

Form 45-106F6

Report of Exempt Distribution

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

Issuer/underwriter information

Item 1. Issuer/underwriter name and contact information

A. State the following:

**Canamex Resources Corp.
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5**

**Telephone: (604) 718-2800
Website: www.canamex.us**

B. If an underwriter is completing this report, state the following: **N/A**

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number, and email address of the underwriter's head office

Item 2. Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

British Columbia, Alberta and Quebec

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered. **N/A**

Item 3. Issuer's Industry

Indicate the industry of the issuer by checking the appropriate box below:

- ☐ Bio-tech
- ☐ Financial Services
 - ☐ investment companies and funds
 - ☐ mortgage investment companies
- ☐ Forestry
- ☐ Hi-tech
- ☐ Industrial

- Mining
 - ☒ exploration/development
 - ☐ production
 - ☐ Oil and gas
 - ☐ Real estate
 - ☐ Utilities
 - ☐ Other (describe)
-

Details of distribution

Item 4. Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction in Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter. **N/A**

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution

Item 5. Distribution date

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

August 10, 2012

Item 6. Number and type of securities

For each security distributed:

- (a) describe the type of security, **common shares and warrants 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:

10,866,000 common shares were issued at a price of \$0.27 per share, together with 10,866,000 warrants, each warrant exercisable into one common share at \$0.40 per share from August 10, 2012 until August 9, 2013, and thereafter

at \$0.50 per share until August 9, 2014, PROVIDED THAT in the event that the weighted average closing price of the Issuer's shares on the TSX Venture Exchange (the "Exchange") equals or exceeds Cdn\$0.75 during any 20 consecutive trading days commencing four (4) months after the date of issuance of the Warrants, then the Issuer may within 30 days of such an occurrence give notice in writing to the holders of the Warrants that the Warrants shall expire at 5:00 p.m. (Vancouver time) on the 20th business day following delivery of such notice unless exercised by the holders of the Warrants prior to such time.

- (c) if the issuer is an investment fund management by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.
N/A

Item 7. Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed in item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
B.C.	23	\$0.27	\$1,420,200
Alberta	3	\$0.27	\$419,850
Manitoba	1	\$0.27	\$250,020
Saskatchewan	1	\$0.27	\$33,750
Ontario	11	\$0.27	\$681,750
Quebec	1	\$0.27	\$54,000
Outside Canada	5	\$0.27	\$74,250
Total number of Purchasers	45		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,933,820

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

Item 8. Information about purchasers

Instructions

A. If the issuer is an investment fund management by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete:

(a) the following table *for each purchaser that is not an individual*, and

(b) the tables in Schedules I and II of this report *for each purchaser who is an individual*.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Simco Services Inc. 303-595 Howe Street Vancouver, BC V6C 2T5 (604) 718-2800	N/A	500,000 Units	\$135,000	NI 45-106, s.2.5(2)	2012-08-10
G&O Energy Investments Ltd. 303-595 Howe Street Vancouver, BC V6C 2T5 (604) 718-2800	N/A	250,000 Units	\$67,500	NI 45-106, s.2.5(2)	2012-08-10
Marlor Investments Ltd. 703 – 938 Howe Street Vancouver, BC V6Z 1N9 (604) 671-5735	N/A	250,000 Units	\$67,500	NI 45-106, s.2.5(2)	2012-08-10

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Laidar Holdings Ltd. 6857 Churchill Street Vancouver, BC V6P 5B4 (604) 657-6857	N/A	150,000 Units	\$40,500	NI 45-106, s.2.3(2)	2012-08-10
Dragon Equities Limited 22 Grosvenor Square London, England W1K 6LF +44 207 529-7500	N/A	50,000 Units	\$13,500	BCI 72-503	2012-08-10
Datmix Investments Limited Herrengasse 2, P.O. Box 562 FL-9490 Vaduz, Liechtenstein +011 423 237 5009	N/A	75,000 Units	\$20,250	BCI 72-503	2012-08-10
Gold Equity Holdings Limited Herrengasse 2, P.O. Box 562 FL-9490 Vaduz, Liechtenstein +011 423 237 5009	N/A	25,000 Units	\$6,750	BCI 72-503	2012-08-10
Millerd Holdings Ltd. 833 West 3 rd Street North Vancouver, B.C. V7P 3K7 (604) 904-7833	N/A	160,000 Units	\$43,200	NI 45-106, s.2.3(2)	2012-08-10
Insight Limited Partnership II 350, 318 – 11 Ave.S.E. Calgary, Alberta T2G 0Y2 (403) 221-0915	N/A	280,000 Units	\$75,600	NI 45-106, s.2.3(2)	2012-08-10
Ansil Resources Ltd. 80 Richmond Street W., Suite 605 Toronto, Ontario M5H 2S9 (416) 364-0042	N/A	400,000 Units	\$108,000	NI 45-106, s.2.3(2)	2012-08-10

