

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

August 2, 2012

Item 3 News Release

The news release dated August 2, 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

August 2, 2012

Benton Completes Plan of Arrangement, Provides Update and Benton Resources Inc. Commences Trading

August 2, 2012

Thunder Bay, Ontario: **Benton Capital Corp.** (TSXV: BTC) ("Benton Capital" formerly Benton Resources Corp.) is pleased to inform shareholders that it has completed its previously announced spin out transaction by way of plan of arrangement whereby, with the exception of its investment in Coro Mining Corp., \$730,000 in working capital and the Goodchild Project, it has transferred all of its assets to a newly listed company named Benton Resources Inc. (TSXV: BEX) ("Benton Resources"). Shareholders received one new common share in Benton Resources for each share held of Benton Resources Corp. which changed its name to Benton Capital Corp. on closing of the transaction. Benton Resources Inc. commenced trading under the symbol "BEX" at market open on August 1, 2012. Benton Capital Corp. continued trading under the existing symbol "BTC".

Benton Resources Inc. would also like to inform shareholders that it has commenced a second phase diamond drill program on the Elizabeth Anne gold project located approximately 19km west of the Mountain Pass rare earth mine in San Bernardino County, California. This drilling campaign is designed to follow up on the previously announced (news release dated June 6, 2012) new discovery of high grade zones on the Elizabeth Anne gold project which included intersections of 10.92 grams per tonne (gpt) gold (Au) over 15.24 metres (m) in hole EA-12C-05, 5.56gpt over 6.1m in hole EA-12C-03 and 5.54gpt over 4.58m in hole EA-12C-01. The second phase program is designed as a follow up to EA-12C-05 which was in an area referred to as the mega breccia zone. Several other zones were also encountered in the initial drilling program indicating the possibility of a large low grade shell around the higher grade zones. Benton Resources will release results once they are received and compiled.

Stephen Stares, President and CEO commented "We are pleased to have completed our spinout transaction and are hopeful that our shareholders will now receive full value for the aggregate of the assets now that they are segregated into separate companies. We are excited to follow up with a second phase of drilling on the Elizabeth Anne project after an encouraging first program in the spring. Finally, we will continue to identify opportunities to add shareholder value moving forward for both companies".

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

About Benton Resources Inc. (TSXV: BEX)

Benton Resources Inc is a newly listed Canadian based junior with multiple joint ventures and a diversified property portfolio in Gold, Nickel, Copper, and Platinum group elements. Benton Resources Inc. currently has approximately \$6.0 million in cash, owns 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), 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 of Parkside Resources (currently private).

About Benton Capital Corp (TSXV: BTC)

Benton Capital Corp. (formerly Benton Resources Corp.) is a Canadian based junior which currently holds the Goodchild Copper-Nickel-PGM project located 5km NE of Stillwater Mining's Marathon Copper-PGM deposit currently being permitted for production. Benton Capital Corp. also holds approximately 57.87 million shares (approximately 41.84%) of Coro Mining Corp. (TSX: COP). Coro Mining Corp. is a Vancouver based copper exploration company with projects located in South America.

On behalf of the Board of Directors of Benton Capital 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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