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 29, 2013

Item 3 News Release

The news release dated August 29 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 30, 2013

BENTON RESOURCES INC.

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TSX-V: BEX

BENTON COMMENCES METALLURGICAL TESTING ON THE 51 ZONE, CAPE RAY PROJECT IN NEWFOUNDLAND

August 29, 2013

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) (“Benton” or “the Company”) is pleased to provide an exploration update regarding its 100% owned Cape Ray Gold project located on the south west coast of Newfoundland. Benton currently has exploration ongoing on the project in efforts to extend the known deposits in addition to identifying new targets.

Detailed modeling of the 51 Zone suggests that the bulk of the mineral resource lies within 65 meters of surface in a shallow plunging mineralized shoot. Benton is currently studying the economics of a shallow open pit mine to exploit this resource and to produce, on site a saleable metal concentrate by way of dense media separation (“DMS”) and/or gravity concentration. The production of a concentrate through DMS would eliminate the need for a capital intensive conventional mill and would substantially lower production costs thus making a small scale mining operation potentially economic. The Company has recently collected a 150 kilogram mini bulk sample from a trench over the zone and has contracted Met-Solve Laboratories in Langley, B.C. to complete the metallurgical testing to determine the recoverability and value of the concentrate through the DMS process. As a check, nine samples totaling 20 kg of this same material was sent to Eastern Analytical labs in Springdale, NF for assaying. The average grade of the 9 samples returned 8.62 gpt gold, 33.34 gpt silver, 1.73% lead, 0.72% zinc and 0.22% copper. Given the exceptional grades of the trench sample and of the historic resource, the shallow depth of mineralization and the potential to create an on-site, low cost, high value concentrate, the Company believes the 51 deposit may have to potential to be a viable stand-alone profitable operation. The Company will update the shareholders after the results are received for the mini bulk sample.

Highlights for the Cape Ray Deposits are as follows:

- 51 Deposit -- Inferred resources using a 2.5gpt gold cut-off of 530,000 tonnes grading 6.10 g/t Au and 15.86 g/t Ag containing 103,943 ounces of gold and 270,253 ounces of silver
- Windowglass Hill - Inferred resources using a 0.5gpt gold cut-off of 1,810,000 tonnes grading 1.77 g/t Au and 11.28 g/t Ag containing 103,001 ounces of gold and 656,415 ounces of silver
- Opportunities exist to upgrade and expand the mineral resources of both the 51 and Windowglass Hill deposits.

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.

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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