



**MANAGEMENT INFORMATION CIRCULAR**  
**For the Annual and Special Meeting of Shareholders**  
**to be held on September 19, 2012**

*August 20, 2012*

**CADMAN RESOURCES INC.**

**INVITATION TO SHAREHOLDERS**

Dear Shareholder:

On behalf of the board of directors and Management, we invite you to attend Cadman Resources Inc.'s Annual and Special Meeting of Shareholders on September 19, 2012 (the "**Meeting**").

The items of business to be considered at this Meeting are described in the Notice of Annual and Special Meeting, and Management Information Circular. Your vote is important regardless of the number of common shares in the Corporation ("**Common Shares**") you own. Whether or not you are able to attend, if you are a registered holder, we urge you to complete the enclosed management form of proxy and return it in the prepaid envelope or using any one of the methods described on the form of proxy by no later than 9:00 a.m. (Toronto time) on Monday, September 17, 2012 or with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting by proxy will not prevent you from voting in person if you attend the Meeting but will ensure that your vote will be counted if you are unable to attend. If you hold your Common Shares through a broker or an intermediary, we urge you to complete the applicable Management voting instruction form or provide your voting instructions by other acceptable methods.

During the Meeting, we will review our business during financial 2011, the first six months of 2012 and discuss plans for the future. You will also have an opportunity to ask questions and to meet your directors and officers.

We look forward to seeing you at the Meeting.

Sincerely,

*(Signed)* Boris Ziger  
Chairman of the Board of Directors

## CADMAN RESOURCES INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the “**Meeting**”) of shareholders of Cadman Resources Inc. (the “**Corporation**”) will be held at **Aird & Berlis LLP, Suite 1800, 181 Bay Street, Toronto, Ontario** on September 19, 2012 at the hour of 9:00 a.m. (Toronto time), for the following purposes:

1. To receive the audited annual consolidated financial statements of the Corporation for the financial year ending December 31, 2011 and the report of the auditors thereon.
2. To consider, and if deemed advisable, to pass, without variation, a resolution electing the directors for the ensuing year.
3. To consider, and if deemed advisable, to appoint the auditors and to authorize the directors to fix their remuneration.
4. To consider, and if deemed advisable, to pass, without variation, a resolution approving the Corporation’s stock option plan.
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record as of the close of business on Tuesday, August 14, 2012, will be entitled to notice of and to vote at the Meeting.

A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying Management Information Circular of the Corporation dated August 20, 2012 (the “**Information Circular**”).

Copies of: (a) this Notice of Annual and Special Meeting of Shareholders, (b) the Information Circular, and (c) a Management form of proxy and instructions in relation thereto (the “**Management Proxy**”) may be obtained at the following office: Cadman Resources Inc., 336 Queen Street S., Unit 1, Mississauga, Ontario, L5M 1M2 or will be sent to a shareholder without charge upon request by calling (905) 542-4990.

**DATED** the 20<sup>th</sup> day of August, 2012.

**By Order of the Board of Directors**

*(Signed)* Boris Ziger  
Chairman of the Board of Directors

**NOTE: If you are the holder of common shares in the capital of the Corporation, kindly fill in, date, sign and return, in the addressed prepaid envelope provided for that purpose, the enclosed Management Proxy in respect of the Common Shares owned by you and deliver the completed Management Proxy in the addressed prepaid envelope provided or deposited at the offices of Capital Transfer Agency, Inc., 105 Adelaide St. West, Suite 1101, Toronto, ON M5H 1P9, on behalf of the Corporation, so as not to arrive later than 9:00a.m. (Toronto time) on Monday, September 17, 2012 or with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Registered shareholders may also submit proxies by PDF or fax. Instructions on how to vote by telephone or over the Internet are provided in the Information Circular and Management Proxy enclosed. Non-registered shareholders should follow the instructions on how to complete their voting instruction form or form of proxy and vote their shares on the Management forms that they receive or contact their broker, trustee, financial institution or other nominee.**

## CADMAN RESOURCES INC.

### MANAGEMENT INFORMATION CIRCULAR

This Management Information Circular (the “**Information Circular**”) is furnished in connection with the solicitation by management (“**Management**”) of Cadman Resources Inc. (the “**Corporation**”), of proxies to be used at the annual and special meeting (the “**Meeting**”) of shareholders of the Corporation (each a “**Shareholder**” and collectively, the “**Shareholders**”) to be held at **Aird & Berlis LLP, Suite 1800, 181 Bay Street, Toronto, Ontario** on September 19, 2012 at 9:00 a.m. (Toronto time), for the purposes set forth in the accompanying notice of Annual and Special Meeting (the “**Notice**”). Except as otherwise indicated, information herein is given as of August 20, 2012.

In this Information Circular, all references to dollar amounts are to Canadian dollars, unless otherwise specified.

### SOLICITATION OF PROXIES

It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited by employees or agents of the Corporation, personally, in writing, by email or by telephone.

This Information Circular solicits Management Proxies (as defined below), voting for the resolutions as outlined herein.

### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed Management form of proxy (“**Management Proxy**”) are directors of the Corporation. **Registered Shareholders (a “Registered Shareholder”) have the right to appoint a person to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the persons named above. Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a Shareholder, or by completing another proper form of proxy.** In either case, as a Registered Shareholder you can choose from three different ways to vote your common shares in the Corporation (“**Common Shares**”) by Management Proxy, which must be received no later than 9:00 a.m. (Toronto time) on Monday, September 17, 2012, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the Management Proxy is to be used: (a) by mail or delivery in the addressed prepaid envelope provided or deposited at the offices of Capital Transfer Agency, Inc. (“**Capital**”), 105 Adelaide St. West, Suite 1101, Toronto, ON M5H 1P9, on behalf of the Corporation; (b) by email to [cgoodale@capitaltransferagency.com](mailto:cgoodale@capitaltransferagency.com); or (c) by fax to (416) 350-5008. In addition, and notwithstanding the foregoing, as a Registered Shareholder you can also vote your Common Shares by Management Proxy by depositing the completed Management Proxy with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

In addition to revocation in any other manner permitted by law, a Management Proxy may be revoked so it is received by no later than 9:00 a.m. (Toronto time) on Monday, September 17, 2012, or if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting, by completing and signing a proxy bearing a later date and depositing it: (a) in person or by mail with Capital, on behalf of the Corporation; (b) by email to [cgoodale@capitaltransferagency.com](mailto:cgoodale@capitaltransferagency.com); or (c) by fax to (416) 350-5008. In addition, and notwithstanding the foregoing, a Management Proxy may be revoked by providing an instrument in writing to the Chairman of the Meeting at the Meeting or any adjournment thereof.

