CARMAX MINING

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

FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2018

(Expressed in Canadian Dollars)

As of June 26, 2018

CONTENTS

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, 2018. The following information should be read in conjunction with the accompanying audited annual financial statements for the year ended October 31, 2017, 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, 2018 and 2017. Financial information contained herein is expressed in Canadian dollars, unless otherwise stated. All information in this MD&A is current as of June 26, 2018 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, 2018 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 26, 2018.

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 "**CUX.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, 2018 and June 26, 2018, the Company had (i) 73,871,266 common shares issued and outstanding; (ii) 23,000,000 share purchase warrants to acquire common shares outstanding and (iii) 2,350,000 options to acquire common shares outstanding.

Head Office	Share Information	Investor Information
# 142 - 1146 Pacific Blvd. Vancouver, BC V6Z 2X7 Canada Tel: +1-604-620-7737	Our common shares are listed for trading on the TSX-V under the symbol "CUX.V".	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	**Transfer Agent and Registrar**	**Contact Information**
# 217-179 Davie Street Vancouver, BC V6Z 2Y1 Canada Tel: +1-604-669-3233	Computershare Investor Services Inc. 3rd Floor, 510 Burrard Street Vancouver, BC V6C 3B9 Tel: +1-604-661-9400	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	Cam Grundstrom, Chief Operating Officer
J. Michael Smith	
Hrayr Agnerian	

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

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, 2018, 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, 2018. There have been no changes in the Company's disclosure controls and procedures during the six months ended April 30, 2018 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, 2018.

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 considering 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, 2018 HIGHLIGHTS AND SIGNIFICANT EVENTS

- On February 12, 2018, the Company provided the results of the compilation of historical and current exploration data for its Eaglehead porphyry copper project. The compilation showed that in addition to the multiple zones of porphyry style mineralization located to date, two previously unexplored large exploration targets were defined, and that the mineralization has a similar age to other large porphyry copper deposits in British Columbia. The compilation concluded that based on the geophysical signature, several the zones of mineralization could be connected and that a significantly larger portion of the Eaglehead intrusion has the potential to host increased porphyry copper style mineralization than previously thought.

- On March 1, 2018, the Company's Corporate Secretary, resigned to pursue other opportunities.

- On March 22, 2018, Carmax announced their intention of making a non-brokered private placement of up to 18,750,000 units at a price of $0.08 per unit for gross proceeds of $1,500,000. Each unit consists of one share and one share purchase warrant which allows the holder to purchase one additional share of the Carmax's capital stock at a price of $0.12 per share for each warrant held with the warrants expiring two years from the date of the closing of the private placement.

  The warrants will have an early acceleration provision wherein the warrants will become callable on 21 days' notice in the event the Company's shares trade at a price of $0.25 per share or greater for a 30 day trading period after the four month hold period expires on the securities sold pursuant to the placement.

  A finder's fee of cash commissions of up to 6% of the gross proceeds raised may be paid to eligible finders.

- On March 29, 2018, Carmax closed its previously announced private placement. The non-brokered private placement consisted of 18,750,000 units at a price of $0.08 per unit for gross proceeds of $1,500,000. Each unit consisted of one common share of the Company and one transferable share purchase warrant with one full warrant entitling the holder to purchase one additional common share of the Company at a price of $0.12 for a period of two years following the date of closing.

- On April 19, 2018, Carmax announce the appointment of Mr. Cam B. Grundstrom to the position of Chief Operating Officer. Mr. Grundstrom, (B.Sc. Eng.), is a mining engineer with 36 years of operating and development experience in key management positions in large mining projects in Canada, USA, and overseas. Most recently, Mr. Grundstrom served as Vice President of Operations with Copper Fox Metals Inc.

Subsequent to the Period End:

- On May 8, 2018, Carmax acquired additional mineral tenures located contiguous to its 100% owned Eaglehead project.

  Highlights of the transaction were:

  - Approximately 2,400 ha in 3 mineral tenures located contiguous to the northern boundary of the Eaglehead project,
  - Purchase price consisted of $15,000 and 3,900,000 shares of Carmax,
  - The vendor will retain a 2% NSR on production from the project;
  - Carmax retains the right to re-purchase up to 1.5% of the 2% NSR for a purchase price of $1,000,000.

