

EVERTON RESOURCES INC.
(A development stage Company)

Consolidated Financial Statements

For the three and six months ended April 30, 2009

Management's Responsibility for Financial Statements	2
Consolidated Financial Statements	
Consolidated Balance Sheets	3
Consolidated Operations	4
Consolidated Deferred Exploration Expenses	5
Consolidated Deficit	6
Consolidated Comprehensive Loss	7
Consolidated Cash Flows	8
Notes to Consolidated Financial Statements	9 to 20

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 and six months ended April 30, 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 and six months ended April 30, 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

	April 30, 2009	October 31, 2008
	(Unaudited)	(Audited)
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	2,407,213	3,952,215
Marketable securities	1,625	3,750
Accounts receivable	36,994	42,524
Amounts due from related party (Note 8)	58,442	8,955
Tax credit and mining duties receivable	1,111,703	1,313,092
Prepaid expenses	122,580	166,800
	<u>3,738,557</u>	<u>5,487,336</u>
Long-term investments (Note 5)	911,812	621,975
Property, plant and equipment (Note 6)	33,517	42,738
Mineral exploration properties (Note 7)	2,049,207	1,766,905
Deferred exploration expenses (Note 7)	10,072,573	9,756,154
	<u>16,805,666</u>	<u>17,675,108</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	89,368	176,870
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	25,717,465	25,664,965
Contributed surplus (Note 10)	6,397,533	6,243,342
Accumulated other comprehensive loss	-	(13,500)
Deficit	(15,398,700)	(14,396,569)
	<u>16,716,298</u>	<u>17,498,238</u>
	<u>16,805,666</u>	<u>17,675,108</u>

Going concern (Note 2)

Contingency (Note 13)

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 April 30, 2009	Three months Ended April 30, 2008	Six Months Ended April 30, 2009	Six Months Ended April 30, 2008
	\$	\$	\$	\$
Operating expenses				
Management and consulting fees	10,647	27,231	21,537	59,378
Stock-based compensation (Note 10)	19,872	141,294	154,191	380,797
Salaries and benefits	117,013	110,182	226,218	233,866
Travel and promotion	23,260	28,937	52,910	71,677
Report to shareholders	2,278	17,812	2,816	19,053
Professional fees	25,230	14,347	71,409	66,656
General expenses	61,369	49,130	101,491	92,962
Foreign exchange loss	8,042	2,011	45,452	8,484
Amortization of property, plant and equipment	3,196	4,468	6,340	8,936
Write-down of mineral properties and deferred exploration expenses	247,661	-	309,380	5,256
	518,568	395,412	991,744	947,065
Other (income) expenses				
Interest and other income	(54,960)	(53,325)	(70,760)	(137,705)
Loss on sale of property, plant and equipment	2,615	-	2,615	-
Gain on sale of mineral properties	(7,256)	-	(7,256)	-
Share of net loss of Investee companies (Note 5)	(116,950)	-	70,163	-
Impairment of marketable securities	15,625	-	15,625	-
Net loss	357,642	342,087	1,002,131	809,360
Basic and diluted net loss per common share	0.01	0.01	0.02	0.01
Basic and diluted weighted average number of common shares outstanding	58,358,874	57,686,970	58,324,037	57,579,308

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 April 30, 2009	Three months Ended April 30, 2008	Six Months Ended April 30, 2009	Six Months Ended April 30, 2008
	\$	\$	\$	\$
Balance, beginning of the period	10,205,631	6,920,927	9,756,154	6,669,196
Additions				
Drilling	1,301	818,378	110,669	1,065,928
Project consulting	3,811	65,526	10,575	125,491
Geophysical survey	-	189,436	-	265,170
Geological survey	228,041	288,367	488,903	477,757
Geochemical survey	5,997	37,062	33,960	106,850
Report preparation	11,641	183,700	37,706	258,811
Renewal of licenses and permits	3,858	3,320	64,457	6,063
General field expenses	54,357	300,271	82,151	441,611
	309,006	1,886,060	828,421	2,747,681
Write-down of deferred exploration expenses	(187,997)	-	(230,636)	(5,256)
Cost of mineral properties sold	(206,861)	-	(206,861)	(467,908)
Tax credits and mining duties	(47,206)	(618,442)	(74,505)	(755,168)
	(442,064)	(618,442)	(512,002)	(1,228,332)
Balance, end of the period	10,072,573	8,188,545	10,072,573	8,188,545

