

EVERTON RESOURCES INC.
(An exploration stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended October 31, 2013

EVERTON RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR YEAR ENDED OCTOBER 31, 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 February 4, 2014, should be read in conjunction with the Company's audited annual consolidated financial statements and notes thereto for the year ended October 31, 2013.

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.

This MD&A includes but is not limited to, forward looking statements regarding: the potential and planned exploration on the Company's properties; the Company's ability to meet its working capital needs for the twelve-month period ending October 31, 2014; the plans, costs, capital and timing of future exploration and development of the Company's property interests in the Dominican Republic; the Company's ability to find strategic partnerships for its APV property, and the Company's ability to obtain and favorably settle arbitration cases on its Shoal Lake East properties.

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, while optioned out its other properties located in 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 Orleans, Ontario.

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 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"). As of January 31, 2014, the Company has acquired the remaining 50% interest in APV and La Cueva, and 65% interest in Ponton from Brigus. APV, La Cueva, Ponton and Pun will be the Company's focus moving forward.

Acquisition of Linear Gold Caribe SA from Brigus Gold Corp.

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").

Option Agreement

On September 26, 2012, Everton, Brigus Gold Corp., Brigus Gold ULC and Linear Gold Caribe SA., executed an option agreement (the "Option Agreement") pursuant to which Everton was granted an option to have the sole and exclusive right to acquire all of the issued and outstanding common shares of Linear Gold Caribe SA. (the "Option") in order to purchase Brigus's remaining interest in the APV, Ponton and La Cueva concessions ("the Concessions"). The exercise price of the Option was 15,000,000 common shares of Everton (the "Shares").

On October 23, 2012, Everton proceeded with the issuance of the Shares in favour of Brigus Gold ULC thereby exercising the Option. The 15,000,000 shares were valued at \$0.075 per share, the fair value on that day. On the same day, Everton delivered an Acquisition Notice to Brigus Gold under Section 4.3 of the Option Agreement confirming that Everton has elected to exercise its right to acquire all of the issued and outstanding shares of Linear Gold.

Initial Share Purchase Agreement for Acquisition of Linear Gold

Prior to the November 21, 2013 amendment (discussed below), the purchase price agreed to by the parties was \$1,000,000 payable in two (2) equal installments of \$500,000. The \$25,000 of the first installment was payable in cash upon signing the letter agreement while the remaining \$475,000 in cash was payable upon the receipt of the final approval of the TSX Venture Exchange. The second installment was payable in cash, in shares or a combination of both at the sole discretion of Everton, and payable on or before November 15, 2012. Subsequent to October 31, 2012 both parties agreed that the first payment would be delayed until approval of the transaction was received by the TSX Venture and the renewal of certain concessions. As of October 31, 2012, the Company paid \$25,000 relating to the initial share purchase agreement.

In addition to the above terms, 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. Furthermore, Everton will also issue Brigus a promissory note equal to the greater of \$5 million or the value of 5,000,000 common shares of Everton. The promissory note will be subject to completion of a 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.

Amended Share Purchase Agreement

On November 21, 2013, pursuant to an amendment agreement entered into by the parties, Everton has reduced the purchase price from the initial purchase agreement amount of \$1,000,000 payable in two (2) equal installments of \$500,000 to the amended share purchase agreement amount of \$175,000 in cash and 6,000,000 in common shares of Everton to acquire 100% of the common shares of Linear Gold.

There was no amendment to the promissory note or sliding scale NSR royalty.

Subsequent to the completion of the amended share purchase agreement, the Company announced the acquisition of Brigus' remaining interest in the Ampliación Pueblo Viejo II ("APV"), 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 amended 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.

Significant Events during the Three Months ended October 31, 2013 and up to February 4, 2014

On August 9, 2013, Everton purchased 2,500,000 units of Majescor Resources Inc. A unit consists of one common share and one common share purchase warrant. The shares were acquired for \$0.01 per share for a total cost of \$25,000. The warrants have an exercise price of \$0.05 if exercised prior to August 9, 2014 and an exercise price of \$0.10 thereafter. The warrants have an expiry date of August 9, 2015.

On August 15, 2013, the Company announced that the TSX Venture Exchange granted its acceptance to extend the expiry date on 3,491,920 warrants issued in connection with a non-brokered private placement completed in August 2011. The original expiry date of August 25, 2013 was extended to August 25, 2015. The exercise price will remain at \$0.35. The Company elected to not revalue the warrants that were extended, in accordance with its accounting policies.