## EXERCISE OF DISCRETION BY PROXIES

The persons named in the Management Proxy will vote for, withhold from voting or vote against, as the case may be, the Common Shares in respect of which he is appointed as proxy in accordance with the direction of the Shareholder appointing him. **In the event that a Shareholder does not specify in his, her or its instrument of proxy that the named Management Proxy is required to vote for, to withhold from voting or vote against, as applicable, in respect of the matters to be considered at the Meeting, the Common Shares represented by such proxy shall be voted FOR each of the matters referred to therein.**

The Management Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting. At the time of printing this Information Circular, neither Management nor the directors of the Corporation (each a “**Director**” and collectively, the “**Directors**”) are aware of any amendments, variations or other matters intended to come before the Meeting other than those items of business set forth in the attached Notice. However, if any such amendment, variation or other matter properly comes before the Meeting, it is the intention of the persons named in the Management Proxy to vote on such other business in accordance with such person’s judgment.

## VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders (“**Non-Registered Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (“**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”)) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Annual and Special Meeting of Shareholders, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the

Meeting. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting; or

- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Capital Transfer Agency Inc., 105 Adelaide Street W. Suite 1101, Toronto, Ontario, Canada M5H 1P9.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven days prior to the Meeting.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed as the close of business on August 14, 2012 (the "**Record Date**"). As of the Record Date, 11,744,500 Common Shares, each carrying the right to one vote per Common Share at the Meeting, were issued and outstanding. The Corporation will prepare a list of holders of Common Shares as of such Record Date. Each Shareholder named in the list will be entitled to one vote per Common Share shown opposite his or her name on the said list.

To the knowledge of Management and the Directors, as at the date hereof, there are no persons who beneficially own, directly or indirectly, or exercise control or direction over, more than ten percent (10%) of the issued and outstanding Common Shares of the Corporation.

Your vote is important regardless of the number of Common Shares you own. Whether or not you are able to attend, if you are a Registered Shareholder, we urge you to complete the enclosed Management Proxy and return it in the prepaid envelope or using any one of the methods described on the Management Proxy by no later than 9:00 a.m. (Toronto time) on Monday, September 17, 2012 or with the

Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting by proxy will not prevent you from voting in person if you attend the Meeting but will ensure that your vote will be counted if you are unable to attend. If you hold your Common Shares through a broker or an intermediary, we urge you to complete the applicable Management voting instruction form or provide your voting instructions by other acceptable methods.

## **MATTERS TO BE ACTED UPON AT THE MEETING**

### **Election of Directors**

The articles of incorporation provide that the board of Directors (the “**Board**”) of the Corporation consist of a minimum of three Directors. The number of Directors of the Corporation has previously been set at four. The nominees are, in the opinion of the Board, well qualified to act as Directors for the coming year. Each nominee has established his eligibility and willingness to serve as Director, if elected. Each duly elected Director will hold office until the next annual meeting of Shareholders or until a successor is duly elected, unless his or her office is earlier vacated in accordance with the articles of the Corporation.

To the knowledge of the Corporation, no Director is, or has been in the last ten years, a Director or executive officer of an issuer that, while that person was acting in that capacity: (a) was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days; (b) was subject to an event that resulted, after that person ceased to be a Director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days; or (c) within a year of that person ceasing to act in that capacity, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets except for the following: On October 23, 2001, Diadem Resources Ltd. was subject to a cease-trade order issued by the Ontario Securities Commission while Derek Bartlett was a Director; due to the failure to file required financial information. The order was revoked on December 17, 2001. A similar order was issued by the Ontario Securities Commission on October 22, 2002 while Derek Bartlett was a Director. This order was revoked on December 24, 2002.

To the knowledge of the Corporation, in the past ten years, no Director has become bankrupt, made a proposal under any legislation related to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director.

The following chart and brief biography of each Director sets out the names and residence location of each person proposed to be nominated for election as a Director; all other positions and offices with the Corporation; the date the person was elected as a Director; their principal occupations and their occupations for the previous five years; other directorships; committee memberships in the Corporation; and the approximate number of securities of the Corporation, beneficially owned by each Director or over which he exercises control or direction as at the Record Date. The information relating to each Director having been subject to a cease trade order or bankruptcy, and each Director’s shareholdings and biography is not known by Management. All such information was provided to the Corporation by each Director, respectively.

**Management and the Directors do not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons**



named in the Management Proxy reserve the right to vote FOR another nominee in their discretion.

