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Unaudited Interim Financial Statements of

# COPPER FOX METALS INC.

Three and nine months ended July 31, 2011 and 2010

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## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, 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 financial statements of Copper Fox Metals Inc. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim 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 auditor.

*Signed: Elmer Stewart*

Elmer Stewart  
President and CEO

*Signed: Catherine Henderson*

Catherine Henderson  
Chief Financial Officer

# COPPER FOX METALS INC.

Balance sheets

As at July 31, 2011 and October 31, 2010

(unaudited)

	July 31, 2011	October 31, 2010
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 955,520	\$ 464,572
Accounts receivable	494,789	485,256
Prepaid expenses and deposits	1,095,904	826,801
	2,546,213	1,776,629
Investment (note 5)	759,305	
Mineral properties (note 5)	33,580,608	21,423,389
Property and equipment (note 4)	490,140	549,485
	\$ 37,376,266	\$ 23,749,503
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,924,902	\$ 2,613,384
Shareholder loan (note 8)	1,500,000	-
	3,424,902	\$ 2,613,384
Asset retirement obligations (note 9)	444,545	423,479
Shareholders' equity:		
Share capital (note 6)	64,410,021	49,901,521
Share purchase warrants (note 6)	60,013	-
Contributed surplus (note 6)	9,888,806	8,423,336
Deficit	(40,852,021)	(37,612,217)
	33,506,819	20,712,640
	\$ 37,376,266	\$ 23,749,503
Going concern (note 2)		
Commitments (note 10)		

See accompanying notes to financial statements.

On behalf of the Board:

(Signed)

Elmer Stewart, Director

(Signed)

J. Michael Smith, Director

# COPPER FOX METALS INC.

Statements of loss and comprehensive loss and deficit  
Three and nine months ended July 31, 2011 and 2010  
(unaudited)

	Three Months Ended		Nine Months Ended	
	July 31, 2011	July 31, 2010	July 31, 2011	July 31, 2010
Expenses:				
Administration	\$ 215,428	\$ 216,689	\$ 687,717	\$ 509,483
Amortization and accretion	28,951	34,382	86,692	102,675
Insurance	72,808	65,409	72,808	65,409
Professional fees	100,230	78,312	344,752	241,221
Processing fees	26,196	10,035	125,429	45,800
Rent	7,711	7,203	23,622	21,633
Stock based compensation	4,983	4,983	1,775,725	128,998
Travel	46,862	19,879	123,284	77,792
Interest income	(225)	(100)	(225)	(330)
Net loss and comprehensive loss	502,944	436,792	3,239,804	1,192,681
Deficit, beginning of period	40,349,077	36,754,079	37,612,217	35,998,190
Deficit, end of period	\$ 40,852,021	\$ 37,190,871	\$ 40,852,021	\$ 37,190,871
Loss per share – basic and diluted (note 7)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)

See accompanying notes to financial statements.

# COPPER FOX METALS INC.

## Statements of cash flows

Three and six months ended July 31, 2011 and 2010

(unaudited)

	Three Months Ended		Nine Months Ended	
	July 31, 2011	July 31, 2010	July 31, 2011	July 31, 2010
Cash provided by (used in):				
Operations:				
Net loss for the period	\$ (502,944)	\$ (436,792)	\$ (3,239,804)	\$ (1,192,681)
Items not involving cash:				
Amortization and accretion	28,951	34,381	86,692	102,675
Stock-based compensation	4,983	4,983	1,775,725	128,998
Change in non-cash working capital	855	578,250	(216,661)	(141,419)
	(468,155)	180,822	(1,594,048)	(1,102,427)
Financing:				
Shareholder loan	-	-	1,500,000	-
Issue of shares and warrants, net of issue costs	685,376	5,862,301	10,924,575	8,335,572
	685,376	5,862,301	12,424,575	8,335,572
Investing:				
Mineral property expenditures	(3,829,068)	(3,898,986)	(8,682,794)	(7,190,023)
Mineral property acquisitions	-	-	(600,000)	-
Investment	(30,507)	-	(300,047)	-
Additions to property and equipment	(4,442)	-	(6,281)	-
Net change in non-cash working capital	486,551	(239,299)	(750,457)	(307,228)
	(3,377,466)	(4,138,285)	(10,339,579)	(7,497,251)
Increase/(decrease) in cash during period	(3,160,245)	1,904,838	490,948	(264,106)
Cash and cash equivalents, beginning of period	4,115,765	469,982	464,572	2,638,927
Cash and cash equivalents, end of period	\$ 955,520	\$ 2,374,820	\$ 955,520	\$ 2,374,821
Supplementary information:				
Interest received	\$ 225	\$ 100	\$ 225	\$ 330

See accompanying notes to financial statements.

