

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

- Item 1 Name and address of the Company**
Everton Resources Inc. (the “**Company**”)
1155 René-Lévesque Blvd. West, 31st Floor
Montréal, Québec H3B 3S6
- Item 2 Date of material change**
August 24, 2012
- Item 3 News release**
The press release was issued and distributed via Marketwire on August 27, 2012.
- Item 4 Summary of material change**
Closing of a non-brokered private placement totalling \$1,597,000.
- Item 5 Full description of material change**
The Company announced it has completed a non brokered private placement of 19,962,500 units (each, a “**Unit**”) of Everton at a price of \$0.08 per Unit for gross proceeds of \$1,597,000 (the “**Offering**”). Each Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.15 per share for a period of 24 months ending August 24, 2014. Insiders participated in the Offering for total gross proceeds of \$102,000.

In connection with the Offering, the Corporation paid finders’ fees totalling \$60,270 and issued 1,103,375 non-transferable warrants, each warrant entitling the holder thereof the right to acquire one common share of the Corporation at a price of \$0.08 for a period of 24 months ending August 24, 2014. All securities issued in connection with the Offering are subject to a four month hold period expiring December 25, 2012.
- Item 6 Reliance on subsection 7.1(2) or (3) 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**
August 31, 2012