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**MANAGEMENT'S DISCUSSION AND  
ANALYSIS OF FINANCIAL CONDITION AND  
RESULTS OF OPERATIONS**

**FOR THE THREE AND SIX MONTHS ENDED  
APRIL 30, 2017**

*(Expressed in Canadian Dollars)*

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**CONTENTS**

1. INTRODUCTION .....	3
2. INTERNAL CONTROLS OVER FINANCIAL REPORTING .....	4
3. DISCLOSURE CONTROLS AND PROCEDURES .....	4
4. FORWARD-LOOKING STATEMENTS .....	5
5. SIX MONTHS ENDED APRIL 30, 2017 HIGHLIGHTS AND SIGNIFICANT EVENTS .....	6
6. PROPERTY SUMMARY .....	6
7. SUMMARY OF QUARTERLY RESULTS .....	8
8. DISCUSSION OF OPERATIONS.....	8
9. LIQUIDITY AND CAPITAL RESOURCES .....	10
10. TRANSACTIONS WITH RELATED PARTIES .....	13
11. FINANCIAL INSTRUMENTS AND RELATED RISKS.....	15
12. RISKS AND UNCERTAINTIES .....	17
13. PROPOSED TRANSACTIONS .....	17
14. DISCLOSURE OF OUTSTANDING SHARE DATA.....	17
15. OFF-BALANCE SHEET ARRANGEMENTS.....	18
16. CHANGES IN ACCOUNTING STANDARDS.....	18
17. CRITICAL ACCOUNTING ESTIMATES .....	18
18. APPROVAL .....	20

## 1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Carmax Mining Corp. (referred to as "Carmax", the "Company", "us" or "our") provides analysis of the Company's financial results for the three and six months ended April 30, 2017. The following information should be read in conjunction with the accompanying audited annual financial statements for the year ended October 31, 2016, and the notes to those financial statements, prepared in accordance with IAS 34 under International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. Please also refer to the tables starting on page 8 of this MD&A which compares certain financial results for the three and six months ended April 30, 2017 and April 30, 2016. Financial information contained herein is expressed in Canadian dollars, unless otherwise stated. All information in this MD&A is current as of June 22, 2017 unless otherwise indicated. This MD&A is intended to supplement and complement Carmax's unaudited condensed interim financial statements for the three and six months ended April 30, 2017 and the notes thereto. Readers are cautioned that this MD&A contains "*forward-looking statements*" and that actual events may vary from management's expectations. This MD&A was reviewed, approved and authorized for issue by the Company's Audit Committee, on behalf of the Board of Directors, on June 22, 2017.

### Description of Business

Carmax is a public company incorporated in British Columbia, under the "*Canadian Business Corporation Act*" and its common shares are listed on the TSX Venture Exchange (the "*TSX-V*"); under the trading symbol "*CXM.V*". The Company maintains its head office at 142-1146 Pacific Blvd., Vancouver, British Columbia, Canada, V6Z 2X7.

The Company's principal business activity is the exploration of the Eaglehead copper project, located in the Liard Mining Division in northern British Columbia.

On April 30, 2017 and June 22, 2017, the Company had (i) 101,742,525 common shares issued and outstanding; (ii) 11,000,000 and Nil share purchase warrants to acquire common shares outstanding and (iii) 4,700,000 options to acquire common shares outstanding.

#### Head Office

#142 - 1146 Pacific Blvd.  
Vancouver, BC V6Z 2X7  
Canada  
Tel: +1-604-620-7737

#### Share Information

Our common shares are listed for trading on the TSX-V under the symbol "CXM.V".

#### Investor Information

Financial reports, news releases and corporate information can be accessed on our website at [www.carmaxmining.com](http://www.carmaxmining.com) and on SEDAR at [www.sedar.com](http://www.sedar.com)

#### Registered Office

217-179 Davie Street  
Vancouver, BC V6Z 2Y1  
Canada  
Tel: +1-604-669-3233

#### Transfer Agent and Registrar

Computershare Investor Services Inc.  
3<sup>rd</sup> Floor, 510 Burrard Street  
Vancouver, BC V6C 3B9  
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## CARMAX MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Six Months Ended April 30, 2017

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As at the date of this MD&A, Carmax Mining's directors and officers are as follows:

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### Directors

Elmer Stewart (Chairman)  
Jevin Werbes  
Chris Healey  
J. Michael Smith  
Hrayr Agnerian

