

Everton Resources Inc.
2742 St, Joseph Blvd, Suite 205
Ottawa, ON.
K1C 1G5

May 24, 2013

To: Autorité des marchés financiers
Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

RE: Management Information Circular – Original SEDAR Project # 2050838

Dear Sirs/Madams,

Everton Resources Inc. (the “Company”) has corrected its Management Information Circular as of May 24, 2013.

Amendments are filed herewith and include the following:

On Page 3 of the Management Information Circular, it was noted that there was a key omission in the “AUTHORIZED CAPITAL STOCK, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF” section. The original circular stated that there were no person or company carrying more than 10% of the voting rights attached to all common shares of the Corporation.

The circular has been corrected to state that there is the following principal holder:

Name	Nature of Holding	Number of shares	Percentage of issued shares
Brigus Gold ULC	Direct	15,000,000	10.22%

Please see the corrected page of the Management Information Circular attached below.

Regards,

EVERTON RESOURCES INC.

Per: “*Sabino Di Paola*”

Sabino Di Paola, CFO

Shareholder should strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's (or such other corresponding directions on the form.) **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or the proxy authorization form is to be delivered, and the instructions of their service companies.**

Non-Registered Shareholders who wish to vote their common shares in person at the Meeting must insert their own name in the space provided on the request for voting instructions or proxy form, as the case may be, in order to appoint themselves as proxy holders and follow the signature and return instructions provided by their nominees. Non-Registered Shareholders who appoint themselves as proxy holders should present themselves at the Meeting to a representative of Computershare Investor Services Inc.

All references to shareholders in this Circular, the enclosed form of proxy and the Notice of Meeting are to the registered shareholders unless specifically stated otherwise.

RECORD DATE

The board of directors of the Corporation (the "**Board**") fixed the close of business on March 28, 2013, as the record date (the "**Record Date**") for determining which shareholders shall be entitled to receive Notice of the Meeting and to vote in person or by proxy at the Meeting or any adjournment thereof. Pursuant to the *Canada Business Corporations Act*, the Corporation is required to prepare, no later than ten (10) days after the Record Date, an alphabetical list of the shareholders entitled to vote as of the record date that shows the number of shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his or her name at the meeting. The list of shareholders is available for inspection during usual business hours at the management office of the Corporation and at the meeting.

AUTHORIZED CAPITAL STOCK, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital stock of the Corporation consists of an unlimited number of common shares without par value. Each common share entitles its holder to one vote. On the date hereof, there were 146,654,225 common shares of the Corporation issued and outstanding.

As at the date hereof, to the knowledge of the management of the Corporation, the only person or company that beneficially owns or exercises control or direction, directly or indirectly, over common shares carrying more than 10% of the voting rights attached to all common shares of the Corporation is:

Name	Nature of Holding	Number of shares	Percentage of issued shares
Brigus Gold ULC	Direct	15,000,000	10.22%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any of the following persons in any matter to be acted upon at the Meeting: