

CARMAX MINING CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

**FOR THE THREE AND NINE MONTHS ENDED
APRIL 30, 2014**

(Unaudited)

(Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF THE
CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Carmax Mining Corp. (the "Company") for the three and nine months ended April 30, 2014 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors

CARMAX MINING CORP.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited) (Expressed in Canadian Dollars)

	APRIL 30 2014	JULY 31 2013
ASSETS		
Current Assets		
Cash	\$ 210,770	\$ 28,518
Short term investments	303,028	300,345
Other receivables	6,900	13,633
B.C. Mining Exploration Tax Credit receivable	-	464,239
Prepaid expenses	7,088	2,022
Total Current Assets	527,786	808,757
Equipment (Note 5)	2,047	3,961
Investment (Note 6)	8,000	5,000
Reclamation Deposits (Note 7)	135,000	135,000
Exploration and Evaluation Assets (Note 8)	7,689,249	7,585,639
Total Assets	\$ 8,362,082	\$ 8,538,357
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 13,759	\$ 35,798
Decommissioning Provision (Note 9)	34,621	34,200
Total Liabilities	48,380	69,998
Equity		
Share capital (Note 10)	12,366,842	12,366,842
Share-based payment reserve	323,479	360,779
Accumulated other comprehensive loss	(16,500)	(19,500)
Deficit	(4,360,119)	(4,239,762)
Total Equity	8,313,702	8,468,359
Total Liabilities and Equity	\$ 8,362,082	\$ 8,538,357

These financial statements were approved and authorized for issue by behalf of the Board of Directors on June 27, 2014 by:

"Jevin Werbes"

Chief Executive Officer

"Chris Healey"

Director

The accompanying notes are an integral part of these financial statements.

CARMAX MINING CORP

CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited)

(Expressed in Canadian Dollars)

	THREE MONTHS ENDED APRIL 30		NINE MONTHS ENDED APRIL 30	
	2014	2013	2014	2013
Expenses				
Accretion expense	\$ 141	\$ -	\$ 421	\$ -
Consulting	11,800	4,475	22,948	19,225
Investor relations	-	-	-	10,000
Management fees	15,000	15,000	45,000	45,000
Office and sundry	9,684	13,888	25,281	35,071
Professional fees	5,909	3,391	22,576	22,038
Promotion and entertainment	4,369	4,723	6,511	6,035
Property investigation costs	-	63,175	-	112,013
Rent	6,900	6,900	20,700	20,700
Shareholder communications	1,757	1,642	4,125	4,087
Transfer agent and regulatory fees	9,102	12,242	15,329	18,868
Travel	1,831	-	2,438	4,109
Loss Before Other Item	(66,493)	(125,436)	(165,329)	(297,146)
Other item				
Interest income	5,224	1,360	7,672	5,714
Loss For The Period	(61,269)	(124,076)	(157,657)	(291,432)
Other Comprehensive Income (Loss)				
Net unrealized gain (loss) arising on available for sale investments during the period	4,000	(4,000)	3,000	-
Comprehensive Loss	(57,269)	(128,076)	(154,657)	(291,432)
Basic and Fully Diluted (Loss) per Share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted Average Number Of Shares Outstanding	27,515,998	27,515,998	27,515,998	27,515,998

The accompanying notes are an integral part of these financial statements.

CARMAX MINING CORP.

