

FORM 45-106F1

REPORT OF EXEMPT DISTRIBUTION

Issuer information

Item 1

Everton Resources Inc. (the "Corporation")
 5460 Canotek Road, Unit 99
 Ottawa, Ontario K1J 9G9
 Tel.: 613-241-2332

Item 2

The Corporation is a reporting issuer in British Columbia, Alberta, Ontario, and Québec.

Item 3

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) _____ |

Details of distribution

Item 4

Full name, residential address and telephone number of purchaser	Number and type of securities purchased	Total purchase price (CA\$)	Exemption relied on	Date of distribution
<i>Please see schedule attached.</i>				

Item 5 – Date of distribution

June 24, 2016

Item 6 – Detail of securities

For each security distributed:

- a) describe the type of security;
 - i) *Units comprised of common shares and common share purchase warrants.*
 - ii) *Flow-through common shares.*

- b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
 - i) *8,070,000 units (the "Units") at a price of \$0.05 each for gross proceeds of \$403,500. Each Unit consists of one common share of the Corporation and one-half of a common share purchase warrant (the "Warrant"). Each whole Warrant entitles*

the holder to acquire one additional common share of the Corporation at a price of \$0.07 per share until June 24, 2018.

- ii) 1,210,000 flow-through common shares (the "FT Shares") at a price of \$0.05 each for gross proceeds of \$60,500.
- c) state the exemption(s) relied on.
Section 2.3 and Section 2.5 of National Instrument 45-106.

Item 7

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (\$ CA)	Total dollar value raised from purchasers in the jurisdiction (\$ CA)
Quebec	9	\$0.05	144,000
Ontario	8	\$0.05	170,000
British Columbia	3	\$0.05	50,000
Alberta	2	\$0.05	100,000
Total number of Purchasers	22		
Total dollar value of distribution in all jurisdictions (\$ CA)			464,000

Commissions and finder's fees

Item 8 - Commissions

Name and address	Compensation paid or to be paid (cash and/or securities)				Total dollar value of compensation (\$ CA)
	Cash (\$ CA)	Securities			
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Echelon Wealth Partners Inc. 130 King St. W., Suite 2500 Toronto, ON M5X 2A2	11,520	230,400 ⁽¹⁾ Agent Warrants	0.07	Section 2.3 of National Instrument 45-106 – June 24, 2016	\$27,648

(1) Each warrant entitles the holder to purchase 1 common share at a purchase price of \$0.07 until June 24, 2018.

Item 9 - Authorisation of collection and use of personal information (Ontario)

Please see attached.

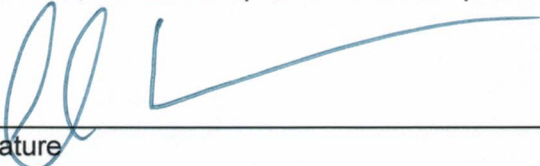
CERTIFICATE

On behalf of the issuer, I certify that the statements made in this report are true.

Date: June 24, 2016

Everton Resources Inc.
Name of issuer (please print)

Sabino Di Paola, Chief Financial Officer, tel.: 613-241-2332
Print name, title and telephone number of person signing


Signature

Item 10

N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

NOTICE – COLLECTION AND USE OF PERSONAL INFORMATION

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

**AUTHORIZATION OF INDIRECT COLLECTION OF
PERSONAL INFORMATION FOR DISTRIBUTIONS IN ONTARIO**

The attached Schedule 1 contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule 1 of this report:

- (a) has been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule 1;
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation;
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario; and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information; and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.