

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change:**

April 4, 2011.

**Item 3 News Release**

April 4, 2011 disseminated through Marketwire and SEDAR filed.

**Item 4 Summary of Material Change**

On April 4, 2011 the Company closed a private placement for gross proceeds of \$750,000 by issuing a total of 5,000,000 Units at \$0.15 per Unit, each Unit consisting of one common share and one share purchase warrant, each warrant entitling the holder to purchase one (1) additional common share at \$0.25 per share on or before April 3, 2013. These shares and any shares issued on exercise of the warrants will be subject to a hold period under applicable Canadian securities laws expiring on August 5, 2011, 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 Releases dated April 4, 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:** Richard Barnett, Chief Financial Officer: (604) 718-2800

**Item 9 Date of Report**

**DATED** this 4<sup>th</sup> day of April, 2011.

Per: “Richard Barnett”  
**Richard Barnett, CFO**

**CANAMEX RESOURCES CORP.**  
Suite 303, 595 Howe Street  
Vancouver, B.C. V5C 2T5  
Phone: (604) 718-2800 Fax: (604) 718-2808

## **NEWS RELEASE**

***NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES.***

### ***Canamex Closes \$750,000 Private Placement***

**April 4, 2011** – Canamex Resources Corp. (the “Company”) (TSX-V: **CSQ**) announces that it has closed the private placement announced in a News Release dated March 10, 2011. On April 1, 2011 the Company received acceptance from the TSX Venture Exchange to close the private placement.

In accordance with the provisions of the Subscription Agreements, on April 4, 2011, the Company issued a total of 5,000,000 Units at \$0.15 per Unit, each Unit consisting of one common share and one share purchase warrant, each warrant entitling the holder to purchase one (1) additional common share at \$0.25 per share on or before April 3, 2013.

These shares and any shares issued on exercise of the warrants will be subject to a hold period under applicable Canadian securities laws expiring on August 5, 2011, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

One Insider has directly subscribed for a total of 323,256 Units from the financing, and accordingly that related party may acquire up to an additional 323,256 common shares in the capital stock of the Company (excluding warrant shares) which will increase his pro rata shareholdings in the Company (the “Related Party Transaction”). All of the independent directors of the Company, acting in good faith, have determined that the fair market value of the securities being issued and the consideration paid is reasonable and, with the value of the Related Party Transaction being less than 25% of the Company’s market capitalization, is exempt from the formal valuation and minority shareholder approval requirements of the Ontario Securities Commission’s Rule 61-501.

The Company paid a finders fee of \$10,050 in cash in connection with this financing.

### **ON BEHALF OF THE BOARD**

*“Richard Barnett”*

**Richard Barnett, Chief Financial Officer**

**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.**