

EVERTON RESOURCES INC.
(An exploration stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended October 31, 2014 and 2013

EVERTON RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR YEARS ENDED OCTOBER 31, 2014 and 2013

The following Management Discussion and Analysis ("MD&A") of the operating results, financial condition and future prospects of Everton Resources Inc., together with its subsidiaries (the "Company" or "Everton"), current as of February 9, 2015, should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended October 31, 2014.

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, 2015; the plans, costs, capital and timing of future exploration and development of the Company's property interests in the Dominican Republic; and the Company's ability to find strategic partnerships for its APV property.

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-V") under the symbol "EVR". The Company's head office is in Ottawa, Ontario.

Significant Events during the Three Months ended October 31, 2014 and up to February 9, 2015

Corporate Developments

Exploration

Quebec:

Hecla Mining Company ("Hecla") has commenced detailed ground work, on the Wildcat and Opinaca properties, this summer with an total exploration budget of \$500,000.

Dominican Republic:

Everton is currently in the concession renewal process for on all of its properties.

Acquisition of Linear Gold Caribe SA from Primero Mining Corp (formerly Brigus Gold Corp.)

On December 23, 2011, the Company and Primero revised the letter agreement dated September 28, 2011, whereby Everton can acquire the option to purchase Primero's remaining interest in the APV, Ponton and La Cueva concessions ("the Concessions") through the purchase of Linear Gold Caribe SA ("Linear Gold").

On November 21, 2013, pursuant to a share purchase agreement entered into by the parties, Everton has reduced the purchase price from \$1,000,000 payable in two (2) equal installments of \$500,000 to \$175,000 in cash and 1,200,000 common shares of Everton (issued December 13, 2013 and valued at \$240,000) to acquire 100% of the common shares of Linear Gold.

On December 13, 2013, the promissory note was amended to state that it would be for an amount equal to 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-V for the acquisition of Linear Gold.

Total consideration paid by the Company for all outstanding common shares of Linear Gold was as follows:

| | Number | \$ |
|--|------------------|------------------|
| Common shares issued (1) | 4,200,000 | 1,365,000 |
| Cash payment | - | 12,781 |
| Related acquisition costs | - | 25,000 |
| Balance payable per the share purchase agreement | - | 150,000 |
| | <u>4,200,000</u> | <u>1,552,781</u> |

- (1) The weighted average fair value of the shares issued to acquire Linear Gold was \$0.33, based on the market price immediately prior to the date the common shares were issued.

As the promissory note will be subject to establishing an NI 43-101 compliant measured and indicated resource estimate on the Concessions or actual gold production from the Concessions no amount has been recorded in consideration of the above, as there is currently no mineral resource estimate on the concessions.

The Company has accounted for the transaction as an asset acquisition under the scope of IFRS 2, Share Based Payments.

The net assets acquired had an estimated fair value of \$1,552,781:

| | \$ |
|--------------------------------|-------------------------|
| Cash | 566 |
| Mineral exploration properties | 1,552,215 |
| Net assets acquired | <u>1,552,781</u> |

Acquisition of 2342802 Ontario Inc. and Dominican Republic mining concession option.

On March 28, 2014, Everton acquired all of the issued and outstanding common shares of 2342802 Ontario Inc. which has the exclusive right to acquire six mining concessions located in the Dominican Republic. As part of the transaction, 2392923 Ontario Inc. (a wholly-owned subsidiary of Everton) amalgamated with 2342802 Ontario Inc. As a result of the amalgamation, the Company owns all of the outstanding shares of Everton Dominicana (2014) Inc. (the amalgamated company). All of the concessions are currently under renewal with the Dominican Republic Government.