### Officers and Position

Jevin Werbes, President and Chief Executive Officer  
Braden Jensen, Chief Financial Officer  
Judy A. McCall, Corporate Secretary

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### Audit Committee

J. Michael Smith (Chairman)  
Elmer Stewart  
Chris Healey  
Jevin Werbes (Non-Independent)

### Compensation Committee

Chris Healey  
J. Michael Smith  
Jevin Werbes

## Qualified Person

Mr. Elmer B. Stewart, MSc. P. Geol., Director of the Company, is the Qualified Person as defined under NI 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") who has reviewed and approved all technical and scientific disclosure contained in this MD&A regarding the Company's mineral properties.

## 2. INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's management is responsible for the preparation and integrity of the Company's financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable and prepared in accordance with IFRS. The Company's Board follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee meets with management and the Company's external auditor to review the financial statements and the MD&A, as well as to discuss other financial, operating and internal control matters.

During the six months ended April 30, 2017, no significant changes have occurred that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial preparation and presentation.

## 3. DISCLOSURE CONTROLS AND PROCEDURES

The Company's management is also responsible for the design and effectiveness of disclosure controls and procedures that are intended to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. Management, including the Chief Executive Officer and the Chief Financial Officer of the Company, have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as at April 30, 2017. There have been no changes in the Company's disclosure controls and procedures during the six months ended April 30, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's disclosure controls and

procedures. Based on this evaluation, management has concluded that the Company's disclosure controls and procedures were effective as at April 30, 2017.

#### **4. FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A constitute "*forward-looking statements*" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A and 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 laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. **Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.**

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

By their very nature, 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, and readers are advised to consider such forward-looking statements in light of the risk factors set forth below and as further detailed in the "*Risks and Uncertainties*" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects; the risks inherent in the exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations; risks of litigation and other risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to

the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

## **5. SIX MONTHS ENDED APRIL 30, 2017 HIGHLIGHTS AND SIGNIFICANT EVENTS**

- On December 14, 2016, Carmax released the results of the preliminary test work from its Eaglehead copper project. The work was completed on different mineralized lithologies that covered a range of copper-gold-molybdenum grades. The test work included locked cycle tests, Bond Ball Mill Work Index (BWi) tests, Bond Abrasion Index (Ai) tests and mineralogical studies (“**QEMSCAN**”).
- On January 24, 2017 (see news release dated February 3, 2017) the Judicial Review of the Gold Commissioner's decision to re-instate Carmax's mineral title and allow the Company time to file additional assessment credits in order to maintain its mineral tenure in good standing was heard in the Supreme Court of British Columbia. Carmax was not a party to these proceedings. Until the decision from the Supreme Court is delivered, Carmax's title to claim #1034634 is in doubt. The Supreme Court's decision has been delayed several times (see news releases dated April 5 and May 10, 2017). The Court's decision on this matter is now expected to be delivered on July 17, 2017.

### *Subsequent to the Period End:*

- On May 1, 2017, 11,000,000 warrants with an exercise price of \$0.075 expired unexercised.
- In May 2017, Carmax was informed that the Supreme Court's Judicial Review decision has been postponed until July 17, 2017.

## **6. PROPERTY SUMMARY**

The pending court decision on the Judicial Review related to the Eaglehead project has been delayed on several occasions and there is no assurance that the decision will be delivered on July 17, 2017 (see news release dated May 10, 2017). While Carmax is confident that the decision of the Chief Gold Commissioner will be upheld, in the interim Carmax is reviewing a number of other copper projects in North America as well as completing a re-evaluation of the technical data from the Whiskey Jack Creek Gold Project (“Whiskey Jack”) gold project in Ontario. The Whiskey Jack project was last explored in 2009. Since then, Carmax has focused the vast majority of its expenditures and exploration activities on the Eaglehead copper project. The updated technical review of the Whiskey Jack project should be completed by the end of Q3 2017.

During the Q2 2017, the Company placed the Eaglehead project on a “care and maintenance” basis until the decision of the Judicial Review has been delivered. Carmax is only incurring expenditures that are necessary to maintain the Eaglehead project in its current state.

### **Eaglehead Property**

The Eaglehead copper-molybdenum-gold property covers 13,540 Ha. located in the Liard Mining District in northern British Columbia, approximately 40 kilometers east of Dease Lake.

