

EVERTON RESOURCES INC.
(A development stage Company)

Consolidated Financial Statements

For the three months ended January 31, 2009

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Management's Responsibility for Financial Statements

To the Shareholders and Directors of Everton Resources Inc.

The accompanying interim consolidated financial statements and the notes thereto for the three months ended January 31, 2009 are the responsibility of the management of Everton Resources Inc. These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles, using management's best estimates and judgements where appropriate.

Management has developed and maintained a system of internal controls to provide reasonable assurance that all assets are safeguarded and to facilitate the preparation of relevant, reliable and timely financial information.

The Board of Directors is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the period end unaudited interim consolidated financial statements together with other financial information. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the internal controls over the financial reporting process and the period end unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the period end unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

The auditors of Everton Resources Inc. have not performed a review of the interim consolidated financial statements for the three months ended January 31, 2009.

(signed) André Audet
André Audet, CEO

(signed) Khadija Abounaim
Khadija Abounaim, CFO

Everton Resources Inc.

(A development stage Company)

Consolidated Balance Sheets

As at

	January 31, 2009	October 31, 2008
	(Unaudited)	(Audited)
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	3,117,633	3,952,215
Marketable securities	1,625	3,750
Accounts receivable	51,284	42,524
Amounts due from related parties (Note 9)	60,226	8,955
Tax credit and mining duties receivable	1,340,391	1,313,092
Prepaid expenses	141,289	166,800
	<u>4,712,448</u>	<u>5,487,336</u>
Long-term investment (Note 6)	434,862	621,975
Property, plant and equipment (Note 7)	39,594	42,738
Mineral exploration properties (Note 8)	1,807,825	1,766,905
Deferred exploration expenses (Note 8)	10,205,631	9,756,154
	<u>17,200,360</u>	<u>17,675,108</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	214,417	176,870
SHAREHOLDERS' EQUITY		
Share capital (Note 10)	25,664,965	25,664,965
Contributed surplus (Note 11)	6,377,661	6,243,342
Accumulated other comprehensive loss	(15,625)	(13,500)
Deficit	(15,041,058)	(14,396,569)
	<u>16,985,943</u>	<u>17,498,238</u>
	<u>17,200,360</u>	<u>17,675,108</u>

Going concern (Note 2)

Contingency (Note 14)

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

On behalf of the Board,
(signed) "André Audet"
André Audet, Director

On behalf of the Board,
(signed) "Michael Farrant"
Michael Farrant, Director

Everton Resources Inc.

(A development stage Company)

Consolidated Operations (unaudited)

	Three months Ended January 31, 2009	Three months Ended January 31, 2008
	\$	\$
Operating expenses		
Management and consulting fees	10,890	32,147
Stock-based compensation (Note 11)	134,319	239,504
Salaries and benefits	109,205	123,681
Travel and promotion	29,650	33,940
Report to shareholders	538	1,242
Professional fees	46,179	52,309
Insurance	4,779	10,148
General expenses	35,343	42,484
Foreign exchange loss	37,410	6,474
Amortization of property, plant and equipment	3,144	4,468
Write-down of mining properties and deferred exploration expenses	61,719	5,256
	<u>473,176</u>	<u>551,653</u>
Other expenses (income)		
Interest income (Note 4)	(15,800)	(84,380)
Share of net loss of NQ (Note 6)	187,113	-
	<u>171,313</u>	<u>(84,380)</u>
Net loss	<u>644,489</u>	<u>467,273</u>
Basic and diluted net loss per common share	<u>0.01</u>	<u>0.01</u>
Basic and diluted weighted average number of common shares outstanding	<u>58,290,333</u>	<u>57,473,983</u>

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

Everton Resources Inc.

(A development stage Company)

Consolidated Deferred Exploration Expenses (unaudited)

	Three months Ended January 31, 2009	Three months Ended January 31, 2008
	\$	\$
Balance, beginning of period	9,756,154	6,669,196
Additions		
Drilling	109,368	247,550
Project consulting	6,764	59,965
Geophysical survey	-	75,734
Geological survey	260,861	189,389
Geochemical survey	27,963	69,789
Report preparation	26,065	75,111
Renewal of licenses and permits	60,599	2,743
General field expenses	27,795	141,340
	<u>519,415</u>	<u>861,621</u>
Write-down of deferred exploration expenses	(42,639)	(5,256)
Cost of mining properties sold	-	(467,908)
Tax credits and mining duties	(27,299)	(136,726)
	<u>(69,938)</u>	<u>(609,890)</u>
Balance, end of period	<u>10,205,631</u>	<u>6,920,927</u>

Everton Resources Inc.
(A development stage Company)
Consolidated Deficit (unaudited)

	Three months Ended January 31, 2009	Three months Ended January 31, 2008
	\$	\$
Deficit, beginning of the period	14,396,569	12,219,375
Net loss	<u>644,489</u>	<u>467,273</u>
Deficit, end of the period	<u><u>15,041,058</u></u>	<u><u>12,686,648</u></u>

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

Everton Resources Inc.

