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

January 20, 2015

Item 3 News Release

The news release dated January 20, 2015 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

January 21, 2015

BENTON CAPITAL CORP

3250 Hwy 130, Rosslyn, ON P7K 0B1
Tel: 807-475-7474 Fax: 807-475-7200
www.bentoncapital.ca
TSX-V: BTC

BENTON EXECUTES FINAL AGREEMENT WITH NORDMIN ENGINEERING TO DEVELOP CAPE RAY GOLD PROJECT

January 20, 2015

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) ("Benton" or "the Company") is pleased to announce that further to its press release dated October 6, 2014, it has fully executed its final Option and Joint Venture agreement ("Agreement") with Nordmin Engineering Ltd. ("Nordmin") to advance four of the six gold deposits towards production at the Cape Ray project located in southwest Newfoundland. The 04, 41, 51 and Windowglass Hill deposits (the "Project") are included in agreement while the Isle Aux Morts and Big Pond deposits will be retained 100% by Benton. Pursuant to the Agreement, Benton and Nordmin will form a joint venture pursuant to which Nordmin will earn a 50% interest in the Project through a series of expenditures and services to be provided.

Under the terms of the Agreement, Benton will form a 100% wholly owned subsidiary, ("SubCo B" for illustrative purposes) and transfer 100% of Benton's property rights in the Project to SubCo B. Nordmin may then earn up to 50% of the Project held by SubCo B by completing a series of work commitments and project milestones which is well underway advancing the Project towards production as follows:

- Benton will lead the exploration effort for the project which will be funded by Nordmin up to the completion of the Feasibility Study. This includes any infill drilling to allow the Projects to be brought up to National Instrument 43-101 status ("NI 43-101"). The necessity for further exploration will be determined and approved by the management committee;
- Nordmin will, to earn a 5% interest, make a $250,000 cash payment in two tranches to SubCo B which will go towards the current exploration program. The first tranche of $125,000 will be advanced upon signing of the LOI and the second tranche of $125,000 within six months of signing;
- Nordmin will, by August 31, 2015 to earn a further 15% interest, fund and provide the services required to complete NI 43-101 resource estimates for the 04, 41, 51, and Windowglass Hill deposits, produce a resource model, a preliminary economic assessment (PEA), complete a detailed assessment of the Geology, Mining, Metallurgy, Environmental, Engineering, Construction, Economics and Schedule for the Project;
- Nordmin will, by August 31, 2016 to earn a further 10% interest, complete the Environmental Assessment and Impact reviews, and secure the necessary permits for a mine, mill and related plant in order for the Project to move forward;
- Nordmin will, by August 31, 2017 to earn a further 10%, complete a feasibility study for the Project (detailing and advancing all of the same issues within the PEA);
- Nordmin will, by August 31, 2018 to earn a further 10% interest, complete detailed design of the mine, mill and related plant and work to arrange a minimum of 50% of the Project financing;
- Nordmin will assume operatorship of the Project upon signing;
- Nordmin will provide the procurement, project and construction management for the Project, including commissioning and start-up. The costs and fees associated with this effort will be part of the Project financing;
- Nordmin must spend a minimum of $4.5 million of expenditures and equivalent services, with any excess going towards Project development;
- Should Nordmin fail to earn a 50% interest, operatorship will revert back to Benton;
- Should Nordmin not participate in the Project development on a pro-rata basis after the earn-in period, Nordmin will suffer a standard dilution to their pro-rata interest – such clause also applies to Benton; and
- The intent is that the work proposed within the LOI will be completed in a minimum of three (3) years and a maximum of five (5) years, dependent upon market conditions or other outside and uncontrollable situations.

Stephen Stares, Company President and CEO stated, "executing the final agreement with Nordmin is a extraordinary milestone for Benton shareholders, the advancement of the Cape Ray project and the future of the Company. With technical work well underway, Benton is hopeful that the Cape Ray deposits become the site of production in the future. Our team has worked hard to target, acquire and consolidate the Cape Ray land position and to bring in a quality partner with the skill set to fully develop the project. We are very excited to work with Nordmin".

Chris Dougherty, P.Eng., President of Nordmin commented, "Moving this effort forward is something that we at Nordmin are very excited about. The Cape Ray project has tremendous potential, and we are working hard with our partners to develop a strategy to move this effort forward in an efficient and expeditious way. Our goal is production, and we are now focusing on that goal".

About Cape Ray

The Cape Ray gold project is host to 6 historical gold deposits in southwest Newfoundland. Benton controls a 100% interest in 60km of strike length along the Cape Ray Fault, a significant regional gold-bearing structure that hosts the Cape Ray deposits as well as Marathon Gold's Valentine Lake deposit located 120 km to the northeast of Benton's claim block.

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 Nordmin Engineering Ltd.

Nordmin Engineering Ltd. has become a leading Consulting Engineering firm in the Resource and Industrial sectors, supporting Mining, Power Generation and Distribution and Pulp and Paper efforts around the world. From concepts to commissioning, from resource estimation to site closure, Nordmin provides a full range of services to its clients. With 130 professionals on staff, Nordmin has undertaken projects in North and South America, Africa, Europe, and Asia, and has worked for many of the world's largest companies, including Rio Tinto, Vale, BHP Billiton, Resolute, and Goldcorp. Nordmin's projects have ranged in capital value from a few million dollars to $3 billion (USD), continually expanding its client base worldwide. Nordmin has offices in Thunder Bay, Ontario, Sudbury, Ontario, and Kamloops, British Columbia.

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.

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

For further information contact Stephen Stares @:
3250 Highway 130,
Rosslyn, ON P7K 0B1
Phone (807)475-7474
Fax (807)475-7200
www.bentonresources.ca