EVERTON RESOURCES INC.

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and address of the Company**

Everton Resources inc.
290 Picton Street, Suite 201
Ottawa, Ontario
K1Z 8P8

Item 2 **Date of material change**

November 30, 2004

Item 3 **News release**

The press release was issued on December 1st, 2004.

Item 4 **Summary of material change**

Closing of a brokered private placement.

Item 5 **Full description of material change**

Everton has closed a brokered private placement with a syndicate of agents led by Canaccord Capital Corporation and including Haywood Securities for gross proceeds of $3,036,950.

The offering consisted of 8,677,000 units at a price of $0.35 per unit. Each unit comprises one (1) common share and one half (½) of one common share purchase warrant. Each whole share purchase warrant will be exercisable into one (1) common share at a price of $0.40 per share until November 30, 2006. The agents received a cash commission equal to 7.5% of the gross proceeds for a total of $227,771.25. The agents also received agent warrants entitling it to purchase 867,700 shares (representing 10% of issued units) at an exercise price of $0.40 per share until November 30, 2006. Canaccord Capital Corporation also receives 200,000 corporate finance shares. All the securities issued are subject to a four (4) month hold period ending March 31, 2005.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

None

Item 8 **Executive Officer**

André D. Audet, President
Tel: (613) 241-2332
Fax: (613) 241-2332

Item 9 **Date of Report**

DATED at Montreal, this 2nd day of December, 2004.

Everton Resources Inc.

(s) André D. Audet

André D. Audet, President