 | 231.0 | 5.0 | 0.22 | 0.005 | 1.20 | 0.071 |
| | 238.0 | 325.8 | 87.8 | 0.23 | 0.005 | 1.10 | 0.024 |
| 100 | 22.0 | 54.0 | 32.0 | 0.24 | 0.000 | 0.60 | 0.010 |
| | 138.0 | 149.0 | 11.0 | 0.84 | 0.022 | 1.80 | 0.051 |
| | 169.0 | 197.0 | 28.0 | 0.37 | 0.024 | 1.10 | 0.131 |
| | 239.0 | 244.0 | 5.0 | 0.28 | 0.002 | 0.50 | 0.010 |
| | 251.0 | 304.0 | 53.0 | 0.47 | 0.010 | 1.90 | 0.056 |
| | 321.0 | 334.0 | 13.0 | 0.18 | N/A | N/A | 0.010 |
| | 351.0 | 375.0 | 24.0 | 0.24 | N/A | N/A | 0.010 |
| | 414.0 | 423.0 | 9.0 | 0.42 | N/A | N/A | 0.218 |
| | 436.0 | 450.0 | 14.0 | 0.22 | N/A | N/A | 0.027 |
| | 473.0 | 518.0 | 45.0 | 0.28 | 0.010 | 1.20 | 0.040 |
| 101 | 154.0 | 160.0 | 6.0 | 0.39 | 0.002 | 1.30 | 0.024 |
| | 188.0 | 193.0 | 5.0 | 0.37 | 0.002 | 0.60 | 0.011 |
| | 216.0 | 264.0 | 48.0 | 0.26 | 0.011 | 0.90 | 0.028 |
| 102 | 24.0 | 58.0 | 34.0 | 0.52 | 0.008 | 2.90 | 0.043 |
| | 71.0 | 91.0 | 20.0 | 0.19 | 0.001 | 0.30 | 0.004 |
| | 151.0 | 155.0 | 4.0 | 0.18 | 0.000 | 0.60 | 0.018 |
| | 205.0 | 216.0 | 11.0 | 0.27 | 0.016 | 1.10 | 0.035 |
| | 238.0 | 259.0 | 21.0 | 0.24 | 0.009 | 1.20 | 0.198 |
| | 307.0 | 324.0 | 17.0 | 0.18 | 0.003 | 0.60 | 0.046 |
| | 350.0 | 353.0 | 3.0 | 0.21 | 0.003 | 0.50 | 0.026 |

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| EAST ZONE DRILL HOLES | | | | | | | |
|-----------------------|------------------|-------|--------------|------|-------|--------|--------|
| Hole ID | Intersection (m) | | Interval (m) | % Cu | % Mo | g/t Ag | g/t Au |
| | From | To | | | | | |
| 103 | 38.0 | 66.0 | 28.0 | 0.70 | 0.001 | 2.30 | 0.014 |
| | 109.0 | 120.0 | 11.0 | 0.17 | 0.002 | 0.30 | 0.012 |
| | 142.0 | 150.0 | 8.0 | 0.19 | 0.006 | 0.50 | 0.015 |
| | 186.0 | 191.0 | 5.0 | 0.60 | 0.001 | 0.40 | 0.031 |
| | 213.0 | 225.0 | 12.0 | 0.22 | 0.018 | 1.00 | 0.049 |
| | 233.0 | 270.0 | 37.0 | 0.20 | 0.004 | 0.80 | 0.050 |
| 104 | 38.0 | 47.0 | 9.0 | 0.23 | 0.000 | 0.40 | 0.010 |
| | 66.0 | 84.0 | 18.0 | 0.26 | 0.000 | 1.10 | 0.012 |
| | 96.0 | 108.0 | 12.0 | 0.32 | 0.001 | 1.30 | 0.039 |
| | 120.0 | 124.0 | 4.0 | 0.19 | 0.002 | 1.10 | 0.015 |
| | 135.0 | 146.0 | 11.0 | 0.55 | 0.005 | 1.70 | 0.018 |
| | 196.0 | 200.0 | 4.0 | 0.20 | 0.050 | 0.50 | 0.017 |
