CADMAN RESOURCES INC

Management's Discussion and Analysis

For the Year Ended December 31, 2010

Date of Report: April 28, 2011

The following Management discussion and analysis ("MD&A") provides analysis of Cadman Resources Inc. ("the Company")'s financial results for the year ended December 31, 2010 with comparisons to 2009. This MD&A should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2010. The Company's financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). Additional information relevant to the Corporation is available for review on SEDAR at www.sedar.com.

Forward-Looking Information

Certain information included in this discussion may constitute forward-looking statements.

Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," or "continue" or the negative thereof or variations thereon or similar terminology. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

DESCRIPTION OF BUSINESS

The Company was incorporated pursuant to the Business Corporation Act (British Columbia) on November 13, 2007. The Company is a "Capital Pool Company"("CPC"), as defined in the policies of the TSX Venture Exchange (the "Exchange" or "TSX-V"). As at December 31, 2010 the Company had no business operations and its only significant asset was cash. As a CPC the Company's principal business is the identification and evaluation of assets, properties or business with a view to acquisition or participation therein subject, in certain cases, to shareholder's approval and acceptance by Exchange. Where an acquisition or participation is warranted (the Qualifying Transaction") additional funding may be required. The ability of the Company to fund its future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

On August 5, 2009, the Company terminated its option on Newport's Burnt property and entered into an arm-length's agreement to acquire to acquire an option on the Fanggelewan silver lead property in China by acquiring SamLorne Limited ("SamLorne"), a private Ontario company. SamLorne could earn 70% interest in the property by making total payments of $1.5 million U.S. dollars by November 2010. To complete the purchase, the Company will pay SamLorne a total of $50,000 and deliver 10 million shares, all subject to all regulatory approvals. The property is located next to Silvercorp Metals Inc's Ying Mining District in the Province of Henan, China. The agreement was amended for an extension to the payment schedule to begin in June 2010.

On August 12, 2009, the Company announced a non-brokered private placement of 4,547,000 common shares at $0.075 per share for gross proceeds of $341,025. On February 8, 2010, the Company amended the share price from $0.075 per share to $0.10 per share. On February 11, 2010, the Company issued 4,414,500 shares at a price of $0.10 per share for gross proceeds of $441,450. The Company paid 10% finder fees of $44,145.

On December 2, 2010, the Company agreed with certain insider or former insider shareholders to cancel 1,000,000 common shares held by these shareholders and in escrow at no consideration.

On December 13, 2010, the Company's common shares were transferred from the TSX-V to the NEX board of the TSX-V ("NEX") according to CPC policy as a result of Cadman's failure to complete its Qualifying Transaction. Such transfer to NEX was obtained after receipt of shareholder approval, exclusive of the votes of non-arm's lengths parties to Cadman. Cadman's symbol on the NEX has been changed to CUZ.H.

On December 23, 2010, the Company terminated the agreement with SamLorne Limited ("SamLorne"). The termination stems from the challenges the Company has encountered in meeting the financial requirements related to the proposed Qualifying Transaction.

Overall Performance

As at December 31, 2010, the Company had cash and other current assets totalling $33,248 (December 31, 2009; $189,085) and working capital deficit of $25,836 (December, 31, 2009 working capital of $181,962). As at December 31, 2010, the Company incurred $389,030 (December 31, 2009; $174,564) in general,administrative and other expenses.

Selected Annual Information

The following table shows the financial results derived from the Company's financial statements for the years December 31, 2010, December 31, 2009 and December 31, 2008.

	December 31, 2010	December 31, 2009	December 31, 2008
Total Revenues	$ -	$ -	$ -
Net Profit (Loss)	$ (389,030)	$ (174,564)	$ (96,083)
Basic and diluted loss per share	$ (0.05)	$ (0.04)	$ (0.03)
Total Assets	$ 33,248	$ 242,246	$ 158,450
Total Long Term Liabilities	$ -	$ -	$ -
Cash dividends declared per share	$ -	$ -	$ -

In the current year the Company incurred a net loss of $389,030 compared to a net loss of $174,564 for the year ended December 31, 2009. The net loss was due in large part to $217,648 termination costs associated with the proposed Qualifying Transaction with SamLorne and New Port Gold. Professional fees increased $40,066 due to the additional costs for completing qualified transactions, which was terminated. The Company had a loss per share of $0.05 in 2010 compared to 0.04 in 2009. Total assets at the end of 2010 amounted to $33,248 as compared to total assets of $242,246 in 2009. The decreased of total assets was mainly due to the termination Qualifying Transaction with SamLorne.

FINANCIAL RESULTS

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of the Company.

	December 31 2010	September 30 2010 (Restated)	June 30 2010 (Restated)	March 31 2010 (Restated)	December 31 2009 (Restated)	September 30 2009 (Restated)	June 30 2009 (Restated)	March 31 2009 (Restated)
Revenue	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Net Profit (Loss)	$ (236,406)	$ (40,881)	$ (76,006)	$ (35,737)	$ (57,609)	$ (68,642)	$ (41,769)	$ (6,543)
Basic and diluted loss per common share	$ (0.03)	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.00)

Variances in net loss by quarter in 2010 reflect overall corporate activity and factors which do not recur each quarter, such as increased professional and transfer agent fees.