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

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

	Three months Ended April 30, 2009	Three months Ended April 30, 2008	Six Months Ended April 30, 2009	Six Months Ended April 30, 2008
	\$	\$	\$	\$
Deficit, beginning of the period	15,041,058	12,686,648	14,396,569	12,219,375
Net loss	357,642	342,087	1,002,131	809,360
Deficit, end of the period	15,398,700	13,028,735	15,398,700	13,028,735

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

Everton Resources Inc.

(A development stage Company)

Consolidated Comprehensive (loss) income (unaudited)

	Three months Ended April 30, 2009	Three months Ended April 30, 2008	Six Months Ended April 30, 2009	Six Months Ended April 30, 2008
	\$	\$	\$	\$
Net loss for the period	(357,642)	(342,087)	(1,002,131)	(809,360)
Other comprehensive income (loss)				
Unrealized gain (loss) on available-for-sale investments	15,625	1,199,875	13,500	1,197,500
Comprehensive (loss) income for the period	<u>(342,017)</u>	<u>857,788</u>	<u>(988,631)</u>	<u>388,140</u>

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 April 30, 2009	Three months Ended April 30, 2008	Six Months Ended April 30, 2009	Six Months Ended April 30, 2008
	\$	\$	\$	\$
OPERATING ACTIVITIES				
Net loss	(357,642)	(342,087)	(1,002,131)	(809,360)
Non-cash items				
Amortization of property, plant and equipment	3,196	4,468	6,340	8,936
Stock-based compensation	19,872	141,294	154,191	380,797
Unrealized foreign exchange loss	(616)	7,151	27,758	11,629
Write-down of deferred exploration expenses	187,997	-	230,636	5,256
Write-down of mineral properties	59,664	-	78,744	-
Loss on sale of property, plant and equipment	2,615	-	2,615	-
Gain on sale of mineral properties	(7,256)	-	(7,256)	-
Share of net loss of investee companies	(116,950)	-	70,163	-
Impairment of marketable securities	15,625	-	15,625	-
Unrecoverable Mining duties	740	-	740	-
Changes in non-cash working capital items (Note 11)	(147)	(99,870)	(23,692)	(137,058)
Cash flows used in operating activities	<u>(192,902)</u>	<u>(289,044)</u>	<u>(446,267)</u>	<u>(539,800)</u>
INVESTING ACTIVITIES				
Short-term investments	-	2,493,463	-	5,468,851
Sale (acquisition) of property, plant and equipment	266	-	266	(8,342)
Mineral exploration property costs	(394,429)	(50,715)	(454,429)	(114,295)
Deferred exploration expenses	(398,509)	(1,751,416)	(919,726)	(2,447,472)
Tax credits and mining duties received	275,154	-	275,154	-
Cash flows (used in) from investing activities	<u>(517,518)</u>	<u>691,332</u>	<u>(1,098,735)</u>	<u>2,898,742</u>
FINANCING ACTIVITIES				
Common shares issued	-	41,770	-	41,770
Share issue costs	-	4,711	-	4,711
Cash flows from financing activities	<u>-</u>	<u>46,481</u>	<u>-</u>	<u>46,481</u>
(Decrease) Increase in cash and cash equivalents	(710,420)	448,769	(1,545,002)	2,405,423
Cash and cash equivalents, beginning of period	<u>3,117,633</u>	<u>4,493,893</u>	<u>3,952,215</u>	<u>2,537,239</u>
Cash and cash equivalents, end of period	<u><u>2,407,213</u></u>	<u><u>4,942,662</u></u>	<u><u>2,407,213</u></u>	<u><u>4,942,662</u></u>
<i>Cash and cash equivalents:</i>				
Cash	637,712	944,863	637,712	944,863
Cash equivalents	1,769,501	3,997,799	1,769,501	3,997,799
	<u>2,407,213</u>	<u>4,942,662</u>	<u>2,407,213</u>	<u>4,942,662</u>
<i>Non-cash supplemental information:</i>				
Deferred exploration expenses included in accounts payable	23,110	629,525	23,110	629,525
Common shares received in exchange of mineral properties	360,000	-	360,000	1,200,000
Common shares issued to increase interest in mineral properties	52,500	15,250	52,500	15,250