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Smith, Vincent & Co. Ltd. 919 – 167 Lombard Avenue Winnipeg, Manitoba R3B 0V3 (204) 942-5281	N/A	926,000 Units	\$250,020	NI 45-106, s.2.3(2)	2012-08-10
Northern Hills Consulting Group Inc. 604 Birdie Lake Court Vernon, B.C. V1H 2K3 (778) 475-5410	N/A	100,000 Units	\$27,000	NI 45-106, s.2.3(2)	2012-08-10
Gibralt Capital Corp. 2600 – 1075 West Georgia Vancouver, BC V6E 3C9 (604) 687-3707	N/A	400,000 Units	\$108,000	NI 45-106, s.2.3(2)	2012-08-10
Marquest Asset Management on Behalf of Marquest Funds 161 Bay Street, Suite 4420 PO Box 204 Toronto, Ontario M5J 2S1 (416) 777-7350	N/A	207,813 Units	\$56,109.51	NI 45-106, s.2.3(2)	2012-08-10
Terra Small Cap Resource Fund 161 Bay Street, Suite 4420, PO Box 204 Toronto, Ontario M5J 2S1 (416) 777-7350	N/A	392,187 Units	\$105,890.49	NI 45-106, s.2.3(2)	2012-08-10
Kruger Pacific Ltd. Suite 1206, 588 Broughton Street Vancouver, BC V6G 3E3 (604) 817-0334	N/A	50,000 Units	\$13,500	NI 45-106, s.2.5(2)	2012-08-10

Commissions and finder's fees

Item 9. Commissions and finder's fees

Instructions

A. 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 information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. 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 person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	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 (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, B.C. V7Y 1H2	R	\$34,965	129,500 Warrants ⁽¹⁾	(1)	BCI 45-529	\$34,965
Haywood Securities Inc. 700 – 200 Burrard Street Vancouver, B.C. V6C 3L6	R	\$17,482.50	64,750 Warrants ⁽¹⁾	(1)	BCI 45-529	\$17,482.50

Full name and address of person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	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 (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Kingsdale Capital Markets Inc., Suite M002, 55 University Avenue, Toronto, Ontario M5J 2H7	R	\$71,082.90	263,270 Warrants ⁽¹⁾	(1)	NI45-102, s.2.3(2)	\$71,082.90
Neha Edah Tally 5311 Sherbrooke Street West, Apt. 607, Montreal, Quebec H4A 1V3	N/A	\$14,553	N/A	N/A	N/A	\$14,553
TOTALS:		\$138,083.40	457,520			\$138,083.40

(1) Each Warrant entitles the holder to purchase one common share from August 10 2012 until August 9, 2013 at \$0.40 per share, and thereafter at \$0.50 per share until August 9, 2014, **PROVIDED THAT** in the event that the weighted average closing price of the Issuer's shares on the TSX Venture Exchange (the "Exchange") equals or exceeds Cdn\$0.75 during any 20 consecutive trading days commencing four (4) months after the date of issuance of the Warrants, then the Issuer may within 30 days of such an occurrence give notice in writing to the holders of the Warrants that the Warrants shall expire at 5:00 p.m. (Vancouver time) on the 20th business day following delivery of such notice unless exercised by the holders of the Warrants prior to such time.

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 CANAMEX RESOURCES CORP., I certify that the statements made in this report are true.

Date: August 10, 2012

CANAMEX RESOURCES CORP.

Per: SIGNED: *Robert Kramer*

Robert Kramer, CFO Phone: (604) 718-2800 (ext 311)

Item 10. Contact Information

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 (604) 718-2800 (ext 303)

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

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
 701 West Georgia Street
 Vancouver, British Columbia V7Y 1L2
 Telephone: (604) 899-6500
 Toll free across Canada: 1-800-373-6393
 Facsimile: (604) 899-6581