

**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**

February 21, 2011

Item 3. **News Release**

A news release dated February 21, 2011 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 has closed its acquisition of the Palace and Chips casinos in the Lakewood area of Washington State.

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

In November of 2010, the Company announced that it had entered into a purchase and sale agreement with respect to the proposed acquisition of two casinos, and the related bar and restaurant operations, in the Lakewood area of Washington State. The agreement provided for the Company to acquire 100% of the issued shares of the two private companies that currently own the casinos, in exchange for 11,000,000 common shares of the Company. At the time, consummation of the proposed transaction was subject to a number of conditions, including the satisfaction of a number of business conditions on the part of the vendor, the completion of a satisfactory due diligence review by the Company, Washington State regulatory approvals and the approval of the TSX Venture Exchange.

The Company has received the required approvals and closing of the transaction was completed February 21, 2010, with the Company issuing 11,000,000 common shares to the vendor.

The casinos acquired are the Palace Casino and the Chips Casino. The Palace Casino operates 7 poker tables and 8 house banked gaming tables. The Palace Casino generated approximately \$7,000,000 of revenue in 2009. The Chips Casino generated approximately \$4,000,000 of revenue in 2008 but currently operates 6 house banked gaming tables 3 days per week, which generates approximately \$1,200,000 in annualized revenue.

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: (425) 419-4429

Item 9. **Date of Report**

March 2, 2011