

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and address of the Company**

**Everton Resources Inc.**  
1155 René-Lévesque Blvd. West, 31st Floor  
Montréal, Québec  
H3B 3S6

**Item 2 Date of material change**

May 19, 2011

**Item 3 News release**

The press release was issued and distributed via Marketwire on May 25, 2011.

**Item 4 Summary of material change**

Everton Resources Inc. signs a Letter of Intent to buy remaining interest in Ampliación Pueblo Viejo and Two Other Dominican Republic Properties from Brigus Gold.

**Item 5 Full description of material change**

Everton Resources Inc. (“**Everton**”) announces that it has signed a letter of intent with Brigus Gold Corp. (“**Brigus**”) whereby Everton will acquire Brigus’ remaining interest in the Ampliación Pueblo Viejo II (“**APV**”), Ponton and La Cueva concessions in the Dominican Republic (the “**Concessions**”).

Under the terms of the letter of intent, Everton must complete a minimum CAD\$5 million financing, pay Brigus CAD\$1 million cash and issue Brigus 15 million common shares in Everton. Brigus will also receive a sliding scale net smelter return royalty on the Concessions equal to 1.0% when the price of gold is less than US\$1,000 per ounce, 1.5% when the price of gold is between US\$1,000 and US\$1,400 per ounce, and 2% when the price of gold is above US\$1,400 per ounce.

In addition, Everton is required to incur a minimum CAD\$5 million in exploration expenditures on the Concessions over the next two years, \$4 million on APV and \$500,000 on each of Ponton and La Cueva. Upon completion of a National Instrument 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), Everton will pay Brigus an additional Cdn\$5 million or issue 5 million common shares, whichever has the greater value.

The closing of the transaction with Everton is subject to Everton completing its planned financing. The transaction and financing are subject to receiving regulatory approval.

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

N/A

**Item 7      Omitted Information**

None

**Item 8      Executive Officer**

André Audet  
President & CEO  
Telephone: (613) 241-2332

**Item 9      Date of Report**

May 30, 2011.