Unaudited Condensed Interim Consolidated Financial Statements of:



COPPER FOX METALS INC.

As At and For the Three and Nine Months Ended

July 31, 2015

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, "Continuous Disclosure Obligations", Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

The Company's independent auditors have not performed a review of these unaudited interim consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditors.

Interim Consolidated Statements of Financial Position (Unaudited)

As at July 31, 2015 and October 31, 2014

	July 31, 2015	October 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,445,671	\$ 1,654,521
Trade and other receivable	539,996	4,904,951
Prepaid expenses and deposits	273,381	322,799
Total current assets	3,259,048	6,882,271
Non-current assets:		
Investments (note 4)	762,305	764,305
Exploration & evaluation assets (note 5)	75,878,302	72,224,682
Property and equipment (note 6)	162,143	196,365
Total Assets	\$ 80,061,797	\$ 80,067,623
Liabilities and Shareholders' Equity		
Current liabilities:		
Trade and other payables	\$ 490,579	\$ 580,327
Non-current liabilities:		
Decommissioning liabilities (note 7)	208,084	214,781
Deferred tax liabilities	3,109,742	3,109,742
Total Liabilities	3,808,405	3,904,850
Shareholders' equity:		
Share capital (note 8)	74,035,461	74,035,461
Share purchase warrants (note 8)	196,623	196,623
Contributed surplus	15,823,771	15,823,771
Non-controlling interest (note 9)	2,566,814	2,592,674
Currency translation reserve	2,059,400	543,026
Deficit	(18,428,677)	(17,028,782)
Total Shareholders' Equity	76,253,392	76,162,773
Total Liabilities and Shareholders' Equity	\$ 80,061,797	\$ 80,067,623
Reporting entity and nature of operations (note 1)		
Commitments (note 12)		

Approved on behalf of the Audit Committee on September 28, 2015:

<u>"J. Michael Smith"</u> <u>"Elmer B. Stewart"</u>
J. Michael Smith, Director Elmer Stewart, Director

Interim Consolidated Statements of Comprehensive Loss (Unaudited)

Three and nine months ended July 31, 2015 and July 31, 2014

		Three Mor	nths E	nded		Nine Mon	ths Ended	
	July	31, 2015	Jul	y 31, 2014	Ju	ly 31, 2015	Jul	y 31, 2014
Expenses:								
Administration	\$	456,828	\$	436,505	\$	1,167,554	\$	1,112,249
Depreciation, amortization and accretion		9,361		16,517		26,755		31,531
Professional fees		21,798		293,131		352,026		701,514
Share based compensation		3,282		239,900		37,782		239,900
Interest income		(6,883)		(34,719)		(116,690)		(55,327)
Net Loss		484,385		951,334		1,467,426		2,029,867
Other comprehensive (income)/ loss:								
Foreign currency translation of US subs								
(gain)/loss		(793,940)		52,794		(1,516,374)		(79,859)
Total Comprehensive (Income)/Loss	\$	(309,555)	\$	1,004,128	\$	(48,948)	\$	1,950,008
Net loss attributable to:								
Common shareholders	\$	438,091	\$	774,775	\$	1,308,623	\$	1,853,308
Non-controlling interest		46,294		176,559		158,803		176,559
Net Loss	\$	484,385	\$	951,334	\$	1,467,426	\$	2,029,867
Total comprehensive (income)/loss attributable to:								
Common shareholders	\$	(355,849)	\$	827,569	\$	(207,750)	\$	1,773,449
Non-controlling interest	· ·	46,294	Ψ	176,559	*	158,803	Ψ	176,559
Total Comprehensive (Income)/Loss	\$	(309,555)	\$	1,004,128	\$	(48,948)	\$	1,950,008
Total Completions (medica) 2000	y	(303,333)	7	1,007,120	,	(40,540)	7	1,550,000
(Gain)/loss per share - basic and diluted	\$	(0.00)	\$	0.00	\$	(0.00)	\$	0.00
Weighted average number of shares (note 10)	4	07,660,044		404,963,880		407,660,044	2	104,963,880

