

**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

October 23, 2012

Item 3 News release

The press release was issued and distributed via Marketwire on October 23, 2012.

Item 4 Summary of material change

Everton Completes Option to Purchase Brigus Gold's Remaining Interest in the Ampliacion Pueblo Viejo, La Cueva and Ponton Concessions in the Dominican Republic

Item 5 Full description of material change

The Company and Brigus Gold Corp. ("**Brigus**") (TSX:BRD)(NYSE MKT:BRD)(NYSE Amex:BRD) announced that they have completed the previously announced option to obtain the sole and exclusive right to acquire Brigus's remaining interest in the Ampliacion Pueblo Viejo, La Cueva and Ponton concessions located in the Dominican Republic (the "**Concessions**"). This will be achieved by Everton through the acquisition of all of the issued and outstanding common shares of Linear Gold Caribe, S.A. ("**Linear Gold**"), a wholly-owned subsidiary of Brigus and registered titleholder of the Concessions.

Under the terms of the option agreement executed among the parties, Everton issued 15,000,000 common shares (the "**Shares**") to Brigus Gold ULC ("**Brigus Gold**"), another wholly-owned subsidiary of Brigus and registered holder of the issued and outstanding shares of Linear Gold. The Shares will be subject to an 18 months escrow period under which 2,500,000 Shares will be released to Brigus Gold upon the receipt of the final approval of the TSX Venture Exchange (the "**Exchange**"). An additional 4,500,000 Shares will be released to Brigus Gold six (6) months following the closing date and an additional 4,000,000 Shares will be released to Brigus Gold twelve (12) and eighteen (18) months respectively following the closing date. The Shares are also subject to a regulatory four (4) month hold period expiring on February 23, 2013. The parties have closed the transaction in trust pending the receipt of the final approval of the Exchange.

Everton has also notified Brigus that it intends to exercise its right to acquire from Brigus Gold the issued and outstanding shares of Linear Gold. The closing of the acquisition is subject to the execution of a share purchase agreement and the payment of the agreed purchase price by Everton. The Corporation will issue a subsequent press release to announce the closing of the transaction and provide additional details thereon.

- 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**
October 26, 2012