| | 248.0 | 251.0 | 3.0 | 0.36 | 0.012 | 1.60 | 0.054 |
| | 286.0 | 294.0 | 8.0 | 0.40 | 0.012 | 1.50 | 0.030 |
| | 347.0 | 350.0 | 3.0 | 0.31 | 0.014 | 1.90 | 0.153 |

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| BORNITE ZONE DRILL HOLES | | | | | | | |
|---------------------------------|-------------------------|-----------|---------------------|-------------|-------------|---------------|---------------|
| Hole ID | Intersection (m) | | Interval (m) | % Cu | % Mo | g/t Ag | g/t Au |
| | From | To | | | | | |
| 115 | 90.0 | 93.0 | 3.0 | 0.39 | 0.001 | 0.30 | 0.015 |
| | 178.0 | 194.0 | 16.0 | 0.27 | 0.001 | 0.70 | 0.084 |
| | 201.0 | 204.0 | 3.0 | 0.21 | 0.000 | 0.60 | 0.022 |
| | 213.0 | 227.0 | 14.0 | 0.20 | 0.001 | 0.80 | 0.018 |
| | 247.0 | 268.0 | 21.0 | 0.23 | 0.009 | 0.30 | 0.009 |
| | 306.0 | 309.0 | 3.0 | 0.20 | 0.004 | 0.80 | 0.042 |
| | 328.0 | 351.0 | 23.0 | 0.16 | 0.001 | 1.30 | 0.047 |
| | 363.0 | 374.0 | 11.0 | 0.29 | 0.007 | 0.60 | 0.013 |
| 116 | 14.0 | 36.0 | 22.0 | 0.38 | 0.002 | 2.20 | 0.058 |
| | 44.0 | 72.0 | 28.0 | 0.29 | 0.003 | 0.90 | 0.072 |
| | 142.0 | 181.0 | 39.0 | 0.50 | 0.030 | 1.40 | 0.106 |
| | 188.0 | 251.0 | 63.0 | 0.51 | 0.016 | 1.80 | 0.554 |
| | 258.0 | 261.0 | 3.0 | 0.30 | 0.003 | 3.10 | 0.322 |
| | 277.0 | 281.0 | 4.0 | 0.30 | 0.009 | 0.20 | 0.008 |
| | 295.0 | 300.0 | 5.0 | 0.21 | 0.006 | 0.40 | 0.027 |
| | 316.0 | 318.4 | 2.4 | 0.32 | 0.006 | 4.40 | 0.506 |
| 119 | 222.0 | 227.0 | 5.0 | 0.80 | 0.010 | 1.60 | 0.012 |
| | 236.0 | 241.0 | 5.0 | 0.31 | 0.002 | 1.10 | 0.051 |
| | 287.0 | 309.0 | 22.0 | 0.27 | 0.002 | 1.10 | 0.095 |
| | 338.0 | 347.0 | 9.0 | 0.32 | 0.003 | 2.60 | 0.206 |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| Hole ID | Intersection (m) | | Interval (m) | Azimuth (°) | Inclination (°) | % Cu | % Mo | g/t Ag | g/t Au |
|-----------|------------------|-------|--------------|-------------|-----------------|------|-------|--------|--------|
| | From | To | | | | | | | |
| | 99A | 40.0 | | | | | | | |
| | 182.0 | 203.0 | 21.0 | | | 0.99 | 0.001 | 4.90 | 0.060 |
| | 419.0 | 422.0 | 3.0 | | | 0.21 | 0.004 | 0.60 | 0.010 |
| 100 | 22.0 | 54.0 | 32.0 | 3.5 | -50 | 0.24 | 0.000 | 0.60 | 0.010 |
| | 138.0 | 149.0 | 11.0 | | | 0.84 | 0.022 | 1.80 | 0.051 |