Interim Consolidated Statements of Changes in Equity (unaudited)

Nine months ended July 31, 2015 and July 31, 2014

	Share Capital	Warrants	Contributed	Currency	NCI	Deficit	Total
			Surplus	Translation			Shareholder's
				Reserve			Equity
Balance as at October 31, 2014:	\$ 74,035,461	\$ 196,623	\$ 15,823,771	\$ 543,026	\$ 2,592,674	\$ (17,028,782)	\$ 76,162,773
Currency translation adjustment	-	-	-	1,516,374	-	-	1,516,374
Adjustment to NCI	-	-	-	-	132,943	-	132,943
Net loss for the period	-	-	-	ı	(158,803)	(1,399,895)	(1,558,698)
Balance as at July 31, 2015	\$ 74,035,461	\$ 196,623	\$ 15,823,771	\$ 1,265,460	\$ 2,609,320	\$ (17,959,001)	\$ 76,253,391

	Share Capital	Warrants	Contributed Surplus	Currency NCI Translation Reserve		Deficit	Total Shareholder's Equity
Balance as at October 31, 2013:	\$ 73,259,655	\$ 2,424,210	\$ 13,993,590	\$	- \$ -	\$ (15,835,791)	\$ 73,841,664
Options exercised	464,439	-	(233,939)			-	230,500
Warrants expired	-	(2,227,587)	2,227,587			-	-
Currency translation adjustment	-	-	-	79,859	-	-	79,859
Acquisition of Carmax shares	-	-	-		2,131,169	-	2,131,169
Net loss for the period	-	-	-		(176,559)	(1,853,308)	(2,029,867)
Balance as at July 31, 2014	\$ 73,724,094	\$ 196,623	\$ 15,987,238	\$ 132,653	\$ 1,954,610	\$ (17,689,099)	\$ 74,253,324

Interim Consolidated Statements of Cash Flows (Unaudited)

Nine months ended July 31, 2015 and July 31, 2014

	Nine Months Ended				
		July 31, 2015	Jı	uly 31, 2014	
Cash Provided By (Used In):					
Operations:					
Net loss for the period	\$	(1,467,426)	\$	(2,029,867)	
Depreciation, amortization and accretion		26,755		31,531	
Share based compensation		37,782		239,900	
Change in non-cash working capital		702,758		(544)	
Net Cash Used In Operating Activities		(700,132)		(1,758,980)	
Investing:					
Investments		1,237,025		(1,237,025)	
Cash received from acquisitions		-		1,360,805	
Mineral property expenditures		(5,570,861)		(4,533,857)	
Acquisition of property and equipment		-		(4,261)	
Change in non-cash working capital		-		459,520	
Net Cash Used In Investing Activities		(4,333,836)		(3,954,818)	
Financing:					
Receipt of Mineral Exploration Tax Credit		3,551,035		-	
Proceeds from issue of shares and warrants		757,709		421,791	
Net Cash From Financing Activities		4,308,744		421,791	
Increase/(decrease) in cash and cash equivalents during					
period		(725,224)		(5,292,007)	
Effect of translation of foreign currency cash		1,516,374		-	
Cash and cash equivalents, beginning of period		1,654,521		8,800,237	
Cash And Cash Equivalents, End Of period	\$	2,445,671	\$	3,508,230	

Notes to the Interim Consolidated Financial Statements (Unaudited)

Three and Nine Months Ended July 31, 2015

1. Reporting Entity and Nature of Operations

Copper Fox Metals Inc. ("Copper Fox" or the "Company") was incorporated under the Business Corporations Act of Alberta. On July 14, 2010 the Company transferred its registration from Alberta and became incorporated under the Business Corporations Act of British Columbia. The Company is engaged in the exploration for and development of copper mineral properties in Canada and the United States. Copper Fox's shares trade on the TSX Venture Exchange ("TSX:V") under the trading symbol CUU. To date, the Company has not earned any revenue from these operations and is considered to be in the exploration and evaluation stage. The Company recognizes the potential need to obtain debt or equity financing to fund future exploration programs. There is no guarantee the Company will be successful in raising additional funds.

