

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

August 13, 2015

Item 3 News Release

The news release dated August 13, 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

August 13, 2015

BENTON RESOURCES PROVIDES UPDATES FOR CAPE RAY AND STAGHORN GOLD PROJECTS

August 13, 2015

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) ("Benton" or "the Company") is pleased to provide updates for the Cape Ray and Staghorn Gold Projects as set out below.

CAPE RAY

The Company along with its partner, Nordmin Engineering Ltd., ("Nordmin") announce that an extensive trenching program has commenced on two of the four Cape Ray gold deposits. The purpose of the trenching is to expand the understanding of the structure and geology of the 41 and 51 deposits. In addition, detailed channel sampling at 15m centres will better define the grade distribution of the deposits at surface. This information will also be incorporated in future updates to the NI 43-101 compliant resource base in preparation for an upcoming Preliminary Economic Assessment (PEA) to be completed by Nordmin as per the Option Agreement (see Benton press release dated January 20, 2015). Results of the ongoing program will be released as they are received and compiled.

STAGHORN

On the Staghorn gold property (under option from Metals Creek Resources Corp., see Benton press release dated Nov. 18, 2014), Benton has completed soil geochemical sampling over 20km along the Cape Ray Fault. The samples were collected at 25m spacing along lines at 200m to 400m apart. Initial results from this program delineate several areas of anomalous gold values up to 300ppb. Some infill sampling has been completed in these anomalous areas and results are expected shortly.

Additionally 35.5 km of line cutting has been completed along with mapping, prospecting and soils to cover the area of a historic soil anomaly that returned >1000ppb gold as well as cover the Ryan's Hammer showing where assays ranging from trace to 32.15gpt gold in boulders.

Anomalous gold-in-soils also show the possible extension of the Woods Lake zone (WLZ) in both directions. Previous drilling intercepts returned up to 2.14 grams per tonne gold over 16.1 metres (including 6.18gpt gold over 5.11m) (see Metals Creek press release dated Dec. 3, 2009). These anomalies are proximal to the newly discovered Crust and Redbull showings previously announced. These areas will be subject to trenching and drilling if warranted.

The Cape Ray/Victoria Lake regional fault zone hosts a number of gold deposits, including Marathon Gold's Valentine Lake deposit located 30km to the northeast of the Staghorn and Benton's Cape Ray gold deposits approximately 100km to the southwest.

SHAREHOLDERS RIGHTS PLAN

Benton Resources Inc. also announces today that its Board of Directors has approved the adoption of a Shareholder Rights Plan Agreement (the "Rights Plan"). The Rights Plan is being adopted to ensure the fair treatment of all Benton shareholders in connection with any take-over bid for the outstanding common shares of Benton. The Rights Plan will provide shareholders with adequate time to properly evaluate and assess a take-over bid without facing undue pressure or coercion. The Rights Plan also provides the Board with additional time to consider any take-over bid and, if applicable, to explore alternative transactions in order to maximize shareholder value.

The Rights Plan is not designed to prevent take-over bids that treat Benton shareholders fairly. Pursuant to the terms of the Rights Plan, any bid that meets certain criteria intended to protect the interests of all shareholders are deemed to be "Permitted Bids". A Permitted Bid must be made by way of a take-over bid circular prepared in compliance with applicable securities laws and, in addition to certain other conditions, must remain open for 60 days. In the event a take-over bid does not meet the Permitted Bid requirements of the Rights Plan, the rights issued under the plan will entitle shareholders, other than any shareholder or shareholders involved in the take-over bid, to purchase additional common shares of Benton at a significant discount to the market price of the common shares at that time.

The Rights Plan is not being adopted in response to any proposal to acquire control of Benton.

The Rights Plan is subject to approval by the TSX Venture Exchange and will be presented for ratification by the shareholders of Benton at its annual meeting of shareholders on August 31, 2015. If ratified by shareholders, the Rights Plan will have a term of three years.

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 \$5.2 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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