(A development stage Company)

Consolidated Comprehensive Loss (unaudited)

	Three months Ended January 31, 2009	Three months Ended January 31, 2008
	\$	\$
Net loss for the period	644,489	467,273
Other comprehensive loss		
Unrealized loss on available-for-sale investments	2,125	2,375
Comprehensive loss for the period	646,614	469,648

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

Everton Resources Inc.
(A development stage Company)
Consolidated Cash Flows (unaudited)

	Three months Ended January 31, 2009	Three months Ended January 31, 2008
	\$	\$
OPERATING ACTIVITIES		
Net loss	(644,489)	(467,273)
Non-cash items		
Amortization of property, plant and equipment	3,144	4,468
Stock-based compensation	134,319	239,504
Unrealized foreign exchange loss	28,374	4,478
Write-down of deferred exploration expenses	42,639	5,256
Write-down of mineral properties	19,080	-
Share of net loss of NQ	187,113	-
Changes in non-cash working capital items (Note 12)	<u>(23,545)</u>	<u>(37,190)</u>
Cash flows used in operating activities	<u>(253,365)</u>	<u>(250,757)</u>
INVESTING ACTIVITIES		
Short-term investments	-	2,975,388
Acquisition of property, plant and equipment	-	(8,342)
Mineral exploration property costs	(60,000)	(63,580)
Deferred exploration expenses	<u>(521,217)</u>	<u>(696,056)</u>
Cash flows (used in) from investing activities	<u>(581,217)</u>	<u>2,207,410</u>
(Decrease) Increase in cash and cash equivalents	(834,582)	1,956,654
Cash and cash equivalents, beginning of period	<u>3,952,215</u>	<u>2,537,239</u>
Cash and cash equivalents, end of period	<u><u>3,117,633</u></u>	<u><u>4,493,893</u></u>
<i>Cash and cash equivalents:</i>		
Cash	104,290	2,000,430
Cash equivalents	<u>3,013,343</u>	<u>2,493,463</u>
	<u><u>3,117,633</u></u>	<u><u>4,493,893</u></u>
Non-cash supplemental information:		
Deferred exploration expenses included in accounts payable	112,613	494,881
Common shares received in exchange of mineral properties	-	1,200,000

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three months ended January 31, 2009

1. Governing statutes and nature of operations

Everton Resources Inc. (the "Company" or "Everton") was incorporated under the Business Corporations Act (Alberta) on November 7, 1996 and commenced operations on December 19, 1996. Until June 2002, the Company was involved in an internet related business. In November 2002, the Company commenced its current nature of operations which involves acquisition, exploration and development of mineral resource properties. The Company is in the exploration stage and does not derive any revenue from the development of its properties.

Until it is determined that the Company's properties contain mineral reserves or resources that can be economically mined, they are classified as mineral exploration properties. The recoverability of mineral exploration property costs and deferred exploration expenses is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to complete exploration, development and construction of processing facilities; obtaining certain government approvals; and attaining profitable production.

2. Going concern assumption

These unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and on the basis of a going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. The unaudited interim consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. If management is unsuccessful in securing capital, the Company's assets may not be realized or its liabilities discharged at their carrying amounts and these differences could be material.

In management's opinion, the Company still has sufficient resources to fund all aspects of its operations for the next twelve months. However, in light of operating losses incurred in past years, an accumulated deficit and the existence of a contingency (see Note 14), there is doubt about the Company's ability to continue as a going concern beyond twelve months. In addition to ongoing working capital requirements, the Company will have to secure sufficient funding for its exploration and development programs and general and administrative costs.

3. Accounting changes

The accompanying unaudited interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). They are consistent with the policies and practices used in the preparation of the Company's audited annual consolidated financial statements, except for the adoption of a new standard described in the following paragraph. These unaudited interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the years ended October 31, 2008 and 2007.