The Company maintains its head office at 340 – 12 Avenue SW, Suite 650, Calgary, Alberta.

2. Basis of Presentation and Significant Accounting Policies

These condensed consolidated interim financial statements have been prepared in accordance and in compliance with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed consolidated interim financial statements follow the same accounting policies and methods of computation as outlined in note 2 of the Company's audited consolidated annual financial statements for the year ended October 31, 2014, except as noted below in note 3 of these condensed consolidated interim financial statements. These interim consolidated financial statements do not include all of the information required for the annual financial statements.

These condensed consolidated interim financial statements were approved for issuance by the Board of Directors on September 28, 2015.

3. Recent Accounting Pronouncements

In December 2011, "Offsetting Financial Assets and Financial Liabilities", amendments to IAS 32 "Financial Instruments: Presentation" was published by the IASB. These amendments clarify the requirements for offsetting financial instruments. The amendments introduce new disclosure requirements for financial assets and financial liabilities that are offset in the Consolidated Balance Sheets, or are subject to enforceable master netting arrangements or similar agreements. The amendments to IAS 32 are applied retrospectively for annual periods beginning on or after January 1, 2014. The adoption of these standards had no impact on the amounts recorded in the financial statements for the periods presented in these condensed consolidated interim financial statements.

On November 1, 2014, the Company adopted IFRIC 21 Levies. IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. The interpretation also clarifies that no liability should be recognized before the specified minimum threshold to trigger that levy is reached. The adoption of this standard had no impact on the amounts in these condensed consolidated interim financial statements.

Notes to the Interim Consolidated Financial Statements (Unaudited)

Three and Nine Months Ended July 31, 2015

4. Investments

Copper Fox holds 29,342 shares of Liard Copper Mines Ltd. ("Liard"), a private company incorporated in British Columbia. These shares are recorded at a value of \$759,305. Liard holds a 30% net proceeds interest royalty in the Schaft Creek project. The shares held by Copper Fox are in addition to the shares held by the Schaft Creek joint venture with Teck Resources Limited (Operator) and represent approximately 1.55% of the issued and outstanding shares of Liard.

Through Carmax, the Company holds 100,000 common shares in Alexandra Minerals Corporation, an incorporated public company, quoted at market value of \$3,000.

5. Exploration and Evaluation Assets

	Balance October 31, 2014		Ad	ditions	Balance	2 July 31, 2015
Arizona Properties:						
<u>Van Dyke Project:</u>						
Acquisition of property rights	\$	2,585,093	\$	-	\$	2,585,093
Technical analysis		4,590,127		670,415		5,260,542
Licenses and permits		56,029		-		56,029
Foreign Exchange		272,258		1,181,042		1,453,299
Total Van Dyke Project		7,503,507		1,851,457		9,354,964
Sombrero Butte Project:						
Acquisition of property rights	\$	847,819	\$	-	\$	847,819
Technical analysis		167,304		241,698		409,002
Licenses and permits		64,466		-		64,466
Foreign Exchange		86,712		154,621		241,333
Total Sombrero Butte Project		1,166,301		396,319		1,562,620
Total Arizona Properties	\$	8,669,808	\$	2,247,776	\$	10,917,583
British Columbia Properties:						
<u>Schaft Creek:</u>						
Acquisition of property rights	\$	3,053,755	\$	-	\$	3,053,755
Technical analysis		61,816,854		22,900		61,839,754
Licenses and permits		106,623		-		106,623
Sub-total Schaft Creek		64,977,232		22,900		65,000,132
BC mineral exploration tax credit		(4,427,812)		906,614		(3,521,198)
Total Schaft Creek		60,549,420		22,900		61,478,934
<u>Eaglehead:</u>						
Technical analysis		3,005,454		476,331		3,481,785
Total Eaglehead		3,005,454		476,331		3,481,785
Total British Columbia Properties	\$	63,554,874	\$	499,231	\$	64,960,719
Total Mineral Properties	\$	72,224,682	\$	2,747,007	\$	75,878,302