As consideration for the acquisition, Everton issued 6,500,000 common shares and agreed to reimburse historic expenditures of \$350,000. As at October 31, 2014, Everton has reimbursed \$75,000 of the required expenditures. The Company has until December 2015 to make the repayment of the remaining \$275,000. However, should the Company be successful in completing non flow-through private placements of a minimum of \$1,500,000 before this date, the Company must make a reimbursement of the remaining \$275,000 in proportion to the \$1,500,000 raised. For further clarity, if the Company were to raise the \$1,500,000 during the current year then they would be required to reimburse the \$275,000 in the current year. Given the uncertainty of the Company completing a financing in the next twelve months, the \$275,000 has been shown as a long-term payable on the statements of financial position.

The shares are held in escrow and released to the shareholders of 2342802 Ontario Inc. in three separate tranches: (i) 2,500,000 common shares on March 28, 2014, (released); (ii) 2,000,000 common shares on September 28, 2014 (released); and (iii) 2,000,000 common shares on March 28, 2015.

In addition, Everton has reserved a total of 4,000,000 common shares, 2,000,000 of which may be issued to the shareholders of 2342802 Ontario Inc., on a pro-rata basis, on September 28, 2015 and a further 2,000,000 on March 28, 2016, or earlier if the concessions are granted prior to those dates. The total number of reserved shares to be issued is reduced in the event that a concession is denied or Everton opts to drop the concession. As there is no certainty that the concessions will be granted and since Everton can forfeit the concessions and not be required to issue these shares, no amount has been recorded related to the 4,000,000 contingently issuable common shares. The shares will be recognized as mineral property acquisition costs and attributed to the properties acquired when, and if, the concessions are granted.

Total consideration paid by the Company for all outstanding common shares of 2342802 Ontario Inc. was as follows:

| | Number | \$ |
|------------------------------------|-----------|-----------|
| Common shares issued (1) | 6,500,000 | 1,105,000 |
| Cash payment | - | 75,000 |
| Related acquisition costs | - | 10,327 |
| Expenditure reimbursement payables | - | 275,000 |
| | 6,500,000 | 1,465,327 |

- (1) The fair value of the shares issued to acquire 2342802 Ontario Inc. was \$0.17, based on the market price immediately prior to the date the common shares were issued.

The net assets acquired had a fair value of \$1,465,327, which was attributed to the properties acquired.

As at October 31, 2014, the Company does not yet have title to the properties and as a result the acquisition costs of \$1,465,237 were recognized as an expense in the consolidated statement of loss.

Additional information

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.

Description of the Dominican Republic mining applications

| | Concession Name | Area (Ha.'s) | Type | Holder | % of Value |
|---|-----------------------------------|---------------------|-------------|---------------------------|-------------------|
| 1 | Berraco (Lidia-I) | 3,150.00 | Application | Exploraciones Yuma (EXYU) | 16.67 |
| 2 | Loma Mina (formerly Long Year) | 990 | Application | Exploraciones Yuma (EXYU) | 16.67 |
| 3 | Winkie-I | 1,992.10 | Application | Exploraciones Yuma (EXYU) | 16.67 |
| 4 | El Palo de los Toros (Elsa-I) | 4,595.00 | Application | Exploraciones Yuma (EXYU) | 16.67 |
| 5 | Mata Seco (formerly La Comadreja) | 5,220.00 | Application | Exploraciones Yuma (EXYU) | 16.66 |
| 6 | Lambedera (formerly La Parcela) | 3,450.00 | Application | Exploraciones Yuma (EXYU) | 16.66 |
| | Total Hectares | 19,397.10 | | | |

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 contains 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 magnetic 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.

Amendment to Opinaca Option with Hecla

On November 1, 2013, Everton and Azimut Exploration signed an amendment with Hecla 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 | - |
| | <u>\$ 290,000</u> | <u>\$ 6,000,000</u> | <u>5,000</u> |

Amendment to Wildcat Option with Hecla

As part of the February 7, 2014 amendment, Hecla made an option payment of \$700,000

Hecla can earn an initial 50% interest in the property by incurring expenditures of \$2,780,000 prior to October 13, 2014, including 2,093 metres of drilling by October 13, 2012 and an additional 907 metres by October 13, 2014. 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.

