51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Resources Inc.
32350 Highway 130
Rosslyn, ON P7K 0B1

Item 2 Date of Material Change

April 27, 2015

Item 3 News Release

The news release dated April 27, 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 Resources Inc.

Item 9 Date of Report

April 27, 2015

BENTON RESOURCES RECOVERS 92.3% GOLD IN LEACH TESTING AT THE STAGHORN PROPERTY

April 27, 2015

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) (“Benton” or “the Company”) is pleased to announce the results of bottle roll leaching on the recently discovered gold-bearing granitic boulder train termed Ryan’s Hammer on the Staghorn Gold Property. The property is under option from Metals Creek Resources Corp. (”Metals Creek”) (see Benton PR November 18, 2014). The sample was a composite of reject material totaling 1.182 kg from 3 grab samples collected late last fall and represented arsenopyrite-rich mineralization. The sample had a calculated head grade of 2.24 ppm gold and results of the cyanide bottle roll test include recoveries of 82.6%, 89.3% and 92.3% gold after 24, 48, and 72 hours respectively.

The sample was submitted to Activation Laboratories Ltd. of Thunder Bay, Ontario. Approximately 1000g was representatively split and ball milled to 80% passing 75µm and leached for a total of 72 hours with solution samples collected and assayed at 2, 4, 8, 24, 48, and 72 hours. Assays were completed using fire assay with atomic absorption finish.

Stephen Stares, Company President and CEO stated “the leach testing result is extremely encouraging providing us with confidence that the Staghorn property possesses potential for significant gold discoveries. The relatively high recoveries indicate that the new mineralization is not refractory in nature and should be free milling which greatly improves the projects potential”.

In addition, Benton plans to complete similar testing on the Woods Lake zone located 8km southwest of the Ryan’s Hammer showing where previous diamond drilling completed by Metals Creek included results of 2.14gpt Au over 16.1m including 6.18gpt Au over 5.11m. Benton’s upcoming Phase 1 exploration program for the Staghorn Property includes grid establishment, prospecting, ground geophysics and stratigraphic mapping. A diamond drill program will follow to test defined targets.

The Cape Ray regional fault hosts a number of gold deposits including Marathon Gold’s Valentine Lake deposit, located 30 km to the northeast of the Ryan’s Hammer showing, the Woods Lake gold zone (part of the Staghorn Property) and Benton’s Cape Ray Gold deposits to the southwest. The Staghorn Property covers a 29 km strike length of the gold trend and previous work had outlined a number of gold showings in the central and southwestern part of the property as well as the identification of a gold zone over a 1km strike length.

Under the Option/Joint Venture agreement with Metals Creek, Benton can earn an initial 60% interest in the Staghorn Gold Property by making staged payments totaling $50,000, issue 500,000 shares and incur work expenditures of $500,000 over 3 years. Benton will be the operator during the earn-in period. Once a 60% interest is earned by Benton, either a 60/40 joint venture will be formed, or Benton may elect to earn an additional 10% interest to bring its total property interest to 70% by completing a cash payment of $50,000 and issue 500,000 Benton shares within 60 days of the 3rd anniversary date and incurring an additional $500,000 in exploration expenditures by the 5th anniversary.

About Benton Resources Inc. (TSXV: BEX)

Benton Resources Inc is a Canadian-based junior with a diversified property portfolio in Gold-Silver, Nickel, Copper, and Platinum group elements. The Company is well funded with approximately $5.3 million in cash and $0.5 million in marketable securities.

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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