# COPPER FOX METALS INC.

## Notes to Financial Statements

Three and nine months ended July 31, 2011 and 2010

(unaudited)

### 1. COMPANY 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 porphyry copper mineral properties in western Canada. Since inception, the efforts of the Company have been devoted to verifying the historical exploration information and completion of a feasibility study of the Schaft Creek copper-molybdenum-gold-silver porphyry deposit located in northwest British Columbia. To date, the Company has not earned any revenue from these operations and is considered to be in the exploration and development stage. The Company's mineral license is in the advanced exploration stage.

### 2. GOING CONCERN

These interim financial statements have been prepared by management in accordance with accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

At July 31, 2011, the Company had a working capital deficit, defined as current assets less current liabilities, of \$878,689 and a deficit of \$40,852,021 and had incurred a net loss of \$502,944 and \$3,239,804 for the three and nine months ended July 31, 2011. During the nine month period ended July 31, 2011 the Company received \$10,924,575 (net of issued costs) in proceeds on private placements and the exercise of warrants and options and subsequent to July 31, 2011 the Company has received additional funding of a \$4,450,000 loan from a Director of which \$2,500,000 may be applied to the private placement announced September 7, 2011. While these funds may be sufficient to complete the current planned activities, the Company will need additional equity in order to develop the property.

These interim financial statements have been prepared on the basis that the Company will be able to discharge its obligations and realize its asset in the normal course of business at the values at which they are carried in these financial statements, and that the Company will be able to continue its business activities. These financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption be determined to be inappropriate, and these adjustments could be material.

### 3. ACCOUNTING POLICIES

These interim financial statements have been prepared following the same accounting policies and methods of computation as the financial statements for the year ended October 31, 2010. The disclosures included below are incremental to those included with the annual financial statements.

### 4. PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and consist of the following:

	Rate	Cost	Accumulated Amortization	Net Book Value July 31, 2011	Net Book Value October 31, 2010
Buildings	10%	\$ 549,000	\$ 197,232	\$ 351,768	\$ 380,290
Furniture & equipment	20%	44,422	25,800	18,622	20,241
Heavy equipment	30%	566,020	462,294	103,726	133,839
Leasehold improvements	20%	1,197	947	250	294
Computer equipment	30%	51,846	36,072	15,774	14,821
		\$ 1,212,485	\$ 722,345	\$ 490,140	\$ 549,485

### 5. MINERAL PROPERTIES

	Balance October 31, 2010	Expenditures	Balance July 31, 2011
ES, GS and South Zone			
Acquisition of property rights	\$ -	\$ 2,887,500	\$ 2,887,500
Technical analysis	-	111,804	111,804
	-	2,999,304	2,999,304
SC Zone			
Acquisition of property rights	100	-	100
Technical analysis	51,992,204	9,157,915	61,150,119
Licenses and permits	106,623	-	106,623
Asset retirement costs	324,462	-	324,462
	52,423,389	9,157,915	61,581,304
SC zone write down (2009)	(31,000,000)	-	(31,000,000)
	21,423,389	9,157,915	30,581,304
Total mineral properties	\$ 21,423,389	\$ 12,157,219	\$ 33,580,608

## **MINERAL PROPERTIES (continued)**

The Schaft Creek deposit is located within a contiguous group of mineral claims that cover 21,025 hectares (51,954 acres). Copper Fox holds a 100% working interest in the Schaft Creek property, subject to 30% net proceeds interest, the “indirect interest”, held by a private company 78%-owned by Teck Resources Limited (“Teck”), and a 3.5% net profits interest held by Royal Gold, Inc. Copper Fox can earn Teck’s indirect interest by completing a positive “bankable” feasibility study, as defined in the option agreement with Teck.