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 6.0 g/t Au, are estimated with at least 1,000,000 ounces classified as measured or indicated, Hecla shall make a payment of \$1,500,000 payable in Hecla common shares, subject to regulatory approval.

As at October 31, 2014, Hecla has earned its initial 50% interest in the Wildcat property. Hecla has not yet informed the Company whether they will elect to earn an additional 15% interest or enter into a joint venture with the Company. Under the terms of the agreement, Hecla has until September 2015 to make the election.

Termination of Hot Springs option with Electra Gold

Subsequent to October 31, 2014, Electra Gold returned the property to Everton. Everton is currently looking to sell or option the property. As a result of poor economic market for exploration properties the Hot Springs property was fully impaired as at October 31, 2014.

Exploration Activities

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 Primero. As of March 19, 2014, the Company has acquired the remaining 50% interest in APV and La Cueva, and 65% interest in Ponton from Primero. APV, La Cueva, Ponton and Pun will be the Company's focus moving forward.

Details of the Company's exploration expenditures during years ended October 31, 2014 and 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 \$1,777,823 and \$916,212 during the years ended October 31, 2014 and 2013, respectively.

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, 2014, management has reviewed its exploration plans for La Lechoza, 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 \$1,026,851 (2013 -\$3,395,971) was recorded.

The carrying value of the Opinaca and Wildcat properties under Mineral Exploration Properties were reduced by \$60,000 and \$700,000 as a result of the receipt of a \$760,000 option payments during the year ended October 31, 2014 (2013 - \$60,000).

Summary of exploration costs incurred per property for the year ended October 31, 2014

Dominican Republic

| | Cuance | Ponton | La Cueva | Jobo Claro | Maimon Copper | Ampliacion | La Lechoza | Pun | Other | Total |
|---------------------------------|--------|---------|----------|---------------|------------------|------------|------------|---------|---------|-----------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance - beginning | - | 670,428 | 994,719 | - | - | 6,932,154 | 929,056 | 383,996 | 13,296 | 9,923,649 |
| Additions | | | | | | | | | | |
| Drilling | - | - | - | - | - | 444,439 | - | - | - | 444,439 |
| Assaying | - | - | - | - | - | 73,962 | - | - | - | 73,962 |
| Project consulting | 136 | 816 | 299 | - | 128 | 11,618 | - | 248 | (1,305) | 11,940 |
| Geophysical survey | - | - | - | 512 | 773 | 87,419 | - | 1,295 | - | 89,999 |
| Geological survey | - | 6,799 | 4,175 | 2,806 | 6,350 | 94,994 | - | 6,563 | 2,988 | 124,675 |
| Geochemical survey | - | - | - | - | - | 156 | - | - | - | 156 |
| Report preparation | - | - | - | - | - | 18,031 | - | - | - | 18,031 |
| Renewal of licenses and permits | - | - | - | - | - | 217 | - | - | - | 217 |
| General field expenses | - | - | - | - | - | 12,390 | - | - | 2,014 | 14,404 |
| | 136 | 7,615 | 4,474 | 3,318 | 7,251 | 743,226 | - | 8,106 | 3,697 | 777,823 |
| Deductions | | | | | | | | | | |
| Write-downs | 136 | - | - | 3,318 | 7,251 | - | 929,056 | - | 16,993 | 956,754 |
| | 136 | - | - | 3,318 | 7,251 | - | 929,056 | - | 16,993 | 956,754 |
| Balance - end | - | 678,043 | 999,193 | - | - | 7,675,380 | - | 392,102 | - | 9,744,718 |

For presentation purposes \$13,296 from the beginning balances has been reclassified the Ampliacion project to other projects as the expenses relate to work performed on the La Parcela project. These expenses were written off in 2014.

