EVERTON RESOURCES INC.
(An exploration stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended October 31, 2018 and 2017

EVERTON RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED OCTOBER 31, 2018

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 22, 2019 should be read in conjunction with the Company's consolidated annual financial statements for the years ended October 31, 2018 and 2017 and the notes attached thereto. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward looking statements

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. Readers are cautioned not to place undue reliance on forward looking statements.

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 year ending October 31, 2018

The Company's audit committee meets with management quarterly to review the financial statements including the MD&A.

Nature of Business

Everton is a Canadian mineral exploration and development company incorporated November 7, 1996 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, 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 Chelsea, Quebec.

Events after reporting period

In January 2019, the Company finalized a Mineral Property Purchase and Sale Agreement (the "Sale Agreement") with Precipitate Gold Corp. ("Precipitate") to sell the Company's three remaining Dominican mineral concessions, known as the Cabrima de Cerro, Mermejal and Arroyo Carpintero properties. On finalization of the Sale Agreement, the Company received $25,000 and 7,000,000 Precipitate common shares.

Dominican Republic Properties

During the three and twelve month ended October 31, 2018, the Company incurred $Nil and $8,221 (2017 – $9,800 and $523,396) on exploration expenditures on its Dominican exploration properties respectively.

The Company's Dominican Republic properties are as follows:

Cabirma del Cerro (CdC)

In April 2007, the Company obtained an option to acquire from Primero an undivided 50% interest in the CdC 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 CdC, Mermejal and Arroyo Carpintero 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 CdC concession.

The Cabirma del Cerro concession adjoins the Pueblo Viejo Mine (Barrick/Goldcorp) concession that reportedly contains approximately 15 million ounces of proven and probable gold reserves (reference: Pueblo Viejo Project Technical Report Ni 43-101, March 16, 2012). The proposed boundaries of the Pueblo Viejo open pit are only 700 m east and 1,450 m south of the Everton's Cabirma del Cerro concession boundaries.

The South block is west of and adjacent to the Monte Negro pit of the Pueblo Viejo Mine. Monte Negro structures trend towards and appear to extend onto the South Block. These structures are locally associated with IP anomalies on Everton's concession and are priority exploration targets.

The Central Block: This block is 1,450 m north of the proposed northern extent of the Pueblo Viejo open pit and the Monte Negro deposit. Several north – south trending conductors have been identified by previous Everton IP surveys. These IP conductors are on strike of the Monte Negro deposit, and all of these conductors warrant further assessment.

The North block is in Los Ranchos Formation, which is more felsic than that of the Central and South blocks. It hosts a Volcanogenic Massive Sulphide (VMS) deposit (La Lechoza VMS Deposit, SGS 43-101 Report dated August 23, 2010). La Lechoza deposit has been only partly defined and will require further geophysical testing prior to drilling.

During the year ended October 31, 2017, the Ministry of Energy and Mines in Dominican Republic, renewed the Cabirma del Cerro concession.

During the year ended October 31, 2017, the Company wrote this property down to $1, incurring a write-down on mineral exploration and exploration and evaluation assets of $10,167,657.

Subsequent to year-end, the Company sold all of the concessions associated with this property. (See Events after reporting period)

Arroyo Carpintero (formerly Ponton)

Everton acquired 100% interest in the Arroyo Carpintero concession in the Dominican Republic from Brigus Gold Corporation in 2012. Surface reconnaissance identified anomalous mineralization in the south-central sector of Arroyo Carpintero in 2012. Further to these results, surface sampling and trenching returned 15m of 0.3 g/t including 1.17 g/t gold over 1m.

Located 27 km east of the Pueblo Viejo mine, this concession will be the initial focus of our renewed exploration efforts. This concession is interpreted to have the potential to host a world class gold-copper porphyry deposit. Soil geochemistry, trenching, and soil samples have previously defined significant anomalies, along with artisanal mining having been observed onsite. This very promising prospect is located in the Monte Plata Province and on one of the few regional volcanic centers on the "Los Ranchos Formation". The concession is not located near any ecologically restricted areas, has good access and a low population density. Surface geology, soil, and rock geochemistry sampling have returned values of 4.08 g/t Au, 30 g/t Ag, 0.63% Cu and 0.67% Zn.

On June 10, 2016, the Ministry of Energy and Mines in Dominican Republic, renewed the Arroyo Carpintero concession.

Subsequent to year-end, the Company sold all of the concessions associated with this property. (See Events after reporting period)

Other

During the year ended October 31, 2018, the Company's joint venture partner in certain other Dominican Republic concessions terminated their joint venture agreement. Per the terms of the joint venture agreement, the Company was paid $50,000 by the joint venture partner as a result of this termination. Any capitalized costs associated with these concessions were written off in prior years. As a result, a $50,000 gain was recognized.

