

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

September 19, 2018.

Item 3: News Release

A news release was issued and disseminated on September 19, 2018 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that the non-brokered private placement to accredited investors of GOLDUSA (“GOLDUSA” or “Token”) via a Security Token Offering (“STO”), will be closed at 5pm PST on September 28th, 2018.

The Company also announced that during October 2018, the Company plans to launch a non-brokered private placement of SILVERUSA Tokens (“SILVERUSA”) to accredited investors, via an initial STO.

Item 5: Full Description of Material Change

The Company announced that the non-brokered private placement to accredited investors of GOLDUSA via a STO, will be closed at 5pm PST on September 28th, 2018. No further subscriptions will be accepted by the Company after that time.

After closing, GOLDUSA tokens will be issued, and subject to a 4-month and 1-day escrow period, in accordance with National Instrument 45-102 (*Resale of Securities*). In order to comply with these escrow provisions, the GOLDUSA tokens issued, will be delivered by the Company to an escrow wallet under the control of ChainDelivery Royalties Corp. (“Chain”), a 100% owned subsidiary of the Company. After the 4-month and 1-day escrow period is completed, these GOLDUSA tokens will be delivered to subscriber wallets by Chain.

GOLDUSA Tokens – Issue and Delivery

The GOLDUSA token structure, detailed in the white-paper: <https://canamexgold.com/goldusa/> defines the hard cap on the number of GOLDUSA tokens minted, as 210 million GOLDUSA tokens. GOLDUSA tokens subscribed in the private placement, will be issued to Chain from this hard cap amount, for the 4-month and 1-day escrow period. The total token balance remaining will be sold to Chain by the Company, at the time of the private placement closing date, as fully paid and non-assessable GOLDUSA Tokens of the Company, on a deferred settlement basis.

SILVERUSA – Security Token Offering

During October 2018, the Company plans to launch a non-brokered private placement of SILVERUSA Tokens (“SILVERUSA”) to accredited investors, via an initial STO. It is anticipated that this initial STO will provide additional financing to complete mine permitting and development work, to a shovel-ready stage (production decision and construction financing), at the Bruner Gold and Silver Project in Nevada. Indicative general details, which are subject to final approval of pricing and terms, are as follows.

- Initial STO for SILVERUSA Tokens at about 30% discount to the spot silver price
- Exposure to silver-backed ERC20 crypto-token on the Ethereum blockchain
- Each token is an interest in 1/2 oz silver at initial token price of \$US 5.00 per token
- This is 30% discount to \$US 7.10 value per token, based on current silver spot silver price
- Minimum subscription: 2000 SILVERUSA Tokens or 1,000 oz of silver metal
- Purchase methods accepted: Fiat currencies, Ethereum (ETH) and Bitcoin (BTC)
- Total SILVERUSA Tokens minted for issue is 210 million hard-cap

Considerations and Risks

An investment in the GOLDUSA and SILVERUSA Tokens offered, should be considered speculative due to various factors, including the nature of the industry in which the Company operates. Risk factors relating to the Company are discussed in certain of public disclosures of the Company which are available for review on the Company's SEDAR profile at www.sedar.com. Risk factors should be carefully reviewed and considered by an investor before a decision is made to invest in the GOLDUSA and SILVERUSA Tokens. Relevant considerations and associated risks are comprehensively detailed in the white paper here: <https://canamexgold.com/goldusa/>

GOLDUSA Tokens – Payment for Services

The Board of the Company has resolved to remunerate its Directors and Officers and Contractors, from time to time, at the election of the Director or Officer or Contractor, in the form of GOLDUSA tokens as payment for services rendered to the Company. The deemed pricing for such remuneration is USD\$4.00 per GOLDUSA Token, or \$CAD 5.00 per GOLDUSA, at the election of the payee, and such price will be reviewed by the Company, from time to time, as deemed necessary.

The Board of the Company has also approved the remuneration of its Non-Executive Directors at the rate 400 GOLDUSA Tokens per calendar month, commencing from September 1st, 2018. The Executive Directors, including the Chief Executive Officer, the Chairman and the Chief Operating Officer/President may elect to be remunerated, in lieu of cash, at the following rates: CEO: 1,700 GOLDUSA Tokens per month; Chairman: 1,000 GOLDUSA Tokens per month; COO/President: 1,250 GOLDUSA Tokens per month.

Gregory Hahn, the President, COO and a Director of the Company, has elected to accept a total of 5,462 GOLDUSA Tokens, in lieu of cash settlement, pursuant to a payment due, in the amount of USD\$16,386.56, for expenses incurred by Mr. Hahn on behalf of the Company (the "**Debt Settlement**"). These GOLDUSA Tokens are to be issued to Mr. Hahn, in accordance with the terms of an agreement, which has been ratified by the Board of the Company. As Mr. Hahn is a director of the Company, the proposed Debt Settlement is considered a "related party" Debt Settlement pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Debt Settlements ("MI 61-101"). The Company is relying on the exemptions available under sections 5.5(g) and 5.7(1)(e) of MI 61-101 from the formal valuation and minority shareholder approval requirements, respectively. The Debt Settlement was approved by the independent members of the board of directors of the Company with Mr. Hahn abstaining from participating in the vote. The Company expects to file a material change report containing the prescribed disclosure under MI 61-101 within 10 days of the date hereof in order to provide for more than 21 days before the expected date of the closing of the Debt Settlement.

Compliance with Securities Laws

The issuance of the GOLDUSA and SILVERUSA Security Tokens will be completed in accordance with all applicable securities laws and regulations. The Company will file any and all necessary reports of exempt distribution required pursuant to applicable securities laws and make all necessary filings with the Canadian Securities Exchange (the "**Exchange**") in respect of the issuance of GOLDUSA and SILVERUSA Security Tokens.

About the Company

Canamex Gold Corp. is a public listed company registered in British Columbia, Canada, trading on the Exchange, and is engaged in fast-tracking toward development of the Bruner Gold Development Project in the prolific gold jurisdiction of Nye County, Nevada. The region is home to several producing and past-producing mines along the Walker Lane Trend. Canamex completed a positive Preliminary Economic Assessment ("**PEA**") on the Bruner Gold Development Project in 2016. Based on additional drilling conducted on the property, the Company completed an updated PEA in 2018, which increased the resources and improved the economics of the project. Canamex is now moving the Bruner Gold Project forward into permitting and development on the strength of this positive updated PEA. The second asset is the Silverton Gold property, a gold exploration project, in Nevada, which has geological similarities to the Long Canyon gold deposit in Nevada, being mined by Newmont Mining. The Company has signed Agreements with Harmonychain AS, for Ethereum Blockchain Smart Contract Security Tokens for Gold and Silver, as an alternative means of raising capital, potentially without equity dilution. The Agreements secure the exclusive rights to various Ethereum Token domain names, ticker codes, and associated smart contracts, for Gold and Silver. The rights also extend to patents pending and trademarks associated with these security token financing models, including ChainDelivery™ royalty stream delivery queuing systems. Further information is available at <https://canamexgold.com>

Greg Hahn (CPG#7122), President & COO of the Company is the qualified person who has reviewed and approved all technical disclosures in the 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
mike.stark@canamexgold.com

Item 9: Date of Report

September 20, 2018.