

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

April 4, 2012

Item 3 News Release

The news release dated April 4, 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

April 4, 2012

BENTON UPDATES AGM DATE AND PROVIDES SPIN-OUT UPDATE

April 4, 2012

Thunder Bay, Ontario: Benton Resources Corp. ("Benton" or the "Company") (BTC.TSX-V) is pleased to announce that it has set new record and meeting dates for its AGM at which it will ask shareholders to approve its previously announced spin-out transaction. The AGM is now scheduled to take place on May 23, 2012 for shareholders of record on April 18, 2012.

Based on recent communications with the TSX Venture Exchange (the "Exchange") and barring any unforeseen issues in respect of the transaction, management is confident that the necessary regulatory approvals for the spin-out transaction will be obtained in time to mail out the necessary materials in advance of the May 23rd meeting date, in compliance with securities regulations.

Stephen Stares, President and CEO of Benton, stated: "We are now confident that we will shortly be obtaining the necessary regulatory approvals to move ahead with our planned spin-out transaction, and be able to request shareholder approval for this transaction on May 23rd. We appreciate the patience of our shareholders in respect of this transaction, which we believe will provide value to shareholders, but which has proven complex and time consuming to implement. We look forward to receiving regulatory approval, and will update the market as the transaction progresses".

Details of the Spin-Out Transaction

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 ("Newco" for the purposes of this release) (to be named Benton Resources Inc. upon completion of the transaction). 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 \$7.65 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 41.9% 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.

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.

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements."

Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to gold price and other commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections

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