

CADAN RESOURCES CORPORATION

#916 – 925 West Georgia Street

Vancouver, BC

V6C 3L2

**GENERAL
MEETING**

Notice of General Meeting of Shareholders

Management Information Circular

Place: #916 – 925 West Georgia Street
Vancouver, B.C. V6C 3L2

Time: 10:00 a.m. (Pacific time)

Date: Wednesday, October 21, 2009

CADAN RESOURCES CORPORATION

CORPORATE DATA

Head Office

Cadan Resources Corporation
#916 - 925 West Georgia Street
Vancouver, BC V6C 3L2

Directors and Officers

Brett A Taylor – President, Chief Executive Officer & Director
John D. Anderson – Director and Director, Corporate Development
Alan Phillips - Director
Douglas L. Evans - Director
William D. Goode – Director, Technical Development

Derick Sinclair – Chief Financial Officer

Registrar and Transfer Agent

Computershare Investor Services Inc.
3rd Floor, 510 Burrard Street
Vancouver, BC V6C 3B9

Legal Counsel

Gowling Lafleur Henderson LLP
Suite 2300, 550 Burrard Street
Vancouver, BC V6C 2B5

Auditor

Smythe Ratcliffe LLP
Chartered Accountants
7th Floor, 355 Burrard Street
Vancouver, BC V6C 3G8

Listing

TSX Venture Exchange
Symbol “CNF”

CADAN RESOURCES CORPORATION

#916 - 925 West Georgia Street
Vancouver, BC V6C 3L2
(604) 687-0760

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the General Meeting (the “**Meeting**”) of the Shareholders of Cadan Resources Corporation (hereinafter called the “**Company**”) will be held in the Company’s offices at #916 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2, on Wednesday, the 21st day of October, 2009 at the hour of 10:00 a.m. (Pacific time), for the following purposes:

1. To consider, and if deemed advisable, to pass, with or without amendment, an ordinary resolution to consolidate all of the Company’s authorized and issued shares on the basis of one (1) new common share for five (5) existing common shares or such lesser ratio as may be approved by the directors, as more particularly described in the accompanying Information Circular;
2. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Company’s Information Circular dated September 16, 2009 and a form of Proxy. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

A proxy will not be valid unless the completed form of proxy is received by COMPUTERSHARE INVESTOR SERVICES INC., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 on or before 10:00 a.m. (Pacific time) Monday, October 19, 2009 (the second business day before the date of the Meeting), being 48 hours (excluding Saturdays, Sundays and holidays) before the time set for holding the Meeting. Proxies delivered after that time will not be accepted.

DATED at Vancouver, British Columbia, this 16th day of September, 2009.

BY ORDER OF THE BOARD

(signed) “Brett Taylor”

Brett Taylor

President, CEO and Director

CADAN RESOURCES CORPORATION
916 - 925 West Georgia Street
Vancouver, BC V6C 3L2

INFORMATION CIRCULAR

(Containing information as at September 16, 2009 unless indicated otherwise)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Cadan Resources Corporation (the “**Company**”) for use at the General Meeting of Shareholders of the Company (and any adjournment thereof) to be held on Wednesday, October 21, 2009 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

APPOINTMENT OF PROXYHOLDER

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by COMPUTERSHARE INVESTOR SERVICES INC. (the “Transfer Agent”), Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment thereof. Proxies delivered after that time will not be accepted.**

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at Suite 2300 – 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in such shareholder’s name on the records of the Company. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific

instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives an Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBO's**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBO's**"). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") issuers may request and obtain a list of their NOBO's from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBO's. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBO's. By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The Transfer Agent will tabulate the results of the VIF's received from the Company's NOBO's and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIF's they receive.

The Company's OBO's can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL SUCH SHARES WILL BE VOTED **IN FAVOUR** OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED, OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED, BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. If any amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented to the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized Capital: an unlimited number of common shares without par value (“**common shares**”)

Issued and Outstanding: 168,751,258⁽¹⁾ common shares

- (1) As at September 16, 2009.

Only shareholders of record at the close of business on September 16, 2009 (the “**Record Date**”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in that shareholder’s name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and senior officers of the Company, there are no persons or companies who beneficially own, or exercise control or direction over, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below and in this Information Circular, and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, nor any shareholder beneficially owning, directly or indirectly, common shares of the Company, or exercising control or direction over common shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Company nor an associate or affiliate of any of the

foregoing persons has since January 1, 2008 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

On August 14, 2008, the Company completed a private placement on a non-brokered basis, of 10,000,000 units issued at a price of \$0.20 per unit. Informed persons of the Company, including Brett Taylor, Chief Executive Officer and a director of the Company purchased 2,500,000 units. Mr. Taylor provided notice to the Board of his interest in the transaction and abstained from voting. The remaining members of the Board approved the transaction.

On April 22, 2009 the Company completed the first tranche of a private placement on a non-brokered basis, of 12,079,315 common shares issued at a price of \$0.06 per share. Mr. Taylor purchased 1,000,000 common shares and Douglas Evans, a director of the Company, purchased 1,000,000 common shares. In addition the spouse of Dr. Evans purchased an additional 1,000,000 common shares.