Teck may elect at any time to exercise one of its “earn-back” options, however, completion of a bankable feasibility study will trigger a 120 day-period for Teck to elect to either: i) exercise one of its earn-back options; ii) retain 1% net smelter return royalty; or iii) receive shares of Copper Fox to a value of \$1,000,000.

If Teck exercises its earn-back option, then Teck can elect to acquire either 20%, 40% or 75% of Copper Fox’s interest in the Schaft Creek property by solely funding subsequent expenditures equal to either 100%, 300% or 400% of Copper Fox’s prior expenditures. As at July 31, 2011 the Company has spent approximately \$63.6 million in qualified expenditures under this option agreement with Teck.

If Teck elects to earn back a 75% working interest Teck would also be responsible for arranging Copper Fox’s share of project financing to be repaid from Copper Fox’s share of future metal sales, until payout is reached.

In addition, Copper Fox owns a 100% working interest in another contiguous group of mineral claims (South Zone) covering 3,947 hectares (9,753 acres) that is not subject to the option agreement.

During the nine months ended July 31, 2011, the Company completed the acquisitions of mineral properties (ES Zone and GK Zone) and the purchase of shares of Liard Copper Mines Limited (“Liard”). Details of the transactions are provided below:

- 1) In March 2011, Copper Fox acquired mineral claims located adjacent to the Schaft Creek property totaling 2,978.32 hectares (7,360 acres) (the “March 2011 Mineral Claims”) which are subject to a 2% Net Smelter Return (“NSR”). Copper Fox has the option to repurchase, at any time, one-half of the NSR on the March 2011 Mineral Claims for a total purchase price of \$3 million.
- 2) In March 2011, Copper Fox acquired 26,954 shares of Liard Copper Mines Ltd. (“Liard”), a private company incorporated in British Columbia for a cash payment of \$269,540 and 245,000 common shares (recorded at fair value of \$428,750 based on the closing share price on the date of the agreement) of Copper Fox. Liard holds a 30% net proceeds interest (“NPI”) royalty in the



## MINERAL PROPERTIES (continued)

Schaft Creek project. Teck owns 78% of the issued and outstanding shares of Liard. Upon completion of a positive feasibility study, Copper Fox will acquire Teck's 78% interest in Liard. The shares acquired by Copper Fox as a result of this transaction represent approximately 1.47% of the issued and outstanding shares of Liard.

- 3) In July 2011, Copper Fox acquired an additional 2,388 common shares of Liard for a cash payment of \$30,506 and 14,391 common shares of Copper Fox (recorded at fair value of \$30,508 based on the Volume Weighted Average Price ("VWAP") of ten days prior to the agreement). Liard holds a 30% NPI royalty in the Schaft Creek project. The shares acquired by Copper Fox as a result of this transaction represent approximately 0.13% of the issued and outstanding shares of Liard.

For the three and nine months ended July 31, 2011 the Company has capitalized \$141,447 (2010 - \$103,500) and \$431,772 (2010 - \$291,750) of management and technical services provided by its officers and directors (see note 8). For the three and nine months ended July 31, 2011 the Company has capitalized Nil (2010 – Nil) and \$586,925 (2010 – Nil) of stock based compensation.

## 6. SHAREHOLDERS' EQUITY

- (a) Authorized:

Unlimited number of common shares.

Unlimited number of first and second preferred shares, of which none have been issued.

- (b) Issued and outstanding:

Common Shares	Number	Amount
Balance, October 31, 2009	242,356,660	\$ 37,182,648
Options exercised	40,000	18,000
Transfer from contributed surplus on option exercise		13,327
Warrants exercised	119,940,893	9,471,100
Transfer from contributed surplus on warrant exercise		3,216,446
Balance, October 31, 2010	362,337,553	\$ 49,901,521
Flow through shares issued	7,450,000	7,755,000
Non Flow through shares issued (note 5)	1,509,391	2,746,758
Value ascribed to warrants issued		(1,004,681)
Options exercised	2,235,000	1,053,750
Transfer from contributed surplus on option exercise		897,180
Warrants exercised	1,828,500	2,593,875
Transfer from contributed surplus on warrant exercise		944,668
Share issue costs		(478,050)
Balance, July 31, 2011	375,360,444	\$ 64,410,021

## SHAREHOLDERS' EQUITY (continued)

During the nine months ended July 31, 2011, the Company completed two non-brokered private placement financings.