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY FOR THE PERIOD FROM AUGUST 1, 2012 to APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

	SHARE CAPITAL		SHARE BASED PAYMENT RESERVE	ACCUMULATED OTHER COMPREHENSIVE LOSS	DEFICIT	TOTAL SHAREHOLDERS' EQUITY
	SHARES	AMOUNT				
Balance, July 31, 2012	27,515,998	\$ 12,366,842	\$ 531,943	\$ (20,500)	\$ (4,066,963)	\$ 8,811,322
Revaluation of investment to market value	-	-	-	-	-	-
Expiration of share-based compensation	-	-	(26,064)	-	26,064	-
Net loss for the period	-	-	-	-	(291,432)	(291,432)
Balance, April 30, 2013	27,515,998	12,366,842	505,879	(20,500)	(4,332,331)	8,519,890
Revaluation of investment to market value	-	-	-	1,000	-	1,000
Expiration of share-based compensation	-	-	(145,100)	-	145,100	-
Net loss for the period	-	-	-	-	(52,531)	(52,531)
Balance July 31, 2013	27,515,998	12,366,842	360,779	(19,500)	(4,239,762)	8,468,359
Revaluation of investment to market value	-	-	-	3,000	-	3,000
Expiration of share-based compensation	-	-	(37,300)	-	37,300	-
Net loss for the period	-	-	-	-	(157,657)	(157,657)
Balance April 30, 2014	27,515,998	\$ 12,366,842	\$ 323,479	\$ (16,500)	\$ (4,360,119)	\$ 8,313,702

The accompanying notes are an integral part of these financial statements.

CARMAX MINING CORP.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS (Unaudited) (Expressed in Canadian Dollars)

	NINE MONTHS ENDED APRIL 30	
	2014	2013
Cash Flows From (Used In) Operating Activities		
Net loss for the period	\$ (157,657)	\$ (291,432)
Items not affecting cash:		
Accretion expense	421	-
Accrued interest	(2,683)	(2,835)
Changes in non-cash working capital items:		
Prepaid expenses	(5,066)	19,476
Other receivables	6,733	5,832
Accounts payable and accrued liabilities	(9,418)	(33,914)
Cash Outflows From Operating Activities	(167,670)	(302,873)
Cash Flows From (Used in) Investing Activities		
Short term investments (net)	-	350,000
Exploration and evaluation assets	(114,317)	(24,173)
Reclamation bond	-	(25,000)
B.C. Mining Exploration Tax Credit receivable	464,239	-
Cash Inflows from Investing Activities	349,922	300,827
Increase (Decrease) In Cash For The Period	182,252	(2,046)
Cash, Beginning Of Period	28,518	20,365
Cash, End Of Period	\$ 210,770	\$ 18,319
Supplemental Disclosure Of Cash Flow Information		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

The accompanying notes are an integral part of these financial statements.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

Carmax Mining Corp. was incorporated under the Canada Business Corporations Act on June 16, 2000 and is listed on the TSX Venture Exchange.

The address of the Company's corporate office and principal place of business is Suite 300 – 235 West 15th Street, West Vancouver, British Columbia, V7T 2X1.

The Company's principal business activity is the acquisition and exploration of resource properties. The Company presently has no proven or probable reserves and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended July 31, 2013.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on June 27, 2014.

b) Basis of Measurement

These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional currency of the Company is the Canadian dollar, being the currency of the economic environment of the Company's operations. The functional currency is also the presentation currency.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. See Note 4 for Critical Accounting Estimates and Judgments made by management in the application of IFRS.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at July 31, 2013. The accompanying condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2013.

Accounting Standards Issued but Not Yet Applied

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9"), was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and Fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends, to the extent not clearly representing a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely. This standard is required to be applied for accounting periods beginning on or after January 1, 2015, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

4. USE OF ESTIMATES AND JUDGEMENTS

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 income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgment in the process of applying the accounting policies.

On an on-going basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its judgments and estimates. Revisions to accounting estimates are recognised prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Critical Accounting Estimates

The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

Impairment

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

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

4. USE OF ESTIMATES AND JUDGEMENTS (Continued)

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. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 11.

Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, 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.

Rehabilitation provisions

Management's best estimates regarding the rehabilitation provisions are based on the current economic environment and future cash flows. Changes in estimates of contamination, restoration standards and restoration activities result in changes to provisions from period to period. Actual rehabilitation provisions will ultimately depend on future market prices for future rehabilitation obligations.