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

Dominican Republic

| | Cuance | Los Hojanchos | Ponton | La Cueva | Jobo Claro | Maimon Copper | Ampliacion | La Lechoza | Pun | Other | Total |
|---------------------------------|-----------|------------------|---------|----------|---------------|------------------|------------|------------|---------|---------|------------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| 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, 2014

Canada

| | Opinaca | Wildcat | Hot Springs | Total |
|---------------------|-----------|-----------|-------------|-----------|
| | \$ | \$ | \$ | \$ |
| Balance - beginning | 2,754,707 | 1,125,390 | 69,097 | 3,949,194 |
| Additions | | | | |
| Geological expenses | - | 1,000,000 | - | 1,000,000 |
| | - | 1,000,000 | - | 1,000,000 |
| Deductions | | | | |
| Option payments | - | 523,535 | - | 523,535 |
| Write-downs | - | - | 69,097 | 69,097 |
| | - | 523,535 | 69,097 | 592,632 |
| Balance - end | 2,754,707 | 1,601,855 | - | 4,356,562 |

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 |

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 year ended October 31, 2014, the Company incurred \$777,823 of exploration expenditures on its Dominican exploration properties.

The Companies Dominican Republic properties are as follows:

APV Project

a) Acquisition history

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

On November 21, 2013, the Company signed a share purchase agreement whereby Everton has acquired Primero's 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 Primero 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-V for the acquisition of Linear Gold Caribe and, as a result, holds an undivided interest in the APV concession.

The exploration licenses expired on April 7, 2014. The Company is in the process of renewing the exploration license with the Ministry of Industry and Commerce.

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) Recent exploration

On March 19, 2014, Everton announced the 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. The Company is currently awaiting the results of the drill program.

On June 26, 2014, Everton announced the completion of the diamond core drill program at the Ampliación Pueblo Viejo property. A total of 2,525 metres were drilled in 10 holes. All of the holes except hole #4 achieved the intended depths. The holes were planned to test potential structures and associated mineralization interpreted from previous drill campaigns, ground and airborne geophysics, soils and rock geochemistry, and geological mapping.

Although the drilling did not include results that could be considered potential high grade mineralization, several intervals of anomalous gold, copper, silver, and pathfinder elements were encountered. The maximum gold value encountered was 0.93 g/t over an interval of 1.52 metres in holes 14-01 and 03. Other gold assays are in the range of 0.52 g/t to 0.61 g/t (3 intercepts) over interval lengths of 1.04 to 1.52 metres. Silver assays in the range of 5.5 g/t to 22 g/t over intervals of 0.99 to 2.96 metres and copper assays in the range of 1.18% to 2.05% over intervals of 0.55 to 1.13 metres in hole 14-04. A total of 1,844 samples were collected and assayed at Acme Laboratories ("Acme").

The samples were prepared at the Acme facilities in Maimon, Dominican Republic and sent to Acme in Vancouver, British Columbia, for assaying. The assay preparation is the standard Acme for rocks R200, and assayed by Aqua regia digestion followed by ICP/MS (Acme assay code AQ200). Certified standards and blanks were inserted in the sample stream as well as duplicates and un-mineralized limestone samples for QA/QC control.

Ponton (Loma Hueca)

a) Ponton Acquisition history

In April 2007, the Company obtained an option to acquire from Primero an undivided 50% interest in the Ponton (Loma Hueca) concession.

On March 19, 2014, the Company received final approval from the TSX-V 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.

b) Recent exploration

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, 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.

On June 26, 2014, Everton announced that planning is underway for line cutting and an Induced Polarization ("IP") survey to be conducted. This work will commence upon receipt of permitting. It is hoped that the geophysics will be completed and evaluated this summer and will be used to define targets for a drill program later this year. Previous work on the concession by Everton has identified interesting gold mineralization in soil anomalies within the area to be surveyed with IP. These surficial anomalies will be targeted by the proposed drill program.

Pun

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 (paid). Everton may opt to acquire 100% ownership of the concession for a payment of US\$100,000 prior to March 20, 2015. 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.

