EVERTON RESOURCES INC.
(An exploration stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended April 30, 2013

EVERTON RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR SIX MONTHS ENDED April 30, 2013.

The following Management Discussion and Analysis ("MD&A") of the operating results, financial condition and future prospects of Everton Resources Inc. (the "Company" or "Everton"), current as of June 25, 2013, should be read in conjunction with the Company's condensed consolidated interim financial statements and notes thereto for the six months ended April 30, 2013 as well as the audited consolidated financial statements and notes thereto for the year ended October 31, 2012.

This MD&A contains or may refer to certain statements that may be deemed "forward-looking statements". Forward-looking statements include estimates and statements that describe the Company's future development plans, objectives or goals, including words to the effect that the Company expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "anticipates", "believes", "could", "estimates", "expects", "may", "shall", "will", or "would". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for mineral commodities; exploration successes; new opportunities; continued availability of capital and financing; general economic, market or business conditions; and litigation, legislative, environmental or other judicial, regulatory, political and competitive developments. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. Everton does not undertake to update any forward-looking statement that may be made from time to time by Management or on its behalf, except in accordance with applicable public disclosure rules and regulations.

Nature of Business

Everton is a Canadian mineral exploration and development company incorporated under the Business Corporations Act (Alberta) and continued under the Canada Business Corporations Act. The Company is engaged in the acquisition and exploration of mineral properties, primarily in the Dominican Republic, Ontario and Quebec, with the aim of discovering commercially exploitable deposits of minerals (primarily precious metals), which can be disposed of for a profit to companies that wish to place such deposits into commercial production. Common shares of the Company are listed for trading on the TSX-V under the symbol "EVR" and the OTCQX under the symbol "EVRRF". The Company's head office is in Montréal, Québec.

Going Concern Assumption

In assessing whether the Company's going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties relating to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. The carrying amounts of assets, liabilities and expenses presented in the consolidated financial statements and the balance sheet classifications have not been adjusted as would be required if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for the consolidated financial statements, adjustments to the carrying value of assets and liabilities and expenses and balance sheet classification, which could be material, may be necessary.

As at April 30, 2013, the Company had a working capital surplus, excluding marketable securities of $995,654, including $1,069,931 in cash. The Company is currently in the process of seeking an arbitrator to have the Shoal Lake East option payments deferred to later periods.

On April 30, 2013, Everton has settled the legal claim launched by Focus Graphite Inc. against the Company relating to a transaction in which Everton sold certain mining claims in the Labrador Trough in 2009 and 2010 to Focus Graphite Inc. ("Focus"). Everton as part of the settlement entered into an agreement to sell the 3.3 million common shares of Focus that are being released pursuant to the May 2010 escrow agreement entered into among Focus and Everton, to a third party for gross proceeds to Everton of $900,000. Everton completed the first closing of the transaction on April 30, 2013 by selling 900,000 common shares of Focus for gross proceeds of $600,000. Everton received the balance of its common shares of Focus on May 31, 2013, and closed the second and final tranche of the sale of the Focus shares, which resulted in gross proceeds to Everton of $300,000.

The Company anticipates having sufficient funds to discharge its current liabilities and meet its corporate administrative expenses for twelve months. However, the Company will require additional financing, through various means including but not limited to equity financing, to continue the exploration program on its properties and/or to acquire additional exploration properties and to meet its entire general and administrative costs. There is no assurance that the Company will be successful in raising the additional required funds. This material uncertainty casts significant doubt regarding the Company's ability to continue as a going concern.

CORPORATE DEVELOPMENT HIGHLIGHTS

Everton is actively exploring in the Dominican Republic adjacent to the US$3.7 billion Pueblo Viejo Mine, which achieved commercial production in January 2013. The Pueblo Viejo Mine is a joint venture between the world's largest gold mining company, Barrick Gold Corporation (60%) ("Barrick"), and Goldcorp Inc. (40%) ("Goldcorp") with Barrick acting as operator.

Since 2010, the Company has adopted a new strategy to focus its corporate activities on its Dominican Republic operations, and has divested or optioned its Canadian mineral interests. The Company's new focus on exploring in the Dominican Republic started by earning a 50% interest in the Ampliación Pueblo Viejo II ("APV") Project from Brigus Gold Corp. ("Brigus"). In addition, the Company earned a 50% interest in Perilya's Cuance and Los Hojanchos concessions and became operator of the projects. On May 25, 2011, the Company signed a Letter of Intent ("LOI") to acquire Brigus' remaining interest in the APV Project and the Ponton and La Cueva concessions. The LOI was subsequently revised on September 28, 2011 and on December 23, 2011. The transaction is expected to be finalized upon the receipt of final Exchange approval (Refer to news release dated October 23, 2012, and APV Project Acquisition History below).

SIGNIFICANT EVENTS DURING THE THREE MONTHS ENDED APRIL 30, 2013 AND UP TO JUNE 25, 2013

On April 30, 2013, Everton has settled the legal claim launched by Focus against the Company relating to a transaction in which Everton sold certain mining claims in the Labrador Trough in 2009 and 2010 to Focus . As part of the settlement, Everton entered into an agreement to sell the 3.3 million common shares of Focus that are being released pursuant to the May 2010 escrow agreement entered into among Focus and Everton, to a third party for gross proceeds to Everton of $900,000. Everton completed the first closing of the transaction by selling 900,000 common shares of Focus for gross proceeds of $600,000. Everton received the balance of its common shares of Focus on May 31, 2013, and closed the second and final tranche of the sale of the Focus shares, which resulted in gross proceeds to Everton of $300,000.

On May 28, 2013, the Company announced the appointments of Mr. Steven Mintz and Mr. Keith Stein as independent directors. Mr. Brooke Macdonald, Mr. John Paterson, and Mr. Daniel Hachey did not stand for re-election as directors at the Company's annual general meeting.

Mr. Steven Mintz, a graduate of the University of Toronto, went into public accounting for a large accounting firm from 1989 until 1992. He obtained his C.A. designation in June of 1992 and his Trustee in Bankruptcy license in 1995. In June 1992, he became employed by a boutique bankruptcy and insolvency firm where he was employed until January 1997 at which time he became a self-employed financial consultant serving both private individuals and companies as well as public companies in a variety of industries including mining, oil and gas, real estate, and investment strategies. In 1999, he began working on tax and investment strategies with clients and has been working extensively on successful strategies ever since. Mr. Mintz is currently working as President of St. Germain Capital Corp., a private consulting and investment firm. He is also currently a director of Pounder Venture Capital Corp., Brownstone Energy Inc., Carlisle Goldfields Ltd., and is President and director of Stream Ventures Inc.