Liquidity and Capital Resources

As of December 31, 2010, the Company had cash of $6,831 compared to $114,840 at December 31, 2009. Working capital was $25,836 (deficit) compared to $181,962 at December 31, 2009. The Company received a gross proceed of $441,450 from a non-brokered private placement.

LATEST OUTSTANDING SHARE DATA

The following is the latest share data as of April 27, 2011.

Common shares – 12,484,500

Stock Options - 771,450

Warrants - none

OFF BALANCE TRANSACTIONS

The Corporation has not entered into any off balance sheet agreements.

RELATED PARTY TRANSACTIONS

During the year ended December 31, 2010, the Company incurred rent expenses of $4,357 (2009 - $18,000) to a company controlled by an individual related to a director of the Company. The transactions were measured at exchange amounts, which were the amounts agreed upon by the transacting parties and are on terms and conditions similar to non-related entities

PROPOSED TRANSACTION

The Company's preliminary prospectus was filed on SEDAR on June 2, 2008 at which time the Company's only asset was cash. The initial business obligations of the Company were to identify, evaluate and approve assets or business with a view to completing a Qualifying Transaction. During the period May 1 to December 31, 2008, a preliminary research of potential qualifying transactions began. Only assets where the Company could earn greater than a 50% interest were considered. On August 19, 2008 a proposed qualifying transaction was approved by the Board of Directors.

On September 11, 2008 the Company entered into an Option agreement with Newport Gold Inc. whereby the Company can earn a 60% interest in the Burnt Basin Property (further details are available on

SEDAR). On August 5, 2009, the Newport deal was terminated. The Company's new target company, "SamLorne", which has a property in China, is the new qualifying transaction and a NI 43-101 Technical Report has been received for submission to the TSX-V.

After the termination of the option on Newport's Burnt Basin property, the Company entered into an arm's-length agreement to acquire an option on the Fanggelewan silver lead property in China by acquiring SamLorne. SamLorne could earn 70% interest in the property by making total payments of $1.5 million U.S. dollars by November 2010. To complete the purchase, the Company will pay SamLorne a total of $50,000 and deliver 10 million shares, all subject to regulatory approvals. The property is located next to Silvercorp Metals Inc.'s in the Ying Mining District in the Province of Henan, China.

On December 23, 2010, the Company terminated the agreement with SamLorne Limited ("SamLorne"), all related costs are written off on December 31, 2010.

FINANCING

Non-Brokered Private Placement

Prior to the proposed acquisition of SamLorne, the Company undertook a non-brokered private placement for gross proceeds of up to $225,000 through the sale of three million Cadman shares at $0.075 per share. The proceeds will be used to finance the due diligence costs of the qualifying transaction and the ongoing administration expenses of the Company. A finder's fee, in accordance with the policies of the TSX Venture Exchange, may be payable in cash and/or securities of Cadman with respect to the qualifying transaction.

After discussions with the TSX-V, the Exchange advised the Company to amend the placement price to $0.10. On February 11, 2010, the Company issued a press release announcing it had completed a placement of $441,450 in the first tranche. New subscribers had also entered the placement which was closed when conditional approval was granted by the Exchange for the QT.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's Chief Financial Officer and Chief Executive Officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures ("the Procedures") which provide reasonable assurance that information required to be disclosed by the Company under provincial or territorial securities legislation (the "Required Filings") is reported within the time periods specified. Without limitation, the Procedures are designed to ensure that material information relating to the Company is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

The Company's Certifying Officers are also responsible for establishing and maintaining internal controls over financial reporting ("Internal Controls") and have designed such Internal Controls, or caused it to be designed under their supervision, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

During 2010, there were inherent weaknesses in the Internal Controls due to the small size of the Company and its inability to segregate incompatible functions. The Company does not have sufficient size and scale to warrant the hiring of additional staff to correct the weakness at this time.

The Certifying Officers evaluate the Company's Internal Controls on a regular basis and have certified that there were no change in the Company's Internal Controls during the period ended December 31, 2010 that materially affected, or is reasonably likely to materially affect, the Company's Internal Controls.

NEW ACCOUNTING PRONOUNCEMENTS

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International financial reporting standards ("IFRS")

In 2006, the AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five-year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

The Company is currently assessing the impact of the above new accounting standards on the Company's financial position and results of operations.

IFRS CHANGEOVER PLAN

In December 2008, the CICA's Accounting Standards Board confirmed that IFRS will replace Canadian GAAP in 2011. The Company will be required to report its results accordance with IFRS beginning in 2011. The Company is going to consult external advisors to assist in the development and execution of a changeover plan to complete the transition to IFRS by January 1, 2011, including the preparation of required comparative information.

The key elements of the Company's changeover plan will include:

- Determine appropriate changes to accounting policies and required amendments to financial disclosures;
- Identify and implement changes in associated processes, and accounting, and information system;
- Comply with internal control requirements;
- Communicate collateral impacts to internal business groups; and
- Educate and train internal and external stakeholders.

