EVERTON RESOURCES INC.
(An exploration stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended January 31, 2014

EVERTON RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THREE MONTHS ENDED JANUARY 31, 2014

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 March 27, 2014, should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended January 31, 2014 as well as the 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 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 Venture Exchange ("TSX Venture") under the symbol "EVR". The Company's head office is in Orleans, Ontario.

Significant Events during the Three Months ended January 31, 2014 and up to March 27, 2014

Corporate Developments

Share Consolidation

On February 25, 2014, the Company, the TSX Venture approved the consolidation of the Company's common shares on a basis of one (1) post-consolidation common share for each five (5) pre-consolidation common shares. All share capital, share option and warrant data, including number and price, give retroactive effect to reflect the share consolidation in these consolidated financial statements.

Equity Financings

On March 7, 2014, the Company announced the closing of the following private placements:

(i) 5,000,000 "flow-through" common shares at an issue price of $0.20 per share, for aggregate gross of $1,000,000. This private placement had no warrants or finders' fees associated with the issuance of the shares.

(ii) 379 “hard dollar” units (“Units”) at an issue price of $1,000 per Unit, for aggregate gross proceeds of $379,000. Each Unit consists of 5,000 common shares at an issue price of $0.20 per share and 5,000 common share purchase warrants, each warrant entitling the holder thereof to acquire one additional common share of Everton at a price of $0.35 per share for a period of 24 months.

Stock Option Cancellation and Grant

On March 9, 2014, stock options to purchase up to 85,000 common shares of the Company at a price of $0.50 per share expired.

On March 11, 2014, the Company granted options to purchase up to 1,365,000 common shares of the Company to its Officers, Directors, and an employee at a price of $0.20 per share for a period of five years ending March 11, 2019.

Exploration and Development

Acquisition of Linear Gold Caribe SA from Brigus Gold Corp.

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 March 19, 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.

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”) through the purchase of Linear Gold Caribe SA (“Linear Gold”).

Amended Share Purchase Agreement

On November 21, 2013, pursuant to a share purchase agreement entered into by the parties, the purchase price of Linear Gold was reduced from the October 21, 2012 amount of $1,000,000 payable in two (2) equal installments of $500,000 to $175,000 in cash and 1,200,000 in common shares of Everton (issued December 13, 2013).

On December 13, 2013, the promissory note was amended to be the greater of CAD$5 million or the value of 1,000,000 common shares of Everton payable in cash. Everton no longer has the option to pay the note in common shares.

On March 19, 2014, the Company received final approval from the TSX Venture for the acquisition of Linear Gold. The Company now holds an undivided interest in the APV, Punton, and La Cueva concessions.

Amendment to Opinaca Option with Hecla Mining Company (“Hecla”)

On November 1, 2013, Everton and Azimut Exploration signed an amendment to the option agreement dated November 15, 2011.

Under the amended terms to earn its 50% interest in the property, Hecla must make cash payments totaling $240,000 ($120,000 to Everton) and incur exploration expenditures of $6,000,000 over four years, including 3,800 meters of drilling by the November 15, 2013 and 1,200 meters of drilling by November 15, 2014.

Date		Cash payments		Exploration expenditures	Meters of drilling
On approval from the TSX Venture Exchange (received)	$	50,000	$	-	-
On November 15, 2012 (received and expenses incurred)	$	60,000	$	1,000,000	-
On November 15, 2013 (received and expenses incurred)	$	60,000	$	2,190,000	3,800
On November 15, 2014	$	60,000	$	350,000	1,200
On November 15, 2015	$	60,000	$	820,000	-
On November 15, 2016	$	-	$	820,000	-
On November 15, 2017	$	-	$	820,000	-
	$	290,000	$	6,000,000	5,000

Amendment to Wildcat Option with Hecla

On November 1, 2013, Everton signed an amendment to the Wildcat option agreement dated October 13, 2010.

Subsequently, on February 7, 2014, Everton signed a second amendment to the Wildcat option agreement. The second amendment changes the timing and the amount of the exploration expenditures.

