

51-102F3 Material Change Report [F]

Published December 29, 2006

Effective December 29, 2006

Item 1 Name and Address of Company

Benton Resources Corp.
1780, 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2 Date of Material Change

September 22, 2011

Item 3 News Release

The news release dated September 22, 2011 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Stephen Stares, CEO, Benton Resources Corp.

Item 9 Date of Report

September 22, 2011

BENTON ANNOUNCES CHANGE OF SHAREHOLDER MEETING DATE

September 22, 2011

Thunder Bay, Ontario: Benton Resources Corp. (BTC: TSX.V, "Benton" or "the Company") today announces a change in the date of its Annual, General and Special Meeting of Shareholders (the "Meeting"), which will now be held on November 3, 2011 at 1.p.m. The Meeting will still be held at 400 Burrard Street, Suite 1780, Vancouver B.C. The Meeting was originally scheduled to be held on October 11, 2011, but is being delayed as the Company works to obtain the necessary regulatory approval for its proposed spin-out of its securities of Coro Mining Corp, as previously disclosed by the Company in its press releases of May 5 and July 19, 2011 (the "Spin-Out").

The record date for shareholders eligible to vote at the Meeting will remain September 6, 2011. It is anticipated that, subject to obtaining shareholder and regulatory approval, and compliance with certain other closing conditions as shall be set forth in the Company's Information Circular disclosing the Spin-Out, the Spin-Out transaction will close in December, 2011. The Company's Information Circular concerning the Spin-Out will be posted on www.sedar.com once regulatory approval in respect of the transaction is obtained.

About Benton

Benton is a Canadian based junior with multiple joint ventures and a diversified property portfolio in Gold, Nickel, Copper, and Platinum group elements. The Company currently has approximately \$11.5 million in cash, owns approximately 57.9 million shares in Coro Mining Corp. (TSX.COP), holds approximately 348,000 shares of Stillwater Mining Company (NYSE:SWC), holds 782,500 shares in Marathon Gold Corp. (TSX.MOZ), holds 1.6 million shares in Puget Ventures (TSX-V.PVS), holds 6.5 million shares of Mineral Mountain Resources Ltd. (TSX-V.MMV), and holds 815,000 shares of Bell Copper Corporation (TSX-V.BCU) holds 1.2 million shares of Trillium North Minerals (TSX-V.TNM), holds 1.5 million shares of Golden Dory Resources (TSX-V.GDR) and 3.0 million shares Parkside Resources (currently private) Benton is currently in the process of spinning out the majority of its assets by a plan of arrangement into a new listed company in order to separate its approximate 42% investment in Coro Mining from its cash, equities and exploration assets. Benton shareholders will receive a pro-rata interest in this new company on a one-for-one share basis and pursuant to regulatory approval.

On behalf of the Board of Directors of Benton Resources Corp.,

"Stephen Stares"

Stephen Stares, President

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Forward-looking statements in this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties.

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