La Cueva (formerly called Loma el Mate)

a) Acquisition history

On December 8, 2003, the Company entered into an earn-in agreement with Primero 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 March 19, 2014, the Company received final approval from the TSX-V 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.

Outlook

It is management's belief that the APV project has the potential to host a significant economic gold mineral resource. The Company is currently seeking joint venture partners to continue to progress the exploration of this project. The Company does not currently have sufficient funds available to advance the APV Project beyond the current stage. In general, completion of all of the Company's ongoing and future exploration and development initiatives are subject to obtaining a joint venture partner and raising additional funds. There is no guarantee that the Company will be successful in these regards or on terms that are acceptable to the Company (see "Risks and Uncertainties").

Canadian Properties

During the year ended October 31, 2014, the Company incurred \$1,000,000 of exploration expenditures on its Wildcat property. The Company received option payments on its Opinaca properties \$60,000 and on its Wildcat properties of \$700,000.

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 km².

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, located in the Eleonore mining camp, James Bay region, Quebec, for a third year.

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. As at the date of this MD&A, Everton has incurred \$643,528 of exploration expenditures.

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

On June 26, 2014, Hecla had advised that it plans to undertake detailed ground work, on the Wildcat property, this summer with a budget in the order of \$800,000. The program will include infill sampling in the areas of the winter drilling as well as other targets where the results were promising. The sampling will be done to better define exploration vectors and allow the delineation of targets that could be the basis of a drill program later this year.

On June 17, 2014, Hecla commenced field work in the Autor area, with till sampling, soil sampling and mapping, and prospecting.

The prospecting program identified a large altered zone surrounding the Inextension. The carbonate epidote-amphibole zone extends for approximately 1.5 km in a general E-W direction and is 150-250 m thick with finely disseminated arsenopyrite being generally observed. A soil survey was also completed over the Inextension area and till samples were collected all around the area. The Inextension area is now visually more attractive for diamond drilling follow-up than the Autor area.

The partial assay results from the prospecting program were received for the Autor area and three samples returned values of 0.97, 0.46 and 0.66 g/t Au respectively. All other assays are still pending or still stored on site.

| Sample Type | Sites Visited | Samples collected | HMC Processed | Assays Completed |
|-------------|---------------|-------------------|---------------|------------------|
| Till | 589 | 459 | 245 | 95 |
| Soil | 361 | 292 | N/A | 0 |
| Rock | N/A | 863 | N/A | 477 |
| Channel | N/A | 66 | N/A | 59 |

Assay results so far from the channel-sampling performed on the Inextension zone are as follows:

| Sample no | Au (g/t) | Channel no | Length (m) | Description |
|-----------|----------|------------|------------|---|
| R178302 | 0.5 | R1 | 1 | Paragneiss with 1% disseminated pyrrhotite. 3% garnet, 1% quartz veinlets with trace pyrite. 15cm pegmatite vein. |
| R178360 | 1.1 | R13 | 1 | Paragneiss with 10% leucosome, 5 cm alteration zone with garnet, chlorite, quartz and trace pyrite. |
| R178364 | 1.3 | R13A | 0.7 | Garnet-rich paragneiss with 3 pyrrhotite-chlorite veinlets. 10% pyrrhotite over 10 cm. |
| R178365 | 1.3 | n/a | n/a | Grab sample along R178364. |

Assay results from the prospecting program returned the following highlights so far:

| Sample no | Property | Type | Au (g/t) | Rock type | Mineralization | Alteration |
|-----------|----------|---------|----------|------------|-----------------|--------------------------------------|
| R178080 | Wildcat | Boulder | 15.1* | Paragneiss | 5% pyrrhotite | Strong garnet and moderate amphibole |
| R178069 | Wildcat | Boulder | 6.5* | Wacke | 6% pyrite | Moderate amphibole |
| R178070 | Wildcat | Boulder | 5.4* | Wacke | 2% pyrite | Weak silica-amphibole |
| R178241 | Wildcat | Outcrop | 2.5* | Paragneiss | n/a | Strong garnet + quartz vein |
| R178209 | Wildcat | Boulder | 2.0* | Unknown | Trace pyrite | Strong chlorite and sericite |
| R178005 | Wildcat | Outcrop | 1.0* | Pegmatite | 1% molybdenite | Tourmaline in pegmatite |
| R178073 | Wildcat | Boulder | 0.7 | Wacke | Trace pyrite | Weak amphibole |
| R178156 | Wildcat | Outcrop | 0.7 | Pegmatite | Tr Py, tr Mo | Weak garnet |
| R178545 | Wildcat | Outcrop | 0.6 | Pegmatite | 1% arsenopyrite | Tourmaline in pegmatite |

