FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

Evergreen Gaming Corporation
16030 Juanita Woodinville Way
Bothell, Washington
98011

Item 2. **Date of Material Change**

August 27, 2010

Item 3. **News Release**

A news release dated August 27, 2010 concerning the material change was forwarded to Canada Stockwatch and Market News for dissemination and was SEDAR filed with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

Item 4. **Summary of Material Change**

The Company's wholly owned subsidiary, Puget Sound Gaming, Inc., has agreed to acquire 100% of the issued and outstanding shares of Three Diamonds LLC and Nine Diamonds LLC, both private companies, for total consideration of US$94,618. The sole asset of the Companies is their agreement to lease certain premises near Kirkland, Washington in which the Company proposes to establish new card room operations.

Item 5. **Full Description of Material Change**

The Company's wholly owned subsidiary, Puget Sound Gaming, Inc., has agreed to acquire 100% of the issued and outstanding shares of Three Diamonds LLC and Nine Diamonds LLC, both private companies (collectively the "Companies"), for total consideration of US$94,618. The sole asset of the Companies is their agreement to lease certain premises near Kirkland, Washington in which the Company proposes to establish new card room operations. The consideration of US$94,618 is equivalent to the lease deposits already advanced by the Companies under the lease agreements.

The vendor of the shares in the Companies is TI Gaming LLC, a private company wholly owned by Timothy Iszley, the President and CEO and a director and controlling shareholder of the Company. Accordingly, the transaction is a related party transaction and a non-arm's length transaction under the policy of the TSX Venture Exchange (the "Exchange"), and is subject to the prior approval of the Exchange.

As no securities of the Company are involved in the transaction, the transaction will have no effect on the number or percentage of securities owned by Mr. Iszley in the Company.

The lease deposits were made by the Companies before Mr. Iszley became an insider of the Company and the purpose of the transaction is to turn over the benefit of this opportunity to the Company. This is most effectively done by transferring the shares of the Companies, as certain applications relative to the proposed operations have already been made in the name of the Companies.

Due to the small acquisition cost, the transaction itself is not expected to have any significant effect on the Company's business and affairs. Once the Company establishes additional operations in the leased premises, it is anticipated that the Company will experience improvements in its results of operations, although it is too early to quantify any specific benefit.

The transaction has been approved by the independent directors of the Company, and no director opposed the transaction. No independent committee of the Board was formed to consider the transaction. The Company is not aware of any valuation prepared within the past 24 months that would be relevant to the transaction.

The Company is exempt from the requirements of Exchange Policy 5.9 ("Policy 5.9"), which incorporates Multilateral Instrument 61-101, with respect to the preparation of an independent valuation in connection with the transaction, as no securities of the Company are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States. The Company is also exempt from the requirements of Policy 5.9 with respect to minority shareholder approval of the transaction, as neither the fair market value of the subject matter of the transaction nor the fair market value of the consideration for the transaction exceeds 25% of the Company's market capitalization.

It is anticipated that the transaction will close within 21 days of the date of this report as the required approval of the Exchange has been applied for and there are no other pre-conditions to closing.

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Timothy Iszley
President & CEO
Tel: (206) 248-2363

Item 9. **Date of Report**

September 7, 2010