In 2012, Roscoe Postle Associates Inc. (“**RPA**”) prepared a NI 43-101 Technical Report on the Eaglehead property which included a current Mineral Resources estimate on the East and Bornite zones located within the

property. The Technical Report prepared by B. McDonough, P. Geo. And D. Rennie, P. Eng. as Qualified Persons was filed on SEDAR on June 29, 2012 (see news release dated July 4, 2012). The Inferred Mineral Resource estimate totals 102.5 million tonnes at an average grade of 0.29% Cu, 0.010% Mo, and 0.08 g/t Au. The resources were estimated at a cut-off grade of 0.16% copper equivalent ("CuEq") and contain approximately 662 million pounds of copper, 22 million pounds of molybdenum, and 265,000 ounces of gold.

In January 2016, Copper Fox Metals Inc. through its wholly owned subsidiary Northern Fox Copper Inc. increased its share ownership in Carmax to 65.4% of the issued and outstanding common shares of Carmax.

During 2016, Carmax conducted an exploration program that consisted of: i) re-logging, sampling and/or re-sampling of 40 historical drill holes (13,562m) from the Camp-Pass-Bornite-East zones, ii) prospecting and mapping of the area around Camp zone, iii) re-analysis of approximately 15,000 pulp and core samples from historical drill core and iv) preliminary metallurgical test work. The objective of the 2016 program was to eliminate "legacy data" issues in the project data base related to previous exploration programs.

On December 14, 2016, Carmax released results of preliminary test work on mineralized samples from the Eaglehead project. The mineralized samples included a number of mineralized lithologies and covered a range of copper, gold and molybdenum grades. The test work included locked cycle tests, Bond Ball Mill Work Index (BWi) tests and Bond Abrasion Index (Ai) tests.

QEMSCAN studies on the test work samples show chalcopyrite and bornite as the dominant copper sulphides. These samples also contained low pyrite concentrations ranging from 0.03-0.17%. The BWi and the Ai testing yielded a range of indices the average of which categorized the mineralization as hard and very hard with medium to abrasive indices.

All samples responded well to conventional copper-molybdenite flotation. Four rougher stages, followed by regrind and three cleaning stages with a primary grind size K80 of approximately 150 µm and a regrind size K80 of 21 µm were employed. The final copper-molybdenite bulk concentrate assayed 29.6% Cu, 2.72% Mo, 28.2 g/t Au, and 175.9 g/t Ag. The estimated metal recoveries to concentrate were 89.9% copper, 71.1% molybdenite, 78.6% gold, and 78.1% silver with very low concentrations of arsenic, selenium and tin. The test work, although preliminary in nature, yielded a clean copper concentrate with low concentrations of "penalty" elements. SGS has recommended further test work should the project proceed.

During Q2 2017, compilation of the analytical data base and formatting of the drill core descriptions into an industry standard format was completed. The preparation of a geologic model for the Eaglehead project has been suspended pending receipt of the Court's decision on the Judicial Review. If the decision on the Judicial Review is received on July 17, 2017 as indicated in the latest correspondence from the court, assuming a positive decision, it would be too late in the year to commence an effective exploration program due to the onset of winter weather conditions. Assuming a positive decision on the Judicial Review, Carmax would prepare a work program and budget to continue exploration of the project in 2018 provided that funding for such program would be available.

### **Whiskey Jack Creek Project**

Carmax owns a 50% working interest in the Whiskey Jack project that consists of nine mineral tenures (1,328 hectares) located in the southwest portion of Cairo Township in the Mining District of Timiskaming, Ontario, NTS sheet 41P/15, approximately 6 kms east of Alamos Gold Inc's Young Davidson gold mine. Alexandria Minerals Corporation (50% working interest) is the Operator of the Project. The last exploration on this project was completed in 2009 and consisted of limited diamond drilling and surface sampling.

## CARMAX MINING CORP.

### Management's Discussion and Analysis of Financial Condition and Results of Operations For the Three and Six Months Ended April 30, 2017

The Property is underlain by Archean metavolcanics including ultramafic rocks, komatiitic basalt and massive and banded mafic to felsic tuffaceous units. These Archean rocks are intruded by granodioritic to syenitic intrusions. Diabase dykes cut the previous units as north striking swarms. Proterozoic sediments of the Cobalt Group overly the above units.

