



## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Everton Resources Inc. (the “**Corporation**”) will be held in the office of Heenan Blaikie LLP, 55 Metcalfe Street, Suite 300, Ottawa, ON, K1P 6L5, on Friday, December 13, 2013, at 11:00 a.m. (Eastern time) for the following purpose:

1. to consider and, if deemed advisable, adopt a special resolution approving a consolidation of the share capital of the Corporation on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Share Consolidation Resolution**”).

Ottawa, November 7, 2013

**By order of the Board of Directors**

A handwritten signature in black ink, appearing to read "André Audet", written in a cursive style.

André Audet,  
Chairman and Chief Executive Officer

**THIS IS A VERY IMPORTANT MEETING FOR THE CORPORATION AND ITS SHAREHOLDERS. YOU ARE URGED TO VOTE.** In order for the Share Consolidation Resolution to be effective, the approval of not less than 66⅔% of the votes cast by the Shareholders present in person or represented by proxy at the Meeting must be obtained.

Shareholders of record as of 5:00 p.m. (Eastern time) on November 8, 2013 are entitled to vote at the Meeting either in person or by proxy.

If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and deposit it with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or by fax at (416) 263-9524 or 1-866-249-7775, not later than 5:00 p.m. (Eastern time), on December 11, 2013, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by such broker or other intermediary.





**EVERTON RESOURCES INC.**

(the "Corporation")

**MANAGEMENT INFORMATION CIRCULAR**

(Containing information as at November 7, 2013 unless indicated otherwise)

**SOLICITATION OF PROXIES**

This management information circular (the "**Circular**") is provided in connection with the solicitation of proxies by the management of the Corporation for use at the special meeting of shareholders of the Corporation (the "**Meeting**") to be held at the time and place and for the purposes set forth in the attached notice of meeting (the "**Notice**"), and at any adjournment thereof. The solicitation of proxies will be made primarily by mail but may be supplemented by telephone or other personal contact by the directors of the Corporation. The cost of solicitation of proxies will be borne by the Corporation.

**If you cannot attend the Meeting in person, complete and return the enclosed form of proxy following the instructions therein.**

**QUORUM FOR THE TRANSACTION OF BUSINESS**

The Corporation's By-Laws provide that the quorum at a meeting of the shareholders of the Corporation shall be constituted by the attendance of two or more shareholders, present in person or represented by proxy at the meeting, and holding at least 10% of the votes attached to the outstanding voting shares.

**APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder has the right to appoint as his, her or its proxy a person, who need not be a shareholder, other than those whose names are printed on the accompanying form of proxy.** A shareholder who wishes to appoint some other person to represent him, her or it at the Meeting may do so either by inserting such other person's name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.

A shareholder may revoke a proxy at any time by sending an instrument in writing executed by him or her or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing, at the same address where the form of proxy was sent and within the delays mentioned therein or up to the last business day preceding the date the Meeting resumes if it is adjourned, or remit to the chairman on the day of the Meeting or any adjournment thereof if applicable.

**VOTING OF COMMON SHARES REPRESENTED BY PROXIES**

If the enclosed form of proxy is properly completed and submitted in favour of the persons designated in the printed portion thereof, the common shares represented by such form of proxy will be voted on any ballot that may be called for and where the person whose proxy is solicited specifies a choice with respect to any matter identified therein, the common shares shall be voted in accordance with the specification so made.

**Where shareholders have not specified in the form of proxy the manner in which the designated proxy holders are required to vote the common shares represented thereby as to any matter to be voted on, such common shares will be voted in favour of such matter.**

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to matters other than those identified in the Notice which may properly come before the Meeting. As of the date hereof, the management of the corporation is not aware that any such amendments, variations, or other matters are to be presented for action at the Meeting. **If such amendments or new points were to be brought before the Meeting, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.**

#### **ADVICE TO NON-REGISTERED SHAREHOLDERS**

Only registered holders of common shares of the Corporation, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, common shares of the Corporation beneficially owned by a holder (a “**Non-Registered Shareholder**”) are registered either:

- A. in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the common shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered educational savings plans, tax-free savings accounts and similar plans; or
- B. in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Circular and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Shareholders.

