

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

January 24, 2012

Item 3 News Release

The news release dated January 24, 2012 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

January 24, 2012

BENTON PROVIDES UPDATE

January 24, 2012

Thunder Bay, Ontario: Benton Resources Corp. ("Benton") (the "Company") (BTC.TSX-V) would like to provide an update on the exploration plans for 2012 and the status of the spin-out transaction (the "Transaction") previously announced on (March 29, 2011).

Exploration plans for 2012 include a 2000-3000 meter diamond drilling program on the Saganaga Gold Project to commence in mid-February. The program will test recently discovered surface gold mineralization in addition to follow up drilling on the Starr Zone where multiple past intercepts include 5.36gpt gold over 20.6 metres and 3.0gpt gold over 20.5 metres. Benton has spent the past 12 months compiling all previous work and management believes that good potential exists to have new discoveries on the property. Drilling on the Starr Zone will work towards outlining a potential resource in the Starr Zone area. Follow up diamond drilling is anticipated throughout the year after the new drill data is received and compiled.

Benton will also focus its efforts on the advancement of its Abernethy gold project where the company has recently announced drill results identifying a large gold system that's open for expansion in all directions (see Benton P.R.'s dated November 15, 2011 and December 22, 2011).

The company is has also put a small budget together to advance its early stage grass root projects and project generation throughout the year.

Benton would also like to update its shareholders on the current status of the planned spinout as Management continues to work with its legal and accounting advisors to obtain conditional approval from the TSX Venture Exchange for the spin-out transaction. Management anticipates that it will shortly set the record and meeting dates for its AGM at which it will ask shareholders to approve the spin-out transaction. Management remains committed to completing this transaction which is anticipated to conclude in Q1.

Pursuant to a plan of arrangement (the "Arrangement") and subject to the requisite shareholder, court, and regulatory approvals, Benton intends to spin-off all of its assets, other than its approximate 57,866,754 million shares of Coro Mining Corp. ("Coro") (COP.TSX), sufficient working capital to maintain operations and such other assets as may be required to maintain operations or are required by the TSX Venture Exchange to a new company (referred to as "Newco" for the purposes of this release). Newco will hold all of the exploration assets, remaining cash and equity positions other than Coro and the Goodchild Project. On the effective date of the Arrangement (the "Effective Date"), shareholders of Benton will receive one new common share of Benton and one new common share of Newco for each share of Benton that they held prior to the Effective Date (as yet to be determined). Following the Effective Date, both the common shares of Benton and Newco are expected on trade on the TSX Venture Exchange ("TSX-V"), subject to Benton complying with the continued listing requirements of the TSX-V and Newco meeting the original listing requirements of the TSX-V, receiving approval of the TSX-V and meeting all conditions of listing imposed by the TSX-V. There is no assurance as to if and when the common shares of Newco will be listed for trading on the TSX-V. The Arrangement must be approved by no less than 66 2/3% of Benton's shareholders. The completion of the Arrangement is subject to, among other things: shareholder and court approval and other necessary regulatory approvals, including TSX-V acceptance of the Arrangement and conditional listing approval of the Newco common shares on the TSX-V, and receipt by Benton of an advance tax ruling from the Canada Revenue Agency confirming that the Arrangement can be finalized on a tax neutral basis for Benton and its shareholders. There is no assurance that the TSX-V will provide conditional listing approval for the common shares of Newco or that the Canada Revenue Agency will provide a favourable advance tax ruling.

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 \$8.1 million in cash, owns approximately 57.86 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 8.47 million shares of Mineral Mountain Resources Ltd. (TSX-V.MMV), and holds 815,000 shares of Bell Copper Corporation

(TSX-V.BCU), holds 1.67 million shares of Trillium North Minerals (TSX-V.TNM), holds 1.55 million shares of Golden Dory Resources (TSX-V.GDR) and holds 3 million shares of 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 41.6% investment in Coro Mining from its cash, equities and exploration assets. Benton shareholders will receive one share in this new company for each share of Benton held pursuant to regulatory approval.

Clinton Barr (P.Geol.), V.P. Exploration for Benton Resources Corp., is the qualified person responsible for this release.

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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