



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

**FOR THE YEAR ENDED
OCTOBER 31, 2016**

(Expressed in Canadian Dollars)

CONTENTS

1. INTRODUCTION	3
2. INTERNAL CONTROLS OVER FINANCIAL REPORTING	4
3. DISCLOSURE CONTROLS AND PROCEDURES	4
4. FORWARD-LOOKING STATEMENTS	5
5. YEAR ENDED OCTOBER 31, 2016 HIGHLIGHTS AND SIGNIFICANT EVENTS	6
6. PROPERTY SUMMARY	6
7. SELECTED ANNUAL RESULTS	6
8. SUMMARY OF QUARTERLY RESULTS	9
9. DISCUSSION OF OPERATIONS.....	9
10. LIQUIDITY AND CAPITAL RESOURCES	13
11. TRANSACTIONS WITH RELATED PARTIES	15
12. FINANCIAL INSTRUMENTS AND RELATED RISKS.....	17
13. RISKS AND UNCERTAINTIES	19
14. PROPOSED TRANSACTIONS	19
15. DISCLOSURE OF OUTSTANDING SHARE DATA.....	19
16. OFF-BALANCE SHEET ARRANGEMENTS.....	20
17. CHANGES IN ACCOUNTING STANDARDS.....	20
18. CRITICAL ACCOUNTING ESTIMATES	20
19. APPROVAL	22

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 year ended October 31, 2016. 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 9 of this MD&A which compares certain financial results for the years ended October 31, 2016 and October 31, 2015. Financial information contained herein is expressed in Canadian dollars, unless stated otherwise. All information in this MD&A is current as of February 22, 2017 unless otherwise indicated. This MD&A is intended to supplement and complement Carmax's audited financial statements for the year ended October 31, 2016 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 February 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 and evaluation of the copper Eaglehead project, located in the Liard Mining Division in northern British Columbia.

On October 31, 2016 and February 22, 2017, the Company had (i) 101,742,526 common shares issued and outstanding; (ii) 16,180,450 and 11,000,000 share purchase warrants to acquire common shares outstanding and (iii) 4,700,000 options to acquire common shares outstanding.

Head Office

#217 – 179 Davie Street
Vancouver, BC V6Z 2Y1
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 and on SEDAR at 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.
3rd Floor, 510 Burrard Street
Vancouver, BC V6C 3B9
Tel: +1-604-661-9400

Contact Information

Investors: Daniel Camaano
Media requests and queries:
Tel: +1-604-620-7737
dlcaamano@gmail.com

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

Directors**Officers and Position**

Elmer Stewart (Chairman)	Jevin Werbes, President and Chief Executive Officer
Jevin Werbes	Braden Jensen, Chief Financial Officer
Chris Healey	Judy A. McCall, Corporate Secretary
J. Michael Smith	
Hrayr Agnerian	

Audit Committee**Compensation Committee**

J. Michael Smith (Chairman)	Chris Healey
Elmer Stewart	J. Michael Smith
Chris Healey	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 year ended October 31, 2016, 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 October 31, 2016. There have been no changes in the Company's disclosure controls and procedures during the year ended October 31, 2016 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 October 31, 2016.

