FORM 53-901F (FORMERLY FORM 27) UNDER SECTION 85(1) OF THE BRITISH COLUMBIA SECURITIES ACT
FORM 27 UNDER SECTION 118(1) OF THE ALBERTA SECURITIES ACT
FORM 27 UNDER SECTION 75(2) OF THE ONTARIO SECURITIES ACT
(INDIVIDUALLY, THE "ACT" AND COLLECTIVELY, THE "SECURITIES ACTS")

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Everton Resources Inc. ("Everton")
290 Picton Street, Suite 201
Ottawa, Ontario K1Z 8P8

Item 2: Date of Material Change

December 8, 2003

Item 3: Press Release

The Press Release was disseminated on December 16, 2003, to the TSX Venture Exchange as well as through various other approved public media and was SEDAR filed with the Provincial Securities Commissions.

Item 4: Summary of Material Change(s)

A summary of the nature and substance of the material change is as follows:

Everton has announced changes to its Board and Management.

Item 5: Full Description of Material Change

Andre Audet has accepted the appointment as chairman of the board and chief executive officer. He has served as a director for the past year where he was responsible for the financing activities, property acquisitions and business development. Over the past 10 years Mr. Audet has had success in the mining and venture capital industries, through his extensive contacts in the financial community he has been responsible for raising millions of dollars for public junior mining companies in Canada.

Douglas Perkins has been appointed chief financial officer and corporate secretary. He is currently CFO at Orezone Resources Inc. Mr. Perkins brings with him over 20 years of experience as a financial manager in the field of exploration and mining development. He has held senior financial roles in a number of rapidly growing public companies. Mr. Perkins has also participated in eight gold mine feasibility studies and the construction of six gold mines.

Marc L'Heureux is a professional geologist, previously acting on a consulting basis and he now joins Everton as vice-president of exploration and acquisitions. He will be responsible for supervising Everton's three joint ventures and new property acquisitions in the Dominican Republic. Over the past 18 years, Mr. L'Heureux has been involved in designing, implementing and managing exploration and acquisition programs with several mining companies.

Everton would like to extend its gratitude to Dwane Brosseau for his contributions over the past years in securing Everton as a leading gold exploration company. Mr. Brosseau will now assume the role of manager of investor relations and will continue as a director of Everton.

Item 6: Reliance on Section 85(2)(BC) of the Securities Act (British Columbia) or Section 118(2) of the Securities Act (Alberta) or Section 75(3) of the Securities Act (Ontario)

Not applicable.

Item 7: Omitted Information

Not applicable

Item 8: Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Andre Audet, Chairman and Chief Executive Officer
290 Picton Street, Suite 201
Ottawa, Ontario K1Z 8P8
Phone : (613) 241-2332

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Ottawa, Ontario, this 18th day of December, 2003.

EVERTON RESOURCES INC.
Per:
"Andre Audet"

Andre Audet, Chairman and CEO

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE SECURITIES ACT, THE SECURITIES REGULATION AND THE ALBERTA SECURITIES COMMISSION RULES SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.