Management has completed the scoping phase and the planning phase and is advancing through phase three, the Transition phase. Management prepared a component evaluation of its existing financial statement line items, comparing Canadian GAAP to the corresponding IFRS guidelines, and has identified a number of differences. Many of the differences identified are not expected to have a material impact on the reported results and financial position. A timeline has been prepared outlining the timing of completion for various steps in the conversion process.

Most adjustments required on transition to IFRS will be made, retrospectively, against opening retained earnings as of the date of the first comparative balance sheet presented based on standards applicable at that time.

IFRS 1, “First-Time Adoption of International Financial Reporting Standards”, provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS. The following IFRS 1 mandatory exceptions and optional exemptions apply to the Company.

Mandatory exceptions:

Estimates - An entity’s estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date in accordance with GAAP, unless there is objective evidence that those estimates were in error;

Set out below are the most significant areas, identified to date by management, where changes in accounting policies may have the highest potential impact on the Company’s financial statements based on the accounting policy choices approved by the Audit Committee and Board of Directors.

The AcSB has ongoing projects and was issuing new accounting standards during the conversion period. Management has continued to review new standards, as well as the impact of the new accounting standards, to ensure all relevant changes are addressed.

Share Based Payments

Canadian GAAP

- The fair value of share based payments with graded vesting are calculated as one grant and the resulting fair value is recognized on an accelerated or straight line basis over the vesting period.
- Forfeitures of awards are recognized as they occur.

IFRS

- Each tranche of a grant with different vesting dates is considered a separate grant for the calculation of fair value and the resulting fair value is amortized over the vesting period of the respective tranches.
- Forfeiture estimates are recognized in the period they are estimated, and are revised for actual forfeitures in subsequent periods.

All the stock options granted were fully vested and there will be minimum impact on the Company’s financial statements upon the adoption of IFRS.

Income Taxes

Like Canadian GAAP, deferred income taxes under IFRS are determined using the liability method for temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, and by generally applying tax rates applicable to the Company to such temporary differences. IFRS prohibits recognition where deferred income taxes arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable net earnings. There will be no impact on the financial statements upon implementation of IAS 12, Income Taxes.

Information System, Internal Controls and Reporting Procedures

Based on management's assessment of the information system currently used by the Company, all information required to be reported under IFRS is expected to be available with minimal system changes. In addition, based upon the Company's current operations, it is management's opinion that the adoption of IFRS is not expected to have a significant impact on internal controls and reporting procedures.

The Company currently does not have any debt covenants, capital requirements, compensation arrangements, or material contracts that impact its current business activities that would affect the conversion to IFRS.

Financial Statement Presentation and Disclosure

One of the most significant impacts identified to date of adopting IFRS is the expanded presentation and disclosure requirements. Disclosure requirements under IFRS generally contain more breadth and depth than those required under Canadian GAAP and, therefore, will result in more extensive note references.

The Company is now in the IFRS transition phase which includes the quantification of the IFRS differences, completion of the final IFRS compliant accounting policies, quantification of the IFRS opening balance sheet as at January 1, 2010 and preparation of the comparative interim financial statements.

Management, members of the board of directors and audit committee have the required financial reporting expertise to ensure the adequate organization and transition to IFRS.

RISK AND UNCERTAINTIES

The Company is a Capital Pool Company under the policies of the TSX Venture Exchange Inc. The Company has failed to complete a Qualifying Transaction within 24 months of listing, the TSX Venture Exchange Inc. suspend or delist the common shares of the Company. An interim cease trade order was issued against the Company's securities The Company is now listed on NEX. Although management of the Company is working diligently to identify a Qualifying Transaction, there is no assurance that a Qualifying Transaction will be entered into or be completed.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

During the period ended December 31, 2010, the Company's financial instruments consist of cash, and accounts payable. The carrying values of current assets and current liabilities approximate their fair values due to their short maturities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair values of these financial instruments approximate their carrying values.

SUBSEQUENT EVENTS

On February 3, 2011 the Company announced that it had granted incentive stock options under its Stock Option Plan to directors, officers and consultants of the Company to purchase a total of 491,450 common shares of the Company at the price of $0.10 per common share exercisable for five years.

On March 3, 2011, the Company closed the non-brokered private placement to raise $600,000 as previously announced on December 23, 2010, and February 3, 2011. The Company has issued 4,000,000 common shares at a price of $0.15 per share to the purchasers. In connection with the private placement, the Company paid finder's fees totalling $18,000 in cash and issued to certain finders a total of 270,000 common shares at a deemed price of $0.15 per share. All shares issued pursuant to the private placement are subject to a 4 month hold period expiring on July 4, 2011. Proceeds from the private placement will be used to finance the due diligence and regulatory costs of a Qualifying Transaction and the Company's ongoing administration expenses.

On March 16, the Company a refundable deposit of $25,000 for a potential Qualifying Transaction to acquire a mineral interest. The deposit will be refunded if the Qualifying Transaction does not meet the Exchange's requirement .

APPROVAL

The Board of Directors of the Company Resource Inc. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information, on the SEDAR website at www.sedar.com.