

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

www.canamex.us
Phone: (604) 336-8612

Item 2 Date of Material Change:

September 22, 2015

Item 3 News Release:

September 22, 2015 disseminated through TheNewswire SEDAR filed.

Item 4 Summary of Material Change

On September 22, 2015 the Company issued the following securities to settle a total of \$194,231 outstanding debt:

- a total of 2,287,675 common shares to non arms'-length creditors at a deemed price of Cdn\$0.05 per share; and
- a total of 1,596,951 Units to an arm's-length creditor at a deemed price of Cdn\$0.05 per Unit, each Unit being comprised of one common share and one warrant, each warrant being exercisable at Cdn\$0.07 per share on or before September 21, 2020.

All of these shares, including any shares issued on exercise of the warrants, will be subject to a hold period under applicable Canadian securities laws expiring on January 23, 2015, 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 September 22, 2015 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
Phone: (604) 336-8612

Item 9 Date of Report:

September 22, 2015

Per: SIGNED: "Richard Barnett"
Richard Barnett, CFO

CANAMEX RESOURCES CORP.

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NEWS RELEASE

Canamex Announces Closing of Cdn\$194,231 Debt Settlement

(September 22, 2015) – **Canamex Resources Corp.** (TSX-V: **CSQ**) (FSE: **CX6**) announces that on September 21, 2015 it received acceptance from the TSX Venture Exchange to close its debt settlement announced in its News Release dated September 3, 2015.

In accordance with the provisions of Debt Settlement Agreements and to settle a total of \$194,231 outstanding debt, on September 22, 2015 the Company issued:

- a total of 2,287,675 common shares to non arms'-length creditors at a deemed price of Cdn\$0.05 per share; and
- a total of 1,596,951 Units to an arm's-length creditor at a deemed price of Cdn\$0.05 per Unit, each Unit being comprised of one common share and one warrant, each warrant being exercisable at Cdn\$0.07 per share on or before September 21, 2020.

All of these shares, together with 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 January 23, 2016, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

On behalf of the Board of Directors

SIGNED: "*Mark Billings*"

Mark Billings, CEO

Contact: (514) 296-1641

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.