Critical Judgments Used in Applying Accounting Policies

Going concern

Financial statements are prepared on a going concern basis unless management either intends to liquidate the Company or to cease trading, or has no realistic alternative to do so. Assessment of the Company's ability to continue as a going concern requires the consideration of all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. This information includes estimates of future cash flows and other factors, the outcome of which is uncertain. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern those uncertainties are disclosed. Management has determined that disclosure is not required in these statements.

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.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014

(Unaudited)

(Expressed in Canadian Dollars)

4. USE OF ESTIMATES AND JUDGEMENTS (Continued)

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.

5. EQUIPMENT

	FIELD EQUIPMENT
Cost	
Balance, July 31, 2013	\$ 8,500
Additions	
Disposals	-
Balance April 30, 2014	<u>\$ 8,500</u>
Amortization	
Balance, July 31, 2013	\$ 4,539
Charge for the period	1,914
Disposals	-
Balance April 30, 2014	<u>\$ 6,453</u>
Net Book Value	
Balance April 30, 2014	<u><u>\$ 2,047</u></u>

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

5. EQUIPMENT

	FIELD EQUIPMENT
Cost	
Balance, July 31, 2012	\$ 8,500
Additions	
Disposals	-
Balance July 31, 2013	\$ 8,500
Amortization	
Balance, July 31, 2012	\$ 1,987
Charge for the year	2,552
Disposals	-
Balance July 31, 2013	\$ 4,539
Net Book Value	
Balance July 31, 2013	\$ 3,961

6. INVESTMENT

	APRIL 30 2014	JULY 31 2013
Alexandria Minerals Corporation – 100,000 common shares quoted at market value	\$ 8,000	\$ 5,000

7. RECLAMATION DEPOSITS

The Company was required to post three bonds totalling \$135,000, relating to the exploration of the Eaglehead Property in British Columbia. The deposits will be refunded to the Company upon completion of reclamation to the satisfaction of the Inspector of Mines. The reclamation deposits are being held in term deposits with various interest rates.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014

(Unaudited)

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS

Mineral property costs for the nine month period ended April 30, 2014, comprise:

	WHISKEY JACK CREEK PROPERTY	EAGLEHEAD PROPERTY	TOTAL
Property Acquisition Costs			
Balance, April 30, 2014 and July 31, 2013	\$ 4,000	\$ 611,500	\$ 615,500
Deferred exploration expenditures			
Balance, July 31, 2013	\$ 474,392	\$ 6,495,747	\$ 6,970,139
Additions in the year			
Engineering and consulting	-	20,175	20,175
Camp costs	-	48,166	48,166
Supplies	-	1,462	1,462
Board and travel	-	18,275	18,275
Assays	-	2,586	2,586
Reports and mapping	-	7,900	7,900
Transportation	-	1,032	1,032
Labour and technicians	-	2,100	2,100
Assessment costs	-	-	-
Drilling	-	-	-
Equipment rental	-	-	-
Amortization of field equipment	-	1,914	1,914
Decommissioning costs	-	-	-
B.C. Mining Exploration Tax Credit receivable	-	-	-
	-	103,610	103,610
Balance, April 30, 2014	\$ 474,392	\$ 6,599,357	\$ 7,073,749
Total balance, April 30, 2014	\$ 478,392	\$ 7,210,857	\$ 7,689,249

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014

(Unaudited)

(Expressed in Canadian Dollars)

Mineral property costs for the year ended July 31, 2013, comprise:

