# 51-102F3 Material Change Report [F]

**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 24, 2012

**Item 3 News Release**

The news release dated May 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**

May 24, 2012

# BENTON PROVIDES RESULTS OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS AND ANNOUNCES BOARD CHANGES

May 24, 2012

Thunder Bay, Ontario: **Benton Resources Corp** (BTC: TSX.V, "Benton" or the "Company") is pleased to provide the results of its Annual General and Special Meeting of Shareholders held on May 23, 2012 in Vancouver, BC. At the meeting, shareholders voted overwhelmingly in favour of all items proposed. In particular shareholders voted to re-appoint Wasserman Ramsay, Chartered Accountants as the Company's auditor, and elected the Company's nominees for director: Stephen Stares, Gordon Fretwell, John Harper, Clinton Barr, Michael Stares, Raphael Gerstel and William Harper. Shareholders also voted in favour of amending the shareholders rights plan to extend the expiration time on the plan through to the 2015 Annual General Meeting. Finally, shareholders approved the Company's previously announced spin-off transaction, to be conducted by plan of arrangement pursuant to section 291 of the *Business Corporations* Act (British Columbia). The plan of arrangement will provide for the separation of the Company's 41.85% interest in Coro Mining Corp. (TSX: COP) from its cash, other equities, and exploration assets. Upon closing of the plan of arrangement, shareholders of Benton will receive one share for each existing share held prior to closing in the newly created company to be named Benton Resources Inc., ("Newco") a newly listed issuer that will trade, upon final TSX Venture approval, on the TSX Venture Exchange under a symbol as yet to be determined. Newco will hold all of the cash, equities and exploration assets currently held by Benton except for the investment in Coro Mining Corp., $730,000 in working capital and the Goodchild property which will remain in the existing issuer to be renamed Benton Capital Corp. The Company will update shareholders as it works towards completing the transaction.

Following the meeting, the board of directors appointed the following officers: Stephen Stares as President and CEO, Evan Asselstine as CFO, Clinton Barr as Vice President Exploration, and Gordon Fretwell as Corporate Secretary.

The Company would also like to announce that Ewan Downie has stepped down as a director of Benton as a result of corporate governance initiatives at Premier Gold Mines Limited, a company for which Mr. Downie is President and CEO, that restricts the number of board positions that can be held with other issuers. Ewan has been a director of Benton since its inception and his guidance and input through his tenure has been invaluable. Benton would like to thank Ewan for his service as a director and member of the Benton team and wishes him every success in the future.

Finally, the Company would like to welcome John Harper to the Board of Directors of Benton as its newest director. Mr. Harper is currently a Senior Geologist at Claude Resources Inc. and previously worked as a consulting geologist to several junior exploration companies. John's vast experience spans several countries including Canada, Brazil and Tanzania. The Company is looking forward to utilizing John's insight and experience to strategically navigate Benton moving forward.

Stephen Stares, Company President and CEO stated "We are pleased that our shareholders have approved our spin out transaction and look forward to closing the transaction as soon as possible, subject to receiving all final regulatory approvals. We also would like to thank Ewan Downie for his term as a director of Benton and wish him well in the future. In addition, Benton is excited to have John Harper join our board of directors and we look forward to working with him as we move ahead".

**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 $7.0 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.

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

"Stephen Stares"
Stephen Stares, President

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*



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