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 and six months ended April 30, 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 13), 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.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

3. Accounting changes (continued)

On March 27, 2009, the Emerging Issues Committee ("EIC") issued Abstract EIC-174 ("mining exploration costs regarding the capitalization and impairment of exploration costs"). This abstract is to be applied to all financial statements issued after March 27, 2009. The company has taken into account the consensus reached in this abstract in preparing its unaudited interim consolidated financial statements.

4. Cash and cash equivalents

Cash equivalents total \$1,769,501 as at April 30, 2009 (\$3,460,777 as at October 31, 2008). These have interest rates ranging from 0.18% to 1.30% (2.51% to 2.68% as at October 31, 2008) and mature in May, June and July 2009.

5. Long-term investments

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 has been used as the basis of accounting for the investment from the date of acquisition. As at April 30, 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.

	April 30, 2009	October 31, 2008
	\$	\$
Balance, at acquisition	1,200,000	1,200,000
Share of net loss of NQ	(647,532)	(578,025)
Balance, end of period	<u>552,468</u>	<u>621,975</u>

The market value of the Company's investment in NQ Exploration Inc. as at April 30, 2009 is \$1,800,000.

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
	(1,800,000)	April 25, 2009
Shares escrowed as at April 30, 2009	<u>7,200,000</u>	
Shares still to be released	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>7,200,000</u>	

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

5. Long term investment (continued)

Further to a sale agreement dated March 24, 2009, the Company sold the following 13 properties located in the Labrador Trough region of Quebec to Focus Metals Inc ("Focus"): Goose, Fox, Lac Aulneau, Colombet, Leopard, Diana, Lemming, Jack Rabbit, Lac Ribero, Otelnuck, Minowean, Canyon and Romer in exchange for 6,000,000 common shares of Focus valued at a price of \$0.06 per share. The completion of the transaction is subject to the listing of Focus Metals' common shares on the publicly Exchange by no later than December 31, 2009. The common shares are held in escrow, and will be released to the Company at the completion of the transaction.

The Company has significant influence over Focus and therefore the equity method has been used as the basis of accounting for the investment from the date of acquisition. As at April 30, 2009, the Company has a 31% ownership interest in Focus.

	April 30, 2009	October 31, 2008
	\$	\$
Balance, at acquisition	360,000	-
Share of net loss of Focus	(656)	-
Balance, end of period	<u>359,344</u>	<u>-</u>

6. Property, plant and equipment

	April 30, 2009		October 31, 2008	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
	\$	\$	\$	\$
Computer equipment	40,259	25,138	15,121	18,956
Computer software	31,554	30,222	1,332	2,663
Furniture and equipment	31,952	14,888	17,064	21,119
	<u>103,765</u>	<u>70,248</u>	<u>33,517</u>	<u>42,738</u>

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

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

7. Mineral exploration properties and deferred exploration expenses

	April 30, 2009		October 31, 2008	
	Mineral Properties	Deferred Exploration Expenses	Mineral Properties	Deferred Exploration Expenses
	\$	\$	\$	\$
a) Opinaca	304,646	2,974,686	244,646	2,942,074
b) Wildcat	223,526	1,253,842	260,953	1,294,707
c) James Bay Area	16,805	42,317	39,042	81,848
d) Fosse du Labrador	-	-	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	908,827	183,836	898,380
g) Jobo Claro	302,280	517,164	302,280	509,084
h) Maimon Copper	-	1,084,583	-	1,046,809
i) La Mireya	5,635	43,383	5,635	28,483
j) Ampliacion Pueblo Viejo	833,530	1,245,569	422,740	1,070,201
j) Ponton (Loma Hueca)	143,119	101,401	107,980	54,777
k) Fresso	34,590	495,266	34,590	206,319
l) Other	1,240	76,840	240	64,556
TOTAL	2,049,207	10,072,573	1,766,905	9,756,154

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 April 30, 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.