| Including | 143.0 | 148.0 | 5.0 | | | 1.27 | 0.023 | 2.90 | 0.071 |
| | 169.0 | 197.0 | 28.0 | | | 0.37 | 0.024 | 1.10 | 0.131 |
| | 239.0 | 244.0 | 5.0 | | | 0.28 | 0.002 | 0.50 | 0.010 |
| | 251.0 | 304.0 | 53.0 | | | 0.47 | 0.010 | 1.90 | 0.056 |
| Including | 285.0 | 297.0 | 12.0 | | | 1.05 | 0.038 | 5.60 | 0.201 |
| | 309.0 | 313.0 | 4.0 | | | 0.43 | 0.001 | 0.70 | 0.010 |
| | 321.0 | 334.0 | 13.0 | | | 0.18 | 0.001 | 0.60 | 0.010 |
| | 351.0 | 375.0 | 24.0 | | | 0.24 | 0.003 | 0.70 | 0.010 |
| | 414.0 | 423.0 | 9.0 | | | 0.42 | 0.023 | 3.70 | 0.218 |
| | 436.0 | 450.0 | 14.0 | | | 0.22 | 0.015 | 0.80 | 0.027 |
| | 473.0 | 518.0 | 45.0 | | | 0.28 | 0.010 | 1.20 | 0.040 |
| 105 | 36.0 | 55.0 | 19.0 | 22 | -60 | 0.68 | 0.002 | 2.20 | 0.023 |
| Including | 39.0 | 44.0 | 5.0 | | | 1.56 | 0.001 | 5.10 | 0.025 |
| | 70.0 | 81.0 | 11.0 | | | 0.18 | 0.004 | 0.40 | 0.008 |
| | 98.0 | 103.0 | 5.0 | | | 0.25 | 0.004 | 1.10 | 0.010 |
| | 108.0 | 113.0 | 5.0 | | | 0.22 | 0.002 | 0.60 | 0.031 |
| | 181.0 | 187.0 | 6.0 | | | 0.17 | 0.001 | 0.50 | 0.007 |
| | 214.0 | 219.0 | 5.0 | | | 0.31 | 0.002 | 1.40 | 0.014 |
| | 295.0 | 330.0 | 35.0 | | | 0.47 | 0.004 | 0.80 | 0.028 |
| Including | 296.0 | 299.0 | 3.0 | | | 3.33 | 0.008 | 2.40 | 0.038 |
| | 339.0 | 343.0 | 4.0 | | | 0.33 | 0.001 | 2.30 | 0.082 |
| | 370.0 | 375.0 | 5.0 | | | 0.24 | 0.003 | 1.30 | 0.024 |
| | 393.0 | 401.0 | 8.0 | | | 0.28 | 0.004 | 0.50 | 0.179 |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| Hole ID | Intersection (m) | | Interval (m) | Azimuth (°) | Inclination (°) | % Cu | % Mo | g/t Ag | g/t Au |
|-----------|------------------------------|-------|--------------|-------------|-----------------|------|-------|--------|--------|
| | From | To | | | | | | | |
| | EAST ZONE DRILL HOLES | | | | | | | | |
| 106 | 60.0 | 69.0 | 9.0 | 8.1 | -49 | 0.23 | 0.000 | 0.70 | 0.022 |
| | 87.0 | 94.0 | 7.0 | | | 0.36 | 0.001 | 1.80 | 0.048 |
| | 102.0 | 111.0 | 9.0 | | | 0.24 | 0.005 | 1.20 | 0.013 |
| | 142.0 | 150.0 | 8.0 | | | 0.33 | 0.014 | 0.70 | 0.022 |
| | 157.0 | 160.0 | 3.0 | | | 0.33 | 0.018 | 1.30 | 0.045 |
| | 166.0 | 171.0 | 5.0 | | | 0.36 | 0.001 | 1.20 | 0.018 |
| | 189.0 | 207.0 | 18.0 | | | 0.35 | 0.033 | 2.80 | 0.166 |
