

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

Item 1: Name and Address of Reporting Issuer

Canamex Gold Corp. (the “**Company**”)
804-750 West Pender Street
Vancouver, BC V5C 2T7

Item 2: Date of Material Change

November 24, 2017.

Item 3: News Release

A news release was issued and disseminated on December 6, 2017 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that effective November 24, 2017 it has executed a Terms of Agreement (“**TOA**”) with Harmonychain AS (“**Harmonychain**”) to consider the issues around an Initial Coin Offering (“**ICO**”) of asset-backed digital tokens based on the Ethereum blockchain technology, and whether the Company could utilize this new technology in future offerings.

Item 5: Full Description of Material Change

The Company announced that effective November 24, 2017 it has executed a TOA with Harmonychain to consider the issues around an ICO of asset-backed digital tokens based on the Ethereum blockchain technology, and whether the Company could utilize this new technology in future offerings.

The Company feels that the TOA is an important technology licensing agreement, as it provides the Company with the exclusive license from Harmonychain in respect of the Gold and Silver resource segments, for the blockchain Ethereum Platform Smart Contract Token (a “**Token**”). The Company has secured the exclusive rights to use the Ethereum Token symbols “**GOLD**” (Gold), “**GUS**” (Gold United States) and “**SUS**” (Silver United States) for any future Token offering, if any of them are completed successfully by December 31, 2018. The Company is not undertaking any current Token or ICO offering now, but has secured the rights to use such Token symbols. If, as and when the Company wishes to undertake a Token offering, it will disclose such details at that time.

New Generation of Digital Tokens

Other international renowned companies like BP, BNY Mellon, Cisco, Credit Suisse, Deloitte, ING, Intel, J.P. Morgan, MasterCard, Microsoft, Santander, Toyota and UBS, are all members of the Enterprise Ethereum Alliance, where members are also considering the range of possibilities that the new digital world of currencies provides companies.

Bridging the gap

There has been a lot of developments in token and blockchain based technology. This technology can provide a fast and secure transaction structure with a verifiable, publicly available audit trail. Most tokens and "coins", like Bitcoin are not backed by any physical assets. In comparison, Tokens backed by metal resources, would increase the security and trust in the Tokens as an instrument.

The Company and Harmonychain intend to explore the issue of asset-backed tokens which are backed by metal resources; currently gold and silver, and products derived thereof. The Tokens would be based on the Ethereum blockchain technology platform and the Tokens could be exchangeable into the physical product, using Ethereum smart contracts. The Tokens may accordingly be used as an alternative tool for investors who are looking for gold and silver exposure or hedging or investors who simply want exposure in digital Tokens which have the security of the underlying value of hard assets (as opposed to Bitcoin and other un-backed crypto currencies).

ICO and Token Considerations

While the Company is not conducting an offering of any Token at the moment it may decide to do so in the future. If the Company decides to do so, it will determine the terms of such offering and, such Token offering may be deemed to be a security for the purposes of the *Securities Act* (British Columbia) and therefore require either a prospectus or an exemption from the prospectus requirement in order to issue the Tokens and affect trades in the Tokens. The Company may utilize the accredited investors exemption, the offering memorandum exemption or such other exemptions from the prospectus requirement that are detailed in National Instrument 45-106 – *Prospectus Exemptions*. However, in certain instances the issuance of a Token may be determined to be a derivative if the underlying asset of the coin is a commodity which is not an investment contract. Until the Company finalizes any terms of any Token offering it will be unable to definitively determine if the Token is a security or a derivative. Pursuant to the TOA, Tokens may be tradeable on the Ethereum Platform or other token platforms. If such token is a security then the Company will need to file a prospectus to permit the secondary market trading of the Token or alternatively apply for an exemption from the prospectus requirement for secondary market trading – there is no assurances that such exemptions will be granted.

A Token would not give the acquirer any equity or other interest in the Company equivalent to a holder of common shares including, for greater certainty, a right to participate in the profits or the distribution of assets of the Company, nor any voting rights in any meeting of the security holders of the Company. However, a holder of a Token would only be entitled to gold or silver as noted below pursuant to the terms of such Token offering.

The Company intends to utilize the expertise of Harmonychain in establishing a possible Token offering pursuant to the TOA.

As the Company is still in the development phase with its Bruner Gold Project, in Nevada, and in the exploration phase with its Silverton Gold property, in Nevada, and has yet to produce any gold or silver or other resources, a Token offering linked to the production of such mineral resources will be speculative and there is no definitive time horizon in which commercial production of such resources will commence; or could commence, given that there is no definitive feasibility study demonstrating economic production.

When and if the Company issues Tokens, the Company will receive cash for such issuances and will have a long-term liability on its financial statements which will require the delivery of gold or silver if commercial production is achieved. Investors of common shares of the Company should be aware that, depending on the terms of a Token issuance, a Token holder will receive gold or silver, if and when commercial production is achieved and after redemptions of gold or silver are satisfied, the Company could sell any remaining resources available.

About Harmonychain

Harmonychain has several patent applications pending within Blockchain technology. These are divided in three categories:

1. Methex and other commodity physical forwards tailored for resource companies
2. Physical delivery systems related to Blockchain Contracts
3. Security systems related to Breach of Blockchain Security

The Board of Directors of Harmonychain are as follows:

Chairman Kristen Nerstad who has experience from Montgomery Securities (now Bank of America), Alfred Berg, Swedbank, SEB Enskilda, Consendo Equity, and Invento Kapitalforvaltning. He is currently Managing Director at Zenith Fonds AS.

Board Member and CEO Bjørn Zachrisson who is the inventor of the Blockchain trading patent applications currently pending with the Norwegian Industrial Property Office (part of the Patent Cooperation Treaty comprising 152 countries in the world). He is also the Chairman of Norsk Hedge Fond AS.

Board Member Professor Thore Johnsen holds a PhD from Carnegie Mellon University, USA, 1975. He taught at Northwestern University and Columbia University before returning to Norges Handelshøyskole in 1980. He is member of the advisory boards for several Norwegian endowments and has served as advisor to the Norwegian Ministry of Finance as well as the strategic advisory board for the Norwegian Sovereign Wealth Fund. Johnsen's research interest areas include valuation, risk management and energy markets. He has published in academic journals such as Econometrica, European Economic Review, Journal of Economic Dynamics & Control, and Energy Journal, and has written many applied policy contributions.

Note: Greg Hahn, C.P.G. #7122, is the Qualified Person responsible for the technical information disclosed in the press release.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

David Vincent
Chief Executive Officer and Director
david.vincent@canamexgold.com

Mike Stark
Director and Chairman
Contact: (604) 833-4278
mkstark@telus.net

Item 9: Date of Report

December 8, 2017.