	WHISKEY JACK CREEK PROPERTY	EAGLEHEAD PROPERTY	TOTAL
Property Acquisition Costs			
Balance, July 31, 2013 and 2012	\$ 4,000	\$ 611,500	\$ 615,500
Deferred exploration expenditures			
Balance, July 31, 2012	\$ 474,392	\$ 6,385,055	\$ 6,859,447
Additions in the year			
Engineering and consulting	-	28,475	28,475
Camp costs	-	25,312	25,312
Supplies	-	-	-
Board and travel	-	17,753	17,753
Assays	-	409	409
Reports and mapping	-	10,988	10,988
Transportation	-	1,410	1,410
Labour and technicians	-	7,050	7,050
Assessment costs	-	-	-
Drilling	-	-	-
Equipment rental	-	1,028	1,028
Amortization of field equipment	-	2,552	2,552
Decommissioning costs	-	34,200	34,200
B.C. Mining Exploration Tax Credit receivable	-	(18,485)	(18,485)
	-	110,692	110,692
Balance, July 31, 2013	\$ 474,392	\$ 6,495,747	\$ 6,970,139
Total balance, July 31, 2013	\$ 478,392	\$ 7,107,247	\$ 7,585,639

a) Whiskey Jack Creek Property

Prior to August 1, 2010, and per an option agreement, the Company acquired a 100% interest, subject to a 3% net smelter return royalty, in three mineral claims located in Cairo Townships, Ontario, known as the Whiskey Jack Creek Property. Considerations for the acquisition were cash payments totalling \$45,000. The Company also incurred exploration expenditures in excess of \$200,000, the minimum requirement per the option agreement.

Upon commencement of commercial production on the property, the Company shall pay the optionor a 3% net smelter return royalty to be reduced to 1% after the payment of \$2,000,000 in royalty payments.

The Company acquired an additional 5 claims through staking, consisting of 41 units adjoining the Whiskey Jack Creek Property to the south and east.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (Continued)

a) Whiskey Jack Creek Property

Prior to August 1, 2010, the Company entered into an Earning Option Agreement with Alexandria Minerals Corporation ("AMC"), whereby the Company granted to AMC the right to explore and acquire a 50% interest in the 41 units owned by the Company adjoining the Whiskey Jack Creek Property, and to acquire a 50% interest in the rights to the Whiskey Jack Creek Property held by the Company. The agreement is subject to a 3% net smelter return royalty, 2% of which can be purchased by AMC for \$500,000 per ½%.

AMC earned its 50% interest in the property by issuing a total of 100,000 common shares of AMC with a fair value of \$16,000 and paying \$25,000 total cash payments. AMC incurred exploration expenditures in excess of the \$300,000 minimum amount required under the agreement. A joint venture is to be established and the parties are currently negotiating the agreement, which will designate a 50% interest for each of the Company and AMC to further develop the property; and AMC will be the operator and manager of the property.

b) Eaglehead Property

The Company has an agreement, effective October 31, 2005, with two former directors of the Company, to acquire a 100% interest in the Eaglehead Property claims, subject to a 2.5% net smelter return royalty, located near the Dease Lake area of north central British Columbia.

During the year ended July 31, 2008, the Company successfully staked an additional six claims adjoining the Eaglehead Property to the southeast.

During the year ended July 31, 2011, the Company completed all the terms of the acquisition agreement including minimum cash payments totalling \$350,000, issuing 300,000 common shares and spending a minimum of \$6,000,000 in exploration and development costs and earned its 100% interest in the property.

9. DECOMMISSIONING PROVISION

The decommissioning provision for the Eaglehead exploration and evaluation assets was estimated by management based on the Company's ownership interest, the estimated timing of the risk adjusted costs to be incurred in future periods and the Company's risk free interest rate of 1.63% at April 30, 2014. The Company has estimated the net present value of this provision at April 30, 2014 to be \$34,621 based on a total undiscounted liability of \$36,500. This undiscounted cost was determined by using a risk adjusted rate of inflation of 5% annually. These costs are expected to be incurred in 2017.