- On June 1, 2018, Carmax announce that at the annual meeting of the Company held May 31, 2018, shareholders of Carmax approved a special resolution authorizing the Company to change its name to "*District Copper Corp.*" subject to Exchange approval. The effective date of the name change remains to be established after the consent of the TSX Venture Exchange is received.

6. PROPERTY SUMMARY

Eaglehead Property

The Eaglehead copper-molybdenum-gold property is an intrusion hosted, intermediate stage exploration project that 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. prepared a National an NI 43-101 Technical Report on the Eaglehead property which included a 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.

The reader is cautioned that a significant amount of work has been completed on the Eaglehead project since the date of the Technical Report including geophysical surveys, metallurgical studies and re-logging and re-sampling and sampling of a significant number of historical drill holes. Several of the input parameters used in the Technical Report have changed. The resource estimation and conclusions of the Technical Report may not be realized.

Activities completed during Q2 2018 consisted of compilation of current and historical exploration data, logistical preparation of a proposed exploration program for 2018 and finalizing the permitting process to obtain an Amended Mines Act permit. The completion of the proposed exploration program is subject to financing.

During the latter portion of 2017 and in early 2018, compilation of the historical and current exploration results for the Eaglehead project identified several regional scale alteration features which suggests that the Eaglehead project is located within an emerging porphyry copper district in northern British Columbia.

The characteristics that supports the presence of a porphyry district within the Eaglehead area are:

- A significant portion of the Eaglehead intrusion exhibits coincident strong potassic and magnetite destructive alteration "footprints" (measured in terms of kilometers),
- Five zones of porphyry copper style mineralization, all of which are open to expansion,
- Two large, previously untested exploration (mineralization in outcrop/cu-Mo in soil geochemical anomaly) targets,
- A 6,000 m long by 900 m wide open ended positive chargeability anomaly (+ 10 millirad), a large portion of which has not been drill tested;
- The mineralized zones, exploration targets and the large chargeability anomaly are located with a mineralized corridor that is approximately 1.5 kms wide by 8.0 kms long, and the age of the mineralization at Eaglehead (194.2 +/- 0.9 Ma. Re-Os determination on molybdenite) and is of similar age as the porphyry copper mineralization in the Highland Valley district another intrusion related porphyry copper districts located in central British Columbia.

The proposed 2018 drill program will consist of two phases and is estimated to cost approximately $750,000. Phase 1 consists of re-logging 19 historical drill holes, updating the project data base, engineering level surveying of drill hole collars and mapping and sampling of the large exploration target located north of the Pass and Camp zones. This phase of the 2018 exploration program is expected to commence before the end of June. On compilation of the phase 1 data, the selection of drill targets will commence and focus on exploring for new deposits and expanding the mineral resources in the East and Bornite zones. Details of the proposed Phase 2 activities will be announced when finalized.

2018 Exploration Program

The objective of the 2018 program is to assess and expand the resource potential of the Eaglehead project. The 2017 compilation work identified a number of drilling targets that could be included in Phase 2 of the 2018 exploration program. A brief overview of the drilling targets identified in 2017 is set out below.

Drilling on the Bornite and the East zones to expand the resource in each zone.

The area between the Bornite and East zones has not been tested by drilling. This 500m long zone exhibits the same chargeability signature as the East and Bornite zones. This is a high priority target.

Drill testing of the Camp zone to verify the copper mineralization reported in historical drill holes completed in the early 1970's. This zone of copper mineralization (with minor concentrations of molybdenum, gold and silver) has a strike length of approximately 800m, a width of up to 400m and to a maximum depth of approximately 230m below surface. The compilation suggest that the mineralization is open in three directions. Based on the historical analytical data, the weighted average grades for mineralized intervals in this zone ranges from 0.17% – 0.96% Cu over intervals ranging from 1.5 - 71.0 meters in core length.

This exploration target covers an area of approximately 3 kms by 2 kms located north of the Pass and Camp zones and exhibits coincident copper mineralization in outcrop; a copper and molybdenum in soil geochemical anomaly and a chargeability anomaly (+10 millirad). This drill hole will provide information on the depth extent of the surface mineralization and the significance of the soil geochemical and chargeability anomalies.