Canadian Properties

During the year ended October 31, 2018, the Company incurred $147,982 (2017 –$32,063) on exploration expenditures on its Canadian exploration properties respectively.

The Company also received $8,891 (2017 - $Nil) of Quebec Resource tax credits during the year ended October 31, 2018.

The Company's Canadian properties are as follows:

Opinaca

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 440 claims respectively, covering 278 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 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.

According to the original agreement (see news release of September 16, 2010), Aurizon Mines (now Hecla Quebec Inc.) 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. While the terms to earn the initial 50% interest on the Opinaca property remains the same, the work schedule has been extended.

In December 2014, Hecla advised the company that it would drop its option on the Opinaca A property while retaining its option on the Opinaca B property.

During the three months ended October 31, 2017, Hecla Mining Company has obtained encouraging results following a 2,945-metre diamond drilling program on the Opinaca B Property held by Everton and its partner Azimut Exploration Inc. Best result is 0.61 g/t Au over 30.7 m (starting in mineralization), including 2.38 g/t Au over 2.0 m and 3.21 g/t Au over 1.7 m in hole OP-17-51 (see attached figure). The drilling campaign comprised 12 holes for a total of 2,945 metres of drilling on the following targets: Dominic (4 holes), Fishhook (4 holes), D8 (2 holes), Eric (1 hole) and the eastern extension of Claude (1 hole).

The Opinaca B Property, comprising 248 claims covering 129.7 km2, is situated in a highly prospective part of the Eleonore mining camp where significant results have been recently released for the Eleonore South Property (Azimut-Goldcorp-Eastmain JV). The $928,000 spent during this program has completed Hecla's requirement to earn a 50% interest in the Property. The Company has now a 25% interest in the Opinaca B property.

During the year ended October 31, 2017 the Energie et Ressources Naturelles Québec, renewed the Opinaca claims.

The Opinaca claims are all in good standing.

Detour Lake

On April 27, 2016, the Company staked 136 claims covering 7,437 ha (74.37 sq. km) in James Bay Quebec. On October 12, 2016, the Company staked an additional 23 claims related to this property, bringing the total number of claims to 159.

Everton has purchased a list of targets on the areas of interest by issuing 1,700,000 common shares and by paying $25,000 on signing and $25,000 in 90 days following the signing to Diagnos, as well as, a 2% royalty on the net return of the smelting revenues associated with the minerals and concentrates to be extracted from the concessions identified by DIAGNOS. The purchase agreement stipulates that Everton may, at any time, reduce the royalty from 2% to 1% by paying $1,000,000.

The Detour Gold Quebec project area is a highly prospective area for gold deposits associated with the Sunday Lake and Lower Detour deformation zones. It is mostly known for hosting the Detour Lake Mine which has a gold reserve measured over 15.5 M ounces (reference: Detour Lake 2014, NI43-101 Technical Report) and the Casa Berardi Mine.

The claims were acquired using Diagnos' property Computer Aided Resource Detection System (CARDS) to target the gold potential in the Detour Lake area of Quebec. The CARDS system uses powerful pattern recognition algorithms to analyze digitally compiled exploration data, and identifies precise areas (gold targets) with, geological, topography and geophysical signatures similar to areas of known mineralization. The database modelling included: 1) levelled and merged High-Resolution Aeromagnetic Data Compilation of the Abitibi and the Ontario side of the Detour Lake area; 2) topography; and 3) over 18,814 compiled assays (7,353 with Au = 1 g/t Au) from Quebec government-registered drill hole assays and surface samples. Based on analysis and on known lithology and structural geology in the region, over 6 high priority gold targets have been identified and staked. One of these priority gold targets is located 16 km north of the Casa Berardi Mine and overlaps the road.

The 159 claims expired on May 25, 2018, and the Company decided to abandon this property. The Company wrote off $85,989 of Mineral exploration property costs and $174,593 of Exploration and evaluation asset costs. The total write off associated with this property was $260,582.

Chapais

On December 5, 2017 the Company entered into an option agreement with Albert Mining Inc. ("Albert Mining") to earn up to a 75% interest in seven mining claims located in the Chapais mining district of Quebec. To earn the 75% interest, the Company will pay $30,000 in cash, incur exploration expenditures totaling $370,000 over a three-year period, and will issue to Albert Mining a total of 2,500,000 common shares at two separate dates during the three-year period. Albert Mining will retain a 2% NSR on the property. The Company reserves the right to purchase half of the NSR (1%) at any time by paying $1,000,000 to Albert Mining. The Company and Albert Mining share common management.

During the year ended October 31, 2018, the Company incurred exploration expenditures of $119,882 on this property.