| Including | 202.0 | 205.0 | 3.0 | | | 1.16 | 0.022 | 8.40 | 0.637 |
| | 217.0 | 233.0 | 16.0 | | | 0.39 | 0.018 | 2.10 | 0.040 |
| Including | 217.0 | 220.0 | 3.0 | | | 0.91 | 0.033 | 6.20 | 0.041 |
| | 281.0 | 296.0 | 15.0 | | | 0.37 | 0.012 | 1.70 | 0.236 |
| 107 | 131.0 | 144.0 | 13.0 | 6.2 | -49 | 0.23 | 0.002 | 0.70 | 0.011 |
| | 156.0 | 222.0 | 66.0 | | | 0.27 | 0.006 | 1.40 | 0.063 |
| Including | 200.0 | 208.0 | 8.0 | | | 0.48 | 0.012 | 2.60 | 0.279 |
| | 233.0 | 241.0 | 8.0 | | | 0.22 | 0.004 | 1.10 | 0.015 |
| | 260.0 | 278.0 | 18.0 | | | 0.26 | 0.004 | 1.10 | 0.041 |
| | 284.0 | 291.0 | 7.0 | | | 0.70 | 0.004 | 1.60 | 0.092 |
| 108 | 30.0 | 40.0 | 10.0 | 22 | -50 | 0.25 | 0.003 | 1.40 | 0.133 |
| | 56.0 | 62.0 | 6.0 | | | 0.19 | 0.007 | 1.70 | 0.062 |
| | 85.0 | 100.0 | 15.0 | | | 0.38 | 0.001 | 2.30 | 0.033 |
| | 119.0 | 122.0 | 3.0 | | | 0.93 | 0.003 | 3.20 | 0.018 |
| | 260.0 | 264.0 | 4.0 | | | 0.22 | 0.001 | 0.70 | 0.020 |
| 109 | 102.0 | 115.0 | 13.0 | 3.5 | -55 | 0.34 | 0.005 | 2.00 | 0.048 |
| Including | 109.0 | 115.0 | 6.0 | | | 0.57 | 0.009 | 3.60 | 0.082 |
| | 130.0 | 149.0 | 19.0 | | | 0.19 | 0.003 | 0.90 | 0.031 |
| | 161.0 | 164.0 | 3.0 | | | 0.26 | 0.002 | 0.50 | 0.012 |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| Hole ID | Intersection (m) | | Interval (m) | Azimuth (°) | Inclination (°) | % Cu | % Mo | g/t Ag | g/t Au |
|-------------|---------------------------------|-------|--------------|-------------|-----------------|------|-------|--------|--------|
| | From | To | | | | | | | |
| | BORNITE ZONE DRILL HOLES | | | | | | | | |
| 110 | 32.0 | 58.0 | 26.0 | 7.3 | -65 | 0.25 | 0.000 | 0.60 | 0.014 |
| Including | 40.0 | 44.0 | 4.0 | | | 0.47 | 0.000 | 1.40 | 0.027 |
| | 71.0 | 74.0 | 3.0 | | | 0.42 | 0.001 | 1.10 | 0.065 |
| | 104.0 | 107.0 | 3.0 | | | 0.34 | 0.001 | 1.00 | 0.027 |
| | 117.0 | 128.0 | 11.0 | | | 0.24 | 0.001 | 0.60 | 0.029 |
| | 138.0 | 153.0 | 15.0 | | | 0.27 | 0.001 | 0.80 | 0.025 |
| Including | 151.0 | 153.0 | 2.0 | | | 0.60 | 0.003 | 1.10 | 0.015 |
| | 159.0 | 176.0 | 17.0 | | | 0.30 | 0.001 | 0.50 | 0.023 |
| | 194.0 | 231.0 | 37.0 | | | 0.45 | 0.007 | 1.00 | 0.034 |
| Including | 200.0 | 202.0 | 2.0 | | | 1.52 | 0.020 | 2.40 | 0.094 |
