

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and address of the Company**

**Everton Resources Inc.**  
1155 René-Lévesque Blvd. West, 31st Floor  
Montréal, Québec H3B 3S6

**Item 2 Date of material change**

September 28, 2011

**Item 3 News release**

The press release was issued and distributed via Marketwire on September 29, 2011.

**Item 4 Summary of material change**

Execution of an option agreement to purchase the remaining interest of Brigus Gold Corp. in the Ampliación Pueblo Viejo II, Ponton and La Cueva concessions located in the Dominican Republic.

**Item 5 Full description of material change**

Everton and Brigus Gold Corp. ("Brigus") announce that they have agreed to revised terms whereby Everton has acquired the option to purchase Brigus' remaining 50% interest in the Ampliación Pueblo Viejo II ("APV"), Ponton and La Cueva concessions in the Dominican Republic ("the Concessions").

The binding agreement requires Everton to issue 15 million treasury common shares to Brigus to acquire the option. Pursuant to the option, Everton can acquire Brigus' remaining interest in the Concessions by paying Brigus CAD\$500,000 cash and an additional CAD\$500,000 in cash or common shares with a value of \$500,000 by December 31, 2011.

Brigus will also receive a sliding scale net smelter return royalty on the Concessions equal to 1.0% when the price of gold is less than US\$1,000 per ounce, 1.5% when the price of gold is between US\$1,000 and US\$1,400 per ounce, and 2% when the price of gold is above US\$1,400 per ounce.

Everton will also issue Brigus a promissory note equal to the greater of CAD\$5 million or 5,000,000 common shares of Everton. The promissory note will be subject to completion of a National Instrument 43-101 compliant measured and indicated resource estimate on the Concessions of a minimum one million ounces of gold equivalent ("AuEq") (at an average grade of 2.5 g/t AuEq or higher for APV and 1.5 g/t AuEq or higher for Ponton and La Cueva) or actual gold production from the Concessions plus a National Instrument 43-101 compliant measured and indicated resource estimate on the Concessions (at an average grade of 2.5 g/t AuEq or higher for APV and 1.5 g/t AuEq or higher for Ponton and La Cueva) exceeding 1 million ounces of gold equivalent

- Item 6**      **Reliance on subsection 7.1(2) of National Instrument 51-102**  
N/A
- Item 7**      **Omitted Information**  
None
- Item 8**      **Executive Officer**  
André Audet  
Chairman & CEO  
Telephone: 613-241-2332
- Item 9**      **Date of Report**  
October 5, 2011