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 28, 2011

Item 3. **News Release**

A news release dated February 28, 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 entered into agreements to acquire the Wizards and Goldies casinos in Washington State, in exchange for 22,500,000 shares of the Company, subject to TSX Venture Exchange approval.

As a result of a five year sunset adopted by the City of Tukwila, the Company will close its Riverside casino effective January 1, 2016.

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

Acquisition of Wizards and Goldies Casinos

The Company has entered into agreements to acquire from Cory Coyle ("Coyle") and Rick Faoro ("Faoro") 100% of a private Washington state company that owns and operates the Wizards Casino in Burien and the Goldies Casino in Shoreline, Washington State, and the related bar and restaurant operations. The agreements provide for the Company to issue 22,500,000 common shares as consideration, being 11,250,000 shares to each of the vendors. The agreements also provide for Coyle to be appointed as the President and Faoro as the Executive Vice-President and General Counsel of Washington Gaming, Inc. and Puget Sound Gaming, Inc., both subsidiaries of the Company. The agreements also provide for the Company to enter into a Put Agreement with the vendors that would permit them to sell their shares in the Company back to the Company, in the event of the termination of their employment, on terms and conditions that are in accordance with applicable securities laws and the policy of the TSX Venture Exchange. The transaction is subject to the approval of the TSX Venture Exchange.

In 2010, the Wizards and Goldies casinos combined generated approximately $13.5 million in revenue, and EBITDA of $1.0 million.

Tukwila Adopts Five Year Sunset

The City of Tukwila has adopted a five year sunset affecting casinos operating within its borders. As a result, the Company will be required to close its Riverside casino by January 1, 2016. The Company is currently exploring its options with respect to this development.

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 4, 2011