Notes to the Interim Consolidated Financial Statements (Unaudited)

Three and Nine Months Ended July 31, 2015

	Balance October 31, 2013		Additions		Balance October 31, 2014	
Arizona Properties:						
<u>Van Dyke Project:</u>						
Acquisition of property rights	\$	2,559,781	\$	25,312	\$	2,585,093
Technical analysis		451,963		4,138,164		4,590,127
Licenses and permits		48,078		7,951		56,029
Foreign Exchange		21,883		250,374		272,258
Total Van Dyke Project		3,081,705		4,421,802		7,503,507
Sombrero Butte Project:						
Acquisition of property rights	\$	701,205	\$	146,614	\$	847,819
Technical analysis		96,426		70,878		167,304
Licenses and permits		38,511		25,955		64,466
Foreign Exchange		22,777		63,935		86,712
Total Sombrero Butte Project		858,919		307,382		1,166,301
Total Arizona Properties	\$	3,940,624	\$	4,729,184	\$	8,669,808
British Columbia Properties:						
Schaft Creek:						
Acquisition of property rights	\$	3,053,755	\$	-	\$	3,053,755
Technical analysis		61,750,009		66,845		61,816,854
Licenses and permits		106,623		-		106,623
Sub-total Schaft Creek		64,910,387		66,845		64,977,232
BC mineral exploration tax credit		(4,427,812)		-		(4,427,812)
Total Schaft Creek		60,482,575		66,845		60,549,420
Eaglehead:						
Technical analysis				3,005,454		3,005,454
Total Eaglehead		-		3,005,454		3,005,454
Total British Columbia Properties	\$	60,482,575	\$	3,672,299		63,554,874
Total Mineral Properties	\$	64,423,199	\$	7,801,483	\$	72,224,682

During the year ended October 31, 2013, the Company entered into an agreement with Teck Resources Limited ("**Teck**") to jointly develop the Schaft Creek project in northwestern British Columbia. The agreement replaces and supersedes the 2002 option agreement between Teck and Copper Fox in connection with the Schaft Creek project and gives Teck a 75% interest and Copper Fox a 25% interest in the Schaft Creek project with Teck being the operator.

In addition to Copper Fox's interest in the Schaft Creek Joint Venture, Copper Fox holds, through Desert Fox Copper Inc. ("**Desert Fox**") and its wholly-owned subsidiaries, the Sombrero Butte Copper Project located in the Bunker Hill District, Pinal Co., Arizona and the Van Dyke Copper Project located in the Globe-Miami District, Gila Co., Arizona.

Notes to the Interim Consolidated Financial Statements (Unaudited)

Three and Nine Months Ended July 31, 2015

The Company also holds a controlling interest in Carmax which holds the Eaglehead property located in northwestern British Columbia (see note 9).

For the three and nine months ended July 31, 2015 the Company capitalized \$18,883 (July 31, 2014 - \$57,623) and \$102,979 (July 31, 2014 - \$74,304) of technical services provided by its officers and directors.

At July 31, 2015, the Company has recorded \$4,427,812 (October 31, 2014 – \$4,427,812) for Mineral Exploration Tax Credit claims which have been recorded as a reduction of exploration and evaluation expenditures. The Company received \$3.5 million of this refund on March 12, 2015. The remaining balance of \$906,614 of this credit has been written off as the collection is unlikely.

6. Property and Equipment

Description	Cost	Accumulated Amortization	Net Book Value July 31, 2015	Net Book Value October 31, 2014	
Asset retirement obligation	\$ 141,105	\$ 76,621	\$ 64,484	\$ 82,537	
Buildings	137,250	80,145	57,105	61,735	
Computer equipment	82,544	66,708	15,836	20,432	
Field equip. (Eaglehead)	8,500	8,500	-	771	
Furniture & equipment	46,887	38,059	8,828	10,386	
Heavy equipment	173,332	157,442	15,890	20,504	
Total	\$ 589,618	\$ 427,476	\$ 162,143	\$ 196,365	

Property and equipment are stated at cost which includes the acquisition price and any direct costs to bring the asset into productive use at its intended location.