Mr. Keith Stein, a graduate of Osgoode Hall Law School, was called to the Bar in 1989. He has taught at the Law Society of Upper Canada and York University. Mr. Stein is Counsel for the law firm Heenan Blaikie in Toronto. From 2004 to 2008, he was a senior executive with Magna International Inc. and continued to act as a consultant until November 2010. Prior to becoming a consultant, he held the position of Senior Vice-President of Corporate Affairs at Magna International. He is actively involved in the resource sector including oil and gas projects in Western Canada and mineral exploration efforts in South America. He is also a member of the Board of Directors of Alder Resources (TSX Venture: ALR) and has been a founding director of three capital pool companies listed on the TSX Venture Exchange.

EXPLORATION ACTIVITIES

Details of the Company's exploration expenditures during the three months ended April 30, 2013, are included in the notes to the condensed consolidated interim financial statements and are capitalized under *exploration and evaluation assets* in accordance with the Company`s accounting policies. The Company incurred exploration expenditures of $442,091 during the six months ended April 30, 2013.

MINERAL PROPERTY BOOK VALUES

At the end of each quarter, management reviews the carrying values of its resource properties to determine whether any write-downs are necessary. As at April 30, 2013, management has reviewed the status of the Maimon property and due to current economic conditions as well as a lower ranking priority, an impairment of $884,410 was recorded. Management has also written off all deferred exploration on the Company's La Patilla and Corralitas properties (grouped in other properties on the financial statements) as these projects no longer fit the Company's strategic plan. A write-off of $82,879 was recorded in the second quarter for these projects.

Summary of exploration costs incurred per property for the six months ended April 30, 2013

Dominican Republic

	Cuance	Los Hojanchos	Ponton	La Cueva	Jobo Claro	Maimon Copper	Ampliacion	La Lechoza	Pun	Other	Total
	$	$	$	$	$	$	$	$	$	$	$
Balance - beginning	1,025,517	325,776	506,685	974,573	537,530	873,003	6,503,442	919,056	269,342	166,204	12,101,128
Additions											
Drilling	-	-		-	-	-	-	-	-	-	-
Project consulting	-	-		-	-	-	10,800	-	-	8,400	19,200
Geophysical survey	-	-		-	-	-	102	-	-	-	102
Geological survey	4,395	1,743	84,224	6,221	4,243	6,535	147,081	-	11,392	17,498	283,332
Geochemical survey	-	-	15,562	-	-	-	14,302	-	4,191	1,520	35,575
Report preparation	-	-		-	-	-	-	-	-	4,000	4,000
Resources estimate	-	-		-	-	-	-	-	-	-	-
Renewal of licenses and permits	5,292	-	37,746	-	1,349	4,872	-	-	272	10,393	59,923
General field expenses	14,211	200	72	2,336	-	-	22,130	-	1,010	-	39,959
	23,898	1,943	137,604	8,557	5,592	11,407	194,415	-	16,865	41,811	442,091
Deductions											
Write-downs	-	-	-	-	-	884,410	-	-	-	82,879	967,289
	-	-	-	-	-	884,410	-	-	-	82,879	967,289
Balance - end	1,049,415	327,719	644,289	983,130	543,122	-	6,697,857	919,056	286,207	125,136	11,575,930

Summary of exploration costs incurred per property for the six months ended April 30, 2012

Dominican Republic

	Cuance	Los Hojanchos	La Cueva	Jobo Claro	Maimon Copper	Ampliacion	La Lechoza	Other	Total
	$	$	$	$	$	$	$	$	$
Balance - beginning	1,021,392	324,674	940,566	536,457	869,827	5,537,514	908,752	390,316	10,529,498
Additions									
Drilling	749	749	1,280	272	1,322	362,181	3,903	70,148	440,604
Project consulting	-	-	-	-	-	2,233	-	12,696	14,929
Geological survey	135	108	-	-	-	174,965	-	105,242	280,450
Geochemical survey	-	-	389	-	-	20,154	-	105,874	126,417
Report preparation	-	-	-	-	-	33,842	300	-	34,142
Resources estimate	-	-	-	-	-	-	6,101	-	6,101
Renewal of licenses and permits	-	-	227	-	91	-	-	227	545
General field expenses	-	-	-	-	-	14,835	-	26,921	41,756
	884	857	1,896	272	1,413	608,210	10,304	321,108	944,944
Balance - end	1,022,276	325,531	942,462	536,729	871,240	6,145,724	919,056	711,424	11,474,442

Summary of exploration costs incurred per property for the six months ended April 30, 2013

Canada

	Opinaca	Wildcat	Hot Springs	Total
	$	$	$	$
Balance - beginning	2,754,707	1,125,390	89,097	3,969,194
Additions				
	-	-	-	-
Deductions				
	-	-	-	-
Balance - end	2,754,707	1,125,390	89,097	3,969,194

Summary of exploration costs incurred per property for the six months ended April 30, 2012

Canada

	Shoal Lake East (Machin)	Shoal Lake East (KPM)	Opinaca	Wildcat	Other	Total
	$	$	$	$	$	$
Balance - beginning	278,421	125,485	2,754,706	1,125,390	119,763	4,403,765
Additions						
Report preparation	-	-	-	-	2,500	2,500
Renewal of licenses and permits	102	103	-	-	8,175	8,380
	102	103	-	-	10,675	10,880
Deductions						
Option payments	-	-	41,500	-	-	41,500
	-	-	41,500	-	-	41,500
Balance - end	278,523	125,588	2,713,206	1,125,390	130,438	4,373,145

Dominican Republic

The Company is in the process of seeking strategic partnerships to advance the exploration of its Dominican Republic property portfolio. During the quarter ended April 30, 2013, the Company incurred $157,531 of exploration expenditures on its Dominican exploration properties. The expenditures were primarily geological expenditures such as mapping, rock and soil sampling. The Companies Dominican Republic properties are as follows:

APV Project

a) Acquisition history

In April 2007, the Company obtained an option to acquire from Brigus an undivided 50% interest in the Ampliacion Pueblo Viejo ("APV") (which includes the La Lechoza prospect) concession.

To earn its 50% interest in the APV Concession, which includes the La Lechoza prospect, the Company was required to make cash payments totaling US$700,000 (CAD$818,460), incur US$2,500,000 (CAD$2,660,000) in exploration work and issue 1,200,000 common shares over a three-year period. During the year ended October 31, 2010, all remaining conditions were met and the Company earned its initial 50% interest in the property.

