

Form 51-102F3  
Material Change  
Report

**Item 1 Name and Address of Company**

Everton Resources Inc.  
Stock Exchange Tower  
800 Square Victoria, Suite 3700  
Montréal, Québec H4Z 1E9

**Item 2 Date of Material Change**

November 21, 2013

**Item 3 News Release**

A news release was issued jointly by Brigus Gold Corp. and Everton Resources Inc. on November 21, 2013 and disseminated through the facilities of Marketwire.

**Item 4 Summary of Material Change**

Everton Resources Inc. has completed the acquisition of the remaining interest of Brigus Gold Corp ("Brigus") in the Ampliación Pueblo Viejo II, La Cueva and Ponton concessions located in the Dominican Republic (the "Concessions"). In connection therewith, Everton acquired 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.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Everton Resources Inc. and Brigus Gold Corp. announce that they have completed the previously announced transaction whereby Everton has acquired Brigus remaining interest in the Ampliación Pueblo Viejo II, La Cueva and Ponton concessions located in the Dominican Republic (the "Concessions"). In connection therewith, Everton acquired 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.

Pursuant to the share purchase agreement (the "Agreement") entered into by the parties, Everton has acquired shares of Linear Gold (the "Acquisition") for a total consideration of \$175,000 in cash and 6,000,000 in common shares of Everton. In accordance with applicable laws of the Dominican Republic, Everton is also required to make a tax withholding payment on the Purchase Price. In connection with the Acquisition, Brigus has also been granted a sliding-scale net smelter returns 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% when the price of gold is above US\$1,400 per ounce.

Everton has also issued Brigus a promissory note for an amount equal to the greater of CAD\$5 million or the value of 5,000,000 common shares of Everton. The promissory note will be payable in cash or in common shares, or a combination of both as mutually agreed to by the parties, upon the completion of either (i) a National Instrument 43-101 compliant measured and indicated resource estimate on the Concessions of a minimum one 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 (ii) the sum of actual gold production from the Concessions plus a National Instrument 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) equaling 1 million ounces of AuEq.

The parties have closed the transaction in trust pending the receipt of the final approval of the TSX Venture Exchange. The securities issued in connection with the Acquisition are subject to a four month hold period.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

No significant facts remain confidential and no information has been omitted in this report.

**Item 8. Executive Officer**

Name of Executive Officer: Andre Audet

Chief Executive Officer

Telephone Number: (613) 241-2332

**Item 9. Date of Report**

November 29, 2013