

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Capital Corp.
700, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

April 20, 2016

Item 3 News Release

The news release dated April 20, 2016 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 Capital Corp.

Item 9 Date of Report

April 20, 2016

BENTON CAPITAL ACQUIRES LITHIUM AND GRAPHITE PROJECTS AND CHANGES NAME OF COMPANY

April 20, 2016

Thunder Bay, Ontario: Benton Capital Corp. (TSXV: BTC) (“Benton” or “the Company”) is pleased to announce that the Board of Directors have unanimously agreed to refocus the Company’s efforts toward a 100% green-energy exploration and development company. The main focus will be the acquisition and development of high quality Lithium and Graphite projects which the Company considers to be the necessary metals of the future as demand and growth continues worldwide driven by green technology. This includes lithium ion batteries used in electric cars, smart phones, tablets, and home and industrial power storage along with many other applications. Companies such as Tesla launched their home storage lithium-based Powerwall battery system which sold out in August 2015 and Tesla has said it will aim to source raw materials locally in North America where responsible mining laws are in effect which will reduce the environmental footprint.

Pursuant to this new direction and subject to regulatory approval, Benton will subsequently change its name to Alset Energy Corp. and in is the process of applying for a new trading symbol.

Given the Company’s new focus it would also like to announce that it has acquired by staking a 100% interest in the Wisa Lake Lithium deposit located 80km east of Fort Frances, Ontario. The property is connected to Highway 11 (Trans Canada) located 65 kilometres north via an all weather paved road that crosses the centre of the project. The property is comprised of 2 claims totaling 30 units and covers the Wisa Lake deposit that is host to a historical resource of 330,000 tonnes grading 1.15% Li₂O (Lexindin Gold Mines Ltd., Manager’s Report, 1958; Ontario Geological Survey, Open File Report 6285, Report of Activities 2012). In 1956 Lexindin completed a total of 20 drill holes (packsack and AQ-sized core) over a strike length of 335m and to a depth of approximately 65m to outline the Wisa Lake lithium mineralization. The diamond drill log of the most easterly hole intersected 6.4m containing 20% of the lithium-bearing mineral spodumene suggesting the mineralization is open at depth and to the east. It should be noted that the historical resource estimate for the deposit was calculated prior to CIM National Instrument 43-101 guidelines and as such should only be considered from a historical point of view and not relied upon. A qualified person has not completed sufficient work to classify the historical estimates as current mineral resources. Further diamond drill programs are required to bring the mineralization into a proper NI 43-101 compliant category.

The Company has also agreed to acquire a 100% interest in the Champion Graphite project from Benton Resources Inc. (TSXV: BEX) (a company related by common directorships) for a payment of 1 million shares to Benton Resources Inc. and subject to a 2% NSR. Benton Capital will have the option to buy back 1% of the NSR for \$500,000. The Champion Graphite project represents a non-core asset of Benton Resources Inc. and the related party directors of each of the respective companies abstained from voting to approve the acquisition. The retained NSR provides Benton Resources Inc. with the opportunity to participate in any future success of the project. The Champion Graphite project is located north of Kenora, Ontario and consists of 29 units in 2 claims. The ground covers a large concentration of airborne electromagnetic anomalies hosted in metasediments. The airborne survey was conducted by Dighem Surveys & Processing Inc in 1989 on behalf of Champion Bear Resources Ltd. Dighem describes the anomalous area as consisting of numerous sub-parallel bedrock conductors of variable strength associated with a highly complex magnetic unit (MNDM assessment files). A year prior to the airborne geophysical survey, historical trenching was conducted by Bellwether Resources Ltd. in 1988. The trenching uncovered graphite occurrences where channel samples returned weighted average grades of up to 1.76% carbon over 25.0m (MNDM assessment files).

Stephen Stares, Company President and CEO stated “we are excited to embark on this new strategic course aimed at providing shareholder value and growth. The importance of exploration and development of metals used in green technology cannot be understated and Benton looks forward to acquiring and developing quality assets in this space”.

All of the above transactions are subject to TSX.V and regulatory approvals.

Benton Capital is well funded with approximately \$1 million in cash.

Clinton Barr (P.Geo.), V.P. Exploration for Benton Capital Corp., is the qualified person responsible for this release and has reviewed and approved all scientific and technical data and disclosures in this release.

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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