On February 14, 2011, the Company signed an amended agreement with Brigus whereby Everton could earn an additional 20% interest in the concession by incurring an additional US$2,500,000 (CAD$2,471,000) in exploration work by April 10, 2012.

On December 23, 2011, the Company and Brigus revised the letter agreement dated September 28, 2011, whereby Everton can acquire the option to purchase Brigus' remaining interest in the APV, Ponton and La Cueva concessions ("the Concessions").

The binding agreement requires Everton to issue 15,000,000 common shares to Brigus to acquire the option. Pursuant to the option, Everton can acquire Brigus' remaining interest in the Concessions by paying Brigus $500,000 cash and an additional $500,000 in cash or common shares with a value of $500,000 by May 31, 2012.

The total cash consideration will be paid in four installments, including an initial non-refundable payment of $25,000 which was paid by Everton upon execution of the amendment and is included in the Option to acquire mineral exploration property account. As part of the amendment, Brigus has agreed to a voluntary eighteen month escrow period for the 15,000,000 common shares to be issued in connection with the transaction, with 2,500,000 released after 7 days, and additional 4,500,000 released after six months, an additional 4,000,000 released after twelve months and a final 4,000,000 released after 18 months.

Brigus will also receive a sliding scale NSR 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 2.0% 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 $5 million or 5,000,000 common shares of Everton. The promissory note will be subject to completion of a National Instrument 43-101 ("NI 43-101") compliant measured and indicated resource estimate on the Concessions of a minimum 1 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 NI 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.

On September 26, 2012, the Company and Brigus executed an option agreement as contemplated by the letter of intent, which formalized the above terms.

Everton will be able to finalize the option agreement once the exploration claims are renewed by the Dominican Republic Government and transferred. Everton anticipates this will take place in the late fall 2013.

b) Location

The APV Project is adjacent to the left and northern edge of Barrick/Goldcorp's Pueblo Viejo Mine and covers 4,045 hectares. The expenditures incurred on the APV project this fiscal year were mainly on environmental permitting

c) Exploration history

To date, Everton and Brigus have completed an integrated and aggressive exploration program on the APV Project including a 100-metre spaced line helicopter-borne electromagnetic and magnetic survey totaling 710 line-km, a comprehensive mapping and geochemical survey including the collection of 1,760 rock samples, a soil sample geochemical survey including the collection of 3,000 soil samples, an induced polarization ("IP") survey totaling 31 line-km, a horizontal loop electromagnetic ("HLEM") survey totaling 15 line-km, a trenching program on the La Lechoza target covering 794 metres, a detailed mapping and comprehensive mineral study using a portable infrared spectrometer ("PIMA") and a diamond drilling program of 108 drill holes totaling approximately 17,961 metres.

This exploration program allowed the delineation of at least 11 drill targets, including Silica Ridge, Colorado, Miguel de Pena, Finca Miniel, Montenegro North, and several targets within the La Lechoza prospect. Those targets are characterized by the coincidence of a strong dispersion of epithermal-related soil anomaly pathfinder elements, zones of strong iron oxide development and extensive zones of advanced argillic alteration and massive silicification associated with NNW-SSE and NW-SE structures parallel to those of the mineralizing system at the Pueblo Viejo Mine.

A drilling program conducted in 2006 by Barrick/Goldcorp at the Pueblo Viejo Mine outlined new mineralized trends that define a NNW corridor. Drill intercepts of 2.98 grams per tonne gold ("g/t Au") over 117.7 metres (hole DPV06-04), 10.18 g/t Au over 9.87 metres (hole DPV06-12), 3.0 g/t Au over 108.4 metres (hole DPV06-03), and 5.31 g/t Au over 23.5 metres (hole DPV06-06) were cut in the extensions of the pits at Pueblo Viejo (Barrick presentation, NRSA, April 2-3, 2007). Gold-in-soil anomalies from a test line located on the APV Project north of the Pueblo Viejo Mine suggest that the new mineralized trend found by Barrick/Goldcorp may extend onto the APV Project.

Los Ranchos carbonaceous units show clear evidence of hydrothermal activity characterized by extensive advanced argillic alteration. The inference is that the Hatillo limestone may have acted as an impermeable lithocap thus being a decisive factor in the creation and preservation of the Pueblo Viejo deposit.

APV Project and La Lechoza Drilling Program

Everton completed a NI 43-101 compliant, independent mineral resource estimate on the La Lechoza prospects in the northern part of the APV Project. The resource estimate includes Everton's drilling of the mineral deposit until August 8, 2011 and up to drill-hole number APV-11-35; as well as validated historical drill holes from previous owners.

The results of the resource estimate completed by SGS includes mineral resources for oxides, at a grade cut-off of 0.3 g/t AuEq, in the inferred category, totaling 979,000 tonnes with an average grade of 0.86 g/t Au and 17.72 g/t Ag and containing 27,000 ounces of gold and 558,000 ounces of silver.

The mineral resources for sulphides, at a grade cut-off of 0.21% Cu equivalent, in the inferred category, totaling 1,225,000t with an average grade of 0.20g/t Au, 5.03g/t Ag and 0.57% Cu and containing 8,000 ounces of gold and 198,000 ounces of silver and 15,500,000 pounds of Cu.

APV Project Deep Drilling Program

The 20,000 metre drill program on the APV South Block, commenced in mid- March 2011 and continued in the quarter ended January 31, 2012 with 14 holes completed totaling 7,200 metres.

Highlights of the assay results include the following:

Hole APV11-33 intercepted four thick intervals of strongly anomalous gold and copper (54.00 m @ 0.29 g/t Au and 0.12% Cu; 44.20 metres @ 0.12 g/t Au, 51.85 m @ 0.12 g/t Au and 38.05 metres @ 0.16 g/t Au).

Hole APV11-36 intersected 39.65 metres @ 0.25 g/t Au and 0.18% Cu

Holes APV11-38 and APV11-39A succeeded in penetrating below the silica lithocap achieving depths of 817.65 and 804.15 metres, respectively. At depth a monzonite-diorite-granodiorite porphyritic intrusives complex was detected which exhibits mineralization style typical of porphyry copper-gold-molybdenum systems. No significant intersections were drilled by these holes except for Hole 11-46, which drilled anomalous gold zones which may require further evaluation. Readers should refer to MS thesis by University of Barcelona completed in August 2012 on the petrology and geochemistry of the intrusive rocks below the lithocap.