The first was completed in two tranches, each consisting of 2,225,000 flow-through shares at a purchase price of \$0.90 per share totaling \$2,002,500. The total Offering raised gross proceeds of \$4,005,000 from the issuance of 4,450,000 flow-through shares. The Company paid commission/finder's fees totaling \$234,300 and issued 260,333 non-transferable warrants. Each non-transferable warrant entitles the holder to purchase one non flow-through common share at a purchase price of \$0.75, exercisable at any time until the close of business on the expiry of 24 months.

The second consisted of 3,000,000 flow-through units at a price of \$1.25. Each unit consisted of one flow through common share and one half of a non-flow through purchase warrant. One full purchase warrant plus \$1.50 entitles the holder to purchase a Copper Fox common share until expiry on December 31, 2011. In the event Copper Fox trades above \$1.65 for ten (10) consecutive days, the purchase warrants, if unexercised, will expire 30 days thereafter. (The expiry date of these warrants was accelerated to April 29, 2011). Also, the Company paid a securities firm, of which one of the Company's Directors is an Officer and Director, \$243,750 and issued 195,000 broker warrants (exercisable at \$1.25 and expiring on March 16, 2012) for finder's fees.

Funds generated from this financing will be used to advance the feasibility study and include drilling programs, metallurgical testing and engineering studies associated with the development of the Schaft Creek Porphyry Deposit.

### (c) Share purchase warrants:

Balance, October 31, 2009	119,940,894	\$	3,216,446
Exercised	(119,940,894)		(3,216,446)
Balance, October 31, 2010	-	\$	-
Issued	1,955,333	\$	1,004,681
Exercised	(1,828,500)		(944,668)
Balance, July 31, 2011	126,833	\$	60,013

## SHAREHOLDERS' EQUITY (continued)

As at July 31, 2011, warrants to purchase common shares are outstanding as follows:

Exercise Price	Expiry Date	Fair Value	Number of Warrants	Amount
\$ 0.75	26-Nov-12	\$ 0.47	126,833	\$ 60,013
			126,833	\$ 60,013

The fair value of the warrants issued during the period ending July 31, 2011 was determined using the Black-Scholes valuation model using the following assumptions:

Dividend yield	0.00%
Expected volatility	99.91% to 128.47%
Risk-free interest rate	1.43% to 1.70%
Expected life	.75 to 2 years

(d) Contributed surplus:

Balance, October 31, 2009	\$ 8,302,682
Exercise of options	(13,327)
Stock based compensation	133,981
Balance, October 31, 2010	8,423,336
Exercise of options	(897,180)
Stock based compensation	2,362,650
Balance, July 31, 2011	\$ 9,888,806

(e) Stock options:

The Company established a stock option plan for its directors, officers, consultants and employees under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company. During the nine months ended July 31, 2011 the Company granted 1,700,000 options to directors, officers, and employees of the Company exercisable at \$1.69 per option (2010 – Nil).

There were 10,560,000 stock options outstanding at July 31, 2011 with weighted average price of \$0.5708 per share. Options expire five years from the grant date. The outstanding options expire between February 2012 and March 2016. There were 10,337,765 options vested at July 31, 2011 with weighted average price of \$0.5809 per share.

### SHAREHOLDERS' EQUITY (continued)

Balance, October 31, 2009	11,485,000
Issued	1,000,000
Exercised	(40,000)
Expired	(1,450,000)
Balance, October 31, 2010	10,995,000
Issued	1,800,000
Exercised	(2,235,000)
Balance, April 30, 2011	10,560,000

The fair value of stock options vested during the period ended July 31, 2011 was \$0.089 and \$1.38 per option, resulting in compensation expense of \$2,362,650 (2010 – \$128,998) including \$586,925 (2010 – Nil) being capitalized to the mineral properties. This amount is recorded to contributed surplus and upon exercise will be recorded as an increase to share capital.