Name and Residence	Position in the Corporation	Date First Elected	Number of Securities Held <sup>(2)</sup>	Present Principal Occupation
Derek Bartlett Ontario, Canada	Director, President and Chief Executive Officer	From November 13, 2007 to Present	200,000 options	From 1995 to 2009, a director of Kingsman Resources Inc, a junior resource company listed on the TSXV; since 2002, a director of Oromin Explorations Ltd., a junior resource issuer listed on the TSXV; since 1994, a director of Saville Resources Ltd., a junior resource company listed on the TSXV; since 1996, a director of Waseco Resources Inc., a junior resource issuer listed on the TSXV; 2003 to 2010, a director of X-Cal Resources Ltd., a junior resource issuer listed on the TSXV; since 2003, the President and a director of Newport Gold Inc. a junior resource issuer (OTCBB: NWPGE 2006-2008); 2009 to 2010 a Director of Solanex Management (OTCBB).
Alex Johnston <sup>(1)</sup> Dubai, United Arab Emirates	Director, Interim Chief Financial Officer	From December 27, 2007 to Present	80,000 options	Until 2005 a senior manager with the Royal Bank of Canada, Dubai; 2003 to 2010 a director of Newport Gold Inc. (OTCBB: NWPGE); director of Cadman since 2007 and in 2011 also appointed Interim CFO of Cadman.
Monty C. Ritchings <sup>(1)</sup> Surrey, British Columbia	Director	Vice President, Corporate Communications – January 27, 2011- to March 1, 2012 Director since March 1, 2012	Nil	30 year experience includes start-ups, management, strategic planning, business expansion, sales and marketing. His business focus has been primarily in the service industry. Mr. Ritchings is a recognized specialist in corporate communications both online and offline.
Boris Ziger <sup>(1)</sup> Toronto, Ontario	Director	March 1, 2012	Nil	From 2011 to Present, Investor Relations for Cavan Ventures Inc; since 2010 to Present a Director of FTI Foodtech International Inc. Was President, CFO and Director of Gold World Resources Inc. from 2006 to 2007; President and Director of World Organics Inc. from 2005 to 2008; and Director and Investor Relations for Stellar Pacific Ventures Inc. from 2004 to 2005.

**Notes:**

- (1) Member of the Corporation's audit committee (the "Audit Committee").
- (2) Numbers included in securities held have been provided by the individual directors.

The enclosed form of proxy permits Shareholders to vote for each nominee on an individual basis.

**The persons named in the Management Proxy intend to vote FOR each of the proposed nominees in the absence of directions to the contrary from the Shareholders appointing them. Management does not contemplate that any of such nominees will be unable to serve as directors. However, if for any reason, any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his, her or its proxy that his, her or its common shares are to be withheld from voting in the election of directors.**

### **Appointment and Remuneration of Auditors**

Manning Elliott LLP (“**Manning Elliott**”), Chartered Accountants, of Vancouver, British Columbia, has been the Corporation’s auditor since December 12, 2007. Management recommends that Manning Elliott be appointed as the auditors of the Corporation by the Shareholders and authorize the Directors to fix the auditors’ remuneration. Management is seeking the approval of a majority of the votes cast at the Meeting for Manning Elliott to be so appointed. Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of Manning Elliott.

The Shareholders will be requested at the Meeting to pass the following resolution, without variation:

**“IT IS HEREBY RESOLVED, THAT** Manning Elliott LLP, Chartered Accountants, be appointed as the auditors of the Corporation, and the board of Directors of the Corporation are hereby authorized to fix the remuneration of Manning Elliott LLP, Chartered Accountants.”

**The persons named in the Management Proxy intend to vote FOR the appointment of Manning Elliott as auditors of the Corporation until the next annual meeting of Shareholders, and authorizing the Directors to fix the remuneration of the auditors in the absence of directions to the contrary from the Shareholders appointing them.**

### **Approval of the Stock Option Plan**

In 2007, the Shareholders approved the Corporation’s stock option plan, effective December 12, 2007 in substantially its current form (the “**Stock Option Plan**”). The following is a summary of the principal terms of the Stock Option Plan, which is qualified by and is subject to the full terms and conditions of the Stock Option Plan. A copy of the Stock Option Plan is attached hereto as Appendix “A”. Except as otherwise defined herein, capitalized terms used herein have the meanings ascribed thereto in the Stock Option Plan.

The Board administers the Plan. The Stock Option Plan provides that the Corporation may grant options, under option agreements and in accordance with the policies of the exchange on which it trades (the “**Exchange**”), to the following persons in consideration of their services to the Corporation:

- (a) directors, executive officers, and employees of the Corporation or a subsidiary;
- (b) employees of a corporation providing management services to the Corporation; or
- (c) consultants providing consulting services to the Corporation or a subsidiary.

The Stock Option Plan provides that the total number of shares reserved for issuance under the Stock Option Plan will not exceed 10% of the total number of common shares outstanding as at the closing of the Corporation’s initial public offering. After the completion of a qualifying transaction

within the meaning of TSXV Policy 2.4 (a “**Qualifying Transaction**”), the Stock Option Plan will convert to a “rolling plan” whereby the number of common shares of the Corporation reserved for issuance will not exceed 10% of the common shares of the Corporation outstanding on the date on which an option is granted under the Stock Option Plan.

The number of Common Shares reserved for issuance to any individual Director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares within any 12 month period. Options granted to any optionee that does not continue as a Director, officer, technical consultant or employee of the resulting issuer, have a maximum term of the later of 12 months after the completion of the Qualifying Transaction and 90 days after the optionee ceases to be a Director, officer, technical consultant or employee of the resulting issuer.

Options granted to any employee or consultant that ceases to be an employee or consultant by reason of termination of employment of the employee for cause or termination of engagement on the consultant for breach of contract, will terminate on the effective date of the employee or consultant ceasing to be an employee or consultant. If the optionee ceases to be a Director, officer, technical consultant or employee of the resulting issuer by reason of death, the optionee may exercise the options within a maximum period of one year after such death, subject to the expiry date of such options.

Any Common Shares acquired pursuant to the exercise of options prior to completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the issuance of a final TSXV bulletin.

Under the Stock Option Plan, the Board must set the option price at not less than the last closing price of the Corporation’s shares on the Exchange on the trading day immediately before the date of grant, less the discount permitted under the Exchange’s policies. The maximum term of any option is five years from the date of grant. The Corporation does not intend to provide financial assistance to holders of stock options to help them purchase the Corporation’s shares under the Stock Option Plan. Any amendment to the Stock Option Plan is subject to the approval of the Exchange and may also require shareholder approval.