The 20,000 metre drill program initiated in March 2011 was designed to test 17 targets delineated from geological mapping, geochemical and geophysical anomalies and PIMA readings which define a classic zoning pattern of alteration typical of high-sulphidation epithermal gold systems as found at the Pueblo Viejo Mine, including a broad envelope of quartz-pyrophyllite-kaolinite and concentric zones of quartz-alunite and quartz-dickite towards the core of the system. In December 2011 the drill program was temporally halted to allow the geological team in the DR to compile and evaluate all the information generated by the drill program to date in order to facilitate prioritizing the drill targets. The Company also engaged a multidisciplinary academic research team to conduct a thorough petrographic, mineralogical and geochemical study of the intrusive rocks under the La Cuaba lithocap and their potential to host a gold-copper-moly porphyry deposit. The study included, among other analyses, the analysis of major and trace elements, stable and radiogenic isotopes, X-Ray diffraction and scanning electronic microscope. The academic team was led by the University of Barcelona, with the collaboration of Dr. John F. Lewis and the participation of Carl E. Nelson.

On January 31, 2013, Everton received the results of a study confirming the volcanogenic massive sulphide (“VMS”) and VMS-epithermal hybrid gold potential for the Ampliación Pueblo Viejo II (“APV”) concession in the Dominican Republic. The study, partially funded by Everton Resources as part of a Masters degree thesis, concluded that the APV concession has the potential for both gold-rich VMS and epithermal-VMS deposits adjacent to Barrick and Goldcorp's Pueblo Viejo mine.

The report, written by research student Lisard Toro i Abat and thesis advisor Dr. Joaquin Proenza, states that: “From the ore metals grades study, a direct correlation of higher grades with advanced argillic alteration zones is evident. Highest Cu and Au values always correlate with zones of intermediate temperature advanced argillic alteration (with pyrophyllite). This observation makes an epithermal genetic model very suitable to explain the distribution of ore metals in APV-S concession and would be in agreement with latter accepted genetic models for Pueblo Viejo".

The report continues on:

"(We) propose a VMS-epithermal genetic model for Pueblo Viejo area (including surrounding concessions) that formed in a shallow subaqueous setting. Other names given to this typology would include high sulphidation VMS. This mineralization style is understood to form as shallow submarine hot spring deposits. They resemble to deep-sea metalliferous deposits but also have distinctive epithermal characteristics similar to gold deposits on the adjacent volcanic islands such as those described in the harbor at Lihir. Similar mineral deposits would include Eskay Creek mine (Taylor et al., 2008)".

The report included the analytical work of more than one hundred samples collected mainly from diamond drill core from the different campaigns on the APV concession. Analytical work included whole rock and trace elements geochemistry, stable sulfur isotope analysis, polished and thin section analysis and scanning electron microscope ("SEM") and X-Ray diffraction ("XRD") scanning. Whole rock and trace elements analytical work was done at Acme Laboratories, Vancouver, B.C. while, sulfur isotope by mass spectrometry, SEM and XRD was done at Serveis Científico-Tècnic de la Universitat de Barcelona. Thin sections were prepared (50) by the Servei de Làmina Prima de la Universitat de Barcelona, (20) by the Mikenia Laboratory, Poland, and (30) in Leoben, Austria.

Ponton (Loma Hueca) - PUN

a) Ponton Acquisition history

In April 2007, the Company obtained an option to acquire from Brigus an undivided 50% interest in the Ponton (Loma Hueca) concession.

Under the initial option agreement, the Company could earn a 50% interest in the Ponton (Loma Hueca) Concession by making cash payments totaling US$100,000, completing work commitments of US$600,000 and issuing 200,000 common shares over a three-year period. The Company has made the US$100,000 and issued the 200,000 common shares in accordance with the agreement.

Furthermore, the Company could increase its interest in the concession to 65% by incurring all additional expenditures on the concession to the completion of a bankable feasibility study and by paying Brigus US$250,000 (CAD$247,000) and issuing 300,000 additional common shares.

On September 26, 2012 the Company signed an option agreement with Brigus whereby Everton can acquire Brigus' remaining interest in the property. The terms of the agreement are described within the APV property section. This concession expired on December 7, 2012. The Company has applied for a new concession covering the same area, which is in the renewal process.

a) Pun Acquisition history

In September 2011 the Company entered into a purchase agreement for the Pun exploration concession adjacent to Ponton. The Pun concession covers an area of 3,675 Ha.

The Company made a payment of US$25,000 by March 21, 2013, the first anniversary of the option, to extend the option for an additional 6 months. Everton may opt to acquire 100% ownership of the concession for a payment of US$200,000. Everton can at any time without penalty drop the option or transfer the rights to a third party after giving the optionor a right of first refusal.

The optionor retains a 1% NSR if Everton opts to acquire the concession. Everton is the operator and has complete discretion on how to conduct the exploration activities without any limitations as to minimum expenditures or work commitment.

b) Exploration history

Ponton

In fiscal year 2012, the Company completed a detailed soil auger geochemical sampling program designed to refine the geochemistry targets on the property. Everton plans to test these geochemical anomalies with a drilling program. On September 26, 2012 the Company signed an option agreement with Brigus whereby Everton will acquire Brigus' remaining interest in the Ponton concession. The transaction is expected to be finalized upon the receipt of final Exchange approval.

On February 13, 2013 the Company announced the discovery of a new mineralized zone on the Ponton property. Surface reconnaissance conducted as part of a follow up of a stream sediments survey, has uncovered mineralization as outcrop and float in two drainages situated in the south-central sector of Ponton. Everton currently owns a 50% interest in Ponton and will own a 100% interest upon the closing of its acquisition agreement with Brigus.

The mineralization is found as a train of mineralized and hydrothermally altered float and outcrops including fresh sulfides (pyrite - chalcopyrite - galena), copper oxide (malachite), strong silicification, quartz veining, sulfides-cemented hydrothermal breccia and bedded jasperoid.

Assays of 11 grab rock samples collected include values of 1.7 g/t Au, 5.1 g/t Ag, 0.17% Cu, 1.42% Zn, and 0.16% Pb and six other samples assay over 0.1 g/t Au. These samples were collected in a drainage where previous rock samples assayed over 0.5 g/t Au.

Subsequent sampling has yielded additional mineralization over a distance of 2.5 kilometres. These locations are 5 kilometres south of the sector Loma Majagual where Everton has conducted extensive surface sampling and trenching resulting in values of 0.6% Cu and 1.15 g/t Au, and 3 kilometres southeast of the sector Loma Copey where a gold assay of 4 g/t in a rock grab sample was obtained.