Carmax plans to acquire copies of the historical exploration data from Alexandria Minerals and commence an updated compilation and re-evaluation of gold potential related to this project. This work will be completed internally and is expected to be finished within Q3 2017, at which time the results of the evaluation will be disseminated by way of news release.

## 7. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	April 30, 2017 3 Months Ended	January 31, 2017 3 Months Ended	October 31, 2016 3 Months Ended	July 31, 2016 3 Months Ended
Loss before non-operating items and taxes	\$ (80,351)	\$ (35,285)	\$ (59,735)	\$ (66,355)
Loss before income taxes	(80,351)	(34,469)	(54,833)	(64,901)
Net Loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Comprehensive loss	(99,202)	(34,469)	(51,333)	(64,901)
Net Comprehensive loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

	April 30, 2016 3 Months Ended	January 31, 2016 3 Months Ended	October 31, 2015 3 Months Ended	July 31, 2015 3 Months Ended
Loss before non-operating items and taxes	\$ (118,648)	\$ (82,847)	\$ (97,662)	\$ (94,806)
Loss before income taxes	(118,095)	(82,289)	(95,496)	(94,420)
Net Loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Comprehensive loss	(118,095)	(82,289)	(67,996)	(94,420)
Net Comprehensive loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

The Company's quarterly operating expenses decreased by \$38,297 in Q2 2017 compared to Q2 2016 due primarily to decreased consulting fees and office expenses.

## 8. DISCUSSION OF OPERATIONS

All of the information described below is accounted for in accordance with IFRS, as issued by IASB. The reader is encouraged to refer to Note 3 of the Company's audited annual financial statements for the year ended October 31, 2016 for Carmax Mining's summary of significant accounting policies.

### Three Months Ended April 30, 2017 Compared to Three Months Ended April 30, 2016

For the three months ended April 30, 2017, the Company recorded a comprehensive loss of \$99,202 or \$0.00 per share compared to a comprehensive loss of \$118,095 or \$0.00 per share in the comparable quarter for the three months ended April 30, 2016. The decrease in comprehensive loss of \$18,893 is due to a decrease in consulting fees offset by a loss on investment.

	Three Months Ended April 30, 2017	Three Months Ended April 30, 2016	Discussion
Accretion	\$23	\$141	Accretion decreased due to the decommission provision being extended

**CARMAX MINING CORP.**Management's Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Six Months Ended April 30, 2017

	<b>Three Months Ended April 30, 2017</b>	<b>Three Months Ended April 30, 2016</b>	<b>Discussion</b>
			at the end of the previous fiscal year from 2017 to 2021, with the undiscounted liability of \$36,500 remaining unchanged, resulting in a lower quarterly accretion charge.
<b>Consulting</b>	\$44,325	\$71,314	Consulting decreased by \$26,989 due to there being less consultants this quarter compared to the previous comparable period as a result of there being only minimal work completed on the Eaglehead project during this quarter.
<b>Director Fees</b>	\$Nil	\$5,500	The directors' fees decreased to Nil this quarter due to the Company conserving cash in the current quarter and deferring expenses until a later date.
<b>Insurance</b>	\$Nil	\$4,575	Insurance expense decreased to Nil due to an accounting policy change. Insurance is now fully expensed in the quarter it is incurred, rather than set up as a prepaid and amortized evenly over the year.
<b>Office</b>	\$2,925	\$7,057	Office expenses decreased compared to the prior comparable period due to the Company conserving cash as possible until the judicial review decision has been finalized.
<b>Professional Fees</b>	\$19,047	\$10,043	Professional fees increased this quarter due to the 2016 year-end audit invoices being received in March 2017, with no accounting accrual to offset the expenditure as was done in the previous comparable period.
<b>Promotion and Entertainment</b>	\$268	\$2,129	Promotion and entertainment decreased compared to the prior comparable period due to the Company conserving cash until the judicial review decision has been finalized.
<b>Rent</b>	\$3,750	\$3,750	Rent was unchanged.
<b>Shareholder Communications</b>	\$3,034	\$3,279	Shareholder communications remained relatively unchanged.