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

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.

During the period, the Company wrote-down the cost of the property by \$159,744 (\$37,427 in acquisition costs and \$122,317 in deferred exploration expenses) further to the abandonment of 14% of the property claims.

c) James Bay Area, Quebec

The mineral properties and deferred exploration expenses in James Bay Area as at April 30, 2009 relate to expenditures incurred on the Coulon property acquired by map-staking. During the period, the Company wrote down the cost of the Coulon property by \$30,456 (\$8,657 in acquisition costs and \$21,799 in deferred exploration expenses) further to the abandonment of 34% of the property's claims.

Also, during the period, the Company wrote down the cost of the Nouveau Quebec and Gold Strait Properties to Nil (\$13,580 in acquisition costs and \$37,178 in deferred exploration expenses) as these projects no longer fit the Company's strategy.

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 \$38,059 in exploration expenses).

In addition, in 2008, the Company acquired by map-staking 1,447 designated claims in 13 new projects covering 668 km² in the Labrador Trough region of Quebec: Goose, Fox, Lac Aulneau, Colombet, Leopard, Diana, Lemming, Jack Rabbit, Lac Ribero, Otelnuck, Minowean, Canyon and Romer.

On March 24, 2009, the Company signed an agreement with Focus for the sale of the mineral rights on these properties in consideration for 6 million common shares of Focus at a price of \$0.06 per share, for an aggregate consideration of \$360,000. The completion of the transaction is subject to the listing of Focus Metals' common shares on the publicly Exchange by no later than December 31, 2009.

e) Cuanca 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 Cuanca, 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, Cuanca 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 CAD \$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 April 30, 2009, the remaining expenditure to be incurred to earn 50% interest in the properties amounts to US\$47,200 (CAD \$56,300).

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

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

On December 8, 2003, the Company entered into an earn-in agreement with Linear Gold Corp. ("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.

i) La Mireya, Dominican Republic

In May 2006, the Company executed an agreement with 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 \$597,000).

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

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 April 30, 2009, the remaining commitments are as follows:

	Cash Payments USD\$	Work Commitments USD\$	Common Shares
<u>Ampliacion</u>			
March 6, 2010	300,000	2,000,000	400,000
<u>Loma Hueca</u>			
March 6, 2010	25,000	300,000	100,000

During the period, the Company issued 650,000 common shares to Linear valued at \$52,500 and made a cash payment of \$325,000 USD (CAD \$393,429).

k) Fresso, Dominican Republic

On May 28, 2008, the Company signed an option agreement with Asesores Internacionales Especializados, S.A. ("Asesores") 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 \$20,100) 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 \$160,900). The concession owner is entitled to a 0.50% NSR. The Company will have the option to acquire 50% of this NSR at any time for US\$250,000 (CAD \$287,300). The first payment of US\$35,000 (CAD \$34,591) was made on May 28, 2008. On May 28, 2009, the Company paid US\$ 17,500 to Asesores for a six months extension.

l) Other

Other properties consist mostly of eastern Dominican Republic concessions, and hot springs property located in British Columbia, Canada. During the period ended January 31, 2009, the Company further wrote down the cost of Cacique de Piedra for \$8,727 in exploration expenses. Also, during the period ended April 30, 2009, the Company wrote down to \$Nil the cost of the Los mosquitos and Loma Ceiba de Agua properties for (\$2,554 in exploration expenses) as these projects no longer fit the Company's strategy.