Effective November 1, 2008, the Company adopted the new recommendation of the Canadian Institute of Chartered Accountants under Section 1400, "General Standards of Financial Statement Presentation", which requires that management make an assessment of the Company's ability to continue as a going concern over a period which is at least, but not limited to, twelve months from the balance sheet date. The new requirement only addresses disclosures, and has no impact on the Company's financial results.

Everton Resources Inc.

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Notes to Consolidated Financial Statements (unaudited)

Three months ended January 31, 2009

4. Information included in consolidated operations

	Three months ended January 31, 2009	Three months ended January 31, 2008
	\$	\$
Interest from available-for-sale financial assets	14,810	80,984
Interest from held-for-trading financial assets	990	3,396
	<u>15,800</u>	<u>84,380</u>

5. Cash and cash equivalents

Cash equivalents total \$3,013,343 as at January 31, 2009 (\$3,460,777 as at October 31, 2008). These have interest rates ranging from 0.70% to 1.62% (2.51% to 2.68% as at October 31, 2008) and mature in February, March and April 2009.

6. Long term investment

Further to a sale agreement dated November 22, 2007, and amended on December 5, 2007, the Company sold the following 18 properties located in the James Bay Area to NQ Exploration Inc. ("NQ"): Aylmer, Candlestick, Castle (including Castle South), Conviac, Corvet Sud, Eastmain, Eastmain Nord, Gauchet, Jobert, Le Moyne, Morand, Pine Hill, Pine Hill Nord, Pontax, Sakami, Duncan, Wapamisk and Star Lake in exchange for 12,000,000 common shares of NQ valued at a price of \$0.10 per share. On April 30, 2008, NQ completed its Initial Public Offering.

The Company has significant influence over NQ and therefore the equity method was used as the basis of accounting for the investment from the date of acquisition. As at January 31, 2009, the Company has a 44% ownership interest in NQ. The share of net loss of NQ recognized reflects the change of the holding interest since the acquisition date of the shares.

	January 31, 2009	October 31, 2008
	\$	\$
Balance, at acquisition	1,200,000	1,200,000
Share of net loss of NQ	(765,138)	(578,025)
Balance, end of period	<u>434,862</u>	<u>621,975</u>

The market value of the Company's investment in NQ Exploration Inc. as at January 31, 2009 is \$600,000.

The common shares are held in escrow, and will be released according to the following schedule:

	Number of shares	Date released/to be released
Shares issued under escrow	12,000,000	
	(1,200,000)	April 30, 2008
	(1,800,000)	October 27, 2008
Shares escrowed as at January 31, 2009	<u>9,000,000</u>	
Shares still to be released	1,800,000	April 25, 2009
	1,800,000	October 22, 2009
	1,800,000	April 20, 2010
	1,800,000	October 17, 2010
	1,800,000	April 15, 2011
	<u>9,000,000</u>	

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Notes to Consolidated Financial Statements (unaudited)

Three months ended January 31, 2009

7. Property, plant and equipment

	January 31, 2009		October 31, 2008	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
	\$	\$	\$	\$
Computer equipment	42,219	24,685	17,534	18,956
Computer software	31,554	29,556	1,998	2,663
Furniture and equipment	36,531	16,469	20,062	21,119
	110,304	70,710	39,594	42,738

The cost and accumulated amortization is \$110,304 and \$67,566 respectively as at October 31, 2008.

8. Mineral exploration properties and deferred exploration expenses

	January 31, 2009		October 31, 2008	
	Mineral Properties	Deferred Exploration Expenses	Mineral Properties	Deferred Exploration Expenses
	\$	\$	\$	\$
a) Opinaca	304,646	2,969,967	244,646	2,942,074
b) Wildcat	260,953	1,332,045	260,953	1,294,707
c) James Bay Area	39,042	100,006	39,042	81,848
d) Fosse du Labrador	145,883	202,217	164,963	230,221
e) Cuance	-	1,012,353	-	1,012,353
e) Los Hojanchos	-	316,342	-	316,342
f) La Cueva (Loma El Mate)	183,836	902,139	183,836	898,380
g) Jobo Claro	302,280	513,621	302,280	509,084
h) Maimon Copper	-	1,081,443	-	1,046,809
i) La Mireya	5,635	38,215	5,635	28,483
j) Ampliacion Pueblo Viejo	422,740	1,135,202	422,740	1,070,201
j) Ponton (Loma Hueca)	107,980	96,779	107,980	54,777
k) Fresso	34,590	429,003	34,590	206,319
l) Other	240	76,299	240	64,556
TOTAL	1,807,825	10,205,631	1,766,905	9,756,154

Everton Resources Inc.

