

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1 — Name and Address of Company**

Cadman Resources Inc. (the “Company”)  
336, #1 Queen Street S.  
Mississauga, Ontario  
L5M 1M2

**ITEM 2 — Date of Material Change**

July 25, 2013

**ITEM 3 — News Release**

A press release was disseminated on July 26, 2013.

**ITEM 4 — Summary of Material Change**

On July 26, 2013 the Company issued a press release announcing that the Company has signed an agreement giving it the right to acquire 100 per cent of the interest in a new project near Maniwaki, Quebec.

**ITEM 5 — Full Description of Material Change**

On July 26, 2013 the Company issued a press release announcing that the Company has signed an agreement giving it the right to acquire a new REE project. The Company signed an agreement with JP & Associates Inc. giving it the right to acquire 100 per cent interest in the rare earth project located north of Ottawa/Gatineau near the town of Maniwaki in the Province of Quebec. The Maniwaki West property (the “**Property**”) is comprised of 24 permits totaling 14.23 km<sup>2</sup>. The Property is adjacent to the REE discoveries by Cavan Ventures Inc.

To earn 100 per cent interest in the Property, the Company is required to deliver 2,000,000 common shares in the capital of the Company and to pay \$10,000.

A full description of the material change is contained in the press release dated July 26, 2013, a copy of which is attached hereto as Schedule “A”.

**ITEM 6 — Reliance on Section 7.1(2) of National Instrument 51-102**

N/A

**ITEM 7 — Omitted Information**

N/A

**ITEM 8 — Executive Officer**

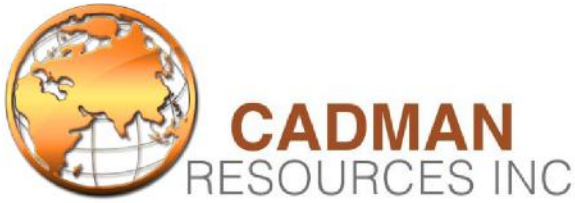
For further information, please contact:

Boris Ziger, Chief Executive Officer  
Telephone: 416-304-9935  
E-mail: [info@cadmanresourcesinc.com](mailto:info@cadmanresourcesinc.com)

**ITEM 9 — Date of Report**

July 29, 2013

SCHEDULE "A"



Address: Suite 700, 350 Bay Street Toronto, ON, M5H 2S6 Tel: (416) 304-9935

**FOR IMMEDIATE RELEASE**

**CADMAN OPTIONS NEW QUEBEC PROPERTY**

**July 26, 2013 – Toronto, Ontario – Cadman Resources Inc. (CUZ)** (“**Cadman**” or the “**Company**”) is pleased to announce an agreement for a new REE project near Maniwaki Quebec. The Company has signed an option agreement with JP & Associates Inc. to acquire 100 per cent interest in the rare earth project located north of Ottawa/Gatineau near the town of Maniwaki in the Province of Quebec. The Maniwaki West property (the “**Property**”) is comprised of 24 permits totaling 14.23 km<sup>2</sup>. The Property itself is adjacent to recent the REE discoveries by Cavan Ventures Inc.

To exercise the option and earn 100 per cent interest in the Property the Company is required to deliver 2,000,000 shares of Company common stock upon signing of the option agreement and to make a cash payment of \$10,000.

On behalf of the board of Directors  
**CADMAN RESOURCES INC.**

“*Boris Ziger*”

Boris Ziger  
CEO & Chairman

The Company’s filings are available for review at [www.sedar.com](http://www.sedar.com) and <http://www.cnsx.ca/>.

For further information, please contact Boris Ziger, Chief Executive Officer, at: Telephone: 416-304-9935  
[E-mail: info@cadmanresourcesinc.com](mailto:info@cadmanresourcesinc.com)

*Certain information in this press release may constitute forward-looking information. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Corporation assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to the Corporation. Additional information identifying risks and uncertainties is contained in the Corporation’s filings with the Canadian securities regulators, which filings are available at [www.sedar.com](http://www.sedar.com).*

*The CNSX has not reviewed, approved or disapproved the content of this press release.*