

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Canamex Resources Corp. (the "**Company**" or "**Canamex**")
Suite 303 – 595 Howe Street
Vancouver, BC
V5C 2T5

ITEM 2. DATE OF MATERIAL CHANGE

October 25, 2016

ITEM 3. NEWS RELEASE

Issued October 25, 2016 and distributed through Newsfile.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has closed the first tranche of its previously announced private placements raising \$4,239,000 through the issuance of secured convertible debentures and \$716,350 through the issuance of 4,477,188 units.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Financing of Secured Convertible Debentures for \$4,239,000 Principal Amount ("Debt Offering")

Canamex raised gross proceeds of \$4,239,000 in the first tranche of the Debt Offering. The Company issued a principal amount of \$4,239,000 of secured convertible debentures ("Debentures") maturing on October 25, 2019 ("Debt Maturity Date").

From and after October 25, 2016 until the Debt Maturity Date, the Debentures will be convertible into common shares of Canamex ("Shares") at the option of the holder at a conversion price of \$0.16 per Share (the "Conversion Price"), being 6,250 shares per \$1,000 principal amount of Debentures. If all of the Debentures were converted, this would result in the issuance of a total of 26,493,750 Shares.

Interest on the Debentures shall be paid annually in arrears, at an annual interest rate of 7%. The Company will have the option, in its sole discretion, to pay the interest in Shares of the Company, subject to acceptance by the TSX Venture Exchange ("TSX-V"). In the event Canamex opts to pay the interest in Shares instead of cash, the interest rate shall increase to 10% per annum in respect of such interest payment in Shares.

In the event that the Company has not entered into a definitive joint venture agreement in respect of the Bruner Gold Property ("JV Agreement") on or before the date that is six months after the closing date of the Debt Offering, the interest rate on the Debentures will thereafter be increased by 1% and will be subsequently increased by an additional 1% immediately following the end of each

six month period during the term of the Debentures if at such time the JV Agreement has not been entered into.

In addition, the holders of the Debentures received a total of 26,493,750 warrants ("Debenture Warrants"). The Debenture Warrants have a strike price of \$0.20 and expire on the Debenture Maturity Date.

On a date that is 24 months after closing of the Debenture Offering, or on October 25, 2018, the Debenture holders may request that the Company repay the Debentures within 20 business days ("Put Feature"). The Debenture holders will only be allowed to utilize the Put Feature on this one specific date.

After 24 months from closing of the Debenture Offering, or after October 25, 2018, if the Shares of Canamex trade at or above \$0.64 on a 30-day VWAP (volume-weighted average price) basis on the TSX-V, then the Company can force the conversion of the Debentures by giving the Debenture holders 10 days' notice.

The Debentures shall have a first ranking security over the Company's interest in its joint venture with Provex Resources Inc. ("Provex") in respect of the Bruner Gold Property. While Canamex and Provex are in a joint venture at present, a formal joint venture agreement between the parties has yet to be completed.

In terms of use of proceeds, the Company is pleased to announce that it has repaid a total of \$1,898,100 of the secured convertible debentures that were issued on October 20 and November 6, 2015 (please refer to the Company's news releases of those dates). More specifically, the Company repaid a total principal amount of \$1,665,000 of these secured convertible debentures, together with \$233,100 (or 14% of the principal amount) in interest and penalties. The remaining principal amount of these secured convertible debentures of \$250,000, together with \$35,000 in interest in penalties, will be repaid in the second tranche closing of the Debentures, which the Company expects to close over the next two weeks. Additional proceeds from such second tranche will be used for permitting, drilling and metallurgy at the Company's Bruner Gold Property in Nye County, Nevada, and for general working capital.

In connection with the Debenture Offering, Canamex paid one finder a cash fee of \$16,380 and issued 307,125 finder's warrants, which have terms similar to the Debenture Warrants described above.

Concept Capital Management Ltd. ("**CCM**") purchased Debentures in the principal amount of \$3,400,000 and received 21,250,000 Debenture Warrants under the Debenture Offering. CCM is an insider of the Issuer and, accordingly, the Debenture Offering is a "related party transaction" of the Company under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") to the extent of CCM's participation in the Debenture Offering. CCM previously appointed Frank Hoegel and Jeb Handwerker (together, the "**Interested Directors**") to the board of directors of the Company as CCM's representative nominee directors, being two of the current six members of the Company's board of directors.

Prior to the completion of the Debenture Offering, CCM held a convertible debenture in the principal amount of \$1,500,000, representing approximately 25.3% of the Company's then issued and outstanding common shares on a partially-diluted basis assuming the conversion of the entire principal amount of such debenture into common shares and the exercise of all of the underlying warrants. On completion of the Debenture Offering and the Unit Offering (as defined below), CCM holds a Debenture in the principal amount of \$3,400,000 and 21,250,000 Debenture Warrants, representing approximately 53% of the Company's issued and outstanding common shares calculated on a partially-diluted basis assuming the conversion of the entire principal amount of such Debenture into common shares and the exercise of all of CCM's Debenture Warrants.

CCM provided an undertaking to the TSX-V whereby CCM agreed to not convert or exercise, as the case may be, any of the Debentures and Debenture Warrants it acquires under the Debenture Offering, if to do so would result in CCM holding more than 20% of the Company's issued and outstanding common shares, unless the Company has obtained all necessary approvals from the shareholders of the Company and the TSX-V.

The directors of the Company, with the Interested Directors abstaining, unanimously approved CCM's participation in the Debenture Offering.