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Notes to Consolidated Financial Statements (unaudited)

Three months ended January 31, 2009

a) Opinaca, Quebec

On December 13, 2004, Everton signed an option agreement with Azimut Exploration ("Azimut") to earn up to 50% in 546 claims by spending \$4,800,000 in exploration work and by making cash payments of \$340,000 over 5 years. As at January 31, 2009, the remaining commitments are as follows:

	Cash Payments	Exploration Expenses
	\$	\$
On or before December 9, 2009	60,000	1,300,000 (1)

(1) These exploration expenses were incurred before the date noted in the agreement.

Under the same agreement, the Company has the option to increase its interest from 50% to 65% by paying an amount of \$40,000 a year to Azimut for the next five years and by incurring minimum work expenditures of \$200,000 a year for same period. This increase can only be acquired once the initial payments and minimum exploration expenses have been made.

b) Wildcat, Quebec

On January 25, 2005, Everton acquired a 100% interest in 579 claims grouped in 7 different blocks. These claims were acquired from an independent prospector for cash consideration of \$100,000 and the issuance of 300,000 shares of Everton for a value of \$120,000. In 2006, the Company increased its land package known as Wildcat by staking an additional 207 claims. These claims are also adjacent to the Eleonore gold discovery. In 2008, the Company acquired by staking an additional 95 claims on the area known as Wildcat 8.

c) James Bay Area, Quebec

The mineral properties and deferred exploration expenses in James Bay Area as at January 31, 2009 relate to expenditures incurred on various properties held by the Company, acquired by map-staking.

d) Fosse du Labrador, Quebec

On February 11, 2008, the Company signed an agreement with Ressources Tectonic Inc. to acquire a 100% interest in the Kan and Ferricrete properties for cash consideration of \$70,000 over three years and by incurring \$310,000 in exploration expenses.

On February 9, 2009, the Company terminated the option agreement as these two projects no longer fit the Company's strategy. Consequently, the Company wrote down the cost of the properties to \$Nil (\$19,080 in acquisition costs and \$33,912 in exploration expenses).

In addition, in 2008, the Company acquired by map-staking 1,447 designated claims in 13 new projects in the same area: Goose, Fox, Lac Aulneau, Colombet, Leopard, Diana, Lemming, Jack Rabbit, Lac Ribero, Otelnuck, Minowean, Canyon and Romer.

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Notes to Consolidated Financial Statements (unaudited)

Three months ended January 31, 2009

e) Cuanace and Los Hojanchos, Dominican Republic

On August 26, 2003, Everton entered into an option agreement with Globestar Mining Corporation ("Globestar") to earn up to 70% in three gold and base metals concessions, namely the Cuanace, Los Hojanchos and Loma de Payabo concessions. On February 20, 2008, in an amendment to the initial agreement, Everton agreed to incur exploration expenditures totaling US \$1,170,000 (CAD \$ 1,447,000) by July 31, 2009 to earn a 50% interest in two of these properties, Cuanace and Los Hojanchos (a minimum of US \$585,000 per concession). These concessions are subject to a 1.5% net smelter royalty, which can be acquired for CDN \$750,000. Upon earning the 50% interest, the Company can increase its interest to 70% by completing a bankable feasibility study within two years.

Globestar is the operator on these projects and is responsible for cash calling the Company sufficient amounts, in working programs, to complete the committed expenditures and to keep the joint venture in good standing. As at January 31, 2009, the remaining expenditure to be incurred to earn 50% interest in the properties amounts to US\$47,200 (CAD \$58,000).

f) La Cueva (Loma El Mate), Dominican Republic

On December 8, 2003, the Company entered into an earn-in agreement with Linear Resources Inc. ("Linear") for the La Cueva (Loma El Mate) Project, located in the Dominican Republic, which is contiguous to the southeast corner of the Pueblo Viejo Gold Mine concession. The Company had the option to acquire a 50% interest in the property by incurring cumulative expenditures of US \$500,000 (CAD \$567,000) over a two year period, issuing 200,000 common shares and paying an option fee of US \$70,000 (CAD \$79,000). All of the above conditions were met (including the issuance of 100,000 common shares in 2004 valued at \$40,000, 50,000 common shares in 2005 valued at \$20,000 and 50,000 common shares in 2006 valued at \$38,500) and the Company has acquired its 50% interest. In April 2007, the Company signed an option agreement with Linear to increase its interest in the concession to 65%, by incurring all additional expenditures on the concession to the completion of a bankable feasibility study.