Further mapping and sampling is currently underway to better define the extension and structural control of the mineralization and to orient a systematic soil sampling and trenching program.

PUN

During the fiscal year 2012 Everton has conducted data compilation from previous exploration programs in the PUN concession, new geologic mapping, systematic stream sediments, soils and rock sampling and trenching. The results of these activities have outlined significant geochemical anomalies in the central and northern parts of the concession, extensions of known anomalies in the Ponton concession, which are targeted to be followed up by drilling as soon as environmental permits are obtained. The Company anticipates obtaining the permits in the summer 2013.

<u>La Cueva (formerly called Loma el Mate)</u>

a) Acquisition history

On December 8, 2003, the Company entered into an earn-in agreement with Brigus for the La Cueva (Loma El Mate) Project, located in the Dominican Republic, which is contiguous to the southeast corner of the Pueblo Viejo Gold Mine concession. The Company had the option to acquire a 50% interest in the property by incurring cumulative expenditures of US$500,000 (CAD$567,000) over a two-year period, issuing 200,000 common shares and paying an option fee of US$70,000 (CAD$79,000). All of the above conditions were met and the Company acquired its 50% interest.

On September 26, 2012 the Company signed an option agreement with Brigus whereby Everton can acquire Brigus' remaining interest in the property. The terms of the agreement are described within the APV property section.

This concession expired on December 7, 2012. The Company has applied for a new concession covering the same area, which is in the renewal process.

<u>Cuance and Los Hojanchos</u>

a) Acquisition history

On August 18, 2003, Everton entered into an option agreement with Perilya Limited, formerly Globestar Mining Corporation (''Perilya'') to earn up to a 70% interest in three gold and base metals concessions, namely Cuance, Los Hojanchos and Loma de Payabo concessions. The concessions, collectively known as the Everton Concession Group, are located in the Central Cordillera of the Dominican Republic within the Maimon Copper and Los Ranchos Formations. The above agreement was amended on August 25, 2005, August 22, 2006, December 28, 2006, August 14, 2007, February 20, 2008, September 29, 2008 and September 3, 2009.

Everton agreed to incur exploration expenditures totaling US$1,170,000 (CAD$1,184,000) by July 31, 2010 to earn a 50% interest in two of these properties, Cuance and Los Hojanchos (a minimum of US$585,000 (CAD$592,000) per concession). The Company has earned its undivided 50% interest in the two properties, and a joint venture has been formed with Perilya effective March 31, 2009, with Everton acting as the operator.

b) Exploration history

To the date of this MD&A sufficient work has been performed on the Cuance, Los Hojanchos, Corralitos, Piedra Blanca, Maimon Group of concessions, La Cueva (formerly Loma el Mate), and Jobo Claro to ensure that the concessions remain in good standing.

Canada

a) Quebec

Opinaca and Wildcat

The Opinaca A property is adjacent to the northern boundary of Goldcorp's Eleonore property hosting the Roberto gold deposit containing a significant proven and probable gold reserves estimate. The Opinaca B property is located about 8 km southeast of the Eleonore property. The Opinaca A and B properties comprise 429 and 220 claims respectively, covering 338 km^2.

On December 9, 2004, Everton signed an option agreement with Azimut Exploration to earn up to 65% in 546 claims by spending $3,300,000 in exploration work and cash payments of $280,000 over 5 years.

On November 15, 2011, the Company executed an option agreement with Helca Mining Company, formerly Aurizon Mines Ltd., (“Helca”) whereby Helca can acquire up to an undivided 60% ownership interest in the Opinaca property, in which Everton and Azimut Exploration (‘’Azimut”) each hold an undivided 50% interest, by making total cash payments of $880,000, $440,000 payable to Everton, and incurring exploration expenditures of $9,000,000.

Helca can earn a 50% interest in the property by making cash payments totalling $580,000 ($290,000 to Everton) and incurring exploration expenditures of $6,000,000 over four years, including 5,000 metres of drilling by the second anniversary.

Helca will be the operator during the earn-in period for the initial 50% interest in the property, after which a joint venture will be formed.

After earning its initial 50% interest in the property, Helca may then elect to earn an additional interest of 10%, for a total interest of 60%, by making cash payments totalling $300,000 ($150,000 to Everton) over three years from the election date, incurring exploration expenditures totalling $3,000,000 over three years from the election date, and delivering an independent pre-feasibility study on or before the fourth anniversary.

In addition, in the event that prior to the end of the eighth year of the initial option agreement, mineral resources of at least 2,000,000 ounces of gold, at an average grade of at least 6 grams of gold per tonne, are estimated with at least 1,000,000 ounces classified in the indicated category or higher, Helca shall make a payment of $1,500,000 ($750,000 to Everton), payable in Helca common shares, subject to regulatory approval. During the summer of 2012 Helca spent approximately $1,300,000 in exploration. The program consists of surface sampling and geochemical analysis, geochemical surveys at the Opinaca-Wildcat properties.

The Wildcat project is adjacent to the Opinaca and Eleonore properties and is comprised of six different blocks comprising 411 mining claims, covering 21,476 hectares. Exploration work conducted to date by Everton led to the discovery of the Inex Extension gold zone, which is located on trend with the Inex prospect along a 2.8 km long gold corridor, and the Manuel gold prospect which returned 12.0 g/t Au over 4.6 m in a channel sampling.

On January 25, 2005, Everton acquired a 100% interest in 579 claims grouped in 7 different blocks. These claims were acquired from an independent prospector for a cash consideration of $100,000 and the issuance of 300,000 shares of Everton for a value of $120,000.

On October 15, 2010, the Company executed an option agreement with Helca whereby Helca can acquire up to an undivided 65% interest in Everton’s wholly-owned Wildcat property, by making total cash payments of $300,000 and incurring expenditures of $6,200,000.

Helca can earn an initial 50% interest in the property by incurring expenditures of $3,250,000 over four years, including 3,000 metres of drilling within two years. Helca will be the operator during the earn-in period for the initial 50% interest in the property, after which a joint venture will be formed.

After earning its initial 50% interest in the property, Helca may then elect to earn an additional interest of 15%, for a total interest of 65%, by making cash payments totaling $300,000 over three years from the election date, incurring exploration expenditure of $1,000,000 by each of the first, second and third anniversary dates ($3,000,000 in total) of the second option election deadline, and delivering an independent pre-feasibility study by the end of the fourth anniversary of the of the second option.

In addition, in the event that prior to the end of the eighth year of the initial option agreement, mineral resources of at least 2,000,000 ounces of gold, at an average grade of at least 6 grams of gold per tonne, are estimated, Helca shall make a payment of $1,500,000 payable in Helca common shares, subject to regulatory.