7. Decommissioning Liabilities

The Company's decommissioning liabilities relate to the Company's share of reclamation and closures costs of the Schaft Creek Property. The total decommissioning liability is based on the Company's estimated costs to reclaim and abandon the property and facilities and the estimated timing of the costs to be incurred in future years. The Company has estimated the net present value of its share of the decommissioning liabilities of Schaft Creek to be \$172,757 at July 31, 2015 (October 31, 2014 - \$179,877) based on an undiscounted and inflated future liability of \$180,000 (October 31, 2014 - \$209,188). These payments are expected to be made in the next 6.25 years.

The Company's estimated risk free rate of 1.63% (October 31, 2014 - 2.18%) and an inflation rate of 2.30% (October 31, 2014 - 2.17%) were used to calculate the present value of the decommissioning liabilities.

Also included in the decommissioning liabilities is the amount for the Eaglehead property acquired.

Balance, October 31, 2014:	\$ 214,781
Revisions	(9,534)
Accretion	2,414
Acquisition accretion - Carmax	423
Balance, July 31, 2015	\$ 208,084

8. Share Capital

(a) Authorized

Authorized share capital consists of an unlimited number of common shares and an unlimited number of first and second preferred shares, without par value, of which none have been issued. Issued and outstanding shares are as follows:

Common Shares	Number	Amount
Balance, October 31, 2013:	404,740,044	\$ 73,259,655
Options exercised	2,920,000	378,400
Transfer from contributed surplus on option exercise	-	397,406
Balance, October 31, 2014 and July 31, 2015	407,660,044	\$ 74,035,461

(b) Warrants

Share Purchase Warrants	Number	Amount
Balance, October 31, 2013:	10,401,623	2,424,210
Expired	(7,043,395)	(2,227,587)
Balance, October 31, 2014 and July 31, 2015	3,358,228	\$ 196,623

As of July 31, 2015, the Company has warrants outstanding entitling the holders to acquire common shares as follows:

Exercise Price	Expiry Date	Fair Value		Number of Warrants	Fair Value Amount
1.00	April 8, 2016	\$	0.0585	3,358,228	\$ 196,623

(c) Stock option plan

The number of shares reserved for issuance under the Company's stock option plan is limited to 10% of the number of shares which are issued and outstanding on the date of a particular grant of options. Under the plan, the Board of Directors determines the term of a stock option (up to a maximum of 10 years), the vesting period of the options and the option exercise price, which shall not be less than the

Notes to the Interim Consolidated Financial Statements (Unaudited)

Three and Nine Months Ended July 31, 2015

closing price of the Company's share on the Toronto Stock Exchange immediately preceding the date of grant. The Compensation Committee determines and makes recommendations to the Board of Directors as to the recipients, nature and size of the share-based compensation awards, in compliance with applicable securities law, stock exchange and other regulatory requirements.

A summary of changes in the Company's outstanding stock options is presented below:

Balance, October 31, 2013:	8,410,000
Exercised	(2,920,000)
Expired	(3,840,000)
Balance, October 31, 2014 and July 31, 2015	1,650,000

Options outstanding are as follows:

Exercise Price	Issue Date	Expiry Date	Balance Outstanding	Balance Vested
\$1.69	Mar-11	Mar-16	1,050,000	1,050,000
\$1.04	May-12	Apr-17	600,000	600,000
Total			1,650,000	1,650,000

9. Non-Controlling Interest

On January 14, 2015 the Company closed a private placement with Carmax by exercising its pre-emptive right to maintain its' pro rata percentage shareholding. The Company paid \$109,023 for 2,180,450 units of Carmax. Each unit consists of one common share and one common share purchase warrant. The total issued and outstanding shares of Carmax at this time were 60,742,524 of which Copper Fox held 25,566,528 or 42.09%.

On May 1, 2015, the Company closed a \$550,000 private placement in the equity of Carmax. The private placement consisted of 11,000,000 Units at a cost of \$0.05 per Unit. The Units were subscribed for at a price of \$0.05 and consisted of one previously unissued common share and one common share purchase warrant of Carmax.