Subsequently on February 7, 2014, Everton signed a second amendment to the Wildcat option agreement. The amendment changes the timing and the amount of the exploration expenditures, in accordance with the following schedule: (Note 17)

(a) $500,000 on or before October 13, 2011;

(b) $1,280,000 of work expenditures (including a minimum of 2,093 meters of drilling) on or before October 13, 2012;

(c) $1,000,000 of work expenditures (including a minimum 907 meters of drilling) on or before October 13, 2014. The work expenditures would be incurred by Everton and deemed to have been spent by Hecla. In regards to funding these expenditures Everton completed a flow through financing on March 7, 2013 (refer to note 8 &17). In consideration Everton agreeing to incur the expenditures, Hecla made an option payment of $700,000; and

The option to earn an additional 15% undivided interest ("second option"), for an aggregate 65% undivided interest in the Property, upon the completion has been replaced by the following:

- Making annual cash payments of $100,000 over a period of 3 years from the Election Date, for a total of $300,000;
- Incurring minimum aggregate expenditures of $2,500,000 over a period of 3 years from the Election Date, a minimum of $500,000 to be incurred in the first year and a minimum of $1,000,000 in both years two and three; and
- Delivering a preliminary feasibility study prepared by an independent qualified person (within the meaning ascribed to such terms in NI 43-101) on or before the fourth anniversary of the Election Date.

Amendment to Hot Springs Option with Electra Gold Ltd.

On March 14, 2014, the Company amended the terms of the option agreement with Electra Gold. The adjustment of payments requires the Optionee (1) to issue an addition 2,000,000 of its Common Shares as at the respective 5th and 6th anniversaries of the Hot Springs Agreement of June 5, 2012, (2) to adjust the cash payments to a total of $1,775,000 as set out in the Amending Agreement and (3) to adjust the expenditures to amounts totalling $400,000 as set out in the Amending Agreement.

The Option Agreement as amended continues Electra's right to explore and acquire the Hot Springs property subject to Electra's issuing common shares, making cash payments and incurring expenditures on the property as follows:

Date	shares		payments		expenditures
On approval from the TSX Venture Exchange (received & incurred)	2,000,000	$	25,000	$	50,000
On June 5, 2013 (received & incurred)	2,000,000	$	-	$	50,000
On June 5, 2014 (or sooner upon financing)	2,000,000	$	25,000	$	50,000
On June 5, 2015	2,000,000	$	25,000	$	150,000
On June 5, 2016	2,000,000	$	50,000	$	100,000
On June 5, 2017	2,000,000	$	50,000	$	-
On June 5, 2018	2,000,000	$	100,000	$	-
On June 5, 2019	10,000,000	$	500,000	$	-
On completion of a feasibility study	-	$	1,000,000	$	-
	24,000,000	$	1,775,000	$	400,000

Exploration Activities

Details of the Company's exploration expenditures during three months ended January 31, 2014, are included in the notes to the condensed consolidated interim financial statements and are capitalized under *exploration and evaluation assets* in accordance with the Company`s accounting policies. The Company incurred exploration expenditures of $107,730 during the three months ended January 31, 2014.

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 January 31, 2014, management has reviewed its exploration plans for Maimon, Cuance, Los Hojanchos, and Jobo Claro properties in the Dominican Republic moving forward and due to current economic conditions as well as a lower ranking priority, an impairment of $11,871 was recorded.

The carrying value of the Opinaca property under Mineral Exploration Properties was reduced by $60,000 as a result of the receipt of a $60,000 option payment during the three months ended January 31, 2014.

Summary of exploration costs incurred per property for the three months ended January 31, 2014

Dominican Republic

	Cuance	Los Hojanchos	Ponton	La Cueva	Jobo Claro	Maimon Copper	Ampliacion	La Lechoza	Pun	Other	Total
	$	$	$	$	$	$	$	$	$	$	$
Balance - beginning	-	-	670,428	994,719	-	-	6,932,153	929,056	383,996	13,297	9,923,649
Additions											
Project consulting	-	-	-	-	-	-	-	-	-	(4,200)	(4,200)
Geophysical survey	-	-	-	-	512	773	87,420	-	1,294	-	89,999
Geological survey	-	-	2,619	1,163	2,806	6,215	(12,501)	-	1,295	2,268	3,865
Geochemical survey	-	-	-	-	-	-	-	-	-	-	-
Report preparation	-	-	-	-	-	-	15,000	-	-	-	15,000
Renewal of licenses and permits	-	-	-	-	-	-	217	-	-	-	217
General field expenses	-	-	-	-	-	-	1,282	-	-	1,566	2,849
	-	-	2,619	1,163	3,318	6,988	91,418	-	2,589	(366)	107,730
Deductions											
Write-downs	-	-	-	-	3,318	6,988	-	-	-	1,565	11,871
	-	-	-	-	3,318	6,988	-	-	-	1,565	11,871
Balance - end	-	-	673,047	995,882	-	-	7,023,572	929,056	386,585	11,366	10,019,508

