

**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](http://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

**X exploration/development**

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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## 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.

December 15, 2011

### 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:  
**22,700,000 common shares were issued at a price of \$0.10 per share, together with 22,700,000 warrants, each warrant exercisable into one common share at \$0.15 per share from December 15, 2011 until December 14, 2012, and thereafter at \$0.20 per share until December 14, 2013.**
- (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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
B.C.	15	\$0.10	\$545,000
Saskatchewan	1	\$0.10	\$25,000
Alberta	3	\$0.10	\$260,000
Ontario	1	\$0.10	\$20,000
Outside Canada	16	\$0.10	\$1,420,000
Total number of Purchasers	36		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,270,000

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)
Starkcollections 16106 – 13 <sup>th</sup> Ave. Surrey, B.C. V4A 6W1 Mike Stark (604) 833-4278	I	100,000 Units	\$10,000	NI 45-106, s.2.5(1)	2011-12-15
HP Resources Inc. Area Bancaria Calle Ricardo Arias, Torre Advanced 9B, Panama City, Panama Christian Wirth +372 595 03296	N/A	200,000 Units	\$20,000	BCI 72-503	2011-12-15
Lomann Development Corp. Ch De La Foge 1 1291Commugny Switzerland Martin Hubble +011 41 229 60 0462	N/A	100,000 Units	\$10,000	BCI 72-503	2011-12-15
Chartwell Investment Services SA Ch De La Foge 1 1291Commugny Switzerland Martin Hubble +011 41 229 60 0462	N/A	500,000 Units	\$50,000	BCI 72-503	2011-12-15
Laidar Holdings Ltd. 6857 Churchill Street Vancouver, B.C. V6P 5B4 Shery Wittenberg (604) 657-6857	N/A	200,000 Units	\$20,000	NI 45-106, s.2.3(1)	2011-12-15

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. Suite 303, 595 Howe Street Vancouver, B.C. V6C 2T5 Joe DeVries (604) 718-1800	N/A	500,000 Units	\$50,000	NI 45-106, s.2.5(1)	2011-12-15
Dragon Equities Limited 22 Grosvenor Square London, England W1K 6LF Anthony Williams +44 20 7529 7600	N/A	300,000 Units	\$30,000	BCI 72-503	2011-12-15
Datmix Investments Limited Herrengasse 2, P.O. Box 562 FL-9490 Vaduz Liechtenstein Maria Ortega +42 3237 5009	N/A	300,000 Units	\$30,000	BCI 72-503	2011-12-15
Gold Equity Holdings Limited Herrengasse 2, P.O. Box 562 FL-9490 Vaduz Liechtenstein Maria Ortega +42 3237 5009	N/A	100,000 Units	\$10,000	BCI 72-503	2011-12-15
Platoro Investments Limited 303 Aarti Chambers Mont Fleuri P.O. Box 983 Victoria Mahe, Seychelles Benjamin Lee or Jordan Eliseo 011 65 9177 7591	N/A	200,000 Units	\$20,000	BCI 72-503	2011-12-15

<b>Information about non-individual purchasers</b>					
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)
Millerd Holdings Ltd. 833 – 3 <sup>rd</sup> Street W. North Vancouver, B.C. V7P 3K7 Don Millerd and/or Mary Millerd (604) 904-7833	N/A	500,000 Units	\$50,000	NI 45-106, s.2.3(1)	2011-12-15
Resource Capital Fund V L.P. 1400 – 16 <sup>th</sup> Street, Suite 200 Denver, Colorado 80202 USA Ross Bhappu (720) 946-1454	N/A	10,000,000 Units	\$1,000,000	BCI 72-503	2011-12-15
6679021 Canada Inc. P.O. Box 92521, 160 Main Street S. Brampton, Ontario L6W 4R1 Robert Gardhouse (416) 577-7900	N/A	200,000 Units	\$20,000	NI 45-106, s.2.3(2)	2011-12-15
<b>TOTAL:</b>		<b>13,200,000 Units</b>	<b>\$1,320,000</b>		

### **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	\$28,000	280,000 Warrants <sup>(1)</sup>	(1)	NI 45-106, s.2.3(1) 2011-12-15	\$28,000
Haywood Securities Inc. 700 – 200 Burrard Street Vancouver, B.C. V6C 3L6	R	\$28,000	280,000 Warrants <sup>(1)</sup>	(1)	NI 45-106, s.2.3(1) 2011-12-15	\$28,000
Martin Hubble Ch De La Foge 1, 1291 Commugny, Switzerland	N/A	\$4,200	N/A	N/A	N/A	\$4,200
<b>TOTALS:</b>		<b>\$60,200</b>	<b>560,000 Warrants</b>			<b>\$60,200</b>

- (1) Each Warrant entitles the holder to purchase one common share from December 15, 2011 until December 14, 2012 at \$0.15 per share, and thereafter at \$0.25 per share until December 14, 2013.

**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: December 15, 2011**

**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.

**Not applicable.**

**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