

Form 45-106F6
British Columbia 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. Full name: **Canamex Resources Corp. (the "Issuer")**
Issuer's Website Address: **www.canamex.us**
Address of head office: **Suite 303 – 595 Howe Street
Vancouver, B.C., V6C 2T5**
Telephone number: **604-336-8612**
Email address: **info@canamex.us**
- B. If an underwriter is completing this report, state the following: **Not applicable**
- 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. **The Issuer is a reporting issuer in 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. **Not applicable**

Item 3: Issuer's industry

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

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> 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"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |

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 of 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.

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 \$)
Not applicable			

Details of distribution

Item 5: Distribution date

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

November 6, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Convertible debentures (the "Convertible Debentures")

- 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

Convertible Debentures in the aggregate principal amount of \$415,000 maturing on November 6, 2016 (the "Maturity Date"). The Convertible Debentures are transferable (subject to applicable securities laws) and shall bear interest at a rate of 10% per annum, with interest paid quarterly in arrears on each of the following dates: January 15, 2016, April 15, 2016, July 15, 2016 and the Maturity Date. All interest due on the Convertible Debentures will be payable in cash.

The subscriber has the right to convert the principal amount into units of the Issuer ("Units") at a conversion price at \$0.05 per Unit until the Maturity Date. Each Unit shall be comprised of one common share of the Issuer and one-half of one transferable share purchase warrant, with each whole warrant exercisable into an additional common share of the Issuer at an exercise price of \$0.05 per warrant share until May 6, 2017.

The Convertible Debentures are secured by a general security interest in all of the Issuer's present and after-acquired personal property until the earlier of the payment of all principal, interest and other amounts owing under the debentures, and such time as the Issuer's subsidiary provides a pledge of its membership interests in a joint venture to be created in respect of the Bruner Gold Project in Nevada and a guarantee of the Issuer's obligations under the debenture.

- if the issuer is an investment fund managed 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.

Not applicable

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 under 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 \$)
British Columbia	1	N/A ²	\$250,000
Germany	2	N/A ²	\$35,000
Marshall Islands	1	N/A ²	\$100,000
Paraguay	1	N/A ²	\$15,000
Thailand	1	N/A ²	\$15,000
Total number of Purchasers	6		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$415,000

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

Note 2: The Convertible Debentures were not issued at a "price per security"; however, the principal amount is convertible into Units at a conversion price of \$0.05 per Unit (see Item 6 above).

Item 8: Information about purchasers

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)
Golden Capital Consulting Trust Company Complex Majuro, Ajectake Islands MH9696 Marshall Islands Contact: Juoas Papartis Ph: 49-174-206-2678	N/A	Convertible Debenture	\$100,000	BCI 72-503	2015-11-06
Eros Resources Corp. Ste 650-1021 W. Hastings Vancouver, BC Contact: Ronald Netolitzky Ph: 604-684-8725	N/A	Convertible Debenture	\$250,000	S. 2.3 of NI 45-106	2015-11-06

Commissions and finder's fees

Item 9: Commissions and finder's fees

Full name and address of the 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)	
Frank Högel Planta Urbana Almacen 50 5350 Independencia Guiara, Paraguay	I	Nil	441,000 finder warrants ¹	\$0.05 (Deemed)	BCI 72-503 2015-11-6	Nil

¹ Each finder warrant is exercisable to acquire one common share of the Issuer at a price of \$0.05 per share until November 6, 2017.

Certificate

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

Date: November 16, 2015

CANAMEX RESOURCES CORP.

Name of issuer (please print)

Mark Billings, Chief Executive Officer and Chairman, Telephone: (514) 296-1641

Print name, title and telephone number of person signing

SIGNED: "Mark Billings"

Signature

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. and Securities Administrative Consultant, (604) 718-2800 (x 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