Summary of exploration costs incurred per property for the three months ended January 31, 2013

Dominican Republic

	Cuance	Los Hojanchos	La Cueva	Jobo Claro	Maimon Copper	Ampliacion	La Lechoza	Pun	Other	Total
	$	$	$	$	$	$	$		$	$
Balance - beginning	1,025,517	325,776	974,573	537,530	873,003	6,503,442	919,056	269,342	672,888	12,101,128
Additions										
Drilling	-	199	2,462	-	-	19,858	-	1,010	73,450	96,979
Project consulting	-	-	-	-	-	12,938	-	-	6,347	19,285
Geophysical survey	-	-	-	-	-	551	-	-	-	551
Geological survey	200	-	8,980	3,253	3,474	156,154	-	5,316	39,489	216,866
Geochemical survey	-	-	-	-	-	9,931	-	4,770	5,273	19,974
Report preparation	-	-	1,990	-	-	-	-	-	-	1,990
Resources estimate	-	-	-	-	-	-	-	-	-	-
Renewal of licenses and permits	-	-	-	-	-	-	-	-	-	-
General field expenses	-	-	-	1,940	8,073	1	86,225	-	-	96,239
	200	199	13,432	5,193	11,547	199,433	86,225	11,096	124,559	451,884
Balance - end	1,025,717	325,975	988,005	542,723	884,550	6,702,875	1,005,281	269,342	797,447	12,553,012

Summary of exploration costs incurred per property for the three months ended January 31, 2014

Canada

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

Summary of exploration costs incurred per property for the three months ended January 31, 2013

Canada

	Opinaca	Wildcat	Hot Springs	Total
	$	$	$	$
Balance - beginning	2,754,706	1,125,390	89,097	3,969,193
Additions				
Report preparation	-	-	-	-
Renewal of licenses and permits	-	-	-	-
	-	-	-	-
Deductions				
Tax credits	-	-	-	-
Option payments	-	-	-	-
Write-downs	-	-	-	-
	-	-	-	-
Balance - end	2,754,706	1,125,390	89,097	3,969,193

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 January 31, 2014, the Company incurred $107,730 of exploration expenditures on its Dominican exploration properties. The expenditures were primarily geological expenditures such as mapping, rock and soil sampling.

The Companies Dominican Republic properties are as follows:

APV Project

a) Acquisition history

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

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 240,000 common shares over a three-year period. During the year ended October 31, 2010, all remaining conditions were met and the Company earned its initial 50% interest in the property.

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

On November 21, 2013, the Company signed a share purchase agreement 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.

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.

On March 19, 2014, the Company received final approval from the TSX Venture for the acquisition of Linear Gold Caribe and as a result holds an undivided interest in the APV concession.

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 temporally halted to allow the geological team in the DR to compile and evaluate all the information generated by the drill program to date in order to facilitate prioritizing the drill targets. The Company also engaged a multidisciplinary academic research team to conduct a thorough petrographic, mineralogical and geochemical study of the intrusive rocks under the La Cuava 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 Master’s 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.

On March 19, 2014, Everton announced start of a core drilling program on its 100% owned Ampliación Pueblo Viejo concession located adjacent to the Pueblo Viejo gold deposit (Barrick/Goldcorp) in the Central Dominican Republic.

The program will consist of a series of 10-15 holes, 200 to 300 meters deep, along the boundary of the concession to the East and North to explore the mineralized structures that may extend from the Monte Negro and Arroyo Hondo pits of the Pueblo Viejo complex. These structures have been interpreted from a combination of detailed geological mapping, soils and rock geochemistry, and ground and airborne geophysics.

