

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

May 1, 2012

Item 3 News Release

The news release dated May 1, 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

May 1, 2012

BENTON INITIATES DIAMOND DRILLING ON ELIZABETH ANNE GOLD PROJECT IN CALIFORNIA

May 1, 2012

Thunder Bay, Ontario: **Benton Resources Corp.** (BTC: TSX.V, "Benton" or "the Company") is pleased to announce that the Company has initiated a diamond drilling program on the recently acquired Elizabeth Anne gold project located approximately 19km west of the Mountain Pass rare earth mine in San Bernardino County, California (the "Property"). The Company believes that the Property lies within the southern part of the Walker Lane Gold Belt which hosts several multi-million ounce gold deposits. This first phase drill program consists of approximately 1,400 metres of drilling in five holes and will test areas of highly anomalous surface sampling which returned values of up to 73 grams per tonne (gpt) gold. Benton has obtained all the permits required for prospecting, mapping and drilling for the current program. The Company can earn a 100% interest in the Property by paying \$1.2 million over 13 years subject to a 3% Net Smelter Royalty (NSR) of which Benton has the right to purchase 50% of the NSR (1.5%) for \$1.5 million and holds a Right of First Refusal to match any offer on the other 1.5% NSR.

Results of the program will be released as they are received and compiled.

The Company is also pleased to report that the information circular prepared by management setting forth the details of the previously announced spin-out transaction has now been mailed and shareholders should expect to receive it shortly (see Benton PR dated April 23, 2012). The Company feels that shareholders will benefit from this transaction as the Coro Mining Corp. ("Coro") investment is worth approximately \$0.285 per Benton common share alone (based on closing trading prices from Friday April 27, 2012). In addition to the Coro investment and Benton's approximate \$7.45 million in cash, the Company owns various other equity positions valued at approximately \$7.15 million (based on closing trading prices from Friday April 27, 2012) in addition to its portfolio of exploration assets and joint venture arrangements.

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.

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

For further information contact Stephen Stares @:
3250 Highway 130,
Rosslyn, ON P7K 0B1
Phone (807)475-7474
Fax (807)475-7200
www.bentonresources.ca

Investor Relations
Clair Calvert: @ 204-799-2086