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

8. 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 combined shared salaries and benefits, rent and office expenses. During the three and six months ended April 30, 2009, the cost of shared salaries and benefits was \$ 15,790 and \$37,666 respectively (\$27,888 and \$55,689 in 2008) and rent and office expenses were \$4,247 and \$14,847 respectively (\$10,599 and \$21,198 in 2008). Included in amounts due from related parties is \$Nil (\$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. During the three and six months ended April 30, 2009, the cost of shared salaries and benefits was \$22,500 and \$45,328 respectively (\$23,424 and \$46,848 in 2008) and rent and office expenses was \$1,500 and \$4,184 respectively (\$2,826 and \$5,652 in 2008). Included in amounts due from related parties is \$58,442 (\$8,955 as at October 31, 2008) due from Adventure. On June 1, 2009, the Company signed a cost sharing agreement (effective January 1, 2009) with Adventure which include the sharing of the administrative and management costs related to their day-to-day operations and provides Adventure with the option to pay the Company in common shares in lieu of cash.

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.

9. 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
Shares issued for property payments	650,000	52,500
Balance, April 30, 2009	58,940,333	25,717,465

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

b) Stock option plan

The following table reflects the continuity of stock options for the period ended April 30, 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	<u>3,540,000</u>	<u>0.57</u>
Granted (2)	690,000	0.10
Forfeited	(67,500)	0.28
Balance, April 30, 2009	<u><u>4,162,500</u></u>	<u><u>0.50</u></u>

(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.

(2) On March 9, 2009, 690,000 stock options were granted to Directors, Officers and an employee of the Company at an exercise price of \$0.10 per share expiring on March 9, 2014. The fair value of these options which amounts to \$36,705 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 1.87% and an expected average life of 5 years.

As at April 30, 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	2,691,250	3.62	\$0.20	1,280,469	\$0.29
\$0.78-\$1.38	<u>1,471,250</u>	2.89	\$0.97	<u>1,463,438</u>	\$0.97
	<u><u>4,162,500</u></u>			<u><u>2,743,906</u></u>	

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

10. Contributed surplus

Contributed surplus consists of the following components:

	April 30, 2009	October 31, 2008
	\$	\$
Balance, October 31, 2008	6,243,342	1,946,319
Stock-based compensation	154,191	680,847
Expiry of warrants	-	3,616,176
	<u>6,397,533</u>	<u>6,243,342</u>
Balance, April 30, 2009	<u>6,397,533</u>	<u>6,243,342</u>

11. Changes in non-cash working capital items

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

	Three months Ended April 30, 2009	Three months Ended April 30, 2008	Six Months Ended April 30, 2009	Six Months Ended April 30, 2008
	\$	\$	\$	\$
Accounts receivable	14,290	(105,542)	5,530	(184,041)
Amounts due from related party	1,784	58,161	(49,487)	28,268
Prepaid expenses	18,709	(34,511)	8,618	(9,539)
Advances to operators	-	12,706	-	12,706
Accounts payable and accrued liabilities	(34,930)	(30,684)	11,647	15,548
Total changes in non-cash working capital	<u>(147)</u>	<u>(99,870)</u>	<u>(23,692)</u>	<u>(137,058)</u>

12. 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:

	April 30, 2009	October 31, 2008
	\$	\$
Canada	5,798,646	5,955,445
Dominican Republic	7,268,463	6,232,327
Total	<u>13,067,109</u>	<u>12,187,772</u>

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

13. 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 US\$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.

14. 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 April 30, 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 bill, bankers' acceptances, GICs and investment saving accounts), earning interest at rates ranging from 0.18% to 1.30% and maturing in May, June and July 2009) and the volatility of these rates. As at April 30, 2009, the cash equivalents total \$1,769,501 and the interest income derived from these investments during the period totals \$4,900.

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.

15. Comparative figures

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

Everton Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

Three and six months ended April 30, 2009

16. 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.

17. Subsequent event

On May 5, 2009, the Company granted 115,000 stock options at \$0.10 to an Officer and employees.

In May and June 2009, 210,000 options expired and 66,250 have forfeited.

On June 1, 2009, the Company granted 350,000 stock options to purchase 350,000 common shares at \$0.15 to a consultant (until June 1, 2014) and an investor relations consultant (until June 1, 2011).

On June 23, 2009, the Company's Shareholder Rights Protection Plan was approved by shareholders at the Company's Annual General and Special Meeting.