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. YEAR ENDED OCTOBER 31, 2016 HIGHLIGHTS AND SIGNIFICANT EVENTS

- The Company closed a non-brokered private placement, announced in the Company's December 21, 2015 news release (the "**Offering**"), raising gross proceeds of \$1,500,000 in flow-through funds from the issuance of 30,000,000 flow-through shares at a price of \$0.05 per share. The placement was made in its entirety to Northern Fox, a 100% owned subsidiary of Copper Fox. At the closing of the Offering, Northern Fox's equity interest in Carmax increased to 65.4% of the outstanding shares, 68.2% on a fully diluted basis. The offering closed on January 12, 2016.
- On April 12, 2016, Carmax was advised that its Eaglehead Property had been forfeited for failure to file work or pay cash in lieu of assessment work in order to maintain the claim in good standing. The circumstances giving rise to the forfeiture involved a filing made by Carmax in March 2015 to group all mineral claims to create one mineral claim. Before the amalgamation of the mineral claims there was more than adequate assessment work completed to maintain the claims in good standing.
- Following April 12, 2016, intervening parties staked claims over the forfeited land. Carmax made application under Section 67 to the Mineral Tenure Act to the Chief Gold Commissioner for the Province of British Columbia to set aside the forfeiture which would, if granted, allow a further period of time for Carmax to amend the filings in order to maintain the consolidated claim in good standing.
- On April 22, 2016, Carmax received the written decision of the Chief Gold Commissioner for the Province of British Columbia re-instating Carmax's mineral claim and providing Carmax an extension of time to comply with Section 29 of the Mineral Tenure Act (the "**Act**") to September 30, 2016.
- On April 25, 2016, Jeff Poloni tendered his resignation to the Board of Directors as a director and Vice-President of Exploration. The Board accepted his resignation.
- On June 14, 2016 Carmax received notice that 7 parties had filed a Petition in the Supreme Court of British Columbia against the Chief Gold Commissioner (the "**CGC**") requesting a judicial review of his decision to reinstate Carmax's claim #1034634. The Petitioners' request for a judicial review is based on two grounds, the first of which relates to the manner in which the CGC interpreted his authority under s. 67 of the Mineral Tenure Act and the factors he considered relevant in exercising his discretion. The second ground is a challenge of the procedures employed by the CGC in making his determination.

Subsequent to Year End:

- The judicial review was heard in the Supreme Court of British Columbia on January 24, 2017. Carmax was not a party to these proceedings and until the decision from the Supreme Court is delivered, Carmax's title to claim #1034634 is in doubt.

6. PROPERTY SUMMARY

Eaglehead Property

The Eaglehead copper-molybdenum-gold-silver 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.

For the fiscal year ended 2014, Carmax spent \$1,192,394 on the Eaglehead project and completed: i) re-logging of selected historical drill core from each of the previously located zones of mineralization, ii) airborne and ground geophysical (Titan-24 DCIP) surveys, iii) recovery of available historical drill core, iv) sampling for preliminary metallurgical test work, and iv) a four-hole (2,229 m) diamond drilling program to test the interpreted correlation between the Titan 24 chargeability signature and copper mineralization. Results of the 2014 work program were announced in news releases dated, July 21, September 12, September 17, October 14, and November 18, 2014.

The 2014 airborne and ground geophysical survey indicated that the six mineralized zones previously outlined on the property are part of a 9,000 m long porphyry copper environment. The lithologies, alteration and style of mineralization are consistent with a porphyry environment and support the interpretation of the geophysical surveys. A number of historical drill holes were also reviewed and found that long intervals of mineralized core were not sampled. The diamond drilling intersected significant concentrations of copper-molybdenum-gold-silver over broad intervals in potassic and phyllic altered biotite granodiorite. The drilling also demonstrated a correlation between the Titan-24 DCIP results and the copper mineralization.

For the fiscal year ended 2015, Carmax spent a total of \$797,542 on the Eaglehead project. The 2015 program focused on the Pass Zone and consisted of i) re-logging, sampling and re-sampling of 10 historical drill holes ii) a two hole (1,184.5 m) diamond drilling program and iii) preliminary metallurgical test work on mineralization from the Bornite and East zone. The results of the exploration activities completed in 2015 were announced in news releases dated April 15, October 7, and December 7, 2015.

The 2015 drilling and re-sampling program outlined broad intervals of copper mineralization over an interpreted strike length of 1,000m. The copper mineralization occurs as chalcopyrite +/- bornite hosted in fractures, veinlets and as disseminations in moderate to strong potassic and phyllic altered biotite granodiorite, hornblende quartz diorite and Quartz Feldspar porphyry dikes. Molybdenite occurs in late quartz veinlets, quartz veins and on slip planes.