The independent directors of the Company determined that the participation in the Debenture Offering by CCM is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 in reliance on the exemptions set forth in sections 5.5(b) (issuer not listed on a senior market) and 5.7(1)(e) (financial hardship), respectively, of MI 61-101, and in connection therewith the directors determined that: (a) the Company is insolvent or in serious financial difficulty; (b) the Debenture Offering is designed to improve the financial position of the Company; (c) the Company has one or more independent directors in respect of the Debenture Offering, all of whom approved CCM's participation in the Debenture Offering; and (d) the terms of the Debenture Offering, and CCM's participation therein, are reasonable in the circumstances of the Company.

Financing of Units for Gross Proceeds of \$716,350 ("Unit Offering")

Concurrent with the Debenture Offering, the Company closed the first tranche of a non-brokered private placement for gross proceeds of \$716,350. In connection with the Unit Offering, the Company issued a total of 4,477,188 units of the Company ("Units") at a price of \$0.16 per Unit ("Unit Offering").

Each Unit is comprised of one (1) common share and one (1) transferable share purchase warrant ("Unit Warrant"). Each Unit Warrant entitles the holder to purchase one (1) additional common share (the "Unit Warrant Share") at a price of \$0.20 per Unit Warrant Share for five (5) years from the date of issuance of the Unit Warrant.

Insiders of the Company, or companies controlled by insiders of the Company, subscribed for a total of 1,563,750 Units, for total proceeds of \$250,200 of the Unit Offering (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 MI 61-101.

The Company paid to one qualified party a finder's fee of \$2,450 and issued 15,312 compensation warrants, which have terms similar to the Unit Warrants described above.

The proceeds from the Unit Offering will be used for permitting, drilling and metallurgy at the Company's Bruner Gold Property in Nye County, Nevada, and for general working capital.

The Company did not file a material change report less than 21 days before the expected date of closing of the Debenture Offering and the Unit Offering (together, the "Offerings") as the various insider subscriptions were not settled until shortly prior to such closing, the Company wished to complete the Offerings on an expedited basis for sound business reasons, and the Company determined that a material change did not occur until completion of the Offerings.

With respect to the Offerings, under applicable Canadian securities law the securities and underlying securities to be issued will be subject to a hold period of four months and a day from the date of issuance of the securities, expiring on February 26, 2017, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

The Company intends to close a second tranche of Debentures and Units for maximum gross proceeds (in all tranches) of \$5,200,000 and \$1,000,000, respectively. Shareholders or members of the investing public who have questions about these offerings should contact the Company directly.

Drilling Update

As indicated above, Canamex intends to use the proceeds from the Offerings to begin permitting of the Bruner Gold Property and to conduct more drilling. With the first tranche of these private placements now closed, the Company has contacted its drillers and geological team and will be conducting a drilling campaign this fall. Specific details of this drilling campaign will be communicated shortly to shareholders by the President and Chief Operating Officer of Canamex, Greg Hahn.

Mark Billings, Chairman and CEO of Canamex, commented, "Together with the management and board of Canamex, I would like to thank all of those who participated in our Debenture Offering and Unit Offering. The funds raised from these private placements allow the Company to focus on two value-creating initiatives: permitting and drilling. The beginning of the permitting process at the Bruner Gold Property will enable us to take another step towards development of our Property. At the same time, we have only drilled about 20% of the identified targets on the Bruner Gold Property. We believe that there is still more potential at

Bruner. We are excited about restarting drilling on the Property and look forward to sharing the details of our fall campaign with our shareholders and investors shortly.”

Cautionary Note Concerning Forward-Looking Statements

This material change report includes certain forward-looking statements or information. All statements other than statements of historical fact included herein are forward-looking statements that involve various risks and uncertainties. Forward-looking statements in this material change report include statements in relation to the timing, cost and other aspects of the planned 2016 program on the Bruner property; the planned closing of the second tranche private placements of the Debentures and the Units (together, the "Second Tranche"); the potential for development of the mineral resources; the potential mineralization and geological merits of the Bruner property; and other future plans, objectives or expectations of the Company. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's plans or expectations include the risk that the Company will be unable to complete the planned closing of the Second Tranche due to failure to obtain necessary regulatory approvals or otherwise; the risk that actual results of current and planned exploration activities, including the results of the Company's 2016 drilling program(s) on the Bruner property, will not be consistent with the Company's expectations; the geology, grade and continuity of any mineral deposits and the risk of unexpected variations in mineral resources, grade and/or recovery rates; fluctuating metals prices; possibility of accidents, equipment breakdowns and delays during exploration; exploration cost overruns or unanticipated costs and expenses; uncertainties involved in the interpretation of drilling results and geological tests; availability of capital and financing required to continue the Company's future exploration programs and preparation of geological reports and studies; delays in the preparation of geological reports and studies; the metallurgical characteristics of mineralization contained within the Bruner property are yet to be fully determined; general economic, market or business conditions; competition and loss of key employees; regulatory changes and restrictions including in relation to required permits for exploration activities (including drilling permits) and environmental liability; timeliness of government or regulatory approvals; and other risks detailed herein and from time to time in the filings made by the Company with securities regulators. In connection with the forward-looking information contained in this material change report, the Company has made numerous assumptions, including that the Company's 2016 programs will proceed as planned and within budget. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as otherwise required by applicable securities legislation.

The securities referred to in this material change report 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 material change report 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.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Mark Billings, Chief Executive Officer
Telephone: 604-336-8612

ITEM 9. DATE OF REPORT

October 26, 2016