

This is the form of a material change report required under section 85 (1) of the Securities Act and section 151 of the Securities Rules.

**BC FORM 53-901F  
(Previously Form 27)**

**Securities Act**

**MATERIAL CHANGE REPORT**

**Item 1: Reporting Issuer**

Carmax Explorations Ltd., 625 Howe Street, Suite #1180, P.O. Box 45, Vancouver, BC, V6C 2T6

**Item 2: Date of Material Change**

August 12, 2005

**Item 3: Press Release**

August 12, 2005

**Item 4: Summary of Material Change**

Carmax Explorations Ltd. (the "Company") announces signing of a Letter of Intent with Hawyood Securities Inc. for a brokered agency offering of a minimum of 5,333,333.5 flow through shares and/or non flow through units and a maximum of 10,666,667 flow through shares and/or non flow through units at a price of \$0.15 per flow through share/unit. Each non flow through unit will consist of one share and one share purchase warrant exercisable for a period of 12 months from the closing of the offering at an exercise price of \$0.25 per warrant for one additional share.

**Item 5: Full Description of Material Change**

Carmax is pleased to announce that it has signed a Letter of Intent with Haywood Securities Inc. for a brokered agency offering of a minimum of 5,333,333.5 flow through shares and/or non flow through units and a maximum of 10,666,667 flow through shares and/or non flow through units at a price of \$0.15 per flow through share/unit. Each non flow through unit will consist of one share and one share purchase warrant exercisable for a period of 12 months from the closing of the offering at an exercise price of \$0.25 per warrant for one additional share.

If the maximum offering is sold, Carmax will raise \$1,600,000. The proceeds of the offering will be applied towards a recommended exploration program on the Eaglehead property located in the Liard Mining division of the Province of British Columbia in accordance with the recommendation of Charles K. Ikona, P. Eng as contained in his report to Carmax dated May 1, 2004 and for working capital.

The report is currently being updated to reflect the status of the claims as the status has changed following the date the initial report was prepared.

Carmax has received conditional approval from the TSX Venture Exchange to the terms of the related party acquisition of the Eaglehead property subject to Carmax fulfilling the filing requirements of the TSX Venture Exchange. The requirements imposed on Carmax include the filing of the updated report and Carmax raising sufficient funds in order to be able to fulfill the financial requirements imposed on it under the terms of the earn in agreement during the first year of the agreement.

Under the terms of the letter of intent dated July 29, 2004 (as amended on November 1, 2004) entered into with Ernest S. Peters and John R. Poloni, both Directors of Carmax, Carmax has received the right to acquire a 100% interest in and to the Eaglehead property subject to a 2 ½% net smelter return royalty.

In order for Carmax to acquire a 100% interest in and to the Eaglehead property, Carmax is required to perform the following:

- a) Complete one or more financings and spend no less than \$6,000,000 over a period of seven years ending October 31, 2011 on the Eaglehead property.
- b) Pay the aggregate sum of \$350,000 and issue an aggregate of 3,000,000 shares in installments of which \$100,000 and 500,000 shares on the date the earn in agreement is accepted for filing by the TSX Venture Exchange (the "Approval Date").
- c) Pay \$50,000 and issue 500,000 shares annually until the total cash consideration of \$350,000 and 3,000,000 shares have been fully paid and satisfied with each annual payment of cash and shares becoming due and payable on the anniversary date of the first payment.

Carmax will earn a 30% undivided interest in and to the Eaglehead property after it has spent \$2,000,000 on the property; a further 30% after spending the next \$2,000,000 on the property and a final 40% after the last \$2,000,000 has been spent.

1.5% of the reserved 2.5% royalty may be purchased for \$2,000,000.

No cash or shares will be paid to the related parties until Carmax has raised no less than \$1,000,000 for the program recommended by Charles K. Ikona, P. Eng.

In anticipation of the imminent closing of the financing, Carmax will immediately commence a \$200,000 program on the Eaglehead property in order to complete certain preparatory work for the work program recommended by Charles K. Ikona, P. Eng. which consists of a 5,000 meter drill program.

According to a Technical Report dated May 1, 2004 prepared by Charles K. Ikona P. Eng. on the Eaglehead property, diamond drilling has been undertaken in 5 areas over the claims covering approximately 5.2 kilometers. 59 holes totaling 12,233 meters have been drilled on the property. The drilling intersected sulphides containing copper in most holes drilled. Of the 59 drill holes, mineralization was intercepted in 54 holes many with multiple intercepts, 2 were abandoned in overburden and 3 contained no mineralized intercepts.

The report has been filed on [www.sedar.com](http://www.sedar.com) under Carmax's corporate profile. Before John Poloni and Ernest S. Peters acquired the claims in February and July of 2002, the claims were continuously held by Homestake Mining Co. since 1970.

Carmax still retains its interest in the Whiskeyjack Creek property located in the Larder Lake Mining Division of the Province of Ontario following payment of the 2005 option payment due and payable to the Optionor of the property.

The balance of the option payments due and payable under the Whiskeyjack Creek option agreement will now fall due and payable on August 31, 2006 (as to \$10,000) and August 31, 2007 (as to \$15,000 being the balance).

Inquiries have been received from an arms length industry participant regarding the possibility of participating in the development of the Whiskeyjack Creek property and dialogue continues with respect to that expression of interest.

**Item 6: Reliance on section 85 (2) of the Act**

N/A

**Item 7: Omitted Information**

N/A

**Item 8: Senior Officers**

Ernest S. Peters - President  
Charles S. Underhill – Secretary/CFO

**Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, British Columbia the 12<sup>th</sup> day of August, 2005.

*“Charles Underhill”*

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Charles Underhill, Director

