

**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:** August 10, 2012

**Item 3 News Release:**

August 10, 2012 disseminated through Marketwire and SEDAR filed.

**Item 4 Summary of Material Change**

On August 10, 2012 Canamex closed its private placement for gross proceeds of \$2,933,820 (refer to News Releases dated July 27, July 30 and August 3, 2012).

On August 9, 2012 the Company received acceptance from the TSX Venture Exchange to close the private placement, and accordingly on August 10, 2012 the Company issued 10,866,000 Units (the “Units”) at a price of \$0.27 per Unit.

In connection with this financing, the Company paid finders’ fees totalling \$138,083.40 in cash and issued a total of 457,520 finders’ warrants on the same terms as private placement warrants, including the accelerated expiry provision.

These shares and any shares that may be issued on exercise of the warrants (including finders’ warrants) will be subject to a hold period under applicable Canadian securities laws expiring on December 11, 2012, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

*See Item 5 below for further particulars.*

**Item 5 Full Description of Material Change**

See attached News Release dated August 10, 2012 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 10<sup>th</sup> day of August, 2012.

SIGNED: *Robert Kramer*

Per: \_\_\_\_\_  
**Robert Kramer, CFO**

## **CANAMEX RESOURCES CORP.**

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

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### **NEWS RELEASE**

#### **Canamex Closes \$2,933,820 Financing**

(Vancouver, British Columbia), August 10, 2012: Canamex Resources Corp. (TSX-V: **CSQ**) (OTCQX: **CNMXF**) (FSE: **CX6**) is pleased to announce that it has closed its private placement for gross proceeds of \$2,933,820 (refer to News Releases dated July 27, July 30 and August 3, 2012). On August 9, 2012 the Company received acceptance from the TSX Venture Exchange (the "Exchange") to close the private placement.

In accordance with the provisions of the Subscription Agreements, on August 10, 2012, the Company issued a total of 10,866,000 Units (the "Units") at a price of \$0.27 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 \$0.40 per share in the first year, and thereafter at a price of \$0.50 in the second year (*provided that* in the event that the weighted average closing price of the Company's shares on the Exchange equals or exceeds Cdn\$0.75 during any 20 consecutive trading days commencing four (4) months after the date of issuance of the Warrants, then the Company may within 30 days of such an occurrence give notice in writing to the holders of the Warrants that the Warrants shall expire at 5:00 p.m. (Vancouver time) on the 20<sup>th</sup> business day following delivery of such notice unless exercised by the holders of the Warrants prior to such time).

In connection with this financing, the Company paid finders' fees totaling \$138,083.40 in cash and issued a total of 457,520 finders' warrants on the same terms as Warrants set out above.

These shares and any shares issued on exercise of the warrants (including finders' warrants) will be subject to a hold period under applicable Canadian securities laws expiring on December 11, 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)

**Renmark Financial Communications Inc.**

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**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.***