

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change:

February 27, 2014

Item 3 News Release

February 28, 2014 disseminated through Marketwired and SEDAR filed.

Item 4 Summary of Material Change

On February 27, 2014 the Company closed a private placement for gross proceeds of \$2,160,000 by issuing a total of 24,000,000 common shares at a price of \$0.09 per share.

These shares are subject to a hold period under applicable Canadian securities laws expiring on June 28, 2014, 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 February 27, 2014 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 Executive Officer Phone: (604) 336-8612

Item 9 Date of Report

DATED this 28th day of February, 2014.

Per: SIGNED: "Robert Kramer"
Robert Kramer, CEO

CANAMEX RESOURCES CORP.

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

Telephone: (604) 336-8612 Fax: (604) 718-2808

www.canamex.us

NEWS RELEASE

Canamex Closes \$2,160,000 Financing with Gold Resource Corporation and Insiders Priced at a Then Premium to Market

(Vancouver, British Columbia), February 28, 2014 - **Canamex Resources Corp.** (TSX-V: CSQ) (OTCQX: CNMXF) (FSE: CX6) is pleased to announce further to its News Release dated February 7, 2014 that it has closed its equity financing, pursuant to which NYSE MKT-listed Gold Resource Corporation (“GRC”) acquired 22,222,222 common shares of the Company and insiders acquired an additional 1,777,778 common shares, at a price of nine cents per share which was then a 12.5% premium to the closing price on the day agreement was reached, and a premium of 13.75% to the volume weighted average price over the prior 20 trading days.

The aggregate purchase price for the 24 million shares (the “Shares”) was \$2,160,000. No warrants were issued and no fees were paid in connection with this financing. Proceeds will be used for exploration and development of the Company’s Bruner Gold Project located in Nye County, Nevada and for general working capital. The Shares are subject to a hold period under applicable Canadian securities laws expiring on June 28, 2014, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

GRC has the right to appoint one representative to the Board of Directors of Canamex, provided that GRC holds more than 10% of the issued and outstanding shares of Canamex.

Canamex CEO Kramer Comments:

“We are delighted to welcome GRC as a strategic investor,” stated Canamex CEO Robert Kramer. “GRC management has a wealth of experience in the gold mining sector, and we believe they fully understand and support our vision for our flagship Bruner Gold Project.”

About GRC:

GRC is a mining company focused on production and pursuing development of gold and silver projects that feature low operating costs and produce high returns on capital. GRC has 100% interest in six potential high-grade gold and silver properties in Mexico’s southern state of Oaxaca. GRC has 53,779,369 shares outstanding, no warrants and no debt, and offers shareholders the option to convert their cash dividends into physical gold and silver and take delivery. For more information, please visit GRC’s website located at www.goldresourcecorp.com and read its 10-K for an understanding of the risk factors involved.

ON BEHALF OF THE BOARD

SIGNED: “*Robert Kramer*”

Robert Kramer, CEO and Director

Contact: Robert Kramer (604) 828-0067

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.