The preliminary metallurgical test work on samples from the Bornite and East zones indicated that the primary copper sulphides are chalcopyrite and bornite and that copper recoveries to the third cleaner concentrate ranged from 77.1% to 92.7% with corresponding concentrate grades of between 21.1% and 37.9% copper. The third cleaner concentrate was also estimated to contain 11.8 g/t gold, 96 g/t silver and 0.816% molybdenum with low concentrations of arsenic, selenium, rhenium and tin. Metal recoveries to the third cleaner concentrate ranged from 65-87% for gold, 71-80% for silver and 17-55% for molybdenum. Tests to upgrade molybdenum recovery in a separate molybdenum cleaner circuit were not completed.

For the fiscal year ended 2016, Carmax incurred exploration expenditures totaling \$1,339,302, net of the 2015 British Columbia Exploration Mining Tax Credit “BCMETC” on: 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 to eliminate “legacy data” issued related to previous exploration programs.

The objective of the 2016 preliminary metallurgical test work was to establish more accurate metal recovery curves for copper-gold-molybdenum-silver over a broad range of potential head grades. Other aspects of this work included determination of appropriate grind size and preliminary estimates of the Bond and Abrasion Work indices by lithology. These indices can be used to estimate potential energy requirements and consumable usage on a per tonne basis.

A total of 40 diamond drill holes from the Camp-Pass-Bornite-East zones were re-logged and either sampled and/or re-sampled to eliminate "legacy data" issued related to pre-2014 exploration programs. All available sample pulps from previous diamond drill holes were re-analyzed to standardize sample digestion, detection limits and analytical method and to determine the silver content of the mineralization. Approximately 15,000 pulps and samples were re-analyzed in 2016.

The chargeability and resistivity properties for selected samples of mineralized and non-mineralized lithologies from the Camp-Pass-Bornite-East zones were determined to better constrain the results of the 2014 Titan 24 DCIP survey. These results will be incorporated into a more robust geological model in 2017.

In December 2016, Carmax released the results of the preliminary test work. The work included locked cycle tests, Bond Ball Mill Work Index (BWI) tests and Bond Abrasion Index (AI) tests. Mineralogical studies ("**QEMSCAN**") on the sub-composites samples used in the preliminary test work show that chalcopyrite and bornite are the dominant copper sulphides with low pyrite concentrations ranging from 0.03-0.17%. Bond Ball Mill Work Index (BWI) and Bond Abrasion Index (AI) testing categorized the mineralization as hard and very hard with medium to abrasive indices.

Locked cycle tests yielded a final copper-molybdenite bulk concentrate that assayed 29.6% Cu, 2.72% Mo, 28.2 g/t Au, and 175.9 g/t Ag with estimated metal recoveries of 89.9% copper, 71.1% molybdenite, 78.6% gold, and 78.1% silver. The copper-molybdenite concentrate contained very low concentrations of arsenic, selenium and tin. Tests to upgrade molybdenum recovery in a separate molybdenum cleaner circuit were not completed. SGS has recommended further test work.

Compilation of the analytical data and interpretation of the results of the re-logging programs completed over the past three years is in progress with the objective to commence preparation of the geologic model for the Eaglehead project. On completion of this work, a work program and budget to continue exploration of the project will be prepared.

Several days of mapping and prospecting were completed in the area around the Camp zone to investigate reported copper and copper-molybdenum showing located east of the Camp zone. This work located several mineralized showing in potassic altered granodiorite. These mineral showings are not considered significant at this time.

7. SELECTED ANNUAL RESULTS

	October 31, 2016	October 31, 2015	October 31, 2014
	Year Ended	Year Ended	3 Months Ended
Loss before non-operating items	\$ (327,585)	\$ (421,207)	\$ (161,209)
Loss before taxes	(320,118)	(417,485)	(160,051)
Comprehensive loss	(316,618)	(389,985)	(161,051)
Comprehensive Loss per Common Share, Basic and Diluted	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted Average Number of Shares Outstanding	95,824,718	65,373,940	53,500,985

Financial Position

Total assets	\$ 10,870,294	\$ 9,863,582	\$ 9,245,008
Non-current liabilities	\$ 142,700	\$ 312,796	\$ 34,903

8. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	October 31, 2016	July 31, 2016	April 30, 2016	January 31, 2016
	3 Months Ended	3 Months Ended	3 Months Ended	3 Months Ended
Loss before non-operating items and taxes	\$ (59,735)	\$ (66,355)	\$ (118,648)	\$ (82,847)
Loss before income taxes	(54,833)	(64,901)	(11,095)	(82,289)
Net Loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Comprehensive loss	(51,333)	(64,901)	(118,095)	(82,289)
Net Comprehensive loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

	October 31, 2015	July 31, 2015	April 30, 2015	January 31, 2015
	3 Months Ended	3 Months Ended	3 Months Ended	3 Months Ended
Loss before non-operating items and taxes	\$ (97,662)	\$ (94,806)	\$ (116,206)	\$ (112,533)
Loss before income taxes	(95,496)	(94,420)	(115,903)	(111,666)
Net Loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Comprehensive loss	(67,996)	(94,420)	(115,903)	(111,666)
Net Comprehensive loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

The Company's quarterly operating expenses decreased in Q4 2016 compared to Q4 2015 due to decreased consulting fees.

9. 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 October 31, 2016 Compared to Three Months Ended October 31, 2015

For the three months ended October 31, 2016, the Company recorded a comprehensive loss of \$51,333 or \$0.00 per share compared to a comprehensive loss of \$67,996 or \$0.00 per share in the comparable quarter for the three months ended October 31, 2015. The decrease in comprehensive loss of \$16,663 is due to share-based compensation.

CARMAX MINING CORP.Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended October 31, 2016

	Three Months Ended October 31, 2016	Three Months Ended October 31, 2015	Discussion
Accretion	\$141	\$141	Accretion remained unchanged.
Consulting	\$25,531	\$42,488	Consulting decreased by \$16,957 due to a reduction in consulting work incurred during this period.
Director Fees	\$5,000	\$10,500	The \$5,500 decrease in director fees is due to a reclassification in the prior comparable period.
Insurance	\$Nil	(\$9,150)	Insurance expense increased due to the prepaid amortization reversal in the prior period.
Interest	\$1,000	\$Nil	Interest increased by \$1,000 due to the interest from the Copper Fox promissory loan.
Office	\$4,262	(\$5,485)	The increase of \$9,747 in office expenses compared to the prior comparable period is due to a reclassification of expenses between office and travel in the prior period.
Professional Fees	\$16,150	\$15,000	Professional fees remained relatively unchanged.
Promotion and Entertainment	\$509	\$7,627	Promotion and entertainment decreased by \$7,118 due to less investor relation activities in the current period.
Rent	\$3,750	\$3,750	Rent was unchanged.
Share-Based Compensation	\$Nil	\$15,224	The decrease of \$15,224 in share-based compensation compared to the previous comparable period is due to there being no options that were granted or vested in Q4 2016.
Shareholder Communications	\$1,125	\$3,813	The decrease of \$2,688 in shareholder communications is due to a decrease in news releases.
Transfer Agent and Regulatory Fees	\$168	\$4,063	Transfer agent and regulatory fees decreased by \$3,895 due to there being no share activity in Q4 2016.

CARMAX MINING CORP.Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended October 31, 2016

	Three Months Ended October 31, 2016	Three Months Ended October 31, 2015	Discussion
Travel	\$2,098	(\$2,292)	Travel increased by \$4,390 due to a reclassification of expenses between office and travel in the prior period
Wages	\$Nil	\$10,082	Wages were recorded in office in the prior comparable period. They have since been re-classified in the current period to the proper expense category.
<i>Non-Operating Income (Expense)</i>			
Interest Income	\$4,902	\$2,165	Interest income increased by \$2,737 due to the January 12, 2016 flow through GIC deposit.
Deferred Income Tax Recovery	\$Nil	\$30,000	Deferred income tax recovery decreased by \$30,000 due to there being no flow-through raise by Carmax in the current period.
Unrealized Gain (Loss) on Available for Sale Investments	\$3,500	(\$2,500)	Unrealized gain on available for sale investment increased by \$6,000 due to the 100,000 Alexandria Minerals shares that Carmax holds appreciating in share price compared to the previous comparable period.

