FORM 51-102F3

SECURITIES ACT

MATERIAL CHANGE REPORT

Item 1 Name and address of Company

Benzai Capital Corp
2110-1177 West Hastings Street
Vancouver BC V6E 2K3

Item 2 Date of Material Change

February 10. 2012

Item 3 Press Release

News Release dated **February 10. 2012** disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

See attached copy of the **February 10. 2012** News Release.

Item 5 Full Description of Material Change

See attached copy of the **February 10. 2012** News Release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Senior Officers

Len Guenther, Director of the Issuer, is knowledgeable about the material change and this report. His business telephone no. is (604) 669-4340

Item 9 Date of Report

February 10. 2012

"Len Guenther"
Director

BENZAI CAPITAL CORP.

2110–1177 West Hastings Street Vancouver BC V6E 2K3 Phone: (604) 669-4340 Fax: (604) 909-4682

February 10, 2012 **BNZ.H: TSX Venture Exchange**

NEWS RELEASE

BENZAI CAPITAL CORP. PROPOSES TO ACQUIRE REDLINE MINERALS INC.

VANCOUVER, BC: Benzai Capital Corp (the "Company") announces that it has reached an agreement in principle (the "Agreement") to acquire all of the shares of RedLine Minerals Inc. ("RedLine"). Redline is a private Canadian company involved in mineral exploration.

Under the terms of the Agreement, the Company will acquire all of the issued and outstanding shares of RedLine in consideration of the Company paying C$100,000 and issuing an equivalent number of its common shares (the "Payment Shares") at a deemed price of CDN $0.05 per share for an aggregate issuance of 11,000,000 Payment Shares. The transaction will constitute the Company's "qualifying transaction" ("Qualifying Transaction") as defined under Policy 2.4 of the TSX Venture Exchange (the "Exchange"). Those Payment Shares held by principals will be subject to such escrow requirements as may be imposed by the Exchange, and all Payment Shares will be subject to the four month hold period imposed by the *Securities Act* (British Columbia).

About RedLine

RedLine is a private Canadian company, incorporated in British Columbia on March 2, 2010 and whose head office is located in Vancouver, B.C. RedLine has two mining projects, the "Winston" project located in Sierra County, New Mexico and the "Naco" project located in Sonora, Mexico.

The "Winston" project consists of two patented claims and 220 staked lode mining claims registered with the Bureau of Land Management (BLM) on ground totalling approximately 1806 hectares (4462 acres). The patented claims are under a Purchase/Lease agreement which was acquired by RedLine through the purchase of Southwest Land & Exploration Inc., a New Mexico corporation. Four of the BLM claims were acquired via a Purchase/Lease agreement by RedLine's Nevada subsidiary, Redline Mining Corporation. Both properties encompass historic mine workings and title is for a 100% interest subject to a 2% royalty on the patented claims.

The "Winston" project is located in the Gila National Forest and northern-most part of the Greater Black Range Mining District, along the eastern flank of a north-south trending belt of faults, fissures and veins that historically hosted silver-gold and copper-lead-zinc deposits. RedLine is finalizing a National Instrument 43-101 technical report on the project on the basis of exploration work carried out since August 2011 under the direction of independent Qualified Person, Stewart A. Jackson, PhD., P.Geol., and consultant L. Alex Scarbrough, Jr., M.Sc.

The "Naco" project consists of one concession which is 300 hectares (741 acres) in size and was staked by RedLine's Mexico subsidiary, Minerales Remimex S.A. de C.V. and filed on August 24, 2011 with the Mexico Secretaria de Economia. RedLine has identified this concession area as being prospective for possible silver-copper mineralization, and as having been previously held by Peñoles and Minera Teck.

Terms of the Qualifying Transaction

The purchase and sale of RedLine pursuant to the terms of the Agreement is subject to the following conditions precedent:

(1) the change of the corporate name of the Company to Silverline Minerals Inc. or such name as is acceptable to RedLine and the Exchange;

(2) the tendering of resignations of two of the Company's current directors and the appointment of RedLine's replacement representatives to the Company's board of directors;

(3) the consolidation of the Company's current issued and outstanding common shares on the basis of two pre-consolidation shares for every one post-consolidation share;

(4) the Company's completion of a non-brokered private placement of at least $500,000, for purposes of completing the Qualifying Transaction, completing an initial phase of work on the Winston mineral property, and for general working capital;

(5) the passage of special resolutions by the shareholders of the Company approving the consolidation and name change;

(6) the Company, as at the closing of the acquisition, meeting all minimum listing requirements as a Tier 2 Mining issuer; and

(7) receipt of written notice from the Exchange that it has accepted the Agreement for filing.

No finder's fee is payable by the Company with respect to the acquisition.

The Qualifying Transaction is an Arm's Length transaction.