The Shareholders will be requested at the Meeting to pass the following resolution (the “**Stock Option Plan Resolution**”), without variation:

**“IT IS HEREBY RESOLVED, THAT:**

1. the Stock Option Plan as set forth in Appendix “A” of the Information Circular of the Corporation dated August 20, 2012 and the grant of stock options pursuant to such Stock Option Plan is hereby authorized; and
2. any Director or officer of the Corporation is hereby authorized for, on behalf of, and in the name of the Corporation to do and perform or cause to be done or performed all such things, to take or cause to be taken all such actions, to execute and deliver or cause to be executed and delivered all such agreements, documents and instruments, contemplated by, necessary or desirable in connection with the Stock Option Plan and the foregoing resolutions, as may be required from time to time and contemplated and required in connection therewith, or as such Director or officer in his or her discretion may consider necessary, advisable or appropriate in order to give effect to the intent and purposes of the foregoing resolutions, and the doing of such things, the taking of such actions and the

execution of such agreements, documents and instruments shall be conclusive evidence that the same have been authorized and approved hereby.”

**The persons named in the Management Proxy intend to vote FOR the approval of the Stock Option Plan in the absence of directions to the contrary from the Shareholders appointing them.**

### **EXECUTIVE COMPENSATION**

For purposes of this Information Circular, “named executive officer” of the Corporation means an individual who, at any time during the year, was (each a “**Named Executive Officer**”):

- (a) the Corporation’s chief executive officer (“**CEO**”);
- (b) the Corporation’s chief financial officer (“**CFO**”);
- (c) each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

Based on the foregoing definition, during the last completed financial year of the Corporation, there were three Named Executive Officers, Derek Bartlett, the Corporation’s CEO, Dodge Li, the Corporation’s former CFO and Alex Johnston, the Corporation’s current Interim CFO. Effective April, 2011, Dodge Li resigned as the Corporation’s CFO and Alex Johnston assumed the position. As the information in this section is required for the financial year ended December 31, 2011, Dodge Li in his past position as CFO is included as a Named Executive Officer.

### **Compensation Discussion and Analysis**

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Corporation’s management team. The Corporation does not have a formal compensation policy. The main objectives the Corporation hopes to achieve through its compensation are:

- to attract and retain executives critical to the Corporation’s success, who will be key in helping the Corporation achieve its corporate objectives and increase shareholder value;
- to motivate the Corporation’s management team to meet or exceed targets;
- to recognize the contribution of the Corporation’s executive Directors to the overall success and strategic growth of the Corporation; and
- to align the interests of management and the Corporation’s shareholders by providing performance-based compensation in addition to salary.

For the financial year ending December 31, 2011, the Corporation paid Derek Bartlett, Chief Executive Officer (“**CEO**”), no fees for management, executive and corporate finance services and



**Narrative Discussion: Summary of Employment Contracts of each Named Executive Officer**

There are currently no employment contracts in place for the Named Executive Officers.

**Incentive Plan Awards (NEO)**

*Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth all awards outstanding for each of the Named Executive Officers as of December 31, 2011:

Name	Option-Based Awards			Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share based awards that have not vested (\$)
Derek Bartlett, CEO	200,000	0.10	Nil	Nil	Nil
Dodge Li, CFO	Nil	Nil	Nil	Nil	Nil
Alex Johnston, Interim CFO	80,000	0.10	Nil	Nil	Nil

**Note:**

- (1) The “value of unexercised in-the-money options” is calculated based on the difference between the closing price of \$0.25 for the Common Shares on the TSXV on December 31, 2011 and the exercise price of the options, multiplied by the number of unexercised options.

The Board facilitates its independent supervision over management through regular meetings of the Board, both with and without members of the Corporation’s management (including members of management who are also Directors) being in attendance.

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a Director’s independent judgment.

The independent members of the Board are Boris Ziger and Monty C. Ritchings. The non-independent members of the Board are Derek Bartlett, who is the CEO of the Corporation and Alex Johnston, who is the Interim CFO of the Corporation.

*Incentive Plan Awards - Value Vested or Earned During the Year*

The following table sets forth the value of all incentive plan awards vested or earned for each Named Executive Officer during the financial year ended December 31, 2011:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Derek Bartlett, CEO	Nil	Nil	Nil

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Dodge Li, CFO	Nil	Nil	Nil
Alex Johnston, Interim CFO	Nil	Nil	Nil

**Note:**

(1) Based upon the closing price for the Common Shares on the TSX-V on the vesting date of the options granted.

**Pension Plan Benefits**

The Corporation does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement of Named Executive Officers.

**Director Compensation**

As at December 31, 2011, the Corporation had four Directors, two of which were also Named Executive Officers. For a description of the compensation paid to the Corporation’s Named Executive Officers who also act as Directors, see “Summary Compensation Table” above.

The following table sets forth all amounts of compensation provided to the Directors, other than Directors who are also Named Executive Officers, for the financial year ending December 31, 2011:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Monty C. Ritchings	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Boris Ziger	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Patrick Brandreth	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Mah	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Narrative Discussion**

The Corporation currently does not pay Directors who are not employees or officers of the Corporation for attending Directors’ meetings or for serving on committees. The Corporation had no arrangements, standard or otherwise, under which the Corporation compensates Directors for their services as Directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Corporation’s Directors received any cash compensation for services provided in their capacity as Directors during the Corporation’s most recently completed financial year.

**Incentive Plan Awards (Non-NEO)**

*Outstanding Share-Based Awards and Option-Based Awards*

There are no outstanding or option-based awards and share-based awards for Directors who are not Named Executive Officers, as of December 31, 2011.

***Incentive Plan Awards - Value Vested or Earned During the Year***

There are no incentive plan awards vested or earned for Directors, who are not Named Executive Officers, during the financial year ended December 31, 2011:

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides information as of December 31, 2011, with respect to compensation plans under which the Common Shares are authorized for issuance, aggregated as set out below:

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities listed in first column)</b>
Equity compensation plans approved by security holders <sup>(1)</sup> (Stock Option Plan)	280,000	\$0.10	Nil
Total	280,000	\$0.10	Nil

**Note:**

- (1) As of December 31, 2011, there were no equity compensation plans not approved by the security holders of the Corporation.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the Corporation's Directors or officers was indebted to the Corporation as of December 31, 2011 or at any time during 2011.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person of the Corporation, no proposed nominee for election as a Director of the Corporation, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of our subsidiaries, other than as disclosed under the headings "Executive Compensation" and "Particulars of Matters to be Acted On".