g) Jobo Claro, Dominican Republic

In September 2005, Everton signed an agreement with a local concession holder to acquire a 100% interest in the Jobo Claro concession adjacent to the Pueblo Viejo Mine, in the Dominican Republic.

Everton had the exclusive option to evaluate the Jobo Claro project for an initial period of 180 days from the effective date of September 10, 2005, by paying US\$30,000 (CAD \$39,650). Further to an amendment to this agreement dated March 2006, Everton paid an additional amount of US\$30,000 (CAD \$34,000) to maintain its option to evaluate the Jobo Claro project, for up to 360 days from the effective date of September 10, 2005. Further to a second amendment dated September 10, 2006, Everton paid an additional amount of US\$20,000 (CAD \$22,000) to maintain its option to evaluate the Jobo Claro project until March 10, 2007. On March 10, 2007, the Company paid US\$180,000 (CAD \$210,000) to the local concession holder and acquired a 100% interest in the project.

h) Maimon Copper, Dominican Republic

In January 2005, five polymetallic concessions were granted to the Company: Miranda, Loma Blanca, Caballero, Los Naranjos and Tocoa. These five concessions which are located within the Maimon Formation in Dominican Republic are held 100% by the Company. In November 2005, the Company was granted another three polymetallic concessions in the same area: La Sidra, El Llano and La Yautia.

Everton Resources Inc.

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Notes to Consolidated Financial Statements (unaudited)

Three months ended January 31, 2009

i) La Mireya, Dominican Republic

In May 2006, the Company executed an agreement with Globestar Mining Corp. "Globestar" to acquire a 100% interest in La Mireya gold concession in the eastern cordillera of the Dominican Republic.

Under the terms of the agreement with Globestar, Everton exchanged its 50% joint venture interest in the Corozal and Cercadillo nickel laterite concessions in return for Globestar's La Mireya gold concession. Everton retains a 1% NSR on Corozal and Cercadillo while Globestar retains a 2% NSR on La Mireya. Globestar and Everton also have the right to purchase half of the other's NSR at any time for US\$500,000 (CAD \$618,200).

j) Ampliacion and Loma Hueca, Dominican Republic

In April 2007, the Company obtained an option to acquire from Linear Gold Corp. ("Linear") an undivided 50% interest in the Ampliacion and Loma Hueca Concessions. The Company can earn its interest in the Ampliacion Concession by making cash payments totaling US\$700,000 (CAD\$865,500), work commitments of US\$2,500,000 (CAD\$3,091,000) and issuing 1,200,000 common shares over a three-year period. The Company can increase its interest in the concession to 65% by incurring all additional expenditures on the concession to the completion of a bankable feasibility study and by paying Linear US\$2,000,000 (CAD\$2,472,800) and issuing 1,000,000 additional common shares. The Company can earn its interest in the Loma Hueca Concession by making cash payments totaling US\$100,000 (CAD\$123,700), work commitments of US\$600,000 (CAD\$741,800) and issuing 200,000 common shares over a three-year period. The Company can increase its interest in the concession to 65% by incurring all additional expenditures on the concession to the completion of a bankable feasibility study and by paying Linear US\$250,000 (CAD\$309,100) and issuing 300,000 additional common shares. As at January 31, 2009, the Company had issued 250,000 shares (valued at \$330,250), made a cash payment of US\$175,000 (CAD\$200,470) and incurred \$1,231,981 of exploration expenses on both properties. Subsequent to the period end, the Company made an additional cash payment of US\$ 25,000 (\$30,639) and issued 50,000 shares (valued at \$4,500).