Intermediaries are required to forward Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- A. be given a proxy which has already been signed by the Intermediary (typically by facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Non-Registered Shareholder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Shareholder. In this case, the Non-Registered Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it as described in the form of proxy; or
- B. more typically, be given a voting instruction form that must be completed and signed by the Non-Registered Shareholder in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting form by telephone or electronically).

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the common shares they beneficially own. Should a Non-Registered Shareholder who receives either a form of proxy, a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have

another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered 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 Trust Company of Canada.

**All references to shareholders in this Circular, the enclosed form of proxy and the Notice 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 November 8, 2013, as the record date (the "**Record Date**") for determining which shareholders shall be entitled to receive the Notice 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, her or its 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 SHARE CAPITAL, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The authorized share capital 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 148,654,225 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 who beneficially owns or exercises control or direction over, directly or indirectly, common shares carrying more than 10% of the voting rights attached to all common shares of the Corporation is:

<b>Name</b>	<b>Nature of Holding</b>	<b>Number of shares</b>	<b>Percentage of issued shares</b>
Brigus Gold ULC	Direct	15,000,000	10.09%

#### **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 persons in any matter to be acted upon at the Meeting.

## MATTERS FOR CONSIDERATION AT THE MEETING

### **Consolidation of Share Capital**

By resolution approved on August 29, 2013, the Board authorized the submission to the shareholders of the special resolution set forth in Schedule A to this Circular (the “**Share Consolidation Resolution**”) approving an amendment to its articles of incorporation to consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Share Consolidation**”). Approval of the Share Consolidation Resolution by the shareholders of the Corporation would give the Board authority to implement the Share Consolidation at its discretion. In addition, notwithstanding the approval of the Share Consolidation by the shareholders of the Corporation, the Board may revoke the Share Consolidation Resolution and abandon the Share Consolidation without further approval or action by or prior notice to the shareholders.

#### *Background and Reasons for the Share Consolidation*

The Corporation has entered into an agreement to acquire an Ontario-based private company which holds an option on six mining applications for concessions in the Dominican Republic. The agreement will expand the Corporation’s overall land position in the Dominican Republic, complementing its already expansive property holdings in the country (see News Release of October 25, 2013).

In connection with the agreement, the Board has determined that it is in the best interest of the Corporation to complete a consolidation of its outstanding common shares, warrants, options and other securities on a five (5) for one (1) basis. The Corporation currently has 148,654,225 common shares, 28,155,795 warrants and 6,737,000 options issued and outstanding. After giving effect to the Share Consolidation, it is expected that the Corporation will have approximately 29,730,845 common shares, 5,631,159 warrants and 1,347,400 options issued and outstanding (on a non-diluted basis and subject to rounding as discussed below).

It is also the Board’s opinion that the Corporation’s existing issued and outstanding share structure is not conducive to securing additional equity financing and that a restructuring is warranted in order to facilitate attracting new investments to the Corporation. Implementing the restructuring process in a timely manner will also put the Corporation in a much stronger position to take advantage of potential value-added opportunities.

The Share Consolidation Resolution would also authorize the Board to elect not to proceed with, and abandon, the Share Consolidation at any time if it determines, at its sole discretion, to do so. The Board would exercise this right if it determines that the Share Consolidation is no longer in the best interests of the Corporation and its shareholders. No further approval or action by or prior notice to the shareholders would be required for the Board to abandon the Share Consolidation.

### *Principal Effects of the Share Consolidation*

If approved and implemented, the Share Consolidation will occur simultaneously for all of the Corporation's common shares and the consolidation ratio will be the same for all of such shares. The Share Consolidation will affect all of the shareholders uniformly and will not affect any shareholder's percentage ownership interest in the Corporation, except to the extent that the consolidation would otherwise result in any shareholder owning a fractional share. As described below under "Effect on Fractional Shareholders", any fraction resulting from the Share Consolidation of a shareholder's shares will be rounded down or up depending on the fraction obtained as a result of the Share Consolidation. Each common share outstanding after the Share Consolidation will be entitled to one vote and will be fully paid and non-assessable.