On October 25, 2013, the Company announced that they have 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, upon success of private placement. The Transaction would expand Everton's overall land position in the Dominican Republic.

Everton will consolidate its common shares on a five for one basis; and in connection with the Transaction, PowerOne Capital Markets Limited has been engaged to complete a private placement of post-consolidated common shares at \$0.25 per share for minimum gross proceeds of \$1.5 million to fund Dominican Republic activities.

As consideration for the transaction, Everton will issue from treasury an aggregate of 6,500,000 shares - held in trust and released in three separate tranches as follows: (i) 2,500,000 shares on the closing date; (ii) 2,000,000 shares on the date which is six months following the closing date; and (iii) 2,000,000 Shares on the date which is twelve months following the closing date.

In addition, Everton shall reserve and allot a total of 4,000,000 Shares (the "Supplemental Shares") 2,000,000 of which will be issued on a pro rata basis, on each of the 18th and 24th month anniversaries of the closing date or earlier if the concessions are granted prior to these dates. The total number of Supplemental Shares to be issued may be reduced should concession applications be denied.

The private placement remains outstanding and consolidation of common shares on a five for one basis will be completed upon completion of the \$1.5 million private placement.

On November 7, 2013, the Company reported that Hecla Quebec Inc. ("Hecla"), a wholly owned subsidiary of Hecla Mining Company, has announced its intent to renew for a third year its option on the Opinaca A & B and Wildcat (1 to 7) gold properties located in the Eleonore mining camp, James Bay region, Quebec.

Hecla has the option to earn up to 60% interest in the Opinaca properties from Everton and Azimut Exploration Inc., each company currently owning a 50% interest in the properties. Hecla has the option to earn up to a 65% interest in the Wildcat properties from Everton. Everton has a 100% undivided interest in the Wildcat properties.

According to the original agreement, Hecla was required to perform \$6,000,000 of work expenditures on Opinaca including 5,000 metres of diamond drilling over four years to earn an initial 50% interest and was required to perform \$3,250,000 of expenditures on Wildcat. While the terms to earn the initial 50% interest on both the Opinaca and Wildcat properties remain the same, the work schedule has been extended by two years. So far, approximately \$3,200,000 has been spent on Opinaca and \$ 1,800,000 on Wildcat.

On November 21, 2013, the Company announced that they have completed the previously announced transaction whereby Everton has acquired Brigus' remaining interest in the Ampliación Pueblo Viejo II ("APV"), 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. Please see the Acquisition of Linear Gold Caribe SA From Brigus Gold Corp section above.

On December 5, 2013, the Company announced that it is arranging a non-brokered private placement of up to 36,363,636 "flow-through" common shares at an issue price of \$0.055 per share and up to 20,000,000 units at an issue price of \$0.05 per unit, for aggregate maximum gross proceeds to Everton of up to \$3,000,000. Each unit will be comprised of one common share and of one-half (1/2) of a common share purchase warrant. Each whole warrant will entitle the holder to acquire one additional common share of Everton, at a price of \$0.10 per share, for a period of 18 months following the closing of the private placement. As at January 31, 2014, the non-brokered private placement has not yet closed.

Exploration Activities

Details of the Company's exploration expenditures during year ended October 31, 2013, are included in the notes to the annual consolidated financial statements and are capitalized under *exploration and evaluation assets* in

accordance with the Company's accounting policies. The Company incurred exploration expenditures of \$203,611 and \$916,212 during the three and twelve months ended October 31, 2013.

Mineral Property Book Value

At the end of each quarter, management reviews the carrying values of its resource properties to determine whether any indicators of impairment exist and if so, considers whether any write-downs are necessary. As at October 31, 2013, management has reviewed the its exploration plans for Maimon, Cuance, Los Hojanchos, and Jobo Claro property in the DR moving forward and due to current economic conditions as well as a lower ranking priority, an impairment of \$3,158,604 was recorded. Management has also written off all deferred exploration on the Company's La Patilla, Corralitas, and other properties (grouped in other properties on the financial statements) as these projects no longer fit the Company's strategic plan. A write-off of \$237,367 was recorded in relating these projects.