Everton Resources and Energold Drilling Corp. have entered into a diamond drilling contract for the Ampliación Pueblo Viejo property. This drilling program is expected to continue into April and further drilling plans will be announced sequentially.

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 40,000 common shares over a three-year period. The Company has made the US$100,000 and issued the 40,000 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 60,000 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.

On March 19, 2014, the Company received final approval from the TSX Venture for the acquisition of Linear Gold Caribe and as a result holds an undivided interest in the Ponton concession.

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, sulfides-cemented hydrothermal breccia and bedded jasperoid.

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

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

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

Pun

During the fiscal year 2012 Everton has conducted data compilation from previous exploration programs in the PUN concession, new geologic mapping, systematic stream sediments, soils and rock sampling and trenching. The results of these activities have outlined significant geochemical anomalies in the central and northern parts of the concession, extensions of known anomalies in the Ponton concession, which are targeted to be followed up by drilling as soon as environmental permits are obtained. The Company 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 40,000 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.

On March 19, 2014, the Company received final approval from the TSX Venture for the acquisition of Linear Gold Caribe as a result holds an undivided interest in the La Cueva concession.

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.

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 January 31, 2014, the Company did not incur any exploration expenditures on its Canadian exploration properties. The Company received option payments on its Opinaca properties $60,000.

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 km^2.

On November 7, 2013 the Company announced that Hecla Quebec Inc., a wholly owned subsidiary of Hecla, informed Everton of its intent to renew its option on the Opinaca A & B and Wildcat (1 to 7) gold properties, for a third year, 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 (see news release of September 16, 2010), Aurizon Mines (now 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 March 17, 2014, The Company announced that the Wildcat option agreement was amended to defer the timing and the amount of exploration commitments required by Hecla to earn a 50% interest in the Wildcat properties. Under the original agreement, Hecla had to incur $1,470,000 of exploration expenditures by November 2015. Under the amendment, Hecla will have to incur $2,780,000 of exploration expenses by November 2017. Of this revised amount, Everton will be required to incur $1,000,000 by December 31, 2014, which will be deemed to have been incurred by Hecla. Everton will fund this amount from its recent $1,000,000 flow-through financing (see news release March 7, 2014).

In consideration for Everton agreeing to incur $1,000,000 of exploration related expenditures during 2014, Hecla has made a one-time option payment to Everton of $700,000.

The second option to allow Hecla to increase its interest from 50% to 65% was also amended to decrease the exploration expenditure requirement from $3,000,000 to $2,500,000.

Wildcat exploration program

Hecla plans to drill approximately 2,900 metres, split between two targets previously defined by till sampling and prospecting. In both cases, rock characteristics observed in the field show similarities with the Goldcorp's Eleonore Mine. The Wildcat 1 and Wildcat 4 targets are located 20 km west and 40 km south-east of Eleonore respectively, along the same regional gold bearing structure. During this upcoming summer, approximately $500,000 will be spent on till sampling and prospecting to follow up on prospective areas targeted with gold in till anomalies. The sampling program is designed to progress the merit of these targets to the point they require legitimate follow-up through a drilling program.

Opinaca exploration program

Hecla will start a 5-hole diamond drilling program totalling 1,200 metres on the Opinaca A property, adjacent to Goldcorp's Eleonore gold mine in James Bay region of Quebec.

The drilling program will test the Smiley target where a major gold anomaly in glacial sediments (till), associated with a gold-arsenic anomaly in soil, has been outlined by previous surveys. Located 8 km northeast of the

Eleonore mine, this 1-km-long target is associated with an E-W trending deformation corridor at the intersection with other subsidiary structures.

In 2014, Hecla intends to spend $350,000 on the Opinaca A & B properties, including $205,000 for this drilling program. Hecla has the option to earn up to a 60% interest in the properties from Azimut Exploration Inc. and Everton, each company currently owning a 50% interest in the 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.

On March 14, 2014, the Company amended the terms of the option agreement with Electra Gold. The adjustment of payments requires the Optionee (1) to issue an addition 2,000,000 of its Common Shares as at the respective 5th and 6thAnniversaries of the Hotspring Agreement of June 6th, 2012, (2) to adjust the cash payments to a total of $1,775,000 as set out in the Amending Agreement and (3) to adjust the Expenditures to the amounts totalling $400,000 as set out in the Amending Agreement.