An "informed person" means:

- (a) a director or executive officer of the Corporation;
- (b) a director or executive officer of a person or corporation that is itself an informed person or subsidiary of the Corporation;
- (c) any person or corporation who beneficially owns, directly or indirectly, voting securities or who exercises control or direction over voting securities or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting



securities other than voting securities held by the person or corporation as underwriter in the course of a distribution; and

- (d) the Corporation if we have purchased, redeemed or otherwise acquired any of our securities, so long as we hold any of our securities.

### **CORPORATE GOVERNANCE PRACTICES**

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose information relating to its corporate governance practice. The Corporation’s “Statement of Corporate Governance Practices”, approved by the Directors, is attached to this Information Circular as Appendix “B”.

### **AUDIT COMMITTEE**

#### ***Audit Committee’s Charter***

Multilateral Instrument 52-110 of the Canadian Securities Administrators (“**MI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (“**Audit Committee**”) and its relationship with its independent auditor, as set forth in the following.

The Audit Committee is governed by an Audit Committee charter (the “**Charter**”), which is attached as Appendix “C” hereto.

#### ***Composition of Audit Committee***

During 2011, the Audit Committee was comprised of three Directors: Alex Johnston, Andrew Mah and Patrick Brandreth, all of whom were independent Directors who met the independence requirement set out in NI 58-101 and under National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) save for Alex Johnston from April 26, 2011 onward, when he was appointed Interim CFO.

By February, 2012, due to the resignation and re-appointment of Directors of the Corporation, the audit committee was re-constituted. The Audit Committee is currently comprised of three Directors: Alex Johnston, Boris Ziger and Monty C. Ritchings. Two directors, Boris Ziger and Monty C. Ritchings, meet the independence requirement set out in NI 58-101 and under NI 52-110. Alex Johnston, due to his position as the Corporation’s Interim CFO, does not.

All current members of the Audit Committee are “financially literate” within the meaning given to such term in the Charter and NI 52-110, and have the ability to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements.

#### ***Relevant Education and Experience***

In addition to each current member’s general business experience, the education and experience of each individual that is relevant to such member’s responsibilities as a member of the Audit Committee is set forth below:

- *Alex Johnston* – Mr. Johnston attended Acadia University, Nova Scotia and obtained his Real Estate Certification and Brokerage Licence from Ryerson University, Toronto, Ontario. Mr. Johnston worked with Equitable Life in Dubai, UAE; and then five years as a Senior Manager with Royal Bank of Canada, Dubai, UAE until 2005. Mr. Johnston has international expertise in raising capital. From 2006 to 2010 he was a director of Newport Gold Inc., a junior resource issuer listed on the TSXV.
- *Boris Ziger* – Mr. Ziger has earned an H.Ba. in Economics from York University and an MBA from the Odette School of Business at the University of Windsor. He had over 13 years experience in banking and financial services before joining the junior resource sector. He has served as a director and held various management positions in several junior resource companies and is currently also a director of FTI Foodtech International Inc., a TSXV listed issuer.

### ***Audit Committee Oversight***

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditors not been adopted by the Directors.

### ***Reliance on Certain Exemptions***

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "*De Minimus Non-Audit Services*" or any exemption provided by Part 8 of NI 52-110.

### ***Pre-Approval Policies and Procedures***

The Corporation has not adopted any specific policies in relation to the engagement of non-audit services.

### ***External Auditor Service Fees***

- (a) *Audit Fees* – Manning Elliott billed the Corporation approximately \$13,300 from January 1, 2010 to December 31, 2010 and \$15,300 from January 1, 2011 to December 31, 2011.
- (b) *Audit-Related Fees* - Manning Elliott billed the Corporation approximately \$34,900 from January 1, 2010 to December 31, 2010 and \$6,700 from January 1, 2011 to December 31, 2011, for assurance and related services that are reasonably related to the performance of the audits or reviewing the Corporation's financial statements and are not included under "Audit Fees".
- (c) *Tax Fees* - Manning Elliott billed the Corporation nil from January 1, 2010 to December 31, 2010 and nil from January 1, 2011 to December 31, 2011, for services related to tax compliance, tax advice and tax planning.
- (d) *All Other Fees* - Manning Elliott billed the Corporation nil from January 1, 2010 to December 31, 2010 and nil from January 1, 2011 to December 31, 2011, for services other than those reported above.

***Exemption***

The Corporation is relying upon the exemption in section 6.1 of NI 52-110, applicable to venture issuers.

**OTHER BUSINESS**

Management and the Directors are not aware of any amendments, variations or other matters intended to come before the Meeting other than those items of business set forth in the attached notice of Meeting. However, if any such amendment, variation or other matter properly comes before the Meeting, it is the intention of the persons named in the Management Proxy to vote on such other business in accordance with his judgment.

**ADDITIONAL INFORMATION**

Financial information regarding the Corporation is provided in the Corporation's audited annual consolidated financial statements for the financial year ended December 31, 2011 and the accompanying Management's Discussion and Analysis. Copies of the foregoing and the Annual Information Form of the Corporation for the financial year ended December 31, 2011 may be obtained on written request addressed to the Interim CFO.

Written requests for a copy of the above documents should be directed to the Interim CFO, Alex Johnston, at Unit 1, 336 Queen Street S., Mississauga, ON, L5M 1M2.

Additional information concerning the Corporation is available online at [www.sedar.com](http://www.sedar.com).

**GENERAL**

The Directors have approved the contents of this Information Circular and its sending to the Shareholders, the auditors of the Corporation and to appropriate governmental and regulatory agencies.

**DATED** as of the 20<sup>th</sup> day of August, 2012.

By Order of the Board of Directors

*(Signed)* Boris Ziger

Chairman of the Board of Directors

## APPENDIX "A"

### CADMAN RESOURCES INC.

#### 2007 STOCK OPTION PLAN

##### 1. Purpose of the Plan

The purpose of this Stock Option Plan is to provide certain directors, executive officers, employees, and consultants of the Company and any Affiliate with an opportunity to purchase Common Shares and to benefit from any appreciation in the value of the Common Shares. The Plan will provide an increased incentive for those individuals to contribute to the Company's future growth, success, and prosperity, thus enhancing the value of the Common Shares for the benefit of all of the Company's shareholders and increasing the ability of the Company and any Affiliate to attract and retain skilled and motivated individuals in the service of the Company.