Mapping

Detailed mapping and sampling of the Eaglehead intrusive located north of the East, Bornite, Pass and Camp zones is planned. Airborne magnetic and radiometric surveys have outlined a large portion of the Eaglehead intrusive that exhibits magnetite destructive (approximately 12 kms long by 5 kms wide) and coincident strong potassic alteration (approximately 8 kms long by 2 km wide) signatures. Included within these alteration signatures is a significant portion of a 10 kms long coincident copper (> 80 ppm) and molybdenum (> 2 ppm) in soil geochemical anomaly and a 3 km by 2 km area containing numerous outcrops and sub-crop with copper +/- molybdenum-gold-silver mineralization. A significant portion of the soil geochemical anomaly is underlain by a positive chargeability signature (+10 millirad).

Other Activities

These activities include completing an engineering level survey to accurately locate the collar and elevation of the drill holes on the project. This information is required if additional resource estimations are to be undertaken in the future. Preliminary fish, wildlife and water quality monitoring are also planned to establish a baseline for these activities going forward. A preliminary archeological survey is planned to ensure exploration activities do not overlap with historical artifacts that could indicate a traditional or cultural significance of the area to First Nations Groups.

The Amended Mines Act permit required to conduct the proposed 2018 exploration activities has been received from the Ministry of Energy and Mines for the Province of British Columbia. Pursuant to the receipt of the Amended Mines Act permit, Carmax was required to increase its reclamation bonding for the Eaglehead project by an additional $32,000, bringing the total reclamation bond held by the Province of British Columbia to $212,000.

7. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	April 30, 2018 3 Months Ended	January 31, 2018 3 Months Ended	October 31, 2017 3 Months Ended	July 31, 2017 3 Months Ended
Loss before non-operating items and taxes	$ 272,207	$ 77,007	$ 103,611	$ 50,959
Net loss	271,988	76,623	103,599	50,716
Net Loss per common share, basic and diluted	0.00	0.00	0.00	0.00
Comprehensive loss	271,988	76,623	85,099	50,716
Net Comprehensive loss per common share, basic and diluted	0.00	0.00	0.00	0.00

	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
Net loss	99,202	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

The Company's quarterly operating expenses increased by $195,200 in Q2 2018 compared to Q1 2018 due to an increase in consulting fees.

8. DISCUSSION OF OPERATIONS

Three months ended April 30, 2018 compared to three months ended April 30, 2017

For the three months ended April 30, 2018, the Company recorded a comprehensive loss of $271,988 or $0.00 per share compared to a comprehensive loss of $99,202 or $0.00 per share in the comparable three months ended April 30, 2017. The increase in comprehensive loss of $172,786 is due to an increase in consulting fees.

	Three Months Ended April 30, 2018	Three Months Ended April 30, 2017	Discussion
Accretion	$23	$23	Accretion was unchanged.
Consulting	$236,417	$44,325	Consulting increased by due to Carmax hiring additional consultants to assist with the Q2 2018 financing.
Director Fees	$6,000	$Nil	Directors' fees increased because of there being no directors' fees in Q2 2017 due to a lack of cash within the Company at that time.
Office	$5,409	$2,925	Office expenses increased due to a lack of activity and the Company conserving cash in Q2 2017.
Professional Fees	$5,756	$19,047	Professional fees, specifically accounting fees, were higher in Q2 2017 due to the timing of the 2016 YE audit bill.
Promotion and Entertainment	$431	$268	Promotion and entertainment remained relatively unchanged.
Rent	$5,250	$3,750	Rent increased due to an increase of $500 per month in rent, commencing July 1, 2017.
Shareholder Communications	$2,856	$3,034	Shareholder communications remained relatively unchanged.
Transfer Agent and Regulatory Fees	$8,360	$6,979	Transfer agent and regulatory fees increased slightly due to additional filings in Q2 2018 because of increased Company activity.

	Three Months Ended April 30, 2018	Three Months Ended April 30, 2017	Discussion
Travel	$1,705	$Nil	Travel increased due to a lack of activity and the Company conserving cash in Q2 2017.
Interest Income	($219)	($149)	Interest income increased due to a larger GIC balance in Q2 2018.
Loss on Sale of Investment	$Nil	$19,000	The decrease in loss on sale of investment is due to Carmax selling 100,000 shares of Alexandria Minerals in February 2017 at a loss.

Six months ended April 30, 2018 compared to six months ended April 30, 2017

For the six months ended April 30, 2018, the Company recorded a comprehensive loss of $348,611 or $0.01 per share compared to a comprehensive loss of $133,841 or $0.00 per share in the comparable six months ended April 30, 2017. The increase in comprehensive loss of $214,770 is due to an increase in consulting fees.