The Option Agreement as amended continues Electra's right to explore and acquire the Hot Springs Property subject to Electra's issuing common shares, making cash payments and incurring expenditures on the property as follows:

Date	Common shares		Cash payments		Exploration expenditures
On approval from the TSX Venture Exchange (received & incurred)	2,000,000	$	25,000	$	50,000
On June 5, 2013 (received & incurred)	2,000,000	$	-	$	50,000
On June 5, 2014 or sooner upon financing	2,000,000	$	25,000	$	50,000
On June 5, 2015	2,000,000	$	25,000	$	150,000
On June 5, 2016	2,000,000	$	50,000	$	100,000
On June 5, 2017	2,000,000	$	50,000	$	-
On June 5, 2018	2,000,000	$	100,000	$	-
On June 5, 2019	10,000,000	$	500,000	$	-
On completion of a feasibility study	-	$	1,000,000	$	-
	24,000,000	$	1,800,000	$	400,000

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 interim financial statements of the Company, which were prepared in accordance with IFRS as described in the change in Accounting Policies Section.

SELECTED FINANCIAL DATA

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013
	$	$
Statement of Comprehensive Income		
Loss From Operations	(265,728)	(319,765)
Interest and Other Income	12,015	134,941
Net Gain (Loss) after tax	452,136	(184,824)
Total Comprehensive Gain (Loss)	452,136	(349,824)
Basic and Diluted Loss Per Common Share	0.01	(0.01)
Basic and Diluted Weighted Average Number of Shares Outstanding	30,383,019	29,330,845

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	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013
Statement of Cash Flows	$	$
Net Cash (used In) provided by Operating Activities	(177,151)	11,475
Net Cash used in Investing Activities	(79,912)	(298,337)
Net Cash Provided By Financing Activities	60,000	60,000
Decrease In Cash	(206,075)	(376,240)

Statement of Financial Position Summary	**January 31, 2014**	**October 31, 2013**
Cash	325,099	531,174
Marketable Securities	54,000	68,200
Mineral Exploration Properties	2,222,355	2,282,355
Exploration and Evaluation Assets	13,968,702	13,872,843
Shareholders' Equity	17,811,061	17,118,925
Total Assets	18,131,703	18,093,794

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 ENDED JANUARY 31, 2014

Operating Expenses

During the three month periods ended January 31, 2014 and 2013, the Company's losses from operations were $265,728 and $319,765 respectively. This decrease was mostly attributable to a cost reduction strategy for

Everton Resources. The most significant decrease in operating expenses relates to $46,780 decrease in travel and promotion.

Tax recovery

- During the quarter the Company reversed an accrual for $705,849 of self-assessed withholding taxes on funds transferred to its Dominican subsidiaries. The Company received a report from a Dominican tax specialist in which it was determined that Everton was not subject to withholding taxes on funds transferred to subsidize the operations of its subsidiaries.

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
	$	$	$
31/01/2014	12,015	452,136	0.01
31/10/2013	4,835	(2,950,251)	(0.03)
31/07/2013	1,084	(260,339)	(0.05)
30/04/2013	(1,339)	(957,816)	(0.05)
31/01/2013	1,931	(184,824)	(0.01)
31/10/2012	(604)	(2,153,177)	(0.10)
31/07/2012	717	(3,131,177)	(0.12)
30/04/2012	5,234	(194,981)	(0.01)
31/01/2012	2,884	(216,855)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital surplus, excluding marketable securities totals $147,558 as at January 31, 2014 (deficit of $285,157 as at October 31, 2013), including $325,099 in cash and cash equivalents

During the quarter the Company expended $177,151 (provided $11,475 – 2013) on operating activities, and expended cash of $79,912 ($298,337 – 2013) in investing activities and received $60,000 ($60,000 - 2013) 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 January 31, 2014, the Company had no off balance sheet arrangements.

INVESTOR RELATIONS ACTIVITY

On March 5, 2014 the Company engaged Investor Cubed Inc. ("Investor Cubed") to provide investor relations and shareholder communications services. Investor Cubed will be focused on increasing investor awareness while introducing Everton to its network of investment advisors, investment dealers, institutions and other financial professionals.