k) Fresso, Dominican Republic

On May 28, 2008, the Company signed an option agreement with Asesores Internacionales Especializados, S.A. (the "concession owner") to acquire a 100% interest in the Fresso concession located in the north-western Dominican Republic for a cash consideration of US \$35,000 (CAD \$34,591) to the concession owner for a one-year evaluation period. At the Company's request, this evaluation period can be extended for two additional six-month periods for a payment of US\$17,500 (CAD \$21,600) per period. Upon conclusion of the evaluation period, the Company can acquire 100% interest in the property for a final cash payment of US\$140,000 (CAD \$173,100). The concession owner is entitled to a 0.50% Net Smelter Return ("NSR"). The Company will have the option to acquire 50% of this NSR at any time for US\$250,000 (CAD \$309,100). The first payment of US\$35,000 (CAD \$34,591) was made on May 28, 2008.

l) Other

Other properties consist mostly of eastern Dominican Republic concessions. During the period ended January 31, 2009, the Company further wrote down the cost of Cacique de Piedra for \$8,727 in exploration expenses as this project no longer fits the Company's strategy.

Everton Resources Inc.

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Three months ended January 31, 2009

9. Related party transactions

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

Under an agreement between the Company and Majescor Resources Inc. ("Majescor") (which shares common management), the Company charges Majescor for shared salaries and benefits, rent and office expenses. During the period, the cost of shared salaries and benefits was \$21,876 (2008 - \$27,801) and rent and office expenses were \$10,600 (2008 - \$10,600). Included in amounts due from related parties is \$33,006 (\$Nil as at October 31, 2008) due from Majescor.

Under an agreement between the Company and Adventure Gold Inc. ("Adventure") (which shares common management), the Company charges Adventure for shared salaries and benefits, rent and office expenses. The cost of shared salaries and benefits was \$22,972 (2008- \$23,424) and rent and office expenses were \$2,797 (2008 - \$2,826). Included in amounts due from related parties is \$27,220 (\$8,955 as at October 31, 2008) due from Adventure.

These transactions were measured at the exchange amount, that is the amount established and accepted by the parties and were conducted in the normal course of business.

The amounts due from related parties are without interest and terms of repayment.

10. Share capital

a) Authorized

Unlimited number of common shares without par value.

Issued

	Number of shares	\$
Balance, October 31, 2008 and January 31, 2009	58,290,333	25,664,965

b) Stock option plan

The following table reflects the continuity of stock options for the period ended January 31, 2009:

	Number of options	Weighted average exercise price
		\$
Balance, October 31, 2008	4,382,500	0.56
Granted (1)	150,000	0.10
Forfeited	(380,000)	0.56
Expired	(612,500)	0.40
Balance, January 31, 2009	3,540,000	0.57

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Three months ended January 31, 2009

(1) On November 10, 2008, 150,000 stock options were granted to an Officer of the Company at an exercise price of \$0.10 per share expiring November 10, 2013. The fair value of these options which amounts to \$6,831 was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 90%; risk-free interest rate of 2.79% and an expected average life of 5 years.

As at January 31, 2009, the following options were outstanding and exercisable:

Range of exercise prices	Number outstanding	Weighted average remaining Contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$0.10-\$0.45	2,050,000	3.47	\$0.24	1,043,750	\$0.33
\$0.78-\$1.38	1,490,000	3.15	\$0.96	1,465,000	\$0.97
	<u>3,540,000</u>			<u>2,508,750</u>	

11. Contributed surplus

Contributed surplus consists of the following components:

	January 31, 2009	October 31, 2008
	\$	\$
Balance, October 31, 2008	6,243,342	1,946,319
Stock-based compensation	134,319	680,847
Expiry of warrants	-	3,616,176
Balance, January 31, 2009	<u>6,377,661</u>	<u>6,243,342</u>

12. Changes in non-cash working capital items

Changes in the non-cash working capital consists of the following items:

	Three months Ended January 31, 2009	Three months Ended January 31, 2008
	\$	\$
Accounts receivable	(8,760)	(78,499)
Amounts due from related parties	(51,271)	(29,893)
Prepaid expenses	(10,091)	17,064
Accounts payable and accrued liabilities	46,577	54,138
Total changes in non-cash working capital	<u>(23,545)</u>	<u>(37,190)</u>

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13. Segmented information

The Company has determined that it only operates in one segment, being acquisition, exploration and development of mineral properties for economically recoverable reserves. Long term assets segmented by geographical area are as follows:

	January 31, 2009	October 31, 2008
	\$	\$
Canada	5,760,796	5,955,445
Dominican Republic	6,727,116	6,232,327
Total	<u>12,487,912</u>	<u>12,187,772</u>

