

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Canamex Resources Corp. (“Canamex”)
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

Item 2 Date of Material Change:

December 15, 2011

Item 3 News Release

December 15, 2011 disseminated through Marketwire and SEDAR filed.

Item 4 Summary of Material Change

On December 15, 2011, Canamex closed its private placement of \$2,270,000.

See Item 5 below for further particulars.

Item 5 Full Description of Material Change

See attached News Release dated December 15, 2011 for full particulars.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer:

Robert Kramer, Chief Financial Officer
Phone: (604) 718-2800 (ext. 311)

Item 9 Date of Report

DATED this 15th day of December, 2011.

Per: SIGNED: “Robert Kramer”
Robert Kramer, CFO

CANAMEX RESOURCES CORP.

Suite 303, 595 Howe Street, Vancouver, B.C. V6C 2T5

Telephone: (604) 718-2800 Fax: (604) 718-2808

www.canamex.us**NEWS RELEASE****NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES*****Canamex Closes \$2,270,000 Non-Brokered Financing***

December 15, 2011 – Canamex Resources Corp. (the “Company”) (TSX-V: **CSQ**) announces that it has closed the non-brokered private placement announced in its News Release dated December 6, 2011. On December 13, 2011 the Company received acceptance from the TSX Venture Exchange to the private placement for gross proceeds of \$2,270,000.

In accordance with the provisions of the Subscription Agreements, on December 15, 2011, the Company issued a total of 22,700,000 Units at a price of \$0.10 per Unit, each Unit consisting of one common share and one share purchase warrant, each warrant entitling the holder thereof to purchase one additional common share, exercisable for a period of two years from the date of issuance, at a price of \$0.15 per share during the first year, and \$0.20 per share during the second year.

In connection with the private placement, the Company also paid \$60,200 cash as finders’ fees and issued brokers warrants entitling the holders to purchase up to 560,000 shares of the Company, each broker’s warrant being exercisable for a period of two years from the date of issuance at a price of \$0.15 per share during the first year, and \$0.20 per share during the second year.

All of these shares, including any shares that may be issued on exercise of the warrants, will be subject to a hold period under applicable Canadian securities laws expiring on April 16, 2012, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

ON BEHALF OF THE BOARD**SIGNED: “Robert Kramer”****Robert Kramer, CFO and Director**

Contact: Robert Kramer (604) 718-2800 (ext 311)

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.

This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.