Year Ended October 31, 2016 Compared to Year Ended October 31, 2015

For the year ended October 31, 2016, the Company recorded a comprehensive loss of \$316,618 or \$0.00 per share compared to a comprehensive loss of \$389,985 or \$0.01 per share in the prior comparable year ended October 31, 2015. The decrease in comprehensive loss of \$73,367 is due to the decrease in share-based compensation and deferred income tax recovery.

	Year Ended October 31, 2016	Year Ended October 31, 2015	Discussion
Accretion	\$564	\$564	Accretion remained unchanged.
Consulting	\$173,420	\$167,738	Consulting remained relatively unchanged.
Director Fees	\$19,500	\$10,500	Directors' fees increased by \$9,500 due to the fact that directors' fees were only paid for a portion of fiscal 2015.
Insurance	\$23,850	\$19,958	Insurance expense increased slightly due to changing insurance providers. After the initial year, the overall cost will be significantly less than the previous insurers' amount.

CARMAX MINING CORP.Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended October 31, 2016

	Year Ended October 31, 2016	Year Ended October 31, 2015	Discussion
Interest	\$1,000	\$Nil	Interest increased by \$1,000 due to the interest from the Copper Fox promissory loan.
Office	\$18,508	\$21,676	Office remained relatively unchanged.
Professional Fees	\$32,737	\$40,231	Professional fees decreased by \$7,494 due to an accrued liabilities allocation in the previous year.
Promotion and Entertainment	\$6,555	\$23,123	Promotion and entertainment decreased by \$16,568 due to less investor relation development.
Rent	\$15,000	\$11,900	The increase of \$3,100 in rent is due to the Company moving offices in 2015. For Q1 2015, no office rent was due as an inticement for moving.
Share-Based Compensation	\$Nil	\$53,006	The decrease of \$53,006 in share-based compensation compared to the previous comparable period is due to there being no options granted or vesting in fiscal 2016.
Shareholder Communications	\$11,820	\$31,276	The decrease of \$19,456 in shareholder communications is due the Company decreasing its investor relations marketing.
Transfer Agent and Regulatory Fees	\$17,112	\$20,649	Transfer agent and regulatory fees remained relatively unchanged.
Travel	\$7,519	\$10,504	Travel expenses decreased by \$2,985 due to the Company not actively seeking out new projects this current period.
Wages	\$Nil	\$10,082	Wages were recorded in office in the prior comparable period. They have since been re-classified in the current period to the proper expense category.
<i>Non-Operating Income (Expense)</i>			
Interest Income	\$7,467	\$3,722	Interest income increased by \$3,745 due to the January 12, 2016 flow through GIC deposit.
Deferred Income Tax Recovery	\$Nil	\$30,000	Deferred income tax recovery decreased by \$30,000 due to there being no flow-through raise by Carmax

CARMAX MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended October 31, 2016

	Year Ended October 31, 2016	Year Ended October 31, 2015	Discussion
			in the current period.
Unrealized Gain (Loss) on Available for Sale Investments	\$3,500	(\$2,500)	Unrealized gain on available for sale investment increased by \$6,000 due to the 100,000 Alexandria Minerals shares that Carmax holds appreciating in share price compared to the previous comparable period.