**CARMAX MINING CORP.**

Management's Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Six Months Ended April 30, 2017

	<b>Three Months Ended April 30, 2017</b>	<b>Three Months Ended April 30, 2016</b>	<b>Discussion</b>
<b>Transfer Agent and Regulatory Fees</b>	\$6,979	\$7,859	Transfer agent and regulatory fees remained relatively unchanged.
<b>Travel</b>	\$Nil	\$3,001	Travel decreased compared to the prior comparable period due the Company conserving cash until the judicial review decision has been finalized.
<i>Non-Operating Income (Expense)</i>			
<b>Interest Income</b>	\$149	\$553	Interest income remained relatively unchanged.
<b>Loss on Sale of Investment</b>	\$19,000	\$Nil	The increase of \$19,000 in the loss on sale of investment is due to Carmax selling 100,000 shares of Alexandria Minerals in February 2017.

**Six Months Ended April 30, 2017 Compared to Six Months Ended April 30, 2016**

For the six months ended April 30, 2017, the Company recorded a comprehensive loss of \$133,841 or \$0.00 per share compared to a comprehensive loss of \$200,384 or \$0.00 per share in the comparable quarter for the six months ended April 30, 2016. The decrease in comprehensive loss of \$66,543 is due to a decrease in consulting and professional fees and office expenses.

	<b>Six Months Ended April 30, 2017</b>	<b>Six Months Ended April 30, 2016</b>	<b>Discussion</b>
<b>Accretion</b>	\$46	\$282	Accretion decreased due to the decommission provision being extended at the end of the previous fiscal year from 2017 to 2021, with the undiscounted liability of \$36,500 remaining unchanged, resulting in a lower quarterly accretion charge.
<b>Consulting</b>	\$76,075	\$116,264	Consulting decreased by \$40,189 due to their being less consultants this period compared to the previous comparable period as a result of there being only minimal work completed on the Eaglehead project during this period.
<b>Director Fees</b>	\$3,500	\$10,000	The directors fees decreased by \$6,500 due to the Company conserving cash in the current period and deferring expenses until a later date.
<b>Insurance</b>	\$Nil	\$9,150	Insurance expense decreased due to an accounting policy change. Insurance is

**CARMAX MINING CORP.**Management's Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Six Months Ended April 30, 2017

	<b>Six Months Ended April 30, 2017</b>	<b>Six Months Ended April 30, 2016</b>	<b>Discussion</b>
			now expensed fully in the quarter it is incurred, rather than set up as a prepaid and amortized evenly over the year.
<b>Office</b>	\$5,675	\$12,490	Office expenses decreased compared to the prior comparable period due to the Company conserving cash until the judicial review decision has been finalized.
<b>Professional Fees</b>	\$8,313	\$14,313	Professional fees decreased due to there being no private placement this period compared to the prior comparable period.
<b>Promotion and Entertainment</b>	\$1,952	\$4,399	Promotion and entertainment decreased compared to the prior comparable period due to the Company conserving cash until the judicial review decision has been finalized.
<b>Rent</b>	\$7,500	\$7,500	Rent was unchanged.
<b>Shareholder Communications</b>	\$4,520	\$4,793	Shareholder communications remained relatively unchanged.
<b>Transfer Agent and Regulatory Fees</b>	\$6,979	\$16,944	Transfer agent and regulatory fees decreased due to there being no share issuances in the period compared to the prior comparable period.
<b>Travel</b>	\$1,246	\$5,361	Travel decreased compared to the prior comparable period due to the Company conserving cash until the judicial review decision has been finalized.
<i>Non-Operating Income (Expense)</i>			
<b>Interest Income</b>	\$965	\$1,112	Interest income remained relatively unchanged.
<b>Loss on Sale of Investment</b>	\$19,000	\$Nil	The increase of \$19,000 in the loss on sale of investment is due to Carmax selling 100,000 shares of Alexandria Minerals in February 2017.

## 9. LIQUIDITY AND CAPITAL RESOURCES

### Liquidity

As an exploration company, Carmax has no regular cash in-flow from operations, and the level of operations is principally a function of availability of capital resources. To date, the principal source of funding has been equity financing.

As at April 30, 2017, the Company had a cash balance of \$1,205 (October 31, 2016 - \$130,730). For the foreseeable future, the Company will continue to seek capital through the issuance of equity, strategic alliances or joint ventures, and debt.

Major expenditures are required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon discovery of economically recoverable reserves, the ability to obtain necessary financing to complete exploration, development and future profitable production or proceeds from disposition of mineral assets.

