

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

July 4, 2012

Item 3 News Release

The news release dated July 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

July 4, 2012

BENTON'S ELIZABETH ANNE HOSTS HIGH GRADE SILVER AND GOLD

July 4, 2012

THUNDER BAY, ON, June 6, 2012 /CNW/ - **Benton Resources Corp.** (TSXV: BTC) ("Benton" or "the Company") is pleased to announce that the Company has intersected high grade silver along with its previously announced gold intercepts on the Elizabeth Anne gold project (the "Property") (see Benton PR dated June 6, 2012). Highlights of the new zones include 60.06 grams per tonne (gpt) silver (Ag) and 10.92 gpt gold (Au) over 15.24 metres (m) in hole EA-12C-05 known as the Mega-Breccia Zone, and 9.42gpt Ag and 5.55gpt Au over 4.58m in hole EA-12C-01 along with 9.55gpt Ag and 5.55gpt Au over 6.1m at the C1 zone. The C1 and Mega-Breccia zones are northeast striking, subparallel, and approximately 375m apart. Several other zones were also encountered in the drilling indicating the possibility of a large low grade shell around the higher grade zones. The Company believes that the Property lies within the southern extension of the Walker Lane Gold Belt which hosts several multi-million ounce precious metal deposits. This first phase drill program has given the Company confidence that they are within a geological system that could contain a possible gold and silver discovery similar to other deposits hosted within the Walker Lane trend.

The Project is located approximately 19km west of the Mountain Pass rare earth mine in San Bernardino County, California and being less than 4km from a paved highway and 10km to the town of Baker, California, has excellent infrastructure. Benton is currently compiling and modeling the results of the first phase of drilling and has applied for additional permits for new drill sites which are expected to be received in due course. 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. Complete assays appear in the following table:

DDH	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)
EA12C-01	73.15	184.4	111.25	0.55	**
incl	117.35	146.3	28.95	1.42	3.46
	138.68	143.26	4.58	5.54	9.42
EA12C-02	18.29	21.34	3.05	1.02	**
EA12C-03	82.3	137.16	54.86	0.86	1.69
	97.54	135.64	38.1	1.16	2.07
	128.02	137.16	9.14	3.84	6.87
	129.54	135.64	6.1	5.55	9.55
EA12C-04				*	**
EA12C-05	217.93	243.84	25.91	6.58	36.87
	227.076	242.316	15.24	10.92	60.06

Note: intervals represent core length

* No significant assays but low anomalous gold values over long intervals

** Results pending

The samples were collected from HQ-size core that was cut in half and sent to ALS Minerals in Reno, Nevada. The samples were analyzed for gold using fire assay with an atomic absorption finish on 30 gram pulp with gravimetric analysis on results grading greater than 10 gram per tonne gold. Multi-element analysis was completed using aqua regia and ICP (induced coupled plasma) techniques.

In addition, Benton has terminated its joint venture with Buchans Minerals Corporation on the Long Range project located in central Newfoundland and as such will be diluted from its current 50%-50% interest using the industry standard formula as Buchans proceeds with work on the project.

Finally, the Company has scheduled Wednesday, July 18, 2012 for the closing of its previously announced spin-out transaction. Management is in the process of effecting all corporate and securities laws steps necessary in order to complete the closing on or about July 18, 2012. The common shares of the two companies resulting from the spin-out transaction are expected to commence trading on the TSX Venture Exchange shortly after this closing date.

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

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 \$6.7 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

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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