##### 2. Interpretation

Where used in this Plan, the following terms have the following meanings:

- (a) "**Act**" means the *Securities Act* (British Columbia), as amended from time to time;
- (b) "**Affiliate**" means a company that is affiliated with the Company such that one of them is the subsidiary of the other or each of them is controlled by the same person;
- (c) "**Board**" means the Company's Board of Directors, as constituted from time to time;
- (d) "**Common Shares**" means the Company's common shares or, if there is an adjustment as contemplated by section 13 of the Plan, any other common shares to which a Participant may be entitled on the exercise of an Option as a result of that adjustment;
- (e) "**Company**" means Cadman Resources Inc. and includes any successor company;
- (f) "**Completion of the Qualifying Transaction**" means the date of the Final Exchange Bulletin.
- (g) "**Consultant**" means a person or company, other than an Employee, Officer or Director of the Company or an Affiliate, that is engaged to provide services to the Company or an Affiliate, other than services in relation to a distribution, under a written contract with the Company or an Affiliate, and otherwise meets the definition of "consultant" contained in NI 45-106 and Exchange Policy 4.4, and includes, for an individual consultant, a company of which the individual consultant is an employee or shareholder, and a partnership of which the individual consultant is an employee or partner;
- (h) "**Director**" means a director of the Company or an Affiliate;
- (i) "**Disinterested Shareholders**" means shareholders of the Company excluding:
  - (i) Insiders to whom Options may be granted under the Plan; and

- (ii) Associates of those Insiders (as “Associates” is defined in Exchange Policy 1.1);
- (j) “**Eligible Person**” means a bona fide Director, Officer, Employee, Consultant, and any “permitted assign” within the meaning of NI 45-106;
- (k) “**Employee**” means an employee (whether full-time or part-time) of the Company or an Affiliate within the meaning of Exchange Policy 1.1, or a Management Company Employee;
- (l) “**Exchange**” means the TSX Venture Exchange or, if the Common Shares are not then listed and posted for trading on the TSX Venture Exchange, the most senior stock exchange in Canada on which the Common Shares are listed and posted for trading;
- (m) “**Expiry Date**” means the date by which a Participant must exercise an Option;
- (n) “**Final Exchange Bulletin**” means the bulletin issued by the Exchange following closing of a Qualifying Transaction and the submission of all required documentation which evidences the final Exchange acceptance of the Qualifying Transaction.
- (o) “**Insider**” means:
  - (i) a director or senior officer of the Company;
  - (ii) a director or senior officer of a company that is an Insider or subsidiary of the Company;
  - (iii) a person that beneficially owns or controls, directly or indirectly, voting shares of the Company carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or
  - (iv) the Company itself if it holds any of its own securities;
- (p) “**Management Company Employee**” means an individual employed by a person providing management services (but excluding investor relations services) to the Company, if the individual is not induced to purchase Common Shares by expectation of employment or continued employment with either the Company or the person providing the management services;
- (q) “**NI 45-106**” means the National Instrument 45-106 *Prospectus and Registration Exemptions*;
- (r) “**Officer**” means an executive officer (as that term is defined in NI 45-106) of the Company or an Affiliate;
- (s) “**Option**” means an option to purchase Common Shares granted by the Board to a Participant, subject to the provisions contained in the Plan;
- (t) “**Option Price**” means the price per share at which a Participant may purchase Common Shares under an Option, as that price may be adjusted in accordance with sections 8 and 12 of the Plan;

- (u) “**Participant**” means an Eligible Person to whom an Option is granted and which Option or a portion thereof remains unexercised;
- (v) “**Plan**” means this Stock Option Plan, as amended or varied from time to time;
- (w) “**Previously Granted Options**” means any unexercised incentive stock options previously granted by the Company other than under the Plan;
- (x) “**Qualifying Transaction**” means the transaction where the Company acquires Significant Assets in accordance with Exchange Policy 2.4 entitled *Capital Pool Companies*;
- (y) “**Significant Assets**” has the meaning assigned to it under Exchange Policy 2.4 entitled *Capital Pool Companies*.

Words importing the singular number only will include the plural and vice versa and words importing the masculine will include the feminine.

This Plan and all matters to which reference is made herein will be governed by and interpreted in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

### 3. **Administration of the Plan**

The Board will administer the Plan. The Board has the authority to:

- (a) grant Options to purchase Common Shares to Eligible Persons;
- (b) determine the terms, limitations, restrictions and conditions respecting Options;
- (c) interpret this Plan and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan as it from time to time deems advisable; and
- (d) make all other determinations and to take all other actions in connection with the implementation and administration of this Plan as deemed necessary or advisable.

The Board may, subject to applicable law, delegate its powers to administer the Plan to a committee of the Board. Any committee will report to the Board the names of Participants to whom Options are granted under the Plan, the number of Common Shares subject to the Options, and the terms and conditions of each Option.

All decisions and interpretations of the Board regarding the Plan or Options granted hereunder will be conclusive and binding on the Company, all Participants, all Eligible Persons and their respective legal personal representatives.

### 4. **Maximum Shares Issuable Under Plan**

As long as the Company is a Capital Pool Company and has not completed a Qualifying Transaction the aggregate number of Common Shares issuable under the Plan must not exceed that 10% of the total number of Common Shares outstanding as at the closing of the Company’s initial public offering (“**IPO**”), subject to adjustment in accordance with section 11 of the Plan.

From and after the date of completion of the Company's Qualifying Transaction within the meaning of Exchange Policy 2.4, the aggregate number of Common Shares issuable under (a) the Plan and (b) Previously Granted Options must not exceed 10% of the Company's issued Common Shares on the date on which an Option is granted under the Plan, subject to adjustment in accordance with section 12 of the Plan.