Preparation for the upcoming drilling and/or trenching program in September will also begin, including permitting.

Opinaca exploration program

Hecla will start a 5-hole diamond drilling program totaling 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")

Subsequent to October 31, 2014, Electra Gold returned the property to Everton. Everton is currently looking to sell or option the property. As a result of poor economic market for exploration properties the Hot Springs property was fully impaired as at October 31, 2014.

Outlook

It is management's belief that the Opinaca and Wildcat projects have the potential to host significant gold mineral resources. Hecla is encouraged by the exploration results so far and intends to continue advancing these projects.

Qualified Person

Technical information contained in this MD&A has been prepared by or under the supervision of Hugo Dominguez who is a "Qualified Person" for the purpose of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). He has verified the data comprising such technical information, including sampling, analytical, and test data underlying the information or opinions contained herein.

FINANCIAL INFORMATION

The following selected financial data is derived from the annual consolidated financial statements of the Company which were prepared in accordance with IFRS as described in the change in Accounting Policies Section.

SELECTED CONSOLIDATED FINANCIAL DATA

| | Three Months Ended October 31, 2014 | Three Months Ended October 31, 2013 | Year Ended October 31, 2014 | Year Ended October 31, 2013 |
|---|--|--|-----------------------------------|-----------------------------------|
| | \$ | \$ | \$ | \$ |
| Statement of Loss and Comprehensive Loss | | | | |
| Loss From Operations | (2,601,346) | (2,605,029) | (3,448,677) | (4,567,313) |
| Interest and Other Income | 676 | 4,835 | 21,192 | 9,340 |
| Net Loss before tax | (2,789,290) | (2,314,412) | (3,463,305) | (3,866,800) |
| Comprehensive Loss | (2,609,290) | (5,188,777) | (2,757,456) | (6,335,774) |
| Basic and Diluted Loss Per Common Share | (0.06) | (0.11) | (0.07) | (0.15) |
| Basic and Diluted Weighted Average Number of Shares Outstanding | 45,694,731 | 29,730,845 | 39,281,112 | 29,576,324 |

| | Three Months Ended October 31, 2014 | Three Months Ended October 31, 2013 | Year Ended October 31, 2014 | Year Ended October 31, 2013 |
|---|--|--|-----------------------------------|-----------------------------------|
| | \$ | \$ | \$ | \$ |
| Statement of Cash Flows | | | | |
| Net Cash Used In Operating Activities | (242,180) | (226,158) | (506,463) | (945,398) |
| Net Cash (Used In) Provided By Investing Activities | (23,726) | (150,932) | (1,182,720) | 144,099 |
| Net Cash Provided By Financing Activities | 297,250 | - | 1,638,807 | - |
| Decrease In Cash | (407,844) | (403,354) | (89,676) | (827,568) |

| Statement of Financial Position Summary | October 31, 2014 | October 31, 2013 |
|--|-------------------------|-------------------------|
| Cash | 441,499 | 531,174 |
| Marketable Securities | 32,380 | 68,200 |
| Mineral Exploration Properties | 3,647,105 | 2,282,355 |
| Exploration and Evaluation Assets | 14,101,280 | 13,872,843 |
| Current liabilities | (575,895) | (974,869) |
| Non-current liabilities | (275,000) | - |
| Shareholders' Equity | 17,550,351 | 17,118,925 |
| Total Assets | 18,401,246 | 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 YEAR ENDED OCTOBER 31, 2014

Operating Expenses

During the years ended October 31, 2014 and 2013, the Company's losses from operations were \$2,757,456 and \$4,502,638 respectively.