On January 12, 2011, The Company announced Helca's plans to spend $3.6 million, which includes 7,200 metres of drilling, on the Opinaca-Wildcat Properties. Helca planned an exploration program consisting of surface sampling and geochemical analysis, geophysical surveys and drilling at the Opinaca-Wildcat properties in 2011 at a budget of $3.6 million. Approximately $1.0 million of expenditures, including 2,000 metres of drilling, is planned for the Opinaca property, and approximately $2.6 million of expenditures, including 5,000 metres of drilling, is planned for the Wildcat property. During the summer of 2012 Helca spent approximately $1,300,000 in exploration. The program consists of surface sampling and geochemical analysis, geochemical surveys at the Opinaca and Wildcat properties.

During 2011, an extensive exploration program was conducted at the Opinaca and Wildcat properties, situated in close proximity to Goldcorp's Eleonore project. At the Opinaca property, approximately $2.7 million was incurred, including 5,000 metres of drilling, and at the Wildcat property, approximately $1.0 million was incurred, which included 2,000 metres of drilling.

In 2012, $1,036,626 was incurred, split between Opinaca ($546,540) and Wildcat claims blocks ($490,086).

Helca's extensive 2012 program comprised:

On Opinaca Properties:

622 line-kilometres of helicopter-borne magnetic-EM survey
684 soil samples
243 rock grab samples
290 channel samples
93 till samples

On Wildcat Properties:

728 line-kilometres of helicopter-borne magnetic-EM survey
303 soil samples
763 rock grab samples
15 channel samples
146 till samples

Following the identification of a gold bearing favourable structure along a strike length of 15 kilometres in the south part of the land holding, two phases of exploration were conducted in 2012. A first phase of airborne geophysics, combined with soil sampling and till sampling was performed in June to identify the areas with the best indicators for mineralization out of the regional anomalies previously identified. The second phase of work in August included prospection, trenching and channel-sampling on the best anomalies generated during the first phase of work. Clusters of positive results from till, soil, and prospection samples indicate areas of high potential which would warrant diamond.

More exactly, on the Opinaca property, the summer exploration program generated 228 chip samples and 290 channel samples. 974 m2 of mechanical stripping has been performed on the Opinaca B block at five areas. On Wildcat, 656 chip samples, 15 channel samples and 29 tills samples have been collected. Any work of mechanical stripping was conducted.

Overall, this exploration phase delivered 3 new gold showing with at least one value above 1 g/t on the Wildcat 6 block. These best results come from a glacial boulders field identified in an area covered by overburden, where soil samples had previously indicated the presence of gold. Mechanical stripping and channelling on the Opinaca block returned two significant results of 0.55 g/t over 4 metres and 2.3 g/t over 1 metres from the D8 target which is located approximately 5 kilometres east of the Claude showing.

D8 target

The D8 trench displays a 20-metres-wide sheared and altered sedimentary unit with amphibolite and quartz-tourmaline veinlets. Best channel sampling results include 2.3 g/t Au over 1.0 metre and 0.55 g/t Au over 4.0 metres. This area presents gold anomalies in soil and till.

Eric target

Located less than 1 kilometre north of D8, eight (8) bedrock samples returned values above 0.1 g/t Au, including 2 samples above 0.5 g/t Au, up to 1.56 g/t Au. The gold-bearing samples were collected within a kilometric-scale arsenic and gold geochemical target in soil. Mineralization is typically related to calc-silicate altered sediments and arsenopyrite-tourmaline-bearing pegmatites.

Penelope target

Located about 1 kilometre west of the Eric and D8 targets, ten (10) bedrock samples returned values above 0.1 g/t Au, including four (4) with values above 0.5 g/t Au up to 4.26 g/t Au. Mineralization is associated with quartz-tourmaline veins and veinlets.

Autor target

Located halfway between Eric target and Helca's Brad target along the same corridor, the Autor target presents the best gold soil anomalies coupled with Au anomalies in till and bottom lake sediments. Thirty-two (32) boulder samples returned values above 0.1 g/t Au, including six (6) with values above 0.5 g/t Au up to 3.81 g/t Au. Three (3) bedrock samples returned values above 0.1 g/t Au, including one sample at 0.93 g/t Au. Gold is associated with both calc-silicate altered sediments with low percentage of sulphides and intense silica-chlorite altered sediments with local tourmaline and locally abundant pyrite. Arsenic enrichment is much more sporadic in this area.

Baileys target

Located about 7 kilometers north-west of the Claude showing, one (1) boulder sample returned 4.11 g/t Au, 1.5 kilometers west of an historic gold bearing boulder. Gold is associated with a garnet and biotite altered paragneiss with 5 percent sulphides including pyrite-pyrrhotite and chalcopyrite mineralization. The mineralized structure seems to pass underneath a nearby lake. This area represents a distinct corridor than the one including all the above targets but share similarities in term of gold and arsenic anomalies in till, bottom lake sediments and soil geochemistry.

On November 19, 2012 Everton announced that Helca renewed its option for a second year on the Wildcat (1 to 7) and the Opinaca (A, B and B-North) properties.

b) British Columbia

<u>Hot Springs</u>

The 100% owned Hot Springs property is located in the Sloquet Creek area of the New Westminster Mining Division, British Columbia, 95 km northeast of Vancouver was acquired April 11, 1997 from four directors of Everton in exchange for 417,143 common shares of the Company. The property is underlain by a sequence of pyritic, felsic tuff and coarse fragmental rocks capped by ferruginous chert which totals more than 400 meters thick.

Historical work reports the discovery of the Dan’s Showing hosted in a very altered cherty tuffite. Hand trenching on the showing returned values of up to 6.75 g/t Au over 1 metre and 4.93 g/t Au over 2 metres. In 1990, Aranlee/Noranda completed a drill program which intersected 0.58 g/t Au over 119 metres in hole NQ90-2 and 0.61 g/t Au over 66.0 metres in hole NQ90-07.

Option agreement with Electra Gold Ltd. (“Electra”)

On June 5, 2012, Everton signed an option agreement with Electra, whereby Electra can acquire a 100% interest in the Company's Hot Springs property.

Under the terms of the agreement, Electra has the right to acquire a 100% interest in the property by issuing 20,000,000 common shares of Electra, making cash payments totaling $1,900,000 to Everton and incurring exploration expenditures totaling $500,000.

The Company retains a 2% NSR.