Summary of exploration costs incurred per property for the year ended October 31, 2013

Dominican Republic

	Los		Ponton	La Cueva	Jobo		Maimon		Ampliacion	La Lechoza	Pun	Other	Total
	Cuance	Hojanchos			Claro	Copper							
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
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													
Project consulting	-	-	-	-	-	-	10,800	-	-	8,400	19,200		
Geophysical survey	862	727	975	1,383	2,817	8,636	32,282	-	580	-	48,262		
Geological survey	4,395	1,744	102,078	6,389	6,572	12,822	321,171	-	106,777	26,944	588,892		
Geochemical survey	-	-	19,350	-	-	-	16,794	-	6,015	5,300	47,459		
Report preparation	10,000	10,000	500	10,039	10,000	-	26,500	10,000	-	4,001	81,040		
Renewal of licenses and permits	5,293	-	37,975	-	1,349	4,872	11,041	-	272	-	60,802		
General field expenses	14,210	200	2,865	2,335	-	-	23,420	-	1,010	26,516	70,557		
	34,760	12,671	163,743	20,146	20,738	26,330	442,008	10,000	114,654	71,161	916,212		
Deductions													
Write-downs	1,060,277	338,447	-	-	558,268	899,333	-	-	-	237,365	3,093,690		
	1,060,277	338,447	-	-	558,268	899,333	-	-	-	237,365	3,093,690		
Balance - end	-	-	670,428	994,719	-	-	6,945,450	929,056	383,996	-	9,923,650		

Summary of exploration costs incurred per property for the year ended October 31, 2012

Dominican Republic

	Los		La Cueva	Jobo		Maimon		Ampliacion	La Lechoza	Pun	Other	Total
	Cuance	Hojanchos		Claro	Copper							
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
Balance - beginning	1,021,392	324,674	940,566	536,457	869,827	5,537,514	908,752	570	389,746	10,529,498		
Additions												
Drilling	3,397	993	4,844	772	2,690	449,498	3,903	45,710	81,510	593,317		
Project consulting	-	-	-	-	-	2,233	-	-	23,302	25,535		
Geophysical survey	-	-	-	-	-	49,973	-	-	-	49,973		
Geological survey	419	109	10,640	301	396	357,372	-	84,178	89,658	543,073		
Geochemical survey	310	-	389	-	-	41,035	-	104,414	24,758	170,906		
Report preparation	-	-	17,907	-	-	48,638	300	-	-	66,845		
Resources estimate	-	-	-	-	-	-	6,101	-	-	6,101		
Renewal of licenses and permits	-	-	227	-	90	1,827	-	-	26,064	28,208		
General field expenses	-	-	-	-	-	15,352	-	34,470	37,850	87,672		
	4,126	1,102	34,007	1,073	3,176	965,928	10,304	268,772	283,142	1,571,630		
Balance - end	1,025,518	325,776	974,573	537,530	873,003	6,503,442	919,056	269,342	672,888	12,101,128		

Summary of exploration costs incurred per property for the year ended October 31, 2013

Canada

	Opinaca	Wildcat	Hot Springs	Total
	\$	\$	\$	\$
Balance - beginning	2,754,707	1,125,390	89,097	3,969,194
Deductions				
Option payments	-	-	20,000	20,000
	-	-	20,000	20,000
Balance - end	2,754,707	1,125,390	69,097	3,949,194

Summary of exploration costs incurred per property for the year ended October 31, 2012

Canada

	Shoal Lake West	Shoal Lake East (Machin)	Shoal Lake East (KPM)	Opinaca	Wildcat	Hot Springs	Total
	\$	\$	\$	\$	\$	\$	\$
Balance - beginning	1,598,224	278,421	125,485	2,754,706	1,125,390	119,763	6,001,989
Additions							
Report preparation	-	-	-	-	-	2,500	2,500
Renewal of licenses and permits	103	102	103	-	-	11,835	12,143
	103	102	103	-	-	14,335	14,643
Deductions							
Tax credits	-	-	-	-	-	-	-
Option payments	-	-	-	-	-	45,000	45,000
Write-downs	1,598,327	278,523	125,588	-	-	-	2,002,438
	1,598,327	278,523	125,588	-	-	45,000	2,047,438
Balance - end	-	-	-	2,754,706	1,125,390	89,098	3,969,194

Dominican Republic Properties

The Company is in the process of seeking strategic partnerships to advance the exploration of its Dominican Republic property portfolio. During the quarter ended October 31, 2013, the Company incurred \$203,611 of exploration expenditures on its Dominican exploration properties. The expenditures were primarily geological expenditures such as mapping, rock and soil sampling.