10. 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 October 31, 2016, the Company had a cash balance of \$130,730 (October 31, 2015 - \$512,829). For the foreseeable future, as existing properties are explored, 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 October 31, 2016, Carmax had a working capital of \$18,012 (October 31, 2015 – \$229,006). The working capital decreased in October 31, 2016 compared to October 31, 2015 as a result of the January 2016 Northern Fox flow-through financing being spent on the Eaglehead project. There were no hard dollar raises during 2016, and as such, the daily operational costs incurred decreased the working capital. The Company has managed its

CARMAX MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended October 31, 2016

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, our continuance as a going concern is dependent upon our 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 \$36,031 and a promissory note owing to Copper Fox in the amount of \$101,000. 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

	Year Ended October 31, 2016	Year Ended October 31, 2015
Cash Used in Operating Activities	\$ (320,374)	\$ (333,509)
Cash Used in Investing Activities	(1,553,587)	(61,783)
Cash Provided by Financing Activities	1,491,862	832,465
Increase (Decrease) in Cash for the Year	(382,099)	437,173
Cash, Beginning of Year	512,829	75,656
Cash, End of Year	\$ 130,730	\$ 512,829

Cash Flow Details for the Years Ended October 31, 2016 and October 31, 2015*Operating Activities*

Cash used in operating activities is \$320,374 in the current year compared to \$333,509 in the prior year. The decrease of \$13,135 is due to a decrease in share-based compensation, offset by an increase in consulting fees.

Investing Activities

Cash used in investing activities in the current year is \$1,553,587 compared to cash used in investing activities of \$61,783 in the prior comparative year. The increase of \$1,491,804 in cash used in investing activities is due to the increased expenditures incurred for the 2016 Eaglehead program.

Financing activities

Cash inflow from financing activities is \$1,491,862 in the current year compared to \$832,465 in the prior comparative year. The increase in cash from financing activities of \$659,397 is due to the gross cash received from the January 12, 2016 flow-through equity private placement from Northern Fox, compared to a smaller equity financing in the prior year.

Capital Resources

As of October 31, 2016, and as of the date of this MD&A, the Company had \$130,730 and \$14,688, respectively, in cash.

Contractual Commitments - Flow-Through Share Agreements

In connection with the issuance of the January 12, 2016 common shares on a flow-through basis, the Company has a commitment to spend \$1,500,000 by December 31, 2016, on qualifying flow-through expenditures for its Eaglehead property. As of December 31, 2016, the Company had spent the \$1,500,000 necessary amount due.

Carmax Mining's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to continue to make in the future, filings and expenditures to comply with such laws and regulations.

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 property in which Carmax currently has an interest in is 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 existing working capital and additional amounts 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 year ended October 31, 2016. 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.

11. TRANSACTIONS WITH RELATED PARTIES

On January 12, 2016, the Company closed a non-brokered private placement, announced in the Company's December 21, 2015 news release (the "**Offering**"), raising gross proceeds of \$1,500,000 in flow-through funds from the issuance of 30,000,000 flow-through shares at a price of \$0.05 per share. The placement was made in its entirety to Northern Fox. At the closing of the Offering, Northern Fox's equity interest in Carmax increased to 65.4% of the outstanding shares, 68.2% on a fully diluted basis. The shares issued under the Offering are subject to a hold period expiring May 13, 2016.

Copper Fox, as the parent of the Company, consolidates 100% of the assets and a liability related to the Company and then includes a non-ownership interest portion in their equity section.

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.

At October 31, 2016, included in accounts payable and accrued liabilities is \$Nil (October 31, 2015 – (\$3,806)) owing to companies controlled by directors, \$Nil (October 31, 2015 - \$4,830) owing to Companies controlled by

CARMAX MINING CORP.Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended October 31, 2016

officers for services rendered to the Company and \$72,108 (October 31, 2015 - \$50,254) owing to Copper Fox. These amounts payable are non-interest bearing, unsecured and have no specific terms of repayment.

In addition, for the year ended October 31, 2016, \$15,000 (October 31, 2015 - \$11,900) was paid in rent to a company controlled by Judy McCall, an officer of Carmax and \$12,513 (October 31, 2015 - \$73,403) was paid and capitalized to Eaglehead for services rendered by JCMP Management Corp., a company controlled by Jeff Poloni, a former director.

As at October 31, 2016 and October 31, 2015, coupled with the year ended October 31, 2016 and October 31, 2015, the Company incurred the following capitalizations and expenditures for key management personnel and the companies directly controlled by them.

