51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Resources Inc.
700, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

August 19, 2013

Item 3 News Release

The news release dated August 19 2013 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 Inc.

Item 9 Date of Report

August 19, 2013

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TSX-V: BEX

BENTON SELLS GROUND NEAR ZENYATTA'S HYDROTHERMAL GRAPHITE DISCOVERY TO ALABAMA GRAPHITE CORP.

August 19, 2013, Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) ("Benton" or "the Company") is pleased to announce that it has executed an agreement (the "Agreement") with Alabama Graphite Corp. (CNSX: ALP) ("Alabama Graphite") pursuant to which Alabama Graphite has purchased a 100% interest in the 16 claim units recently staked by the Company located approximately 25 km east of Zenyatta Ventures Ltd.'s new hydrothermal graphite discovery.

Under the Agreement, Alabama Graphite will, upon regulatory approval, pay the Company $8,000 and issue to the Company, 2 million Alabama Graphite common shares with the following restrictions;

- 500,000 common shares with the standard 4 month trading restriction legend from the date of issuance;
- 500,000 common shares with a 10 month trading restriction legend from the date of issuance;
- 500,000 common shares with a 16 month trading restriction legend from the date of issuance; and
- 500,000 common shares with a 22 month trading restriction legend from the date of issuance.

Benton will also retain a 2% NSR with Alabama Graphite having the right to buy back 50% of the NSR (i.e. 1%) for $1 million.

Stephen Stares, Company President and CEO commented, "We are pleased to sell our interest in this project to Alabama Graphite, a company focused on the exploration and development of graphite prospects so that we may continue to focus on our core precious and base metal assets. Our shareholders will benefit from the upside of discovery not only on this project but on all of Alabama Graphite's projects through our approximate 6.6% interest in their issued and outstanding shares. We look forward to the advancement of the project and wish them success in their efforts".

Zenyatta describes the mineralization as the "largest and only high-purity hydrothermal graphite deposit being developed in the world". Benton staked the ground based on a search and evaluation of historical data in the region which showed that conductive horizons exist on the property.

Benton would also like to announce that it has received approval from the government of Newfoundland and Labrador under the Junior Exploration Assistance program ("JEA") for a grant of between $65,000 and $100,000 for exploration work conducted on the Company's Cape Ray gold project that was recently acquired from Cornerstone Capital Resources Inc. The Company would like to acknowledge and thank the government of Newfoundland and Labrador.

About Benton Resources Inc. (TSXV: BEX)

Benton Resources Inc. is a well funded Canadian based junior with multiple joint ventures and a diversified property portfolio in Gold-Silver, Nickel, Copper, and Platinum group elements.

About Alabama Graphite (CNSX: ALP)

Alabama Graphite Corp., through its wholly-owned subsidiary, Alabama Graphite Company Inc., is a graphite exploration and development company whose flagship project "The Coosa Graphite Project" in Coosa County, Alabama is located in an area with significant historical production of *crystalline flake graphite*. For further details go to www.alabamagraphite.co.

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

On behalf of the Board of Directors of Benton Resources Inc.,
"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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