Summary of exploration costs and write-downs incurred per property for the three months ended October 31, 2013

	Los		Ponton	Jobo		Maimon	Ampliacion	La Lechoza	Pun	Other	Total
	Cuance	Hojanchos		Claro	Copper						
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Exploration expenses:											
Geophysical survey	862	727	975	1,383	2,817	8,636	32,282	-	580	-	48,262
Geological survey	-	-	1,599	-	(263)	1,000	58,667	-	41,383	-	102,386
Report preparation	5,000	5,000	500	5,000	5,000	-	21,466	5,000	-	-	46,966
General field expenses	-	-	2,793	-	-	-	1,290	-	-	1,913	5,997
	<u>5,862</u>	<u>5,727</u>	<u>5,867</u>	<u>6,383</u>	<u>7,554</u>	<u>9,636</u>	<u>113,705</u>	<u>5,000</u>	<u>41,963</u>	<u>1,913</u>	<u>203,611</u>
Deductions:											
Write-downs	1,060,277	338,447	-	-	558,268	9,636	-	-	-	148,442	2,115,070
	<u>1,060,277</u>	<u>338,447</u>	<u>-</u>	<u>-</u>	<u>558,268</u>	<u>9,636</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>148,442</u>	<u>2,115,070</u>
Net exploration expenses:	<u>(1,054,415)</u>	<u>(332,720)</u>	<u>5,867</u>	<u>6,383</u>	<u>(550,714)</u>	<u>-</u>	<u>113,705</u>	<u>5,000</u>	<u>41,963</u>	<u>(146,529)</u>	<u>(1,911,459)</u>

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.

The exploration licenses are currently granted by the Ministry of Industry and Commerce, with expiration date on April 7, 2014. The Company intends to extend the exploration license after expiration.

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

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 temporarily 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, and has earned a 50% interest in the Ponton (Loma Hueca Concession).

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 is required to make a payment of US\$50,000 on the first (paid), second (paid) and third anniversaries of the option (not yet paid). 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

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. On November 21, 2013, the Company signed a share purchase agreement, whereby the Company acquires Brigus' remaining interest in the property. Everton currently own a 100% interest in the property.

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, sulfide-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 holds the concessions permits as of October 31, 2013.

La Cueva (formerly called Loma el Mate)

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. On November 21, 2013, the Company signed an amended share purchase agreement. The terms of the agreements are described in Note 7 of the audited annual financial statements.

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.

Cuance, Corralitos, Piedra Blanca, Maimon and Los Hojanchos

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 the Company wrote down the cost of Cuance, Los Hojanchos, Corralitos, Piedra Blanca, Maimon Group of concessions, and Jobo Claro concessions to \$Nil as there are no exploration program scheduled for these projects in the near future budgets or plans. The Company has retained these concessions and fully intends to re-evaluate exploration activities on them in the future.

The exploration licenses are currently in the process of being renewed from the Ministry of Industry and Commerce in Dominican Republic. Management expects the licenses to be renewed in the near future.

Canadian Properties

During the quarter ended July 31, 2013, the Company did not incur any exploration expenditures on its Canadian exploration properties. The Company received option payments on its Hot Springs (\$20,000), and Opinaca (\$60,000) properties. The Hot Springs option payment was received by Electra Gold in the form of 2,000,000 common shares (refer to Note 8 in the financial statements).

The Companies Canadian properties are as follows:

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 419 and 220 claims respectively, covering 338 km².

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 Hecla Mining Company, formerly Aurizon Mines Ltd., ("Hecla") whereby Hecla 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.

Hecla 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.

Hecla 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, Hecla 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, Hecla shall make a payment of \$1,500,000 (\$750,000 to Everton), payable in Hecla common shares, subject to regulatory approval. During the summer of 2012 Hecla 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 403 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 Hecla whereby Hecla 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.

Hecla 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. Hecla 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, Hecla 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, Hecla shall make a payment of \$1,500,000 payable in Hecla common shares, subject to regulatory approval.

On January 12, 2011, The Company announced Hecla's plans to spend \$3.6 million, which includes 7,200 metres of drilling, on the Opinaca-Wildcat Properties. Hecla 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 Hecla 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.

As of October 31 2013, cumulative expenses on the Wildcat and Opinanca property were approximately \$4,900,000, split between Opinaca (\$3,200,000) and Wildcat claims blocks (\$1,700,000).

Hecla'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.