Management reviews the carrying value of the Company's interest in each property and where necessary, exploration and evaluation mineral properties are written down to their estimated recoverable amount or written off.

Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing and at favorable terms for these or other purposes including general working capital purposes. Carmax's unaudited interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. Realization values may be substantially different from carrying values, as shown, and these financial statements do not give effect to the adjustment that would be necessary to the carrying values and classifications of assets and liabilities should Carmax be unable to continue as a going concern.

### Working Capital

As at April 30, 2017, Carmax had a negative working capital of \$130,663 (October 31, 2016 – \$18,012). The working capital decreased in April 30, 2017 compared to October 31, 2016 as a result of operation costs and the advancement of the Eaglehead project. The Company has managed its working capital by controlling its spending on its properties and operations. Due to the on-going planned exploration advancement of the Eaglehead project over the near term, Carmax intends to continue to incur expenditures without revenues, and accumulate operating losses. Therefore, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing to fund future exploration and development and the potential construction of a mine, in order to reach profitable levels of operation. It is not possible to predict whether future financing efforts will be successful or whether financing on favorable terms will be available.

Carmax has no long-term debt and no long-term liabilities, other than its decommissioning provision of \$36,077, a promissory note owing to Copper Fox in the amount of \$101,000 as well as an unsecured loan owing to Copper

**CARMAX MINING CORP.**

Management's Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Six Months Ended April 30, 2017

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Fox in the amount of \$25,000. The Company has no capital lease obligations, operating or any other long term obligations, other than its monthly office rent of \$1,250.

**Cash Flow Highlights**

	<b>Six Months Ended</b>	<b>Six Months Ended</b>
	<b>April 30, 2017</b>	<b>April 30, 2016</b>
Cash Used in Operating Activities	\$ (92,660)	\$ (203,181)
Cash Used in Investing Activities	(61,865)	(449,406)
Cash Provided by Financing Activities	25,000	1,491,862
Increase (Decrease) in Cash for the Period	(129,525)	839,275
Cash, Beginning of Year	130,730	512,829
<b>Cash, End of Period</b>	<b>\$ 1,205</b>	<b>\$ 1,352,104</b>

**Capital Risk Management**

Carmax Mining's capital structure consists of common shares, stock options and warrants. The Company manages its capital structure and makes adjustments to it, based on available funds, in order to support the acquisition and exploration of mineral properties. The Board does not establish quantitative returns on capital criteria for management.

The properties in which Carmax currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out and pay for planned exploration and development along with operating administrative costs, the Company will fund such costs out of anticipated future working capital predicated upon additional amounts being raised.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six months ended April 30, 2017. Carmax is subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments with maturities of six (6) months or less from the original date of acquisition, all held with major Canadian financial institutions.

**10. TRANSACTIONS WITH RELATED PARTIES**

Key management personnel are the persons responsible for the planning, directing and controlling of the Company's activities, and include both executive and non-executive directors, as well as entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

At April 30, 2017, included in accounts payable and accrued liabilities is \$Nil (October 31, 2016 - \$Nil) owing to companies controlled by directors, \$Nil (October 31, 2016 - \$Nil) owing to Companies controlled by officers for services rendered to the Company and \$73,719 (October 31, 2016 - \$72,108) owing to Copper Fox.

For the six month period ended April 30, 2017, \$2,500 (April 30, 2016 - \$7,500) was paid in rent to a company controlled by an officer of Carmax. In addition, \$12,850 (October 31, 2016 - \$4,263) was capitalized towards the Eaglehead project for services rendered by companies controlled by a current director, a former director and

**CARMAX MINING CORP.**Management's Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Six Months Ended April 30, 2017

Copper Fox. These amounts payable are non-interest bearing, unsecured and have no specific terms of repayment.

As at April 30, 2017 and October 31, 2016, coupled with the six months ended April 30, 2017 and April 30, 2016, the Company incurred the following capitalizations and expenditures for key management personnel, both current and former, and the companies directly controlled by them.