The capitalized property costs are allocated as follows:

	October 31, 2018		October 31, 2017	
	Mineral exploration properties	**Exploration and evaluation assets**	Mineral exploration properties	Exploration and evaluation assets
	$	**$**	**$**	**$**
Dominican Republic				
a) Cabirma del Cerro	**1**	**-**	**1**	**-**
b) Arroyo Carpintero	**-**	**515,123**	**-**	**506,902**
	1	**515,123**	**1**	**506,902**
Canada (Quebec)				
d) Opinaca	**260,450**	**2,835,187**	**260,450**	**2,842,085**
e) Detour Lake	**-**	**-**	**85,989**	**148,485**
f) Chapais	**-**	**119,882**	**-**	**-**
	260,450	**2,955,069**	**346,439**	**2,990,570**
TOTAL	**260,451**	**3,470,192**	**346,440**	**3,497,472**

The following table reflects the changes to mineral exploration properties and exploration and evaluation assets for the years ended October 31, 2018, and 2017:

	October 31, 2018	October 31, 2017
	$	$
Balance, beginning of the year	**3,843,912**	13,508,472
Additions		
Drilling	**125,864**	263,532
Assaying	**10,885**	13,775
Project consulting	**650**	878
Geological survey	**-**	69,705
Geophysical survey	**-**	3,373
Geochemical survey	**-**	5,688
Date and report preparation	**-**	7,185
Renewal of licenses and permits	**2,240**	21,329
General field expenses	**16,565**	117,632
	156,204	503,097
Write-down of exploration properties and evaluation assets	**(260,582)**	(10,167,657)
Quebec resource tax credit received	**(8,891)**	-
	(269,473)	(10,167,657)
Balance, end of the year	**3,730,643**	3,843,912
Mineral exploration properties	**260,451**	346,440
Exploration and evaluation assets	**3,470,192**	3,497,472
Exploration properties and evaluation assets	**3,730,643**	3,843,912

Outlook

Hecla Mining Company will probably make a follow-up work program including mechanized trenching in 2018 on the Opinaca B property, held by Hecla Mining Company (50%), Everton (25%) and its partner Azimut Exploration Inc (25%).

FINANCIAL INFORMATION

The following selected financial data is derived from the consolidated annual financial statements of the Company which were prepared in accordance with IFRS.

SELECTED CONSOLIDATED FINANCIAL DATA

	Three months Ended October 31, 2018	Three months Ended October 31, 2017	**Year Ended October 31, 2018**	Year Ended October 31, 2017
	$	$	$	$
Statement of Comprehensive Loss				
Loss from operations	**(328,627)**	(10,264,019)	**(552,740)**	(10,703,484)
Interest and other income	**149,559**	(4,626)	**190,819**	(6,754)
Net loss before taxes	**(179,068)**	(10,268,645)	**(361,921)**	(10,710,602)
Loss and comprehensive loss	**(163,164)**	(10,267,867)	**(346,017)**	(10,708,971)
Basic and diluted loss per common share	**(0.00)**	(0.11)	**(0.00)**	(0.12)
Basic and diluted weighted-average shares outstanding	**93,134,470**	93,134,470	**93,134,470**	86,615,226

	Year Ended October 31, 2018	Year Ended October 31, 2017
	$	$
Statement of Cash Flows		
Net Cash used in Operating Activities	**(99,145)**	(646,222)
Net Cash used in Investing Activities	**(169,538)**	(492,735)
Net Cash provided by Financing Activity	**108,000**	1,038,850
Change in cash	**(160,683)**	(100,107)

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 AND TWELVE MONTHS ENDED OCTOBER 31, 2018

Operating Expenses

During the year ended October 31, 2018, the Company had a loss from operations of $552,740 (2017- $10,703,848).

Significant variances are explained below:

During the year ended October 31, 2018, when compared to the year ended October 31, 2017, professional fees increased by $16,305, general and administration expenditures decreased by $28,110, travel and promotion expenses decreased by $136,125 (due in part to a recovery of $19,120) and management fees decreased by $61,687. These decreases are mostly attributed to a decrease in the Company's activity.

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 the following periods.

Quarter Ended	Interest and Other Income	Net loss after tax	Basic and diluted loss per common share
	$	$	$
31/10/2018	149,549	(179,068)	(0.00)
31/07/2018	45,052	(38,358)	(0.00)
30/04/2018	(22,359)	(98,818)	(0.00)
31/01/2018	18,577	(45,677)	(0.00)
31/10/2017	(1,197)	(10,267,867)	(0.11)
31/07/2017	(16,190)	(120,456)	(0.00)
30/04/2017	(3,387)	(153,326)	(0.00)
31/01/2017	14,020	(167,322)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital deficit, excluding marketable securities and flow through premium liability, totals $313,123 as at October 31, 2018 (deficit - $83,796 as at October 31, 2017), including $11,414 ($172,097 as at October 31, 2017) in cash.