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 kilometer-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 Hecla'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 Hecla renewed its option for a second year on the Wildcat (1 to 7) and the Opinaca (A, B and B-North) properties. On November 7, 2013, the Company announced that Hecla renewed its option for a third year on the Wildcat (1 to 7) and the Opinaca (A, B, and B-North) properties.

b) British Columbia

Hot Springs

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 consolidated 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 October 31, 2013	Three Months Ended October 31, 2012	Year Ended October 31, 2013	Year Ended October 31, 2012
	\$	\$	\$	\$
Statement of Comprehensive Income				
Loss From Operations	(2,605,030)	(1,906,682)	(4,567,313)	(6,301,088)
Interest and Other Income	290,617	252,344	700,513	1,102,940
Net Loss before tax	(2,314,413)	(1,654,338)	(3,866,800)	(5,198,148)
Total Comprehensive loss	(5,188,778)	(2,156,463)	(6,335,774)	(6,465,329)
Basic and Diluted Loss Per Common Share	(0.02)	(0.01)	(0.03)	(0.05)
Basic and Diluted Weighted Average Number of Shares Outstanding	148,654,225	127,750,964	147,881,622	115,739,533

	Three Months Ended October 31, 2013	Three Months Ended October 31, 2012	Year Ended October 31, 2013	Year Ended October 31, 2012
	\$	\$	\$	\$
Statement of Cash Flows				
Net Cash Used In Operating Activities	(205,276)	(88,792)	(924,516)	(782,237)
Net Cash (used in) Provided By Investing Activities	(210,932)	(591,163)	84,099	(320,234)
Net Cash Provided By Financing Activities	60,000	1,605,980	60,000	1,605,980
(Decrease) Increase In Cash	(403,354)	834,289	(827,563)	411,773

Statement of Financial Position Summary	October 31, 2013	October 31, 2012
Cash	531,174	1,358,737
Marketable Securities	68,200	2,361,357
Mineral Exploration Properties	2,282,355	2,644,635
Exploration and Evaluation Assets	13,872,843	16,070,322
Shareholders' Equity	17,118,925	23,331,556
Total Assets	18,093,794	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 THREE MONTHS AND YEAR ENDED OCTOBER 31, 2013

Operating Expenses

During the three month periods ended October 31, 2013 and 2012, the Company's losses from operations were \$2,605,030 and \$1,906,682 respectively. This increase was mostly attributable to the following changes:

- Write-down of mineral and exploration properties and exploration and evaluation assets during the three month period ended October 31, 2013, was \$1,726,667 and \$2,417,335 in the three month period ended October 31, 2012. The 2013 write-down was due to management's assessment of three properties in the Dominican Republic in which exploration would be deferred to a later date in which additional financing would be available to continue exploration as well as minor properties which no longer fit the Company's exploration plans.

Operating expenses totaled \$4,567,313 during the year ended October 31, 2013, \$6,301,088 for the year ended October 31, 2012. The decrease in operating expenses during the year ended October 31, 2013, is mainly attributed to the following:

- Write-down of mineral and exploration properties and exploration and evaluation assets during the year ended October 31, 2013, was \$3,395,971 and \$4,975,989 in the year ended October 31, 2012. The 2013 write-down was due to management's assessment of properties in the Dominican Republic which were deemed secondary by management and would only be further explored when funds were available as well as a few properties that no longer fit the Company's exploration plans. The write-down in Q3 2012 relates to the write-off of the Shoal Lake East properties due to a dispute with the optionors.
- General and administration expenses during the year ended October 31, 2013, was \$204,140 and \$76,343 in the year ended October 31, 2012. The increase was due to the write-off of long outstanding accounts receivable in 2013 and differences resulted from foreign currency fluctuation.
- Stock-based compensation for the year ended October 31, 2013, was \$12,099 compared to \$190,389 in 2012. 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. Of the 900,000 stock options granted, 500,000 options were granted as part of the purchase of the Labrador Trough option rather than expensed as stock based compensation. The Company granted 2,500,000 options during the year ended October 31, 2012.
- Management fees, salaries and benefits were \$354,826 and \$562,660 respectively for the years ended October 31, 2013, and 2012. The reason for the decrease in costs was due to a salary reduction from the CEO as well as a reduction in staff at the end of 2012.
- Settlement of royalty was \$111,044 and \$NIL respectively for the years ended October 31, 2013, and 2012. The 2013 settlement 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 third quarter 2013.