	APRIL 30, 2014	JULY 31 2013
Balance, beginning of period	\$ 34,200	\$ -
Decommissioning provision	-	34,200
Accretion	421	-
Balance, end of period	<u>\$ 34,621</u>	<u>\$ 34,200</u>

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

10. SHARE CAPITAL

a) Authorized

An unlimited number of common shares without par value

b) Issued and Outstanding

During the nine month period ended April 30, 2014 and the year ended July 31, 2013 there were no share issuances.

c) Warrants

A summary of changes in share purchase warrants for the nine months ended April 30, 2014 and the year ended July 31, 2013 is presented below:

	NINE MONTHS ENDED APRIL 30, 2014		YEAR ENDED JULY 31, 2013	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	-	\$ -	16,549,670	\$ 0.28
Expired	-	-	(16,549,670)	(0.28)
Balance, end of period	-	\$ -	-	\$ -

As at April 30, 2014 there were no share purchase warrants outstanding.

d) Broker's Options

A summary of changes in broker's options for the nine months ended April 30, 2014 and the year ended July 31, 2013 is presented below:

	NINE MONTHS ENDED APRIL 30, 2014		YEAR ENDED JULY 31, 2013	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	-	\$ -	938,610	\$ 0.20
Expired	-	-	(938,610)	(0.20)
Balance, end of period	-	\$ -	-	\$ -

As at April 30, 2014 there were no broker's options outstanding.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

11. SHARE-BASED PAYMENTS

Stock Options

The Company has a fixed stock option plan which follows the policies of the TSX Venture Exchange ("TSX-V") regarding stock option awards granted to directors, officers, employees and consultants. The stock option plan allows a maximum of 10% of the issued shares to be reserved for issuance under the plan.

A summary of changes in stock options for the nine months ended April 30, 2014 and the year ended July 31, 2013 is presented below:

	NINE MONTHS ENDED APRIL 30, 2014		YEAR ENDED JULY 31, 2013	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	1,921,000	\$ 0.23	1,971,000	\$ 0.23
Granted	-	-	-	-
Expired/forfeited	(271,000)	(0.24)	(50,000)	(0.26)
Balance, end of period	<u>1,650,000</u>	<u>\$ 0.23</u>	<u>1,921,000</u>	<u>\$ 0.23</u>

As at April 30, 2014, options were outstanding for the purchase of common shares as follows:

NUMBER OF SHARES	PRICE PER SHARE	NUMBER EXERCISABLE AT JANUARY 31, 2014	EXPIRY DATE
725,000	\$ 0.26	725,000	October 27, 2015
875,000	\$ 0.20	875,000	June 17, 2016
50,000	\$ 0.20	50,000	September 7, 2016
<u>1,650,000</u>	<u>\$ 0.23</u>	<u>1,650,000</u>	

Compensation costs attributable to the granting and vesting of share options are measured at fair value and expensed with a corresponding increase to share-based payment reserve. Upon exercise of the stock options, consideration paid by the option holder together with the amount previously recognized in share-based payment reserve is recorded as an increase to share capital. Upon expiry, the amounts recorded for share-based compensation are transferred to the deficit from the share-based payment reserve.

Options Issued to Employees

The fair value measured at the grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, expected forfeitures, the term of the option, the share price at grant date and the expected volatility of the underlying share, the dividend yield and the risk free interest rate of the option.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

11. SHARE-BASED PAYMENTS (Continued)

Stock Options (Continued)

Options Issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably the options are measured by determining the fair value of the options granted using the Black-Scholes option pricing model.

During the nine month period ended April 30, 2014, the Company recorded \$nil (nine month period ended April 30, 2013 - \$nil) in share-based payment expense for options accruing or vesting during the period.

The fair value of each stock option granted to employees is estimated on the date of grant. The fair value of stock options granted to non-employees that vest over time, are re-valued at each vesting period. All stock options are estimated using the Black-Scholes option-pricing model with weighted average assumptions as follows:

	2014	2013
Risk free rate	-	-
Dividend yield	-	-
Expected life	-	-
Forfeiture rate	-	-
Expected volatility	-	-
Weighted average fair value per option grant	-	-

13. RELATED PARTY TRANSACTIONS

Related party transactions are in the normal course of operations and are measured at 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.