**5. Limits on Option Grants**

Options to purchase not more than an aggregate 5% of the issued Common Shares may be granted to any one Participant in any 12 month period, unless the Company is or becomes a Tier 1 Issuer within the meaning of the policies of the Exchange and the Company has obtained the approval of Disinterested Shareholders.

The aggregate number of Common Shares reserved for issuance to Insiders pursuant to (a) Options granted under the Plan and (b) Previously Granted Options must not exceed 10% of the issued Common Shares.

The Company is prohibited from granting to Insiders, within any 12 month period, a number of Options granted under the Plan and Previously Granted Options that exceeds 10% of the issued Common Shares.

The Company is prohibited from granting to any one Consultant, within any 12 month period, a number of Options granted under the Plan and Previously Granted Options that exceeds 2% of the issued Common Shares.

The Company is prohibited from granting to all Employees and Consultants conducting investor relations activities (within the meaning of the Exchange's policies), within any 12 month period, a number of Options granted under the Plan and Previously Granted Options that exceeds 2% of the issued Common Shares.

No fractional Common Shares may be purchased or issued under the Plan.

**6. Options Not Exercised**

If Options granted under the Plan or Previously Granted Options are surrendered, terminated or cancelled, or expire without being exercised in whole or in part, the Common Shares reserved for issuance but not purchased under the Options or Previously Granted Options will be available for subsequent Options to be granted under the Plan.

**7. Granting of Options**

The Board may, from time to time in its discretion and subject to the provisions of the Plan, grant Options to Participants under the Plan. The grant of Options will be subject to the conditions contained in the Plan and may be subject to additional conditions determined by the Board from time to time.

Each Option will be evidenced by a written agreement between and signed by the Company and the Participant (an "Option Agreement"). Each Option Agreement will contain:

- (a) a representation of the Company and the Participant that the Participant is a bona fide Employee, Consultant or Management Company Employee, as the case may be, and

- (b) other terms and conditions that are established by the Board and consistent with the Plan's provisions.

#### 8. **Option Price**

The Option Price will not be less than the last closing price of the Common Shares on the Exchange on the trading day immediately before the date of grant, less the discount permitted under the Exchange's policies, subject to a minimum of \$0.10 per Common Share. Notwithstanding the foregoing, if the Common Shares become listed and posted for trading on The Toronto Stock Exchange, the Option Price will be the "Market Price" in accordance with the policies of the TSX Company Manual related to Options, and "Market Price" means the closing price of the Common Shares on the trading day immediately preceding the day on which the Option has been granted under this Plan, subject to a minimum of \$0.10 per Common Share.

#### 9. **Term of Option**

The maximum term of any Option will be five years from the date of grant of the Option, provided that if the Company is or becomes a Tier 1 Issuer within the meaning of the policies of the Exchange or if the Common Shares become listed and posted for trading on The Toronto Stock Exchange, then in either case the maximum term of any Option will be ten years from the date of grant of the Option.

#### 10. **Vesting of Options for Investor Relations Activities**

Options granted to Consultants conducting investor relations activities (within the meaning of Exchange Policy 1.1) will vest:

- (a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
- (b) such longer vesting period as the Board may determine.

#### 11. **Exercise of Option**

Subject to any vesting schedule and the provisions of the Plan and the terms of the Option Agreement, a Participant or a Participant's legal personal representative may exercise an Option or a portion thereof from time to time by giving written notice to the Company at its head office. This notice must state the intention of the Participant or the Participant's legal personal representative to exercise the Option or a portion thereof and the number of Common Shares for which the Option is being exercised, and must be accompanied by payment in full of the Option Price for each of the Common Shares being purchased, in cash or by certified cheque, bank draft or money order payable to the Company.

#### 12. **Adjustment in Shares**

If there is a change in the outstanding Common Shares by reason of any stock dividend or any recapitalization, amalgamation, subdivision, consolidation, combination or exchange of shares, or other corporate change, the Board will make, subject to the prior approval of the Exchange if required, appropriate substitution or adjustment in:

- (a) the number or kind of shares or other securities reserved for issuance pursuant to this Plan; and



- (b) the number and kind of shares subject to unexercised Options theretofore granted and in the Option Price of such shares;

provided, however, that no substitution or adjustment will obligate the Company to issue or sell fractional shares.

If the Company amalgamates or merges with any other company or companies (the right to do so being hereby expressly reserved) whether by way of arrangement, sale of assets and undertaking, or otherwise, then the number of shares of the resulting company to which an Option relates will be determined as if the Option had been fully exercised before the effective date of the amalgamation or merger and the Option Price will be correspondingly increased or decreased, as applicable.

### 13. **Assignability of Options**

An Option granted to a Participant hereunder is non-assignable and non-transferable and, except in the case of a Participant's death (which is addressed in section 14), only a Participant to whom an Option has been granted may exercise that Option; provided that, subject to the prior approval of the Board and the Exchange, a Participant may assign an Option to a company of which all of the voting securities are beneficially owned by the Participant, which ownership will continue for as long as any portion of the Option remains unexercised.

### 14. **Termination**

- (a) If a Participant is an Employee or Consultant and is neither a Director nor Officer and ceases to be an Employee or Consultant by reason of termination of employment of the Employee for cause or termination of engagement of the Consultant for breach, the Option will terminate on the effective date of the Participant ceasing to be an Employee or Consultant for that reason.
- (b) If a Participant dies, the Participant's personal representative or administrator will have the right to exercise in whole or in part any unexercised Option at any time until the earlier of (a) the Expiry Date and (b) the date that is one year after the date of the Participant's death.
- (c) If a Participant ceases to be an Eligible Person for any reason other than as set out in subsections (a) or (b), the Option will terminate on the later of (a) the date that is 12 months after Completion of the Qualifying Transaction and (b) the date that is 90 days after the effective date of the Participant ceasing to be an Eligible Person for that other reason.
- (d) Notwithstanding subsection (c) hereof, if a Participant is an Employee who is engaged in investor relations activities (within the meaning of the Exchange's policies) and is neither a Director nor an Officer, the Option will terminate on the earlier of (a) the Expiry Date and (b) the date that is 30 days after the date on which the Participant ceases to provide services to the Company or any Affiliate.
- (e) If a Participant ceases to be one type of Eligible Person but concurrently is or becomes one or more other type of Eligible Person, the Option will not terminate but will continue in full force and effect and the Participant may exercise the Option until the earlier of (a) the Expiry Date and (b) the applicable date set forth in section 14(a), (b), (c), or (d) where the Participant ceases to be any type of Eligible Person.