The fair value of the options issued during the period ended July 31, 2011 has been determined using the Black-Scholes valuation model using the following assumptions:

Dividend yield	0.00%
Expected volatility	116.17%
Risk-free interest rate	2.31%
Expected life	5 years
Fair value	\$1.38

## **SHAREHOLDERS' EQUITY (continued)**

Outstanding options at July 31, 2011 are as follows:

Exercise Price	Issue Date	Expiry Date	Balance Outstanding	Balance Vested
\$0.78	Feb-07	Feb-12	825,000	825,000
\$0.97	Feb-07	Feb-12	635,000	635,000
\$0.78	Sep-07	Sep-12	400,000	400,000
\$0.85	Nov-07	Nov-12	200,000	200,000
\$0.45	Jun-08	Jun-13	1,675,000	1,675,000
\$0.10	Jul-09	Jul-14	1,000,000	777,765
\$0.15	Oct-09	Sep-14	3,150,000	3,150,000
\$0.15	Nov-09	Sep-14	1,000,000	1,000,000
\$1.69	Mar-11	Mar-16	1,675,000	1,675,000
			10,560,000	10,337,765

## **7. PER SHARE AMOUNTS**

Loss per share is computed by dividing net loss for the period by the weighted average number of shares outstanding. In computing loss per share the weighted average number of shares outstanding during the three and nine months ended July 31, 2011 were 374,335,066 (2010 – 282,663,051) and 368,056,977 (2010 – 262,504,109) common shares. Stock options and warrants granted by the Company during this period have not been included in the computation of loss per share as they are anti-dilutive.

## **8. RELATED PARTY TRANSACTIONS**

During the three and nine months ended July 31, 2011 directors and officers of the Company incurred \$195,447 (2010 - \$187,500) and \$636,172 (2010 - \$543,750) for management and technical services on behalf of the Company. In addition, \$93,412 (2010 – 47,323) and \$288,997 (2010 - \$97,719) of legal fees were paid during the three and nine months ended July 31, 2011 to a law firm of which one of the Company's Directors is a partner. At July 31, 2011 \$13,105 (2010 - \$45,534) was included in accounts payable for management and technical services and \$93,412 (2010 – \$47,323) was included in accounts payable for legal fees.

Also, the Company paid a securities firm, of which one of the Company's Directors is an Officer and Director (1) \$120,150 and issued 133,500 broker warrants (exercisable at \$0.75 per share and expiring on December 15, 2012) for finder's fees in relation to the equity private placement which closed on December 15, 2010 and; (2) \$243,750 and issued 195,000 broker warrants (exercisable at

## **RELATED PARTY TRANSACTIONS (continued)**

\$1.25 per share and expiring on March 16, 2012) for finder's fees in relation to the equity private placement which closed on March 16, 2011.

In addition, during the nine month period a Director loaned the Company \$1,500,000. The loan bears no interest and has no fixed terms of repayment. These transactions were recorded at the exchange amount agreed to by the related parties.

## **9. ASSET RETIREMENT OBLIGATIONS**

Balance, October 31, 2009	\$	345,055
Increase to retirement obligation		50,336
Accretion of retirement obligation		28,088
Balance, October 31, 2010		423,479
Accretion of retirement obligation		21,066
Balance, July 31, 2011	\$	444,545

## **10. COMMITMENTS**

The Company has established a \$75,000 university bursary, to a deserving student within the Tahltan Nation, over a 5 year period commencing in the Company's 2007 fiscal year and ending in 2011. At July 31, 2011, there is \$15,000 remaining to be paid against this commitment.

The Company has a commitment with respect to its office leases in Calgary and Vancouver as follows:

Period	Aug 1, 2011 - Oct 31, 2011	Nov 1, 2011 - Oct 31, 2012	Nov 1, 2012 - Jun 30, 2013	Nov 1, 2013 - Jun 30, 2014
Amount	\$ 34,516	\$ 140,078	\$ 113,818	\$ 18,406

## **11. SUBSEQUENT EVENT**

Subsequent to the quarter, a Director of the Company advanced the Company \$4,450,000 of which \$2,500,000 may be applied to the private placement announced on September 7, 2010.

In September 2011, the Company acquired mineral claims located adjacent to the Schaft Creek property totalling 6,115.11 hectares (15,111 acres) which are subject to a 2% NSR (the "September 2011 Mineral Claims"). Copper Fox has the option to repurchase, at any time, one-half of the NSR on the September 2011 Mineral Claims for a purchase price of \$1 million. The September 2011 Mineral Claims are subject to inclusion with the Schaft Creek project under the terms of the Area of Interest provisions of the Teck Option Agreement.