Qualified Person

The above technical information was confirmed and/or reviewed by Hugo Dominguez, a qualified person under National Instrument 43-101.

FINANCIAL INFORMATION

The following selected financial data is derived from the condensed consolidated interim financial statements of the Company, which were prepared in accordance with IFRS as described in the change in Accounting Policies Section.

SELECTED FINANCIAL DATA

	Three Months Ended April 30, 2013	**Three Months Ended April 30, 2012**	**Six Months Ended April 30, 2013**	**Six Months Ended April 30, 2012**
	$	$	$	$
Statement of Comprehensive Income				
Loss From Operations	(1,381,095)	(324,658)	(1,700,861)	(657,692)
Interest and Other Income	423,379	126,677	408,812	263,856
Net Loss before tax	(957,816)	(194,981)	(1,292,049)	(411,836)
Comprehensive Income	573,229	408,219	408,219	1,296,319
Basic and Diluted Loss Per Common Share	(0.006)	(0.002)	(0.009)	(0.004)
Basic and Diluted Weighted Average Number of Shares Outstanding	147,732,877	111,691,725	147,184,612	111,691,725

	Three Months Ended April 30, 2013	**Three Months Ended April 30, 2012**	**Six Months Ended April 30, 2013**	**Six Months Ended April 30, 2012**
Statement of Cash Flows	$	$	$	$
Net Cash Used In Operating Activities	(486,762)	(175,642)	(624,664)	(438,203)
Net Cash Provided By (used in) Investing Activities	574,195	(18,148)	335,858	(87,854)
Net Cash Provided By Financing Activities	-	-	-	-
Increase (decrease) In Cash	87,433	(193,790)	(288,806)	(526,057)

Statement of Financial Position Summary	**April 30, 2013**	**October 31, 2012**
Cash	1,069,931	1,358,737
Marketable Securities	18,940	2,361,357
Mineral Exploration Properties	2,584,635	2,644,635
Exploration and Evaluation Assets	15,545,124	16,070,322
Shareholders' Equity	20,329,514	23,331,556
Total Assets	20,974,100	23,918,534

Dividend Payment

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company`s financial needs to fund its exploration and development programs, future growth, and any other factors the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED APRIL 30, 2013

Operating Expenses

During the three month periods ended April 30, 2013 and 2012, the Company's losses from operations were $1,381,095 and $324,658 respectively. This increase was mostly attributable to the following changes:

- Professional fees were $50,916 and $81,528 respectively for the three month periods ended April 30, 2013 and 2012. The decrease in fees is attributed to a decrease in the amount of legal services engaged to relating to the Focus Graphite Settlement in 2013 compared to the Brigus transaction in 2012.

- Travel and promotion expenses during the three month periods ended April 30, 2013 and 2012 were $50,916 and $81,528 respectively. The decrease was attributed to fewer trade shows and conferences attended during the period.

- Write-down of mineral and exploration properties and exploration and evaluation assets during the three month period ended April 30, 2012, was $NIL and $967,289 in the three month period ended April 30, 2013. The 2013 write-down was due to management's assessment of three properties in the Dominican Republic which no longer fit the Company's exploration plans.

- Impairment of intangible assets were $111,044 and $NIL respectively for the three month period ended April 30, 2013, and 2012. The 2013 impairment relates to the purchase of the Labrador Trough gold, nickel, copper and zinc properties from Diagnos as part of the Focus legal claim settlement.

Operating expenses totaled $1,700,861 during the six months ended April 30, 2013, ($675,692 for the six months ended April 30, 2012). The increase in operating expenses the six month ended April 30, 2013, is mainly attributed to the following:

- Stock-based compensation for the period ended April 30, 2013, was $47,624 compared to $12,098 in 2013. In 2013, the company issued a total of 900,000 stock options with an exercise price of $0.10 and a 5 year term. The options were issued when the Company had a share price of $0.05 to $0.06. The Company did not grant options during the six month period ended April 30, 2012. The expense was due to options issued in 2011 and vested in 2012.

- Management and consulting fees were $105,500 and $83,604 respectively for the six month periods ended April 30, 2013, and 2012.

- Travel and promotion expenses during the six month periods ended April 30, 2012, was $93,170 and $151,286 in the six month periods ended April 30, 2013. The increase was attributed to a greater number of trips to meet with potential strategic partners and investors.

- General and administration expenses during the six month periods ended April 30, 2012, was $285,995 and $183,122 in the six month periods ended April 30, 2013. The decrease was attributed cost reduction initiatives by management to conserve cash and reduce expenditures during the current economic downturn.

- Write-down of mineral and exploration properties and exploration and evaluation assets during the six month periods ended April 30, 2012, was $NIL and $967,289 in the six month periods ended April 30, 2013. The 2013 write-down was due to management's assessment of three properties in the Dominican Republic which no longer fit the Company's exploration plans.

- Impairment of intangible assets were $111,044 and $NIL respectively for the six month periods ended April 30, 2013, and 2012. The 2013 impairment relates to the purchase of the Labrador Trough gold, nickel, copper and zinc properties from Diagnos as part of the Focus legal claim settlement.

Fluctuations in the other operating expenses were based on timing of expenses and changes in costs for services from the second quarter 2012.

Net Loss

During the three months ended April 30, 2013, and 2012, the Company realized a net loss of $957,816 ($0.006 loss per common share) and $194,981 ($0.002 loss per common share), respectively. The difference in net loss is mostly attributable to the following:

- The gain on the sale of long- term investments of $423,136 on the sale of 3,300,000 shares of Focus for net proceeds of $702,000. In the three month period ended April 30, 2012, the Company sold 265,000 shares of Focus for net proceeds of $199,729, realizing a gain of $183,829.

- The recognition of a gain on the sale of marketable securities of $10,510 from the sale of 700,000 shares of Electra Gold for net proceeds of $17,500, realizing a gain of $10,500. In 2013 a realized loss of $9,445 resulted from the write-off the carrying value of 500,000 Nemaska warrants upon their expiry on January 7, 2013. In the three month period ended April 30, 2012 the Company sold 3,590,000 shares of Strike for net proceeds of $308,720, realizing a loss of $50,280.

During the six months ended April 30, 2013, and 2012, the Company realized a net loss of $1,292,049 ($0.009 loss per common share) and $411,836 ($0.004 loss per common share), respectively. The difference in net loss is mostly attributable to the following:

- The gain on the sale of long- term investments of $423,136 on the sale of 3,300,000 shares of Focus for net proceeds of $702,000. In the six month period ended April 30, 2012, the Company sold 600,000 shares of Focus for net proceeds of $444,434, realizing a gain of $408,434.