| & Including | 208.0 | 211.0 | 3.0 | | | 1.45 | 0.023 | 3.80 | 0.248 |
| | 239.0 | 258.0 | 19.0 | | | 0.28 | 0.003 | 1.70 | 0.019 |
| | 267.0 | 302.0 | 35.0 | | | 0.47 | 0.004 | 3.60 | 0.082 |
| Including | 273.0 | 275.0 | 2.0 | | | 1.20 | 0.001 | 3.60 | 0.157 |
| & Including | 297.0 | 299.0 | 2.0 | | | 2.24 | 0.002 | 14.50 | 0.337 |
| | 311.0 | 329.0 | 18.0 | | | 0.31 | 0.004 | 1.30 | 0.048 |
| | 344.0 | 361.0 | 17.0 | | | 0.32 | 0.004 | 2.30 | 0.107 |
| 111 | 31.0 | 46.0 | 15.0 | 0 | -47 | 0.30 | 0.000 | 2.80 | 0.036 |
| | 62.0 | 82.0 | 20.0 | | | 2.04 | 0.005 | 9.30 | 0.208 |
| Including | 74.0 | 82.0 | 8.0 | | | 4.81 | 0.011 | 22.00 | 0.499 |
| | 87.0 | 101.0 | 14.0 | | | 0.28 | 0.002 | 3.40 | 0.113 |
| | 113.0 | 137.0 | 24.0 | | | 0.29 | 0.009 | 1.90 | 0.134 |
| | 190.0 | 196.0 | 6.0 | | | 0.36 | 0.002 | 0.80 | 0.136 |
| 112B | 70.0 | 91.0 | 21.0 | 2.2 | -65 | 0.71 | 0.009 | 6.20 | 0.597 |
| Including | 74.0 | 82.0 | 8.0 | | | 1.04 | 0.016 | 10.00 | 0.130 |
| | 111.0 | 145.0 | 34.0 | | | 0.58 | 0.013 | 6.40 | 0.202 |
| Including | 126.0 | 135.0 | 9.0 | | | 1.23 | 0.017 | 16.50 | 0.285 |
| | 151.0 | 162.0 | 11.0 | | | 0.33 | 0.002 | 1.70 | 0.093 |
| | 167.0 | 170.0 | 3.0 | | | 0.22 | 0.009 | 0.90 | 0.026 |
| | 207.0 | 219.0 | 12.0 | | | 0.21 | 0.000 | 0.70 | 0.027 |
| | 251.0 | 260.0 | 9.0 | | | 0.14 | 0.001 | 2.20 | 1.265 |

CARMAX MINING CORP
Three Months Ended October 31, 2011
Management's Discussion and Analysis

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| Hole ID | Intersection (m) | | Interval (m) | Azimuth (°) | Inclination (°) | % Cu | % Mo | g/t Ag | g/t Au |
|-------------|---------------------------------|-------|--------------|-------------|-----------------|------|-------|--------|--------|
| | From | To | | | | | | | |
| | BORNITE ZONE DRILL HOLES | | | | | | | | |
| 113 | 9.7 | 16.0 | 6.3 | 6.7 | -50 | 0.36 | 0.001 | 1.80 | 0.111 |
| | 34.0 | 47.0 | 13.0 | | | 0.29 | 0.001 | 0.50 | 0.019 |
| | 92.0 | 178.0 | 86.0 | | | 0.30 | 0.014 | 1.00 | 0.137 |
| Including | 110.0 | 118.0 | 8.0 | | | 0.75 | 0.017 | 1.40 | 0.099 |
| | 198.0 | 215.0 | 17.0 | | | 0.19 | 0.001 | 1.40 | 0.069 |
| 114 | 15.0 | 22.0 | 7.0 | 5.2 | -62 | 0.18 | 0.000 | 0.30 | 0.001 |
| | 50.0 | 55.0 | 5.0 | | | 0.52 | 0.004 | 4.10 | 0.070 |
| | 134.0 | 295.0 | 161.0 | | | 0.54 | 0.029 | 2.30 | 0.284 |
| Including | 134.0 | 137.0 | 3.0 | | | 1.77 | 0.016 | 15.80 | 0.571 |
| & Including | 160.0 | 164.0 | 4.0 | | | 1.01 | 0.139 | 5.00 | 0.272 |
| & Including | 195.0 | 204.0 | 9.0 | | | 1.30 | 0.058 | 2.60 | 0.078 |
| & Including | 209.0 | 215.0 | 6.0 | | | 1.06 | 0.020 | 2.20 | 0.899 |
| & Including | 225.0 | 233.0 | 8.0 | | | 1.17 | 0.065 | 4.10 | 1.088 |
| & Including | 288.0 | 294.0 | 6.0 | | | 0.85 | 0.034 | 4.60 | 0.399 |
| 117 | 7.0 | 12.0 | 5.0 | 2 | -54 | 0.22 | 0.001 | 1.20 | 0.031 |
| | 21.0 | 26.0 | 5.0 | | | 0.26 | 0.000 | 0.50 | 0.022 |
| | 127.0 | 133.0 | 6.0 | | | 0.19 | 0.002 | 0.30 | 0.006 |
| | 187.0 | 192.0 | 5.0 | | | 0.44 | 0.002 | 1.40 | 0.022 |
| | 200.0 | 212.0 | 12.0 | | | 0.16 | 0.005 | 1.40 | 0.055 |
| | 226.0 | 231.0 | 5.0 | | | 0.24 | 0.001 | 0.80 | 0.036 |
| | 279.0 | 284.0 | 5.0 | | | 0.73 | 0.008 | 1.50 | 0.017 |
| | 292.0 | 303.0 | 11.0 | | | 0.18 | 0.003 | 0.20 | 0.010 |
| | 322.0 | 329.0 | 7.0 | | | 0.16 | 0.002 | 0.50 | 0.027 |
| 118 | 30.0 | 34.0 | 4.0 | 5.3 | -53 | 0.16 | 0.000 | 0.40 | 0.006 |
| | 71.0 | 79.0 | 8.0 | | | 0.21 | 0.001 | 0.70 | 0.011 |
| | 132.0 | 142.0 | 10.0 | | | 0.22 | 0.001 | 2.00 | 0.049 |
| | 200.0 | 209.0 | 9.0 | | | 0.19 | 0.000 | 0.50 | 0.005 |

SCHEDULE A (Continued)

Assay Results from the Eaglehead Property

| Hole ID | BORNITE ZONE DRILL HOLES | | | | | | | | |
|-----------|--------------------------|-------|--------------|-------------|-----------------|------|-------|--------|--------|
| | Intersection (m) | | Interval (m) | Azimuth (°) | Inclination (°) | % Cu | % Mo | g/t Ag | g/t Au |
| | From | To | | | | | | | |
| 120 | 31.0 | 51.0 | 20.0 | 1.4 | -50 | 0.55 | 0.009 | 1.20 | 0.015 |
| Including | 36.0 | 40.0 | 4.0 | | | 1.42 | 0.013 | 3.20 | 0.022 |
| | 61.0 | 92.0 | 30.0 | | | 0.45 | 0.013 | 1.30 | 0.132 |
| Including | 71.0 | 73.0 | 2.0 | | | 1.03 | 0.006 | 2.90 | 0.142 |
| | 99.0 | 102.0 | 3.0 | | | 0.23 | 0.011 | 1.60 | 0.009 |
| | 122.0 | 129.0 | 7.0 | | | 0.25 | 0.001 | 1.20 | 0.218 |
| | 141.0 | 146.0 | 5.0 | | | 0.83 | 0.003 | 1.20 | 0.026 |
| | 160.0 | 164.0 | 4.0 | | | 0.20 | 0.003 | 0.70 | 0.049 |