	As at October 31, 2016	As at October 31, 2015
<i>Balance Sheet Items:</i>		
Exploration and evaluation assets	\$ 231,442	\$ 188,942
Total	\$ 231,442	\$ 188,942
	Year Ended	Year Ended
	October 31, 2016	October 31, 2015
<i>Statement of Operations Items:</i>		
Consulting	\$ 136,445	\$ 128,000
Director fees	19,500	10,500
Office administration	-	9,000
Professional fees	-	18,010
Rent	15,000	11,900
Share-based compensation	-	38,260
Total	\$ 170,945	\$ 215,670

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, 2016, at a rate of 1% per annum, compounded annually. Subsequent to October 31, 2016, the due date was amended to November 30, 2018.

At any time during the term of the Loan, Copper Fox, at its sole discretion, can convert a portion or all of the 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 promissory note 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 February 22, 2017, Copper Fox had loaned Carmax a total of \$100,000. With interest, the total amount outstanding at October 31, 2016 is \$101,000 (October 31, 2015 - \$100,000).

12. 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 October 31, 2016, 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 October 31, 2016		As At October 31, 2015	
		Carrying Amount	Estimated Fair value	Carrying Amount	Estimated Fair Value
<i>Financial Assets:</i>					
Cash	1	\$ 130,730	\$ 130,730	\$ 512,829	\$ 512,829
Investment	1	\$ 6,000	\$ 6,000	\$ 2,500	\$ 2,500
Total		\$ 136,730	\$ 136,730	\$ 515,329	\$ 515,329

	Input Level	As At October 31, 2016		As At October 31, 2015	
		Carrying Amount	Estimated Fair value	Carrying Amount	Estimated Fair Value
<i>Financial Liabilities:</i>					
A/P and Acc. Liabilities	1	\$ 142,700	\$ 142,700	\$ 312,796	\$ 312,796
Total		\$ 142,700	\$ 142,700	\$ 312,796	\$ 312,796

Fair Value

The estimated fair values, established by IFRS 7, of cash, investments and accounts payable and accrued liabilities 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 and cash equivalent 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 had cash and investments aggregating \$136,730 (October 31, 2015 - \$515,329) and current financial liabilities of \$142,700 (October 31, 2015 - \$312,796) 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 October 31, 2016, 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.

13. 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). 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.

14. PROPOSED TRANSACTIONS

We do 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.

15. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) **Authorized**

An unlimited number of common shares without par value.

b) **Issued and Outstanding**

During the year ended October 31, 2016, the Company incurred the following share issuances:

- The Company closed a non-brokered private placement, announced in the Company's December 21, 2015 news release (the "**Offering**"), raising gross proceeds of \$1,500,000 in flow-through funds through the issuance of 30,000,000 flow-through shares at a price of \$0.05 per share. The placement was made in its entirety to Northern Fox. At the closing of the Offering, Copper Fox's equity, through its wholly owned subsidiary Northern Fox, equity interest in Carmax increased to 65.4% of the outstanding shares, 68.2% on a fully diluted basis. The Company incurred share issuance costs comprising of legal fees amounting to \$8,138.

As of February 22, 2017, the company had 101,742,526 shares issued and outstanding.

c) Warrants

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

Amount of Warrants	Price Per Warrant	Amount Exercisable	Expiry Date
11,000,000	\$ 0.075	11,000,000	May 1, 2017
11,000,000		11,000,000	

d) Stock Options

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

Amount of Shares	Price Per Share	Amount Exercisable	Expiry Date
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
4,700,000		4,700,000	

16. OFF-BALANCE SHEET ARRANGEMENTS

During the year ended October 31, 2016, the Company was not a 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.

17. CHANGES IN ACCOUNTING STANDARDS

There were no changes in the Company's accounting policies during the year ended October 31, 2016. 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.

18. 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.

Share-Based Payments

Management uses valuation techniques in measuring the fair value of share options granted. The fair value is determined using the Black Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the share options and share

purchase warrants, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's financial statements.

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.

19. 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.