- The recognition of a gain on the sale of marketable securities of $1,055 from the sale of 700,000 shares of Electra Gold for net proceeds of $17,500, realizing a gain of $10,500. In 2013 a realized loss of $9,445 resulted from the write-off the carrying value of 500,000 Nemaska warrants upon their expiry on January 7, 2013. In the six month period ended April 30, 2012, the Company sold 398,000 shares of Nemaska and 5,700,000 shares of Strike for net proceeds of $654,477, realizing a loss of $116,332.

QUARTERLY INFORMATION

The following summarized financial data has been prepared in accordance with IFRS except for the quarter ended July 31, 2011, which has been prepared in accordance with Canadian Generally Accepted Accounting Principles and should be read in conjunction with the Company's interim consolidated statements for those periods.

Quarter Ended	Accounting Policy	Interest and Other Income	Net (Loss) Earnings after tax	Basic and Diluted Earnings (Loss) per Common Share
		$	$	$
30/04/2013	IFRS	(1,339)	(1,107,225)	(0.007)
31/01/2013	IFRS	1,931	(184,824)	(0.001)
31/10/2012	IFRS	(604)	(2,153,177)	(0.019)
31/07/2012	IFRS	717	(3,131,177)	(0.028)
30/04/2012	IFRS	5,234	(194,981)	(0.002)
31/01/2012	IFRS	2,884	(216,855)	(0.002)
31/10/2011	IFRS	3,997	7,542	0.000
31/07/2011	Canadian GAAP	149,056	621,124	0.006
30/04/2011	IFRS	4,102	(972,824)	(0.009)

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2013, the Company had a working capital surplus of $995,654 excluding marketable securities, including $1,069,931 in cash, as compared to April 30, 2012, the Company had a working capital of $252,687, including $420,907 in cash.

During the quarter the Company expended $624,664 on operating activities, and provided cash of $335,858 in investing activities and $NIL from financing activities.

The Company's principal requirements for cash for the next twelve months will be general and administrative expenses of approximately $200,000. The Company does not have any exploration related obligations on its Dominican Republic properties. Any exploration projects undertaken by the Company are at the sole discretion of the Company. Further to the acquisition of Hays Lake Gold Inc. on September 17, 2009, the Company has the remaining cash payments and exploration work commitments as follows $3,501,000. The Company requested arbitration as provided for in the option agreement to have the amounts and timing of the remaining option payments adjusted. Should the arbitration lead to an unfavorable outcome the Company can elect to return the claims in lieu of making any cash payments.

With a working capital surplus, excluding marketable securities of $995,654 and the Company's ability to monetize its investment if needed, the Company anticipates having sufficient cash to meet its current obligations, and corporate administrative expenses for several months.

OFF BALANCE SHEET ARRANGEMENTS

As of April 30, 2013, the Company had no off balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and key management personnel, as well as, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions

<u>Key management compensation</u>

The following table reflects compensation of key management personnel, including the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO") and Directors:

	Three months ended April 30,		**Six months ended April 30,**	
	2013	2012	**2013**	2012
	$	$	**$**	$
Salaries (including bonuses) (1)	**49,500**	85,166	**128,000**	176,000
Benefits	**1,500**	992	**3,000**	2,729
Share-based compensation	**-**	-	**-**	-
	51,000	86,158	**131,000**	178,729

(1) Includes directors' fees, which have been included in Management and consulting fees in the consolidated statements of comprehensive income.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, marketable securities and warrants, accounts receivable, amount due from related party, long-term receivable, long-term investments, accounts payable and accrued liabilities. The fair value of cash, accounts receivable, amount due from related party and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Financial Statements requires management to make estimates and assumptions about the future that affect the amounts recorded in the Financial Statements and accompanying notes. These estimates and assumptions are based on the Company's experience and Management's expectations about future events that are believed to be reasonable under the circumstances, and they are continually being evaluated based on the new facts and experience. Actual results may differ from these estimates and assumptions. The effect of a change in accounting estimate is recognized prospectively in the period of change and future periods if the change impacts both periods.

The Company's significant accounting policies and estimates are fully described in Note 3 to the audited consolidated financial statements for the year ended October 31, 2012.

CHANGE IN ACCOUNTING POLICIES

The Company prepared its condensed consolidated interim financial statements for the six months ended April 30, 2013, in accordance with IFRS. There were no significant changes in accounting policies during the three months ended April 30, 2013.

OUTSTANDING SHARE DATA

Common shares and convertible securities outstanding at June 25, 2013, consist of:

Securities	Expiry Date	Range of Exercise Price	Number of Securities Outstanding
Common shares	-	-	148,654,225
Options	Up to July 30, 2017	\$0.10 to \$0.40	7,797,000
Warrants	Up to August 24, 2014	\$0.08 to \$0.40	28,556,995

RISK AND UNCERTAINTIES

Mineral exploration and development of mineral properties involve significant risks, many of which are outside of the Company's control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure and easy access.

Financial Risk
The Company is considered to be in the exploration stage, and it is dependent on obtaining regular financing in order to continue exploration. Despite previous success in acquiring such financing, there is no guarantee of obtaining any future financing, or that it will be available on acceptable terms.

The prices of metals fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mining exploration companies.

Foreign Exchange Risk
Some of the Company's expenditures are is US dollars and the Dominican Peso. Movements in the Canadian dollar against these currencies have a direct impact on the Company's costs. The Company does not use derivative instruments to reduce its exposure to foreign exchange risks

Risk on the Uncertainty of Title
Although the Company has taken steps to verify title to mining properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title.

Environmental Risk
The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

POST-REPORTING DATE EVENTS

May 27, 2013, the Company received the balance of its common shares of Focus and completed the second and final closing of the sale of the escrowed shares, resulting in gross proceeds to Everton of $300,000.

May 28, 2013, the Company announced the appointments of Mr. Steven Mintz and Mr. Keith Stein as independent directors. Mr. Brooke Macdonald, Mr. John Paterson, and Mr. Daniel Hachey were not reappointed as directors at the Company's annual general meeting.

June 17, 2013, the Company received 2,000,000 common shares of Electra Gold Ltd., pursuant to the June 5, 2012, option agreement.

ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

This Management's Discussion and Analysis has been prepared as of June 25, 2013. Additional information on the Company is available through regular filings of news releases and financial statements on SEDAR (www.sedar.com).

(s) André Audet	*(s) Sabino Di Paola*
Chairman of the Board and Chief Executive Officer	Chief Financial Officer