

51-102F3 Material Change Report [F]

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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 18, 2012

Item 3 News Release

The news release dated May 18, 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 18, 2012

BENTON IDENTIFIES AWARUITE AT GOODCHILD PROJECT AND REPORTS SAGANAGA ASSAYS FROM DRILL PROGRAM

May 18, 2012

Thunder Bay, Ontario: **Benton Resources Corp** (BTC: TSX.V, "Benton" or "the Company") is pleased to announce that recent analyses have identified the mineral awaruite in drill core from the Company's Goodchild nickel project located near Marathon, Ontario. Awaruite is a naturally occurring stainless steel nickel-iron alloy and is the current focus of attention at the Decar property in British Columbia by partners Cliffs Natural Resources Canada Inc (an affiliate of Cliff Natural Resources Inc.) and First Point Minerals Inc. Benton has received results from 7 core samples that represent 45m (105 – 150m) of serpentinized ultramafic material sampled from historical drill hole GC08-08. The samples, sent to Activation Laboratories Ltd in Thunder Bay, Ontario, were analyzed using fusion x-ray fluorescence (XRF) followed by Davis tube magnetic separation. The XRF returned assays ranging from 0.291 to 0.314% NiO (nickel oxide) and the subsequent magnetic concentrates recovered by the Davis tube method returned nickel grades of 0.303 to 1.48% NiO equating to 0.035 to 0.105% recoverable nickel. As a comparison First Point Minerals released (see NR April 16, 2012) an inferred mineral resource for the Baptiste deposit at the Decar property of 1.197 billion tonnes with a Davis tube recoverable nickel grade of 0.113% Ni using a 0.06% Ni cut-off. The Company is planning further testing to see if nickel recoveries are better in other portions of the serpentinized ultramafic body.

As well the Company has now received all of the assays for the winter/spring diamond drill project on their 100% owned Saganaga gold property. The program, designed to determine the structural controls and orientation of the Starr zone mineralization consisted of 2654m in 16 drill holes. Fourteen of the sixteen drill holes intersected multiple zones of anomalous gold values. Significant results include drill hole SAG12-34 centered near the Starr mineralization and designed to test below a flat lying fault. This hole intersected 5.5 gpt gold over 8.2m (core length, from 1.2 to 9.4m) including 11.34 gpt gold over 3.8m. Of particular interest is the discovery of a new gold zone contained in a quartz – iron carbonate – fuchsite - pyrite altered ultramafic unit. Drill hole SAG12-28, located approximately 250 metres to the north-northeast of hole 34 intersected 28.25m (core length) grading 1.00 gpt gold including 10m of 2.01 gpt gold. This new mineralized zone is relatively shallow at 100m vertically below surface, appears to be shallowly dipping eastward, approximately 20-25m thick, and remains open in all directions. A table of all the drill holes can be viewed on the Benton website.

President and CEO Stephen Stares states "The presence of awaruite at Goodchild presents an interesting new development for the nickel project. At this point we have only analyzed a small portion of some drill core from the host rock, a large ultramafic intrusion measuring approximately 5km by 8km. As Benton has several drill holes within the ultramafic intrusion from the 2008 drill campaign we can cost effectively assess what the potential of the nickel-iron alloy will be. At our Saganaga gold property we see widespread anomalous gold mineralization indicative of a large system and the discovery of a new gold zone demonstrates the benefit of using a systematic exploration approach when dealing with such a large area. During the summer season we intend to continue our ground work of soil and geophysical surveys, mapping, prospecting and trenching of anomalies to help define new drill targets. Another phase of drilling will also be conducted at the newly discovered zone to determine its potential of being economically important."

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 \$7.2 million in cash, owns approximately 57.87 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 approximately 8.5 million shares of Mineral Mountain Resources Ltd. (TSX-V.MMV), and holds 815,000 shares of Bell Copper Corporation (TSX-V.BCU) holds 1.67 million shares of Trillium North Minerals (TSX-V.TNM), holds 1.55 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 41.85% 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.Geo.), 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

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