In connection with the engagement, Investor Cubed has been awarded a consulting contract paying $5,000 per month for a term of twelve months. In addition, Investor Cubed has been granted options to purchase 80,000 shares of Everton at a price of $0.20 per share. The options will vest quarterly over a period of one year and will be governed by the provisions of Everton's stock option plan and policies of the TSX Venture.

PROPOSED TRANSACTIONS

In the normal course of business, the Company evaluates property acquisition transactions and, in some cases, makes proposals to acquire such properties. These proposals, which are usually subject to Board and sometimes regulatory and shareholder approvals, may involve future payments, share issuances and property work commitments. These future obligations are usually contingent in nature and generally the Company is only required to incur the obligation if it wishes to continue with the transaction.

On March 19, 2014, the Company received final approval from the TSX Venture for the acquisition of Linear Gold. In this transaction Everton has acquired Brigus remaining interest in the APV, La Cueva and Ponton concessions located in the Dominican Republic. In connection therewith, Everton acquired all of the issued and outstanding common shares of Linear Gold, a wholly-owned subsidiary of Brigus and registered titleholder of the Concessions. Everton is required to make final payment of $150,000 to Brigus.

On October 25, 2013 the Company entered into an agreement (the "Transaction") to acquire an Ontario-based private company (the "Target") which holds an option on six mining applications for concessions in the Dominican Republic (the "Option"). The Transaction, if completed, would expand Everton's overall land position in the Dominican Republic, complementing its already expansive property holdings in the country. The Transaction has been negotiated at arm's length.

Highlights of the Transaction are as follows:

- Transaction structured as an acquisition of shares of a private company which holds an option on six mining applications for concessions in the Dominican Republic;
- Everton will consolidate its common shares on a five for one basis (completed on February 25, 2014);
- In connection with the Transaction, PowerOne Capital Markets Limited has been engaged to complete a private placement at $0.20 per Share for minimum gross proceeds of $1 million to fund Dominican Republic activities. On March 7, 2014, a total of 379,000 had been completed.

<u>Description of the Dominican Republic mining applications</u>

The six mining exploration concessions in this Transaction are all under application. Five of the six concessions underlie a portion of the Cretaceous age Maimon Formation, which hosts the Cerro de Maimon volcanogenic massive sulphide ("VMS") polymetallic deposit. This block of concessions contains two historical prospects: Loma La Mina and La Parcela (San Antonio). Extensive exploration has been carried out at these areas including geochemistry, ground geophysics and diamond core drilling. None of the prospects contain a calculated National Instrument 43-101 compliant mineral resource estimate; however several mineralized intervals have been intersected in drilling and trenching. The sixth concession is located in the Los Ranchos Formation, which hosts the Pueblo Viejo epithermal gold-silver deposit.

Loma La Mina

Loma La Mina is located 6 km northeast of the Cerro de Maimon mine. The mineralization is hosted in chlorite and sericite schists which are part of the Maimon formation. The surface expression of the mineralization occurs as oxide (gossan) with anomalous gold and copper content. Visible copper oxide minerals can be collected right at surface. This prospect was worked in the colonial days and remnants of this operation such as tailings and slag are still evident.

La Parcela (San Antonio)

The prospect is located approximately 15 km southeast of the Cerro de Maimon mine and occurs in a similar stratigraphic setting, between contrasting lithologies of chlorite-epidote and quartz-sericite schists. The area has been mapped in detail and covered with extensive soils geochemistry, trenching and ground IP and magnetics geophysics. Several priority target areas have been delineated including La Parcela, Copper Zone, the 3600 Zone and the 1100 Zone, all over an extension of more than 4 km along strike. All these targets have been tested with shallow core drilling with encouraging results. Other potential targets as indicated by geochemistry and geophysics anomalies remain drill-untested.

Details of the Transaction

The Transaction is currently being structured as an amalgamation whereby a newly incorporated subsidiary of Everton will amalgamate with the Target and thereby acquire all of the rights to the Option.

