

**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

December 10, 2013

ITEM 3 — News Release

A press release was disseminated on December 10, 2013.

ITEM 4 — Summary of Material Change

On December 10, 2013 the Company issued a press release announcing that further to its initial announcement on July 29, 2013 it has closed a non-brokered private placement of 540,000 flow-through units (the “**FT Units**”) at a price of \$0.08 per FT Unit for aggregate gross proceeds of up to \$43,200 (the “**Flow Through Offering**”) and 1,626,000 units (the “**Units**”) at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$81,300 (the “**Hard Dollar Offering**” and together with the Flow Through Offering, the “**Offering**”).

ITEM 5 — Full Description of Material Change

On December 10, 2013 the Company issued a press release announcing that the Company closed a non-brokered private placement of 540,000 FT Units at a price of \$0.08 per FT Unit for aggregate gross proceeds of up to \$43,200 and in addition 1,626,000 Units at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$81,300.

The FT Units will be comprised of one flow-through common share in the capital of the Company and one common share purchase warrant (an “**FT Warrant**”) of the Company. Each FT Warrant will entitle the holder to purchase one common share in the capital of the Company (an “**FT Warrant Share**”) for a period of 18 months from the closing date at an exercise price of \$0.11 per FT Warrant Share. The Units will be comprised of one common share in the capital of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one common share in the capital of the Company (a “**Warrant Share**”) for a period of 18 months from the closing date at an exercise price of \$0.07 per Warrant Share.

The Company will pay a finder’s fee to agents of the Company consisting of a cash fee in an amount of up to 10% of the proceeds raised by such finder as part of the Offering.

The proceeds raised from the Flow Through Offering will be used for allowable exploration expenditures with respect to the Company’s Quebec projects. The proceeds

raised from the Hard Dollar Offering will be used for general working capital purposes. Certain directors of the Company as a group participated in up to 30% of the Offering.

A full description of the material change is contained in the press release dated December 10, 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

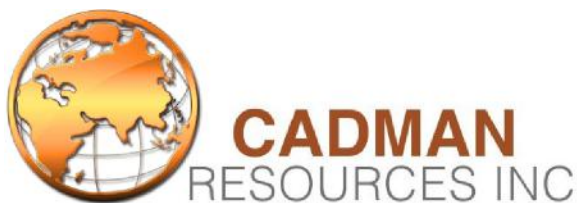
ITEM 8 — Executive Officer

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

ITEM 9 — Date of Report

December 10, 2013

SCHEDULE "A"



Address: Suite 700, 350 Bay Street Toronto, ON, M5H 2S6 Tel: (416) 304-9935
FOR IMMEDIATE RELEASE
CADMAN CLOSSES FIRST TRANCHE OF FINANCING

December 10, 2013 – Toronto, Ontario – Cadman Resources Inc. (CUZ) (“Cadman” or the “Company”) Cadman Resources Inc. (CUZ) (the “Company”) reports that further to its initial announcement on July 29, 2013 the Company will close a total \$124,500 first tranche of the previously announced financing. The Company has closed a non-brokered private placement of 540,000 flow-through units (the "FT Units") at a price of \$0.08 per FT Unit for aggregate gross proceeds of up to \$43,200 (the “Flow Through Offering”). Each FT Unit will be comprised of one flow-through common share (an "FT Share") and one common share purchase warrant of the Company (an "FT Warrant"). Each FT Warrant will entitle the holder to purchase one common share of the Company (a “Common Share”) for a period of 18 months from the closing date at an exercise price of \$0.11 per Warrant Share.

In addition, the Company closed a hard dollar offering of 1,626,000 units (the "Units") at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$81,300 (the “Hard Dollar Offering” and together with the Flow Through Offering the “Offering”). Each Unit will be comprised of one Common Share and one common share purchase warrant of the Company (a "Warrant"). Each whole Warrant will entitle the holder to purchase one Common Share of the Company for a period of 18 months from the closing date at an exercise price of \$0.07 per Warrant Share. The Company will pay a finder’s fee to agents of the Company a cash fee in an amount of up to 10% of the proceeds raised by such finder as part of the Offering.

The proceeds of the Flow Through Offering raised will be used for allowable exploration expenditures for the Company’s Quebec projects and the proceeds of the Hard Dollar Offering will be used for general working capital purposes. Certain directors of the Company as a group participated in up to 30% of the Offering.

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 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

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.

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

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