

**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.**