

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

- Item 1 Name and address of the Company**
Everton Resources Inc. (the “**Company**”)
1155 René-Lévesque Blvd. West, 31st Floor
Montréal, Québec H3B 3S6
- Item 2 Date of material change**
August 25, 2011
- Item 3 News release**
The press release was issued and distributed via Marketwire on August 29, 2011.
- Item 4 Summary of material change**
Closing of a non-brokered private placement totalling \$1,745,960.
- Item 5 Full description of material change**
The Company announced it has completed a non brokered private placement of 6,983,840 units (each, a “**Unit**”) of Everton at a price of \$0.25 per Unit for gross proceeds of \$1,745,960 (the “**Offering**”). Each Unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.35 per share for a period of 24 months ending August 25, 2013. Insiders participated in the Offering for total gross proceeds of \$25,000.

In connection with the Offering, the Corporation paid finders’ fees totalling \$113,200 and issued 452,800 non-transferable warrants, each warrant entitling the holder thereof the right to acquire one common share of the Corporation at a price of \$0.35 for a period of 24 months ending August 25, 2013. All securities issued in connection with the Offering are subject to to a four month hold period expiring December 26, 2011.

The proceeds of the private placement will be used for exploration expenditures on Everton’s Pueblo Viejo property in the Dominican Republic and for general corporate and administrative purposes.
- Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**
N/A
- Item 7 Omitted Information**
None
- Item 8 Executive Officer**
André Audet
Chairman & CEO
Telephone: 613-241-2332
- Item 9 Date of Report**
August 31, 2011