The principal effects of the Share Consolidation are expected to be that:

- the number of issued and outstanding common shares of the Corporation will be reduced from 148,654,225 common shares to approximately 29,730,845 common shares (on a non-diluted basis and subject to rounding as discussed below);
- the exercise price and/or the number of common shares of the Corporation issuable under any of the Corporation's outstanding convertible securities, warrants, stock options and any other similar securities will be proportionately adjusted upon the Share Consolidation; and
- the number of common shares reserved for issuance under the Corporation's current Stock Option Plan will be reduced proportionately upon the Share Consolidation.

### *Effect on Fractional Shareholders*

No fractional common share will be issued if, as a result of the Share Consolidation, a registered shareholder would otherwise become entitled to a fractional share. Consequently, any fraction resulting from the Share Consolidation of a shareholder's shares will be rounded down to the lower unit where the fraction obtained is less than 0.5 and will be rounded up to the larger unit when the fraction obtained is equal to or greater than 0.5.

### *Effect on Convertible Securities, Stock Options and Other Arrangements*

The exercise price and/or the number of common shares of the Corporation issuable under any of the Corporation's outstanding convertible securities, warrants, stock options and any other similar securities will be proportionately adjusted upon the Share Consolidation in accordance with the terms of such securities based on the Share Consolidation ratio approved by the shareholders.

### *Effect on Share Certificates*

If the Share Consolidation is approved by the shareholders and implemented by the Board, registered Shareholders will be required to exchange their share certificates representing pre-consolidation common shares for new share certificates representing post-consolidation common shares.

Concurrently with the mailing of the Circular, the Corporation is mailing to registered shareholders a letter of transmittal addressed to the Corporation and its transfer agent and registrar, Computershare Trust Company of Canada ("Computershare"), which each shareholder will need to complete following the Corporation's announcement of the effective date of the Share Consolidation. The letter of transmittal

contains instructions on how to surrender to Computershare your certificate or certificates representing the pre-consolidation shares. Computershare will send each registered shareholder who has sent the required documents a new share certificate representing the number of post-consolidation common shares to which the shareholder is entitled. Until surrendered to Computershare, each share certificate representing pre-consolidation common shares of the Corporation will be deemed for all purposes to represent the number of whole post-consolidation common shares to which the shareholder is entitled as a result of the Share Consolidation.

**SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATE AND SHOULD NOT SUBMIT ANY SHARE CERTIFICATE UNTIL REQUESTED TO DO SO.**

*Certain Risks Associated with the Share Consolidation*

The implementation of the Share Consolidation is not likely to have an effect on the actual or intrinsic value of the business of the Corporation, the common shares, or on a shareholder's proportional ownership in the Corporation. The common shares of the Corporation may in the future trade at prices which do not reflect the Share Consolidation. The Board expects that no shareholders will be eliminated as a result of the Share Consolidation. However, the Share Consolidation may result in shareholders holding "odd lots" of less than 500 common shares on a post-Share Consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than shares in "board lots" of even multiples of 500 common shares of the Corporation.

*Procedure for Implementing the Share Consolidation*

If the Share Consolidation Resolution is approved by the shareholders and the Board decides to implement the Share Consolidation, the Corporation will promptly file articles of amendment with the Director under the *Canada Business Corporations Act* (the "CBCA") in the form prescribed to amend the Corporation's articles of incorporation. The Share Consolidation will become effective on the date appearing in the certificate of amendment issued by the Director under the CBCA.

The letter of transmittal will contain instructions on how to surrender your certificate(s) representing your pre-consolidation shares to Computershare. Computershare will forward, to each registered shareholder who has provided the required documents, a new share certificate representing the number of post-consolidation common shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation common shares of the Corporation will be deemed for all purposes to represent the number of whole post-consolidation common shares to which the holder is entitled as a result of the consolidation.

**No Dissent Right**

Under the CBCA, shareholders do not have dissent and appraisal rights with respect to the Share Consolidation.