	<b>As At April 30, 2017</b>	<b>As At October 31, 2016</b>
<i>Balance Sheet Items:</i>		
Exploration and evaluation assets	\$ 12,850	\$ 4,263
<b>Total</b>	<b>\$ 12,850</b>	<b>\$ 4,263</b>

	<b>Six Months Ended April 30, 2017</b>	<b>Six Months Ended April 30, 2016</b>
<i>Statement of Operations Items:</i>		
Consulting	\$ 65,000	\$ 79,620
Director fees	3,500	10,000
Rent	2,500	7,500
<b>Total</b>	<b>\$ 71,000</b>	<b>\$ 97,120</b>

**Promissory Note**

On October 28, 2015 Carmax entered into a promissory note loan (the "Loan") with Copper Fox, whereas Copper Fox agreed to lend Carmax up to \$400,000, in minimum increments of \$50,000, for working capital purposes, as needed. Carmax shall pay interest on the principle, from the disbursement date to the due date, November 30, 2018, at a rate of 1% per annum, compounded annually.

At any time during the term of the Loan, Copper Fox, at its sole discretion, can convert a portion or the entire loan outstanding, including unpaid interest, into free trading shares of Carmax at a price equal to the greater of \$0.05 or the trading price, subject to the prior approval of the exchange.

For accounting purposes, the Loan is considered a liability since the conversion feature is not "fixed for fixed" and is therefore considered an embedded derivative. However, the embedded derivative liability has no value as the conversion price is set at the market price on the date of the conversion. Therefore, the full value of the promissory note is classified as a liability.

As at April 30, 2017, Copper Fox had loaned Carmax a total of \$101,000 (October 31, 2016 - \$101,000) under the Loan agreement.

**Copper Fox Loan**

On March 28, 2017, Copper Fox loaned Carmax \$25,000, separate from the above mentioned promissory loan agreement. This loan was for working capital purposes. As of April 30, 2017, no repayment date or interest rate owing for this loan has been determined.

## 11. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Board, through the Audit Committee, is responsible for identifying the principal risks facing the Company and ensuring that risk management systems are implemented. The Company manages its exposure to financial risks, including credit risk, liquidity risk, interest rate risk, foreign exchange rate risk and commodity price risk in accordance with its risk management framework. The Board reviews the Company's policies periodically.

The following table sets forth the Company's financial assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy. As at April 30, 2017, those financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement.

The Company's financial assets and financial liabilities are categorized as follows:

	Input Level	As At April 30, 2017		As At October 31, 2016	
		Carrying Amount	Estimated Fair value	Carrying Amount	Estimated Fair Value
<i>Financial Assets:</i>					
Cash	1	\$ 1,205	\$ 1,205	\$ 130,730	\$ 130,730
Investment	1	\$ -	\$ -	\$ 6,000	\$ 6,000
<b>Total</b>		<b>\$ 1,205</b>	<b>\$ 1,205</b>	<b>\$ 130,730</b>	<b>\$ 130,730</b>

	Input Level	As At April 30, 2017		As At October 31, 2016	
		Carrying Amount	Estimated Fair value	Carrying Amount	Estimated Fair Value
<i>Financial Liabilities:</i>					
A/P and acc. liabilities	1	\$ 136,546	\$ 136,546	\$ 142,700	\$ 142,700
<b>Total</b>		<b>\$ 136,546</b>	<b>\$ 136,546</b>	<b>\$ 142,700</b>	<b>\$ 142,700</b>

### Fair Value

The estimated fair values, established by IFRS 7, of cash, short term investments and accounts payable approximate their respective carrying values due to the immediate or short period to maturity. The available for sale investments are carried at fair values based on the published or electronic market price quotation.

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

*Level 1* - Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets;

*Level 2* - Inputs other than quoted prices that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

*Level 3* - Significant unobservable (no market data available) inputs which are supported by little or no market activity.

**Risk Management**

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 does not currently generate any revenues from sales to customers nor does it hold derivative type instruments that would require a counterparty to fulfill a contractual obligation. The Company does not have any asset-backed commercial instruments. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and short term investments. To minimize the credit risk the Company places cash with the high credit quality financial institutions. The Company considers its exposure to credit risk to be insignificant.

**b) Liquidity Risk**

Liquidity risk is the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk and requirements by maintaining sufficient cash balances and or through additional financings to ensure that there is sufficient capital in order to meet short term obligations. As at October 31, 2016, the Company has cash and investments aggregating \$1,205 (October 31, 2016 - \$130,730) and current financial liabilities of \$136,546 (October 31, 2016 - \$142,700) which have contractual maturities of 30 days or less. The Company will require additional sources of equity, joint venture partnership or debt financing to fund ongoing operations and the exploration and development of its mineral properties.

