

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

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

**Everton Resources Inc.** (the “Company”)  
1155 René-Lévesque Blvd. West, 31st Floor  
Montréal, Québec H3B 3S6

**Item 2      Date of material change**

November 12, 2010

**Item 3      News release**

The press release was issued and distributed via Marketwire on November 15, 2010.

**Item 4      Summary of material change**

Closing of the second tranche of a non-brokered private placement totalling \$220,000.

**Item 5      Full description of material change**

The Company announced the closing of the second tranche of a non-brokered private placement (the “Placement”) for gross proceeds of \$220,000 (partially completed and announced in news release of November 2, 2010). The Placement consists of the issuance of 880,000 units at a price of \$0.25 per unit (the “Units”). Each Unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.40 for a period of twenty-four months following the closing date. Two insiders have participated to this private placement for an amount of \$20,000.

In connection with the Placement, the Company paid a cash finder’s fee to eligible parties totalling \$16,000 and issued, as additional consideration, 64,000 non-transferable warrants entitling the holder to acquire the same number of common shares of the Company at a price of \$0.25 per common share for a period of twenty-four (24) months following the closing date. The securities issued in connection with the Placement are subject to a four month hold period.

**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 Audet  
Chairman & CEO  
Telephone: (613) 241-2332

**Item 9      Date of Report**

November 17, 2010