	Six Months Ended April 30, 2018	Six Months Ended April 30, 2017	Discussion
Accretion	$46	$46	Accretion was unchanged.
Consulting	$288,167	$76,075	Consulting increased due to Carmax hiring additional consultants to assist with the Q2 2018 financing.
Director Fees	$9,000	$3,500	Directors' fees increased because of there being no directors' fees in Q2 2017 due to a lack of cash within the Company at that time.
Office	$7,168	$5,675	Office expenses increased due to a lack of activity and the Company conserving cash in Q2 2017.
Professional Fees	$9,584	$8,313	Professional fees remained relatively unchanged.
Promotion and Entertainment	$1,523	$1,952	Promotion and entertainment remained relatively unchanged.
Rent	$10,500	$7,500	Rent increased due to an increase of $500 per month in rent, commencing July 1, 2017.
Shareholder Communications	$10,906	$4,520	Shareholder communications increased due to an increase in news releases because of increased Company activity.

	Six Months Ended April 30, 2018	Six Months Ended April 30, 2017	Discussion
Transfer Agent and Regulatory Fees	$10,614	$6,979	Transfer agent and regulatory fees increased due to additional filings because of increased Company activity.
Travel	$1,705	$1,246	Travel increased due to increased Company activity.
Interest Income	($602)	($965)	Interest income decreased due to a larger GIC balance during the six months ended April 30, 2017.
Loss on Sale of Investment	$Nil	$19,000	The decrease in loss on sale of investment is due to Carmax selling 100,000 shares of Alexandria Minerals in February 2017 at a loss.

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, 2018, the Company had a cash balance of $786,757 (October 31, 2017 - $72,048). 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 the 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 audited annual 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, 2018, Carmax had a working capital of $776,493 (October 31, 2017 – ($68,073)). The working capital increased in April 30, 2018 compared to October 31, 2017 because of the March 29, 2018 private placement, offset by an increase in consulting fees. The Company manages its working capital by tightly controlling its operational and property spending. Due to the planned exploration of the Eaglehead project in fiscal 2018, Carmax intends to continue to incur expenditures without revenues, and accumulate operating losses. Therefore, the Company's continuance as a going concern is solely dependent upon its ability to obtain adequate financing necessary to fund future exploration and development. 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 $36,169 (October 31, 2017 - $36,123. The Company has no capital lease obligations, operating or any other long-term obligations, other than its monthly office rent of $1,750.

Cash Flow Highlights

		Six Months Ended April 30, 2018		Six Months Ended April 30, 2017
Cash Used in Operating Activities	**$**	**(369,229)**	$	(92,660)
Cash Used in Investing Activities		**(185,896)**		(61,865)
Cash Provided by Financing Activities		**1,269,834**		25,000
Increase (Decrease) in Cash for the Period		**714,709**		(129,525)
Cash, Beginning of Year		**72,048**		130,730
Cash, End of Period	**$**	**786,757**	$	1,205

Capital Risk Management

Carmax Mining's capital structure consists of common shares, stock options and warrants. The Company manages its capital structure and adjusts it, based on available funds, 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. 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, 2018. The Company's invests its surplus cash in highly liquid short-term interest-bearing investments with maturities of six 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 executive directors, as well as entities controlled by such persons.

At April 30, 2018, included in accounts payable and accrued liabilities is $800 (October 31, 2017 – $400) owing to a company controlled by a director, $18,000 (October 31, 2017 - $15,000) owing to a director of the Company and $79,247 (October 31, 2017 - $72,108) owing to Copper Fox.

For the six month period ended April 30, 2018, $Nil (April 30, 2017 - $2,500) was paid in rent to a company controlled by an officer of Carmax. In addition, $Nil (October 31, 2017 - $12,000) was paid and capitalized to Eaglehead for services rendered by a company which is controlled by a director. These amounts payable are non-interest bearing, unsecured and have no specific terms of repayment.

As at April 30, 2018 and October 31, 2017, coupled with the six months ended April 30, 2018 and 2017, the Company incurred the following capitalizations and expenditures for key management personnel and the companies that are directly controlled by them.

	As at April 30, 2018		As at October 31, 2017	
Balance Sheet Items:				
Exploration and evaluation assets	**$**	**-**	$	12,000
Total	**$**	**-**	$	12,000

	Six Months Ended April 30, 2018		Six Months Ended April 30, 2017	
Statement of Operations Items:				
Consulting	**$**	**69,667**	$	65,000
Director fees		**9,000**		3,500
Rent		**-**		2,500
Total	**$**	**78,667**	$	71,000

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, 2019, 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 $0.10 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.