In the event that the Company is not able to obtain adequate additional funding to continue as a going concern, material adjustments would be required to both the carrying value and classification of assets and liabilities on the statement of financial position. It is not possible to predict, due to many external factors including commodity prices and equity market conditions, as to whether future financing will be successful or available at all.

**c) Market Risk***i) Interest Rate Risk*

The Company manages its interest rate risk by obtaining commercial deposit interest rates available in the market by the major Canadian financial institutions on its cash and investments.

*ii) Foreign Exchange 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, 2017, 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.

## **12. RISKS AND UNCERTAINTIES**

A discussion of the risks and uncertainties that Carmax faces can be found in the Company's audited annual financial statements for the year ended October 31, 2016 (available under Carmax Mining's SEDAR profile at [www.sedar.com](http://www.sedar.com)). Furthermore, additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations in the future.

## **13. PROPOSED TRANSACTIONS**

Carmax does not currently have any proposed transactions; however, the Company from time to time does review potential property acquisitions and divestitures, in addition to conducting further exploration work on its property. The Company releases appropriate public disclosure as it conducts exploration work on its existing property and if the Company makes an acquisition or divestiture.

## **14. DISCLOSURE OF OUTSTANDING SHARE DATA**

### **Common Shares**

**a) Authorized**

An unlimited number of common shares without par value.

**b) Issued and Outstanding**

During the six month period ended April 30, 2017, there were no shares issued by the Company.

As of June 22, 2017, the company had 101,742,525 shares issued and outstanding.

**c) Warrants**

On May 1, 2017, the remaining 11,000,000 warrants expired. Therefore, as at the date of this MD&A, there were no outstanding share purchase warrants outstanding for the Company.

**d) Stock Options**

As at the date of this MD&A, the outstanding share options of the Company are as follows:

<b>Amount of Shares</b>	<b>Price Per Share</b>	<b>Amount Exercisable</b>	<b>Expiry Date</b>
3,450,000	\$ 0.07	3,550,000	July 9, 2019
900,000	\$ 0.05	990,000	April 29, 2020
350,000	\$ 0.05	350,000	October 16, 2020
<b>4,700,000</b>		<b>4,700,000</b>	

## 15. OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended April 30, 2017, the Company was not party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of the Company.

## 16. CHANGES IN ACCOUNTING STANDARDS

There were no changes in the Company's accounting policies during the six months ended April 30, 2017. New and revised accounting standards and interpretations issued but not yet adopted are described in Note 2, "*Basis of Presentation*", of the audited financial statements for the year ended October 31, 2016.

## 17. CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The Company bases its estimates and assumptions on current and various other factors that it believes to be reasonable under the circumstances. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

### Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure 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 expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is impaired in the Statement of Operations and Comprehensive Loss during the period the new information becomes available.

### Depreciation

Significant judgment is involved in the determination of useful life and residual values for the computation of depreciation and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

**Impairment**

The carrying value of property and equipment is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in the statement of operations and comprehensive loss. The assessment of fair values, including those of the cash generating units (the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflow from other assets or groups of assets) ("CGUs") for purposes of testing goodwill, require the use of estimates and assumptions for recoverable production, long-term commodity prices, discount rates, foreign exchange rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of goodwill or other assets could impact the impairment analysis.

**Site Closure and Decommissioning Provisions**

The Company assesses its mineral property's decommissioning provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for decommissioning obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future decommissioning obligation. The actual future expenditures may differ from the amounts currently provided.

**Title to Mineral Properties**

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.

**Contingencies**

The assessment of contingencies involves the exercise of significant judgment and estimates of the outcome of future events. In assessing loss contingencies related to legal proceedings that are pending against the Company and that may result in regulatory or government actions that may negatively impact the Company's business or operations, the Company and its legal counsel evaluate the perceived merits of the legal proceeding or un-asserted claim or action as well as the perceived merits of the nature and amount of relief sought or expected to be sought, when determining the amount, if any, to disclose as a contingent liability or when assessing the impact on the carrying value of the Company's assets. Contingent assets are not recognized in the Company's financial statements.

## **18. APPROVAL**

The Audit Committee of Carmax Mining Corp. has reviewed and approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and it is also available under our SEDAR profile at [www.sedar.com](http://www.sedar.com).