On May 20, 2009 the Company amended the extension of the expiry date from October 31, 2009 to October 31, 2012 of up to 33,000,000 warrants, of which 666,667 warrants are held by Mr. Taylor and 175,000 are held by John Anderson, both directors of the Company, and the reduction of the exercise price from the current price of \$0.30 per share to \$0.16 per share and the extension of the expiry date from August 14, 2009 to August 14, 2013 of up to 10,000,000 warrants, of which 2,500,000 warrants are held by Mr. Taylor. Messrs. Taylor and Anderson disclosed their respective interests to the Board and abstained from voting with respect to their interests in the transaction and the remaining members of the Board approved the transaction.

On May 20, 2009, the Company amend the terms of options to acquire 6,785,000 common shares of the Company (the "Options") held by certain informed persons of the Company including Brett Taylor, Chief Executive Officer and a director, Derick Sinclair, Chief Financial Officer, John Anderson, director, William Goode, director, Alan Philips, director and Doug Evans, director. The amendments included a reduction of the exercise price from \$0.20 or \$0.15 to \$0.10 per share, and the extension of the maximum term of the option to ten years from the original date of grant. Amended expiry dates range from September 30, 2014 to November 6, 2017. At the Company's annual general meeting held on June 18, 2009, disinterested shareholders approved the amendments to the Options.

On August 7, 2009 the Company closed a non-brokered private placement of 25,000,000 units at a price of \$0.10 per unit. Informed persons of the Company, including John Anderson, a director of the Company and Derick Sinclair, Chief Financial Officer purchased a total of 297,000 units (197,000 units and 100,000 units respectively). Mr. Anderson provided notice to the Board of his interest in the transaction and abstained from voting. The remaining members of the Board approved the transaction.

MANAGEMENT CONTRACTS

No management functions of the Company or its subsidiaries are to any substantial degree performed by a person or company other than the directors or executive officers of the Company or its subsidiaries.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the amendment of the Company's previously approved Stock Option Plan and amendment of stock option grants as detailed below.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Share Consolidation

Introduction

The board of directors has determined that it would be in the best interests of the Company and its shareholders to consolidate (the “**Consolidation**”) all of the issued and outstanding common shares of the Company on a five (5) old common shares for one (1) new common share basis. As at the record date, the authorized share capital of the Company consists of an unlimited number of common shares of which 168,751,258 are outstanding. If the Consolidation is approved and implemented, the number of issued and outstanding common shares will decrease to approximately 33,750,251 common shares.

The Shareholders of the Company will be asked at the Meeting or any adjournment thereof, to consider and, if thought fit, pass, with or without amendment, a resolution approving the Consolidation.

The Articles of the Company provide that a consolidation of the issued and outstanding common shares to be approved by either a resolution of the board of directors or an ordinary resolution of the shareholders of the Company. The TSXV require a consolidation of the issued and outstanding common shares to be approved by the shareholders.

In addition, Shareholders of the Company will be requested at the Meeting to empower the board of directors of the Company to decide, in its sole discretion and after receiving Shareholder approval to the Consolidation, to determine whether or not to proceed with the Consolidation without further approval or action by, or prior notice to, the Shareholders. Subject to the exercise of such discretion by the board of directors, Notice of Alterations in the prescribed form will be filed with the Registrar of Companies (“**Registrar**”) under *the Business Corporations Act* (British Columbia) (“**BCBCA**”) and such alteration will take effect at the time the notice is filed with the Registrar.

Purpose and Benefit of the Consolidation

The board of directors of the Company believes that the Consolidation is necessary and as such, the Consolidation should lead to increased interest by a wider audience of potential investors resulting in a more efficient market for the common shares. There can be no assurances however that the market price of the common shares will increase as a result of the Consolidation.

The Consolidation will not materially affect any Shareholder’s percentage ownership in the Company, even though such ownership will be represented by a smaller number of shares. No fractional common shares will be issued as a result of the Consolidation. If, as a result of the Consolidation, the holder of common shares would otherwise be entitled to a fraction of a common share, the number of post-Consolidation common shares issuable to such Shareholder shall be rounded down.

Share Certificates

Following the effective date of the Articles of Amendment giving effect to the Consolidation and as soon as practicable, letters of transmittal will be sent by mail to all holders of common shares then issued and outstanding for use in transmitting their share certificates to the Company’s registrar and transfer agent, Computershare Investor Services Inc., in exchange for new certificates representing the number of common shares to which such shareholder is entitled as a result of the Consolidation. Upon return of a properly completed letter of transmittal, together with certificates evidencing the common shares of the Company, certificates for the appropriate number of new consolidated common shares will be issued at no charge. No certificates for fractional consolidated common shares will be issued.

Form of Ordinary Resolution

Shareholders of the Company will be asked to pass the following ordinary resolution:

“BE IT RESOLVED, as an ordinary resolution, that:

1. all of the common shares without par value in the capital of the Company, both issued and unissued, be consolidated, subject to the determination of the directors, into common shares without par value, every one (1) new common share for five (5) existing common shares or such lesser ratio as may be approved by the directors and the TSX Venture Exchange;
2. any one director the Corporation, be and is hereby authorized to execute and deliver and file all such notices, documents and instruments, including the required Notice of Alterations and to do such further acts, as he in his discretion may deem necessary to give full effect to this resolution; and
3. the board of directors of the Company is hereby authorized at any time in its absolute discretion, to determine whether or not to proceed with the foregoing without further approval, ratification or confirmation by the shareholders of the Company.”

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com “Company Profiles – Cadan Resources Corporation”. The Company’s financial information is provided in the Company’s audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company’s financial statements and related management discussion and analysis by contacting the Company at Suite 916 - 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2 (Phone: (604) 687-0760).