

CADMAN RESOURCES INC.

FORM OF PROXY

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2011

Proxies submitted must be received by 9:00am, Eastern Time, on Thursday, June 16, 2011

Return: (1) by mail to Capital Transfer Agency, Inc., 105 Adelaide St. West, Suite 1101, Toronto, ON M5H 1P9, on behalf of Cadman Resources Inc. (the “**Corporation**”); (2) by email to cgoodale@capitaltransferagency.com; or (3) by fax to (416) 350-5008.

I hereby appoint Alex Johnson (CFO, Director) or failing him, Derek Bartlett (President, CEO, Director), OR alternatively (print name of alternative nominee), _____ as my proxy holder, with full power of substitution, to attend and vote for and in respect of all my shares at the Annual and Special Meeting of Shareholders to be held on June 20, 2011, at the offices of counsel to the Corporation, Aird & Berlis LLP, Suite 1800, 181 Bay Street, Toronto, Ontario at 9:00 a.m. (Toronto time) (the “**Meeting**”) and at any adjournment or postponement thereof in the manner indicated:

1. **Fixing Number of Directors**

FOR or AGAINST the resolution fixing the number of directors at 4.

2. **Election of Directors**

FOR or WITHHOLD the resolution appointing the following nominee directors: Derek Bartlett, Alex Johnston, Andrew Mah and Patrick Brandreth.

3. **Appointment of Auditors**

FOR or WITHHOLD the passing, without variation, of a resolution to appoint Manning Elliott LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration.

4. **Approval of the Stock Option Plan**

FOR or AGAINST the passing, without variation, of a resolution to approve the Corporation’s stock option plan.

The full text of these resolutions is set out in the Management Information Circular provided together with this form of proxy. **If no voting instructions are indicated above, this Proxy will be voted FOR the above resolutions.**

I HEREBY REVOKE ANY PRIOR PROXY OR PROXIES. WITH RESPECT TO AMENDMENTS OR VARIATIONS TO ANY MATTER IN THE NOTICE OF MEETING AND ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

DATED the _____ day of _____, 2011.

Shareholder's Signature

Name of Shareholder (PLEASE PRINT)

Number of Shares Represented Hereby

Notes:

1. This proxy must be dated and signed by a shareholder or his or her attorney duly authorized in writing, or if the shareholder is a corporation, by the proper officers or directors under its corporate seal, or by an officer or attorney thereof duly authorized. When signing in a fiduciary or representative capacity, please give full title as such.
2. If this proxy is not dated, it will be deemed to bear the date on which it was mailed by Management to the holder.
3. **A shareholder has the right to appoint a person to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in this form of proxy.** Such right may be exercised by filling in the name of such person in the blank space provided. A person appointed as nominee to represent a shareholder need not be a shareholder of the Corporation. A person appointed as your proxy holder must be present at the Meeting to vote.
4. **THIS FORM OF PROXY IS SOLICITED BY AND ON BEHALF OF MANAGEMENT.** Each shareholder who is unable to attend the Meeting is respectfully requested to date and sign this form of proxy.
5. Any of the joint shareholders of the Corporation may sign a form of proxy in respect of such shares but, if more than one of them is present at the Meeting or is represented by a proxy holder, then that one of them whose name appears first in the register of the holders of such shares, or that one's proxy holder will alone be entitled to vote in respect thereof.
6. This proxy should be read in conjunction with the accompanying documentation provided by Management. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting or any adjournments or postponements thereof.

Interim Financial Statements - Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.