Other income

During the year ended October 31, 2013, and 2012, the Company realized other income of \$700,513 and \$1,102,940, respectively. The difference in net loss is mostly attributable to the following:

- In the year ended October 31, 2013, the net gain on the sale of Focus shares was \$702,000 on the sale of 3,300,000 shares of Focus for net proceeds of \$900,000. In the year ended October 31, 2012 the Company sold 1,500,000 shares of Focus for net proceeds of \$1,099,014, realizing a gain of \$1,009,014.

QUARTERLY INFORMATION

The following summarized financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's interim consolidated statements for those periods.

Quarter Ended	Interest and Other Income	Net (Loss) Earnings after tax	Basic and Diluted Earnings (Loss) per Common Share
	\$	\$	\$
31/10/2013	4,835	(2,950,251)	(0.03)
31/07/2013	1,084	(260,339)	(0.00)
30/04/2013	(1,339)	(957,816)	(0.01)
31/01/2013	1,931	(184,824)	(0.00)
31/10/2012	(604)	(2,153,177)	(0.02)
31/07/2012	717	(3,131,177)	(0.03)
30/04/2012	5,234	(194,981)	(0.00)
31/01/2012	2,884	(216,855)	(0.00)
31/10/2011	3,997	7,542	0.00

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital deficit, excluding marketable securities totals \$285,157 as at October 31, 2013 (surplus of \$1,065,606 as at October 31, 2012), including \$531,174 in cash and cash equivalents

During the year the Company expended \$924,516 (\$782,237 – 2012) on operating activities, and received cash of \$84,099 (expended \$320,234 – 2012) in investing activities and \$60,000 (\$1,605,980 - 2012) from financing activities.

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. In October 2012 the Company has exercised its arbitration in the option agreement to have the amounts and timing of the remaining option payments adjusted. As at the date of this MDA no settlement has been reached through the arbitration. The Company has ceased all outstanding payments until arbitration has been completed and a favorable amendment to the option agreement has been reached. Should the arbitration lead to an unfavorable outcome, the Company can elect to return the claims in lieu of making any cash payments.

OFF BALANCE SHEET ARRANGEMENTS

As of October 31, 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

Key management compensation

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

	Year ended October 31 2013	Year ended October 31 2012
	\$	\$
Consulting fees and salaries (including bonuses) (1)	211,000	333,108
Benefits	5,999	6,333
Share-based compensation	-	78,000
	216,999	417,441

- (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, accounts payable and accrued liabilities. The fair value of cash, accounts receivable, 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 Consolidated Financial Statements requires management to make estimates and assumptions about the future that affect the amounts recorded in the Consolidated 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, 2013.

CHANGE IN ACCOUNTING POLICIES

The Company prepared its annual consolidated financial statements for the year ended October 31, 2013, in accordance with IFRS. There were no significant changes in accounting policies during the three months ended October 31, 2013.

OUTSTANDING SHARE DATA

Common shares and convertible securities outstanding at February 4, 2014, consist of:

Securities	Expiry Date	Range of Exercise Price	Number of Securities Outstanding
Common shares	-	-	148,654,225
Options	Up to March 21, 2018	\$0.10 to \$0.40	6,737,000
Warrants	Up to August 24, 2015	\$0.08 to \$0.40	24,522,795

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 in 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.

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 October 31, 2013, the Company had a working capital deficit excluding marketable securities and warrants of \$285,157, including \$531,174 in cash. The Company is currently seeking an arbitration process to have the Shoal Lake East option payments deferred to later periods.

On April 30, 2013, Everton settled the legal claim launched by Focus Graphite Inc. ("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 were 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 the Focus common shares on May 27, 2013, at which time, Everton closed the second and final tranche of the transaction, which resulted in gross proceeds of \$300,000.

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.

Post Reporting Date Events

Refer to section "Acquisition of Linear Gold Caribe SA From Brigus Gold Corp." for discussion relating to closing of acquisition of Linear Gold Caribe SA subsequent to year end.

Refer to section "Significant Events during the Three Months ended October 31, 2013 and up to February 4, 2014" for discussion of non-brokered private placement announced on December 5, 2013.

Refer to section "Canadian Properties" for discussion of Hecla's renewal for a third year, relating to the Opinaca A& B and Wildcat (1 to 7) properties.

ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

This Management's Discussion and Analysis has been prepared as of February 4, 2014. Additional information on the Company is available through regular filings of news releases and financial statements on SEDAR (www.sedar.com).

(s) André Audet

Chairman of the Board and Chief Executive Officer

(s) Sabino Di Paola

Chief Financial Officer