The decrease in management fees expenses of \$149,271 in 2014 compared to 2013, is due to a decrease in the consulting fees charged by management.

The increase in salaries expenses of \$19,265 in 2014 compared to 2013, is due to the fact that in 2013 Everton was using a consultant to provide administrative services and the fees were being recorded under general and administrative expenses. In 2013, Everton hired a full-time administrative assistant which is on salary.

Management has also been working on cost reduction strategies for Everton Resources to preserve available funds. The most significant decreases in operating expenses relates to \$152,170 decrease in travel and promotion, and \$88,448 decrease in professional fees.

The increase in stock-based compensation of \$233,602 is due to the following stock option grants in 2014 and 2013:

| | Year ended October 31, 2014 | Year ended October 31, 2013 |
|--|--------------------------------|--------------------------------|
| Stock options granted | 1,365,000 | 180,000 |
| Weighted average fair value | \$ 0.18 | \$ 0.15 |
| Weighted-average exercise price | \$ 0.20 | \$ 0.50 |
| Weighted-average market price at date of grant | \$ 0.18 | \$ 0.25 |
| Expected life of stock options | 5.00 | 5.00 |
| Expected stock price volatility | 228% | 164% |
| Risk-free interest rate | 1.09% | 1.23% |
| Expected dividend yield | 0% | 0% |

Settlement of royalty expense decreased by \$111,044. There were no settlements of royalties in 2014. 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.

Property acquisition costs increased by \$1,465,327 in 2014 due to the acquisition of 2342802 Ontario Inc. which has the exclusive right to acquire six mining concessions located in the Dominican Republic. There were no such acquisitions in 2013.

Impairments on mineral exploration properties no longer considered core properties in 2014 was \$1,026,851 compared to \$3,395,971 in 2013. In 2014, exploration work was primarily performed on Everton's core exploration properties. In 2014 management assessed that La Lechoza and La Parcela were no longer core projects. In 2013, management reassessed its core projects and anticipated exploration programs in 2014. As a result of the assessment, management wrote-off the deferred exploration and property acquisition costs for its Maimon, La Patilla and Corralitas properties. The Company has retained these concessions as secondary concessions to be worked on at a future date.

QUARTERLY INFORMATION

The following summarized financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's annual and 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 |
|---------------|------------------------------|-------------------------------------|---|
| | \$ | \$ | \$ |
| 31/10/2014 | 676 | (2,609,290) | (0.07) |
| 31/07/2014 | 1,392 | (180,901) | - |
| 30/04/2014 | 1,921 | (410,471) | (0.01) |
| 31/01/2014 | 17,203 | 443,206 | 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) |

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital surplus, excluding marketable securities totals \$35,634 as at October 31, 2014 (deficit of \$285,157 as at October 31, 2013), including \$441,499 (\$531,174 as at October 31, 2013) in cash and cash equivalents.

During the quarter the Company expended \$242,180 (\$226,158 – 2013) on operating activities, and expended cash of \$23,726 (\$150,932 – 2013) in investing activities and received \$297,250 (\$NIL - 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. The Company does have a requirement to spend \$1,325,000 raised in the flow-through placement by December 31, 2015. The funds have to be spent on eligible exploration expenditures. As at October 31, 2014, the Company has incurred \$1,000,000 on eligible expenditures and has a remaining obligation of \$325,000.

Liquidity Outlook

The Company's cash balance at October 31, 2014 was \$441,499, a decrease of \$89,675 from the balance at October 31, 2013. In addition, the Company had a working capital surplus, excluding marketable securities, of \$35,634 at October 31, 2014. Without additional financing, the Company will not have sufficient financial resources to advance its Dominican Republic properties. Completion of all of the Company's ongoing and future exploration, development initiatives, and its ability to continue as a going concern are subject to successfully raising additional funding (see "Risks and Uncertainties").