Copper Fox now beneficially owns and controls 36,566,528 of the 71,742,525 issued and outstanding common shares of Carmax, representing 50.97% ownership of Carmax.

The non-controlling interest is as follows:

	Ownership interest held by NCI at July 31, 2015
Carmax Mining Corp	49.03%

The following is summarized financial information for Carmax before any intercompany elimination:

	Carmax as at July 31, 2015
Total comprehensive loss	\$ 323,889
Total Comprehensive Loss Attributable To Non-Controlling Interest	158,803
Current assets	884,928
Non-current assets	8,866,067
Current liabilities	(221,478)
Non-current liabilities	(35,326)
Consolidation fair value adjustments	(4,259,001)
Net assets	5,235,190
Net Assets Attributable To Non-Controlling Interest	2,566,814
Cash flows from operating activities	(292,122)
Cash flows from investing activities	(104,331)
Cash flows from financing activities	758,966
Net Decrease In Cash And Cash Equivalents	362,513

10. Weighted Average Number of Shares

Per share amounts are computed by dividing net loss for the period by the weighted average number of shares outstanding. In computing per share amounts the weighted average number of shares outstanding during the three and nine months ended July 31, 2015 was 407,660,044 (July 31, 2014 – 404,963,880) common shares. Stock options and warrants granted by the Company have not been included in the computation of diluted per share amounts as they are anti-dilutive.

11. Related Party Transactions

During the three and nine months ended July 31, 2015, directors and officers of the Company incurred \$Nil (2014 - \$Nil) and \$Nil (2014 - \$69,750) for management and technical services on behalf of the Company. At July 31, 2015, \$Nil (2014 - \$Nil) is included in accounts payable.

12. Commitments

The Company has a commitment with respect to its office lease in Calgary as follows:

Period	2015	2016	2017	2018	2019
Amount	\$ 27,670	\$ 110,682	\$ 110,682	\$ 116,078	\$ 116,078

The Company is required to pay US \$390,000 (CDN \$472,641) under the Sombrero Butte acquisition

Notes to the Interim Consolidated Financial Statements (Unaudited)

Three and Nine Months Ended July 31, 2015

agreement. The next payment of US \$130,000 (CDN \$157,547) is due on October 15, 2015 and on each October 15 thereafter with the final payment being in 2017.

In the Schaft Creek joint arrangement, the Company is responsible for 25% of pre-production costs beyond \$60 million and 25% of capital costs following a production decision. Copper Fox's pro rata share of any pre-production costs in excess of \$60 million will be funded by Teck and the two remaining direct cash payments (totaling \$40 million) payable to Copper Fox (based on certain project milestones being achieved) will be reduced by an equivalent amount. If pre-production expenditures on the Schaft Creek project exceed \$240 million, the two cash payment payable to Copper Fox would be reduced to zero and Teck would fund any additional costs incurred prior to a production decision, if required, by way of loan to Copper Fox to the extent of its pro rata share, without dilution to Copper Fox's 25% joint venture interest.

13. Geographic Segments

	Three Months Ended				Nine Months Ended			ded
	July 31, 2015 July 31, 2014		y 31, 2014	July 31, 2015		July 31, 2014		
Net loss:								
Canada	\$	427,467	\$	836,702	\$	1,215,930	\$	1,423,623
United States		56,918		165,217		251,496		526,385
Total	\$	484,385	\$	1,001,919	\$	1,467,426	\$	1,950,008
Capital expenditures:								
Canada	\$	398,927	\$	1,992,450	\$	499,231	\$	2,078,256
United States		1,202,229		2,317,701		2,247,776		3,964,365
	\$	1,601,156	\$	4,310,151	\$	2,747,007	\$	6,042,621

As At	July 31, 2015	October 31, 2014			
Total assets:					
Canada	\$ 69,144,214	\$ 71,204,534			
United States	10,917,583	8,863,089			
Total	\$ 80,061,797	\$ 80,067,623			