Change of Board

It is proposed that each of Raymond Strafehl and Barney G. Lee, both directors of RedLine, will be appointed to the Company's board of directors upon closing of the Qualifying Transaction and coincident with the resignations of two existing board members. The following provides a summary of each proposed board member:

Raymond Strafehl

Mr. Strafehl has over thirty years of experience in the investment and venture capital finance industry, including eleven years as a registered Commodity Trading Advisor. He is a past director of Consolidated AGX Resources Corp., La Imperial Resources Inc. and, most recently, Valley High Ventures Ltd., where he served as Chair of the Audit Committee and of the Investment Committee which was responsible for the $300 million takeover in March 2011 by Levon Resources.

Barney G. Lee

Mr. Lee is a licensed Mineral Surveyor Consultant and has worked in the Mexican mining industry for twenty five years as a Landman and Survey Engineer. He has worked with the Mexican Federal Mining Bureau. He was also the land administrator and Ejido negotiator for Glamis. His clients have included Barrick Gold, Kennecott, Goldcorp, Kimber Resources and Timmins Gold. He is a past director of Premium Exploration Inc.

Management of RedLine

In addition to Mr. Strafehl and Mr. Lee, RedLine is managed by the following persons:

Grant T. Smith, CFO -- Mr. Smith is the senior partner with Clearline Chartered Accountants, a firm of chartered accountants with offices in Vancouver and North Vancouver. Mr. Smith was previously a manager with accounting firms, Johnsen Archer and PricewaterhouseCoopers. Mr. Smith also works in the public sector as CFO of Premium Exploration Inc. He previously served as CFO for Aurcana Mining Corporation.

Lisa Maxwell, Corporate Secretary -- Ms. Maxwell is also Corporate Secretary of Premium Exploration Inc.

Control Persons of RedLine

Mr. Lee and Mr. Strafehl, residents of the United States and British Columbia respectively, each directly or indirectly beneficially holds a controlling interest in RedLine.

Insiders of the Resulting Issuer

In addition to Mr. Lee and Mr. Strafehl, the following persons will be Insiders of the Resulting Issuer:

Len Guenther

Mr. Guenther is a director of Rhys Resources Ltd. and Tower Resources Ltd. and he serves as the CEO and Corporate Secretary of Rhys Resources Ltd. He managed the re-instatement to trading of Peninsula Resources Ltd. and its subsequent RTO by Zodiac Exploration Inc., and he managed the re-instatement to trading of Net Soft Systems Inc., now Rhys Resources Ltd. He previously served as the Corporate Secretary of Circumpacific Energy Corp., Goldex Resources Corp. and Norzan Enterprises Ltd.

Jeffrey Lightfoot

Mr. Lightfoot is currently a partner with the Vancouver law firm of Maitland & Company (since 1994). He holds a Bachelor of Laws degree from Osgoode Hall Law School, Toronto, Ontario (1984) as well as a Bachelor of Business Administration degree from Wilfrid Laurier University, Waterloo, Ontario (1981). He has been a member of the Law Society of British Columbia since September 1985. He specializes in securities law issues, with a focus on junior companies listed on the Exchange. Mr. Lightfoot has been a director and/or officer of a number of public companies listed on the Exchange.

C. Edward Butterfield

Mr. Butterfield, a Chartered Accountant and director and CFO of Benzai since June 2007, has extensive experience managing the financial and business operations of public companies. He presently also serves as CFO and Corporate Secretary of IWG Technologies Inc. (previously International Water-Guard Industries Inc.), positions which he has held since 2000.

Private Placement

To satisfy the Company's obligation to raise at least $500,000 prior to closing of the Qualifying Transaction, the Company announces its intention to undertake a private placement of 10,000,000 units at a price of $0.05 per unit, each unit consisting of one post-consolidated common share and one share purchase warrant entitling the holding thereof to purchase one addition post-consolidated common share at a price of $0.10 for a period of one year.

Sponsorship & Trading

The Company intends to apply to the Exchange for a waiver to the requirement for sponsorship of the Qualifying Transaction.

Trading of the Company's Shares will remain halted until further notice.

BENZAI CAPITAL CORP

“Len Guenther”
Director

“Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

In the interests of providing shareholders and potential investors with information regarding the Company, including the Company’s assessment of Redline and its subsidiaries’ future plans and operations, certain statements included in this press release may constitute forward-looking information or forward-looking statements (collectively, “forward-looking statements”). All statements contained herein that are not clearly historical in nature are forward-looking, and the words “anticipate”, “believe”, “expect”, “estimate” and similar expressions are generally intended to identify forward-looking statements. Such statements represent the Company’s internal projections, estimates or beliefs. These statements are only predictions. Actual events or results may differ materially. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievement since such expectations are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause the Company’s actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company and the foregoing list of important factors is not exhaustive. In particular, there is no assurance that: (i) all conditions precedent to closing of the Qualifying Transaction will be satisfied or waived; (ii) the Qualifying Transaction will be completed on the terms as outlined above, or at all; and (ii) the private placement will be completed on the terms outlined above. These forward-looking statements are made as of the date hereof and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

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