OFF BALANCE SHEET ARRANGEMENTS

As of October 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-V.

On May 30, 2014, the Company notified Investor Cube that it was terminating its contract. The 80,000 options granted to Investor Cubed under the terms of the Company's stock option plan have expired. The management of the Company has assumed the investor relations role.

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.

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 2014 | Year ended October 31 2013 |
|--|----------------------------------|----------------------------------|
| | \$ | \$ |
| Consulting fees and salaries (including bonuses) (1) | 178,625 | 211,000 |
| Benefits | 7,850 | 5,999 |
| Share-based compensation | 228,600 | - |
| | 415,075 | 216,999 |

(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, 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.

CHANGE IN ACCOUNTING POLICIES

During the year ended October 31, 2014, the Company adopted the following accounting policy:

Flow-through placements

Issuance of flow-through units represents in substance an issue of common shares, warrants and the sale of the right to tax deductions to the investors. When the flow-through shares are issued, the sale of the right to tax deductions is deferred and presented as other liabilities in the statement of financial position. The proceeds received from flow-through units are allocated between share capital, warrants, and the liability using the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance and then to warrants according to the fair value of the warrants at the time of issuance and any residual in the proceeds is allocated to other liability. The fair value of the warrants is established using the residual valuation model. When eligible expenses are incurred and the Company has the intention to renounce its right to tax deductions to the investors, the amount recognized in other liabilities is reversed and is recognized in profit or

loss in reduction of deferred income tax expense. A deferred tax liability is also recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset and its tax basis.

OUTSTANDING SHARE DATA

Common shares and convertible securities outstanding at February 9, 2015, consist of:

| Securities | Expiry Date | Range of Exercise Price | Number of Securities Outstanding |
|-------------------|--------------------------|--------------------------------|---|
| Common shares | - | - | 48,388,345 |
| Options | Up to March 11, 2019 | \$0.20 to \$1.75 | 2,160,000 |
| Warrants | Up to September 30, 2016 | \$0.08 to \$1.75 | 2,999,634 |
| Finders' warrants | March 6, 2016 | \$0.20 | 151,600 |

On February 25, 2014, the TSX-V 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.

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. Currently all of the Company's concessions in the Dominican Republic are under renewal. While the Company has taken all necessary steps to renew the claims there is no certainty that the claims will ultimately be renewed.

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.

Additional Disclosure for Companies without Significant Revenue

Additional disclosure concerning the Company's exploration and evaluation expenditures, mineral property costs, and corporate transactions costs is provided in notes 8, 9, and 10 of the Company's consolidated financial statements.

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, 2014, the Company had a working capital surplus, excluding marketable securities and warrants of \$35,634 (deficit at October 31, 2013 - \$285,157), including \$441,499 (October 31, 2013 - \$531,174) in cash and cash equivalents.

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.

Approval

The Board of Directors of Everton Resources approved the disclosure contained in this MD&A on February 6, 2015. A copy of this MD&A will be provided to anyone who requests it from the Company.

Additional Information

Officers and Directors:

Andre Audet, Chairman, Chief Executive Officer, and Director
Sabino Di Paola, Chief Financial Officer and Corporate Secretary

Independent Directors

Michael Farrant, Director
Keith Stein, Director
Steven Mintz, Director
Salvador Brouwer, Director

Legal Counsel and Auditors

Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l./LLP, Canadian Legal Counsel
McMillan LLP, Canadian Legal Counsel
Distinctive Law, Dominican Republic Legal Counsel
McGovern, Hurley, Cunningham, LLP, Auditors

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. It should be read in conjunction and in context with all other disclosure documents of the Company. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. No securities commission or regulatory authority has reviewed the accuracy of the information presented.

ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

This Management's Discussion and Analysis has been prepared as of February 9, 2015. 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