At April 30, 2014, included in accounts payable and accrued liabilities is \$nil (July 31, 2013 - \$433 – owing to a company controlled by a director), and \$8,043 (July 31, 2013 - \$6,788) owing to a company controlled by an officer for services rendered to the Company. The amounts payable are non-interest bearing, unsecured and have no specific terms of repayment.

During the nine month periods ended April 30, 2014 and 2013, the Company also incurred the following expenses charged by key management personnel and companies directly controlled by key management personnel.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

13. RELATED PARTY TRANSACTIONS (Continued)

	NINE MONTHS ENDED APRIL 30	
	2014	2013
Balance Sheet Items		
Deferred exploration expenditures	\$ 21,450	\$ 16,225
	\$ 21,450	\$ 16,225
Statement of Operations Items		
Consulting	\$ 948	\$ 1,500
Management fees	45,000	45,000
Office administration	20,250	20,250
Professional fees	13,300	9,500
Property investigation costs	-	14,625
Rent	20,700	20,700
	\$ 100,198	\$ 111,575

14. CAPITAL DISCLOSURES

The Company was formed for the purpose of acquiring exploration and development stage natural resource properties. The Board of Directors determines the Company's capital structure and makes adjustments to it based on funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The directors have not established a quantitative return on capital criteria for capital management.

The Company holds two mineral properties and generates no revenue. Accordingly, the Company will be dependent in the future upon external financing to fund future exploration programs and its administrative costs. The Company will spend existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if management feels there is sufficient geologic or economic potential, provided it has adequate financial resources to do so.

The Board of Directors reviews its capital management approach on an ongoing basis and believes that its approach, given the relative size of the Company, is reasonable.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company considers the items included in the Statement of Changes in Equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, sell assets to reduce debt or return capital to shareholders. The Company is not subject to externally imposed capital requirements.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

IFRS 7 establishes a fair value hierarchy that priorities the input to valuation techniques used to measure fair value as follows:

Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

Level 3 – Applies to assets or liabilities for which there are unobservable market data.

Financial assets measured at fair value on a recurring basis:

	FAIR VALUE INPUT LEVEL	AS AT APRIL 30, 2014		AS AT JULY 31, 2013	
		CARRYING AMOUNT	ESTIMATED FAIR VALUE	CARRYING AMOUNT	ESTIMATED FAIR VALUE
Financial Assets:					
Cash	1	\$ 210,770	\$ 210,770	\$ 28,518	\$ 28,518
Short term investment	1	\$ 303,028	\$ 303,028	\$ 300,345	\$ 300,345
Investment	1	\$ 8,000	\$ 8,000	\$ 5,000	\$ 5,000

Due to the relatively short term liquidity of reclamation deposits and accounts payable and accrued liabilities, the fair value of these instruments approximate their carrying values.

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, reclamation deposits and the investment. Cash, short-term investments and reclamation deposits 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.

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 April 30, 2014, the Company held cash and short term investments aggregating \$513,798 (July 31, 2013 - \$328,863) and had current liabilities of \$13,759 (July 31, 2013 - \$35,798). All of the Company's current liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

CARMAX MINING CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2014 (Unaudited) (Expressed in Canadian Dollars)

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

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. 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 April 30, 2014, 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.

16. SUBSEQUENT EVENTS

Subsequent to the period end:

- i) On May 29, 2014, the Company closed the first tranche a non-brokered private placement and issued 20,000,000 units to a 1001195 B C Ltd, a subsidiary company of Copper Fox Metals Inc., at a price of \$0.05 per unit for total aggregate proceeds of \$1,000,000. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.075 until May 29, 2016.

The Company has continued the non-brokered private placement and expects to issue up to 4,000,000 units to investors at a price of \$0.05 per unit for total aggregate proceeds of \$200,000. Each unit consists of one share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.075 for two years from closing.

Subsequent to the above issuances, 1001195 BC Ltd will control approximately 38.82% of the issued common shares of the Company.