As consideration for the transaction, Everton will issue from treasury an aggregate of 6,500,000 Shares, to be registered in the respective names of the shareholders of the Target (the "Shareholders") and which Shares will be held in trust and released to the Shareholders in three separate tranches as follows: (i) 2,500,000 Shares on the closing date of the amalgamation transaction (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 to the Shareholders, 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.

Everton will also receive a right of first offer on 11 additional concessions under application as controlled by the shareholders of the Target.

Everton has also agreed to provide a right of first refusal to Energold Drilling Corp. in respect of drilling on all other properties held by Everton in the Dominican Republic. Energold also has an exclusive right in respect of drilling activities on the six mining applications for concessions held by the Target.

Closing of the Transaction will be subject to fulfillment of the conditions which are customary for transactions of this nature, including receipt of all requisite corporate, regulatory and third party approvals.

Assuming completion of the Transaction and the issuance of the maximum of 10,500,000 Shares, as well as the closing of the private placement, it is not expected that any new insider will be created as a result of the foregoing transactions.

Closing of the Transaction, including the proposed consolidation and private placement is expected to occur in April 2014.

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:

	Three month ended	
	January 31, 2014	January 31, 2013
	$	$
Consulting fees and salaries (1)	**41,250**	78,500
Benefits	**1,500**	1,500
	42,750	80,000

(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 condensed consolidated interim financial statements for the quarter ended January 31, 2014, in accordance with IFRS. There were no significant changes in accounting policies during the three months ended January 31, 2014.

OUTSTANDING SHARE DATA

Common shares and convertible securities outstanding at March 27, 2014, consist of:

Securities	Expiry Date	Range of Exercise Price	Number of Securities Outstanding
Common shares	-	-	37,825,845
Options	Up to March 11, 2019	$0.20 to $1.75	2,899,159
Warrants	Up to August 24, 2015	$0.20 to $1.75	6,899,159

On February 25, 2014, the TSX Venture approved the consolidation of the Company's common shares on a basis of one (1) post-consolidation common share for each five (5) pre-consolidation common shares. The Company's shares started trading on a post-consolidated basis effective at the opening of market on February 25, 2014 under the new CUSIP number 300410305.

RISK AND UNCERTAINTIES

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

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

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

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

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

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

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 January 31, 2014, the Company had a working capital surplus, excluding marketable securities and warrants of $147,558 (deficit at October 31, 2013 - $285,157), including 325,099 (October 31, 2013 - $531,174) in cash and cash equivalents. The Company is seeking arbitration to have the Shoal Lake East option payments deferred to later periods.

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

On February 7, 2014, Everton signed a second amendment to the Wildcat option agreement. The amendment changes the timing and the amount of the exploration expenditures (see Note 7 of the financial statements).

On February 25, 2014, the TSX Venture approved the consolidation of the Company's common shares on a basis of one (1) post-consolidation common share for each five (5) pre-consolidation common shares (see Notes 3 and 8 of the financial statements for more details).

On March 7, 2014, the Company completed the following private placements (see Note 8 of the financial statements):

(i) 5,000,000 "flow-through" common shares at an issue price of $0.20 per share, for aggregate gross proceeds of $1,000,000. This private placement had no warrants or finders' fees associated with the issuance of the shares.
(ii) 379 "hard dollar" units ("Units") at an issue price of $1,000 per Unit, for aggregate gross proceeds of $379,000. Each Unit consists of 5,000 common shares at an issue price of $0.20 per share and 5,000 common share purchase warrants, each warrant entitling the holder thereof to acquire one additional common share of Everton at a price of $0.35 per share for a period of 24 months.

On March 9, 2014, stock options to purchase up to 85,000 common shares of the Company at a price of $0.50 per share expired.

On March 11, 2014, the Company granted options to purchase up to 1,365,000 common shares of the Company to its Officers, Directors, and an employee at a price of $0.20 per share for a period of five years ending March 11, 2019.

On March 14, 2014, the Company amended the terms of the option agreement on the Hot Springs Property with Electra Gold Ltd. (see Note 7 of the financial statements).

On March 19, 2014, the Company received final approval from the TSX Venture for the acquisition of Linear Gold.

ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

This Management's Discussion and Analysis has been prepared as of March 27, 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	*(s) Sabino Di Paola*
Chairman of the Board and Chief Executive Officer	Chief Financial Officer