

AMENDED Form 45-106F1
Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer Information

Item 1: Canamex Resources Corp.
PO Box 4, 303 – 595 Howe Street
Vancouver, British Columbia V6C 2T5
Telephone Number: (604) 718-2800

Item 2: The issuer is a reporting issuer in British Columbia, Alberta and Quebec

Item 3:

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | X exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

April 29, 2011

Item 6: For each security distributed:

(a) describe the type of security,

Units to purchase common shares

(b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

1,500,000 Units at a price of \$0.175 per unit (the "Unit"). Each Unit consists of one common share and one common transferable share purchase warrant. Each warrant will entitle the holder to purchase one common share for a period of 24 months from April 29, 2011 at a price of

\$0.25 per warrant share on or before April 28, 2013. **Subsequently, on January 10, 2012, the Warrant expiry date was extended to April 28, 2014.**

(c) state the exemption(s) relied on.

Section 2.3(2) of NI 45-106, and BCI 72-503

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
B.C.	3	\$0.175	\$26,250
Quebec	5	\$0.175	\$140,000
Alberta	1	\$0.175	\$53,750
Out of Country	2	\$0.175	\$42,500
Total number of Purchasers	11		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$262,500

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
PI Financial Corp. Suite 1900, 666 Burrard Street Vancouver, B.C. V6C 3N1	\$2,625	N/A			\$2,625
Raymond James Ltd. Suite 400, 925 West Georgia Street Vancouver, B.C. V6C 3L2	\$7,000	N/A			\$7,000
TOTAL:	\$9,625				\$9,625

Item 9: If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: January 10, 2012

CANAMEX RESOURCES CORP.

Name of issuer (please print)

Robert Kramer, CFO (604) 718-2800 (Ext 311)

Print name, title and telephone number of person signing

SIGNED: “Robert Kramer”

Signature

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Susan Telford, Corp. & Securities Administrator

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.