- (f) Options will not be affected by any change of a Participant's employment where the Participant continues to be employed by the Company or any Affiliate.
- (g) The Plan does not confer on a Participant any right to continue in the employ or service of or association with the Company or any Affiliate, nor does it interfere in any way with the right of a Participant or the Company or any Affiliate to terminate that Participant's employment, office or service at any time.

**15. Amendment or Discontinuance of Plan**

The Board may amend or discontinue the Plan at any time without the consent of the Participants provided that the amendment does not alter or impair any Option previously granted under the Plan except as permitted by the provisions of section 12 of the Plan. Any amendment of the Plan will require the prior approval of the Exchange and may require the approval of the Company's shareholders in accordance with the Exchange's policies.

**16. Amendment or Cancellation of Options**

The Board may at any time:

- (a) renegotiate and amend the terms and conditions of any Option previously granted under the Plan, including without limitation the Option Price, the number of Common Shares in respect of which the Option may be exercised, and the term of the Option; or
- (b) cancel any Option previously granted under the Plan,

provided that the Participant to whom the Option was granted consents in writing to the amendment or cancellation, and provided that regarding an amendment of any Option:

- (a) the amended terms and conditions of the Option are consistent with the Plan's provisions;
- (b) if required, the Exchange approves the amendment of the Option; and
- (c) if the Participant is an Insider of the Company at the time of the amendment, the Company obtains the approval of its Disinterested Shareholders, if required by the Exchange's policies.

The Board may grant under section 7 of the Plan, at its discretion, concurrently with or from time to time after the amendment or cancellation of an Option, one or more other Options to the Participant whose Option was amended or cancelled in accordance with this section 16.

**17. Securities Regulation**

The Company's obligation to authorize, issue, and deliver Common Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws and the receipt of all regulatory approvals that the Company or its counsel determines to be necessary or advisable in connection with the authorization, issuance, or delivery;
- (b) the listing of those Common Shares on any stock exchange on which the Common Shares may then be listed; and

- (c) the receipt from a Participant of any representations, warranties, agreements, and undertakings as to future dealings in Common Shares purchased under any Option that the Company or its counsel determines to be necessary or advisable to safeguard against the violation of the securities laws of any jurisdiction.

The Company will take all reasonable steps to obtain any authorizations, approvals, and registrations that may be necessary for the issuance of Common Shares under any Option in compliance with applicable securities laws and for the listing of those Common Shares on any stock exchange on which the Common Shares are then listed.

The inability of the Company to obtain any authorizations, approvals, or registrations necessary for the lawful issuance of any Common Shares under any Option deemed reasonable by the Board will relieve the Company, the Board, and any committee of the Board of any liability in respect of the non-issuance of the Common Shares for which the required authorizations, approvals, or registrations were not obtained.

**18. Participant's Rights**

A Participant will not have any rights as a shareholder of the Company until the Company issues to him a certificate for Common Shares on the exercise of an Option or a portion of it, and then only regarding the Common Shares represented by that certificate.

**19. No Representation or Warranty**

The Company makes no representation or warranty as to the future market value of any Common Shares issued in accordance with the Plan's provisions.

**20. Effective Date**

The Plan will become effective on the Board approving and adopting the Plan.

Plan approved by the Company's Board of Directors effective December 12, 2007.

## APPENDIX “B”

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

A summary of the Corporation’s corporate governance initiatives in relation to the new guidelines for effective corporate governance for venture issuers pursuant to NI 58-101 and National Policy 58-201 - *Corporate Governance Guidelines* is set out below.

#### *Independence of Directors for the Purpose of NI 58-101*

The board of Directors (the “**Board**”) facilitates its independent supervision over management through regular meetings of the Board, both with and without members of the Corporation’s management (including members of management who are also directors) being in attendance.

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The independent members of the Board are Boris Ziger and Monty C. Ritchings. The non-independent members of the Board are Derek Bartlett, who is the CEO of the Corporation and Alex Johnston, who is the Interim CFO of the Corporation.

Andrew Mah and Patrick Brandreth, who served as Directors until February of 2012 respectively, were also independent Directors.

#### *Other Directorships*

In addition to serving as Directors of the Corporation, the following Directors are also directors of the reporting issuers or equivalent as set out beside such Director’s name:

- *Derek Bartlett* – Ooromin Explorations Ltd., Saville Resources Ltd., Waseco Resources Inc. and Newport Gold Inc.

#### *Orientation and Continuing Education*

The Board is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Corporation’s business will be necessary and relevant to each new director. We provide continuing education for our directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

#### *Ethical Business Conduct*

The Board has found that the fiduciary duties placed on individual directors by the Corporation’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Under the corporate legislation, a director is required to:

1. act honestly and in good faith with a view to the best interests of the Corporation,
2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and
3. disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

An interested director must abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

### ***Nomination of Directors***

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

### ***Compensation***

The Board conducts reviews with regard to Directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

### ***Other Board Committees***

The Board has no committees other than the Audit Committee.

## APPENDIX “C”

### AUDIT COMMITTEE CHARTER

#### CADMAN RESOURCES INC. (the “Corporation”)

#### (Implemented pursuant to National Instrument 52-110 (the “Instrument”))

#### PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Corporation is to provide an open avenue of communication between Management, the Corporation’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation’s financial reporting and disclosure practices;
- the Corporation’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board at its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Corporation’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles (“**GAAP**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

## **AUTHORITY AND RESPONSIBILITIES**

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with Management and the independent auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with Management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the independent auditor's judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Corporation by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.
11. Establish and review the Corporation's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Corporation.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Corporation.