On April 2, 2018, Carmax repaid the promissory note outstanding and accrued interest in full to Copper Fox.

Loan Payable

During the year ended October 31, 2017, the Company received a $25,000 working capital loan from Copper Fox.

On April 2, 2018, Carmax repaid the loan payable outstanding in full to Copper Fox.

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 periodically reviews the Company's policies.

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, 2018, 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, measured at fair value, are categorized as follows:

		As at April 30, 2018		As at October 31, 2017	
	Input Level	**Carrying Amount**	**Estimated Fair value**	Carrying Amount	Estimated Fair Value
Financial Assets:					
Cash	**1**	**$ 786,757**	**$ 786,757**	$ 72,048	$ 72,048
Total		**$ 786,757**	**$ 786,757**	$ 72,048	$ 72,048

Fair Value

The estimated fair value of cash, established by IFRS 7, is the estimated and respective carrying value.

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 April 30, 2018, the Company had cash aggregating $786,757 (October 31, 2017 - $72,048) and current financial liabilities of $16,962 (October 31, 2017 - $143,851) 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 because of exchange rate changes.

As at April 30, 2018, 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, 2017 (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.

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, 2018, the Company incurred the following share issuance:

- On March 29, 2018, the Company issued 18,750,000 units at $0.08 per unit, pursuant to a private placement, for gross proceeds of $1,500,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at $0.12 until March 29, 2020.

  The warrants will have an early acceleration provision wherein the warrants will become callable on 21 days' notice in the event the Company's shares trade at a price of $0.25 per share or greater for a 30-day trading period after the four month hold period expires.

  Finders' fees of $48,048, filing fees of $7,500 and legal fees of $47,608 were paid with respect to this financing.

During the year ended October 31, 2017, the Company incurred the following share issuance:

- On August 28, 2017, the Company issued 4,250,000 post-consolidation units at $0.06 per unit, pursuant to a private placement, for gross proceeds of $255,000. Each unit consists of one common share and one callable share purchase warrant. Each share purchase warrant is exercisable into one common share at $0.10 until February 28, 2019.

  Finders' fees of $800, filing fees of $1,275 and legal fees of $8,781 were paid with respect to this financing.

- On November 17, 2017, the Company consolidated its share capital on the basis of one post consolidated common share for every two pre-consolidated common shares. All common share and per common share amounts, including options and warrants, in these financial statements have been adjusted to give retroactive effect to the share consolidation.

c) *Warrants*

A summary of changes in share purchase warrants as of the date of this MD&A and the year ended October 31, 2017 is as follows:

	As at June 26, 2018		Year Ended October 31, 2017	
	Number of Warrants Outstanding	**Weighted Average Exercise Price**	Number of Warrants Outstanding	Weighted Average Exercise Price
Balance, Beginning of Year	**4,250,000**	**$ 0.100**	8,090,225	$ 0.166
Expired	-	-	(8,090,225)	(0.166)
Issued	**18,750,000**	**0.120**	4,250,000	0.100
Balance, End of Period	**23,000,000**	**$ 0.116**	4,250,000	$ 0.100

As at June 26, 2018 share purchase warrants outstanding and exercisable are as follows:

Number of Warrants Outstanding	**Warrant Exercise Price**	**Warrants Exercisable as of April 30, 2018**	**Warrant Expiry Date**
4,250,000	$ 0.100	4,250,000	February 28, 2019
18,750,000	0.120	-	March 29, 2020
23,000,000	**$ 0.116**	**4,250,000**	

As at April 30, 2018, the weighted average remaining contractual life of the share purchase warrants was 1.715 years (October 31, 2017 – 1.33 years) and the weighted average exercise price was $0.116 (October 31, 2017 - $0.100).

d) *Stock Options*

As at the date of this MD&A, options outstanding for the purchase of common shares are as follows:

Amount of Shares	Price Per Share	Amount Exercisable	Expiry Date
1,725,000	$ 0.14	1,725,000	July 9, 2019
450,000	$ 0.10	450,000	April 29, 2020
175,000	$ 0.10	175,000	October 16, 2020
2,350,000	$ 0.13	**2,350,000**	

15. OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended April 30, 2018, 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, 2018. 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, 2017.

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.