**Required Vote and Recommendation of the Board of Directors**

Schedule A to this Circular contains the text of the Share Consolidation Resolution to be submitted to the shareholders at the Meeting. **For the reasons indicated above, the Board and management of the Corporation believe that the Share Consolidation is in the best interests of the Corporation and its shareholders and, accordingly, recommend that the shareholders vote FOR the Share**



**Consolidation Resolution.** To take effect, the Share Consolidation Resolution must be approved by not less than 66<sup>2</sup>/<sub>3</sub>% of the votes cast by the shareholders present in person or represented by proxy at the Meeting. In addition, in accordance with the requirements of the TSX Venture Exchange, it must approve the Share Consolidation. The Share Consolidation Resolution provides that the Board may, where it deems expedient in the best interests of the Corporation, revoke the Share Consolidation Resolution at any time prior to the issuance of the certificate of amendment by the Director pursuant to the CBCA, without having to give notice to the shareholders of the Corporation and without having to obtain any other authorization from them.

**Unless the shareholders provide instruction to the contrary, the persons named as proxyholders in the enclosed proxy form intend to vote FOR the adoption of the Share Consolidation Resolution, the text of which appears in Schedule A to this Circular.**

#### **OTHER BUSINESS**

Management knows of no other matter to become before the Meeting. However, if any other matters which are known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons' named therein to vote on such matters in accordance with their best judgement.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on the Corporation's website at [www.evertonresources.com](http://www.evertonresources.com), under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com), or by contacting the Corporation at its administrative office:

205-2742 St. Joseph Blvd.  
Orleans, Ontario, K1C 1G5  
Telephone: (800) 778-0263 or (613) 241-2332  
Facsimile: (613) 424-5682  
Email: [andre@evertonresources.com](mailto:andre@evertonresources.com)

#### **APPROVAL OF MANAGEMENT INFORMATION CIRCULAR**

The contents and the sending of this Circular have been approved by the Directors of the Corporation.

Ottawa, November 7, 2013

**By order of the Board of Directors**



**André Audet,  
Chairman and Chief Executive Officer**

## SCHEDULE A

### EVERTON RESOURCES INC.

#### SPECIAL RESOLUTION ON THE SHARE CONSOLIDATION

##### UPON MOTION DULY MADE AND SECONDED, IT IS RESOLVED:

1. **TO AUTHORIZE**, subject to the approval of the TSX Venture Exchange, Everton Resources Inc. (the “**Corporation**”) to amend its articles of incorporation as follows:
  - (i) the share capital of the Corporation is modified by means of the consolidation of all the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Share Consolidation**”) and implemented at the discretion of the Board of Directors of the Corporation (the “**Board**”);
  - (ii) no fractional share will be issued if the Share Consolidation results in the issue of a fraction of a share. Consequently, any fraction resulting from the Share Consolidation will be rounded down to a lower unit where the fraction obtained is less than 0.5 and rounded up to the higher unit where the fraction obtained is equal to or greater than 0.5;
  - (iii) the effective date of the Share Consolidation will be the date indicated on the certificate of amendment issued by the Director pursuant to the *Canada Business Corporations Act* (the “**CBCA**”);
2. **TO AUTHORIZE** the Board, in its sole discretion, to implement the Share Consolidation;
3. **TO AUTHORIZE** any officer or director of the Corporation to cancel (or to cause to be cancelled) for and on behalf of the Company any certificates evidencing the existing common shares of the Corporation and to issue (or cause to be issued) certificates representing the new common shares of the Corporation to the shareholders;
4. **TO AUTHORIZE** any officer or director of the Corporation to execute and deliver any document and to do any other thing that he might deem necessary or expedient to give effect to this special resolution, including the determination of the effective date of the Share Consolidation and the remittance of the amending clauses in the prescribed manner and form to the Director pursuant to the CBCA; and
5. **TO AUTHORIZE** the directors of the Corporation, notwithstanding the foregoing and where they deem it expedient in the best interests of the Corporation, to revoke this special resolution at any time prior to the issuance of the certificate of amendment by the Director pursuant to the CBCA, without having to give notice to the shareholders of the Corporation and without having to obtain any other authorization from them.

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