FORM 53-901F (FORMERLY FORM 27) UNDER SECTION 85(1) OF THE BRITISH COLUMBIA SECURITIES ACT
FORM 27 UNDER SECTION 146(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

January 6, 2004

Item 3: Press Release

The Press Release was disseminated on January 6, 2004, 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 the appointment of Hugh Brooke Macdonald as Vice President, New Business Development and General Counsel and the issuance of 300,000 stock options to Mr. Macdonald (the "Options"). The Options are exercisable into common shares of Everton until January 6, 2009 at an exercise price of $0.40 per share.

Item 5: Full Description of Material Change

Everton announces the appointment of Hugh Brooke Macdonald as Vice President, New Business Development and General Counsel of the Corporation. Mr. Macdonald is a bilingual (English/Spanish) lawyer specializing in contract negotiations, direct foreign investment and joint ventures in the mining industry in Latin America. A graduate of Queen's University and a member of the New York Bar, Mr. Macdonald has extensive experience representing mining companies, first as an associate at the Caracas office of international law firm Baker & McKenzie, and later as Placer Dome's legal counsel for exploration in Latin America and President of Placer Dome de Venezuela S.A. Mr. Macdonald has been a key player in the acquisition of mineral rights to several world class gold deposits and the permitting and construction of operating mines in Latin America.

Everton also announces that it has granted Options to Mr. Macdonald, entitling him to purchase up to 300,000 shares of Everton at a price of $0.40 per share until January 6, 2009. The Options are subject to regulatory and shareholder approval.

Item 6: Reliance on Section 85(2)(BC) of the Securities Act (British Columbia) or Section 146(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 8th day of January, 2004.

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.