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.

OFF BALANCE SHEET ARRANGEMENTS

As of October 31, 2018, the Company did not have any off-balance sheet arrangements.

INVESTOR RELATIONS ACTIVITY

The management of the Company provides all of the investor relations functions internally.

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, enterprises that are controlled by these individuals.

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 months ended		**Year ended**	
	October 31, 2018	October 31, 2017	**October 31, 2018**	October 31, 2017
	$	$	**$**	$
Directors' and officers' fees (1)	**43,500**	121,687	**174,000**	235,687
Consulting fees	**-**	-	**1,283**	-
Benefits	**1,716**	1,458	**2,688**	5,649
Share-based compensation	**-**	-	**-**	13,520
	45,216	123,145	**177,971**	254,856

(1) Includes directors' fees, which have been included in Management fees in the consolidated statements of loss and comprehensive loss.

During the year ended October 31, 2018, management and consulting fees of $120,000 (2017 – $120,000), were paid to a Corporation owned by André Audet, the Company's CEO. Short-term benefits of $2,688 (2017 - $5,649) were paid on behalf of Mr. Audet.

During the year ended October 31, 2018, management and consulting fees of $Nil (2017 – $14,000) respectively, were paid to Sabino Di Paola, the Company's former CFO.

During the year ended October 31, 2018, management and consulting fees of $54,000 (2017 - $35,000) were paid to a Corporation owned by Lucie Letellier, the Company's CFO.

During the year ended October 31, 2018, director's fees of $Nil were forgiven (2017 – $12,500 were forgiven), to Michael Farrant, the Chairman of the Audit Committee.

During the year ended October 31, 2018, consulting fees of $1,283 (2017 - $66,687) respectively, were paid to Salvador Brouwer, a former director of the Company.

Transactions with related companies

Everton entered into the following transactions with related companies:

Under an agreement, which was signed on March 25, 2013 between Albert Mining Inc. ("Albert") (formerly Majescor Resources Inc.) and Everton, the Company reimbursed the cost of shared salaries and benefits, rent and office expenses paid by Everton (which shares common management). During the year ended October 31, 2018, Albert reimbursed Everton $14,029 of shared costs (2017 - $19,834).

Per an agreement that was terminated during the year ended October 31, 2017, Tetra Bio-Pharma Inc. ("Tetra") (formerly GrowPros Cannabis Ventures Inc.) reimbursed the Company for the cost of shared salaries and benefits, rent and office expenses paid by the Company (which shares common management) on a month by month basis. During the year ended October 31, 2018, Tetra reimbursed the Company $Nil of shared costs (October 31, 2017 - $6,181).

Loan from Key Management

During the year ended October 31, 2018, the Mr. André Audet, CEO of the Company, loaned a total of $98,000 to the Company.

This debt is non-interest bearing, unsecured, and has no specific terms of repayment.

Amounts owing to related parties

At October 31, 2018, $141,250 (2017 - $6,950) is owing to a company controlled by the Company's CEO for unpaid management fees.

At October 31, 2018, a total of $20,515 is owing to Albert Mining Inc. for unpaid exploration and evaluation costs incurred during the year.

Change in Management

On April 20, 2018, Mr. Salvador Brouwer tendered his resignation as a director of the Company. During his time with Everton, Mr. Brouwer was involved in the operations of the Company's Dominican Republic properties.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities and loan payable. The fair value of cash, accounts payable and accrued liabilities and loan payable 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.

OUTSTANDING SHARE DATA

Common shares and convertible securities outstanding at February 22, 2019, consist of:

Securities	Expiry Date	Range of exercise Price	Number of Securities Outstanding
Common shares	-	-	93,134,470
Options	Up to February 24, 2022	$0.05 to $0.20	4,970,000
Warrants	Up to February 21, 2021	$0.07	16,267,500

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.

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 and mineral property costs is provided in Note 5 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.

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.

Approval

The Board of Directors of Everton Resources approved the disclosure contained in this MD&A on February 22, 2019. A copy of this MD&A will be provided to anyone who requests it from the Company.

Additional Information

Officers and Directors:
André Audet, Chairman, Chief Executive Officer, and Director
Lucie Letellier, Chief Financial Officer and Corporate Secretary

Independent Directors
Keith Stein, Director
Steven Mintz, Director
Michel Fontaine, Director

Legal Counsel and Auditors
McMillan LLP, Canadian Legal Counsel

Distinctive Law, Dominican Republic Legal Counsel
DeVisser Gray, 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 22, 2019. 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) Lucie Letellier*
Chairman of the Board and Chief Executive Officer	Chief Financial Officer