14. Contingent liability

In 2008, the Company received a notice from the optionor under the Miches option agreement disputing the Company's termination of that agreement on September 21, 2007 after incurring approximately US\$340,000 (CAD\$325,000) of a proposed second year work program of US\$600,000 and claiming damages in the amount of \$600,000. On July 3, 2008, the Company's Dominican Republic subsidiary, Everton Minera Dominicana, S.A., was served with a notice of arbitration in respect of this claim, and has agreed to proceed to arbitration. At present, the Company is awaiting formal constitution of the arbitral panel and the fixing of a date by it for a first hearing; the resolution of this claim is not yet reasonably determinable. In management's opinion, this notice is unwarranted, accordingly, no provision has been recorded in the consolidated financial statements.

15. Risk management, financial instruments and capital management

The Company's risk management is coordinated by the officers of the Company, in close cooperation with the members of the Board of Directors.

The Company's financial instruments at January 31, 2009 consist of cash and cash equivalents and marketable securities which are recorded at fair value. Other financial instruments include accounts receivables, amounts due from related parties, accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying value. It is management's opinion that the Company is not exposed to significant credit risks arising from these financial instruments.

The Company has exposure to financial risk arising from fluctuations in exchange rates (US dollars and Dominican Peso "DOP") and the degree of volatility of these rates. Although the Company has significant future commitments denominated in foreign currencies, the Company does not use forward exchange contracts to reduce exchange risk exposure to foreign currency risk.

The Company has limited exposure to financial risk arising from fluctuations in interest rates earned on cash equivalents (which are comprised of a treasury bills and banker's acceptances), earning interest at rates ranging from 0.70% to 1.62% and maturing in February, March and April 2009) and the volatility of these rates. As at January 31, 2009, the cash equivalents total \$3,013,343 and the interest income derived from these investments during the period totals \$14,810.

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The Company manages its liquidity needs by carefully monitoring cash outflows required in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day projection, 180-day and 360-day outlook periods. Due to the nature of the activities of the Company, funding for long-term liquidity needs are dependent on the Company's ability to obtain additional financing, through various means, including equity financing.

The Company's capital management objectives are to ensure its ability to pursue its exploration and development programs, support its operating expenses, thus continuing as a going concern, and to provide an adequate return to its shareholders. As long as the Company is in the exploration and development stages of its mining properties, it is not the intention of the Company to contract debt obligations to finance its work programs. The Company defines its capital as shareholders' equity.

16. Comparative figures

Certain of the comparative figures have been reclassified to conform with the current year's presentation.

17. Future accounting standards

Business Combinations, Consolidated Financial Statements and Non-controlling Interests

In October 2008, the CICA issued Handbook Sections 1582, "Business Combinations", 1601 "Consolidated Financial Statements", and 1602 "Noncontrolling Interests". CICA 1582 establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed, CICA 1601 carries forward the existing Canadian guidance on aspects of the preparation of consolidated financial statements subsequent to acquisition other than non-controlling interests, and CICA 1602 establishes guidance for the treatment of non-controlling interests subsequent to acquisition through a business combination. These new standards are effective for the Company on November 1, 2011. The Company is currently evaluating the impact of the adoption of these new standards.

International Financial Reporting Standards

The Canadian Accounting Standards Board requires all public companies to adopt International Financial Reporting Standards ("IFRS") for interim and annual financial statements for fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal period. The transition from Canadian GAAP to IFRS will be applicable for the Company's first quarter of fiscal 2012.

The adoption of IFRS will impact the consolidated financial statements of the Company. The Company is assessing the impact of implementing IFRS and is developing plans to facilitate a timely conversion.

18. Subsequent event

On March 24, 2009, the Company signed an agreement (the "Agreement") for the sale of the mineral rights on 13 properties covering 668 km² in the Labrador Trough region of Quebec to Focus Metals Inc. ("Focus Metals"). Pursuant to the terms of the Agreement, the Company will receive 6 million common shares of Focus Metals representing approximately 30% of the current outstanding shares of Focus Metals, at a deemed price of \$0.08 per share, for an aggregate consideration of \$480,000. The completion of the transaction is subject to the listing of Focus Metals' common shares on the Exchange by no later than December 31, 2009. The consideration paid by Focus Metals represents the total acquisition and exploration costs incurred to date by Everton on the properties.

On March 9, 2009, the Company granted 690,000 stock options at \$0.10 to Directors, Officers and an employee.