

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: **Cadman Resources Inc.** (the "Issuer").

Trading Symbol: **CUZ**

Date: **December 28, 2012** .

Is this an updating or amending Notice: **Yes.**

If yes provide date(s) of prior Notices: **December 21, 2012** .

Issued and Outstanding Securities of Issuer Prior to Issuance: **11,464,500** .

Date of News Release Announcing Private Placement: **December 21, 2012** .

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.03**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Herve Leclerc 503-1180 Moncton Av. Quebec, QC, G1S 4T8	200,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	500,000	Dec. 28, 2012	NR

Linda Desjardins 2597 rue Pierre Martin Quebec QC G1V 2G4	100,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Paul-Emil Pelletier 2107 De La Somme, Quebec, QC, G1V 2C6	250,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Benoit Charest, 1102 Des Pivoines, St. Redempteur, QC, G6K 1J8	170,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Walter Belanger, 326 Ave. Desjardins , Matane, QC, G4W 2Z7	500,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Serge Daumas, 421 Rue des Artisans, St-Augustin-De-Desmaures, QC, G3A 0B8	50,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR

Chantal Lachance , 421 Rue des Artisans, St- Augustin- De- Desmaures, QC, G3A 0B8	50,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Dane Cloutier, 1265 Rue General- Allard, Quebec, QC, G1W 3G3	250,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Jean Gaudet, 601 Rue Jette, St. Liguori, QC, J0k 2X0	166,666	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Martin Brassard, 3820 des Thuyas, Quebec, QC, G1G 1V3	166,667	\$.06	N/A	NI45-106 2.3 Accredited Investor	166,667	Dec. 28, 2012	NR
Alice Bleau, 250 Grande – Allée Ouest App. # 610, Quebec, QC, G1R 2H4	100,000	\$.06	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Jennifer Lee, 10971 Housman Street, Richmond, BC, V7E 4A7	400,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR

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LISTED SECURITIES**

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Richard Tong, 4421 Georgia Street, Burnaby, BC, V5C 2V1	400,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	Employee
Evangelia Lisa Kostakis, 21 Muir Crescent, Whitby ON, L1P 1B5	200,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Parker Stewart, 5936 - 183A Street, Surrey, BC V3S 5Y3	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Terry Stewart, 5936 - 183A Street, Surrey, BC V3S 5Y3	20,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Grant MacDonald, #110, 10720 138th Street, Surrey, BC, V3T 4K5	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	10,000	Dec. 28, 2012	NR
Loreen Kwasnick, 4045 Dunphy Street, Port Coquitlam, BC, V3B 4B6	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR

Dale Baudais, 4045 Dunphy Street, Port Coquitlam, BC, V3B 4B6	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	97,000	Dec. 28, 2012	NR
Erin Beairsto, 107-9668, 148th Street, Surrey, BC, V3R 0W2	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	4,000	Dec. 28, 2012	NR
Bobbi-Jo Ritchings, 10650 141A Street, Surrey, BC, V3T 4R7	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Douglas Ritchings, 3-1130 Ewen Avenue, New Westminste r, BC, V3M 5E4	10,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	Nil	Dec. 28, 2012	NR
Monty Ritchings, 107-9668, 148th Street, Surrey, BC, V3R 0W2	1,000,000	\$.05	N/A	NI45-106 2.3 Accredited Investor	10,000	Dec. 28, 2012	Director

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **Up to \$254,500.**

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **Hard dollar proceeds will be used for general corporate working capital and the flow-through proceeds will be used for allowable exploration expenditures with respect to the Issuer's Canadian mineral projects.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Certain Related Persons as a group will be subscribing for up to 30% of the offering.**
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **N/A**
5. Description of securities to be issued (please see Issuer's December 21, 2012 Press Release):
- (a) Class: **Common Shares.**
 - (b) Number: **Up to 2,500,000 flow through common shares and 2,090,000 common shares.**
 - (c) Price per security: **\$0.05/unit and \$0.06/flow through unit .**
 - (d) Voting rights: **One vote/one common share**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: **Up to 2,500,000 flow through warrants and 2,090,000 warrants.**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **1 full warrant or flow through warrant exercisable into one common share.**
 - (c) Exercise price **\$0.07/warrant; \$0.09/ flow through warrant .**
 - (d) Expiry date **24 months from date of issuance .**
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount **N/A .**
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .

- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
Martin Brassard, Laurentian Bank Securities.
- (b) Cash \$8,175.99 .
- (c) Securities 136,266 Warrants .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. Same terms as above .
- (f) Exercise price of any options, warrants etc. Same terms as above .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- The Issuer is offering up to 2,500,000 flow-through Units comprised of one common share and one common share purchase warrant.**
11. State whether the private placement will result in a change of control.
- N/A** .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **N/A** .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer

until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition N/A

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____.
 - (b) Cash: _____.
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____.
 - (d) Other: _____.
 - (e) Expiry date of options, warrants, etc. if any: _____.
 - (f) Exercise price of options, warrants, etc. if any: _____.
 - (g) Work commitments: _____.
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____.
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
 - (b) Cash _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____.
10. If applicable, indicate whether the acquisition is the acquisition of an interest

in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as

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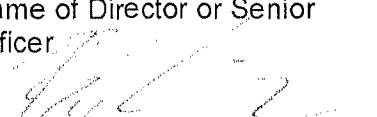
defined in CNSX Policy 1).

4. All of the information in this Form 9 Notice of Private Placement is true.

Dated December 28, 2012.

Boris Ziger

Name of Director or Senior
Officer


Signature

Director

Official Capacity