

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

December 9, 2015

Item 3 News Release

The news release dated December 9, 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

December 9, 2015

BENTON ANNOUNCES DRILL RESULTS FROM FIRST HOLES AT STAGHORN AND APPROVAL OF ABERNETHY DEAL

December 9, 2015

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) ("Benton" or "the Company") would like to announce that the Company has received results from the first four diamond drill holes on the Staghorn gold project which is under option from Metals Creek Resources Corp. (TSXV: MEK) (see Benton PR dated November 18, 2014). The Staghorn claims are situated along the Cape Ray/Victoria Lake regional fault zone, which is host to a number of gold deposits, including Marathon Gold's Valentine Lake deposit located 30km to the northeast of the property and Benton's Cape Ray gold deposits approximately 100km to the southwest.

Three of the drill holes have identified in bedrock, the lithological unit that hosts the Ryan's Hammer boulder terrain. Benton is encouraged with the initial results and by the size of the gold enriched system. Highlights from the first holes include 42.6m grading 0.219gpt gold hole RH15-01 and 71.2m grading 0.184gpt gold (RH15-02). This first drill campaign tested targets associated with geochemical and geophysical anomalies, covering a 3.2km strike length. The 11 hole drill program has now been completed and future drilling is planned to test the remaining targets, including the "Rich House" Visible Gold showing, where selected grab samples graded from trace up to 189.2gpt gold. This target could not be tested during this recent program due to inclement weather conditions. All samples have been submitted for analysis and results will be released as they become available. All assays were completed by Eastern Analytical of Springdale, NL using pulp metallic and fire assay.

Results for the first 4 drill holes:

HOLE	FROM (m)	TO (m)	LENGTH (m)	Au (gpt)
RH15-01	3.5	46.1	42.6	0.219
incl.	6.3	12.6	6.3	0.483
incl.	6.3	8.3	2	0.832
incl.	6.3	7.3	1	1.186
incl.	31.6	35.6	4	0.526
incl.	32.6	34.6	2	0.706
incl.	40.6	46.1	5.5	0.425
incl.	40.6	41.6	1	0.659
and	43.6	44.6	1	0.859
RH15-02	2.7	73.9	71.2	0.184
incl.	16	27	11	0.61
incl.	17	18	1	1.062
and	23	24	1	1.172
and	26	27	1	1.11
RH15-03	19.1	25.1	6	0.416
	19.1	22.1	3	0.482
	49.9	50.9	1	1.36
RH15-04	no significant intersections			

Note: True thicknesses are unknown at this time

In addition, the Company has been notified by Element 79 Capital Inc., ("Element 79") that it has received conditional acceptance from the TSX Venture Exchange (the "Exchange") for the closing of its proposed

qualifying transaction with the Company to acquire the right to earn a 100-per-cent interest in Benton's Abernethy gold project (see Benton PR dated February 25, 2015).

The transaction is subject to receipt of requisite regulatory approval, including the approval of the TSX-V and standard closing conditions. Assuming all conditions to closing are satisfied, the company expects to close the transaction on or before December 31, 2015. Upon completion of the proposed transaction, the company is expected to meet all minimum listing requirements for a Tier 2 mining issuer. In addition, the Exchange has granted Element 79 an extension of time to transfer the Element 79 common shares to Benton until February 25, 2016.

Finally, the Company would like to announce the resignation of Raphael Gerstel from its Board of Directors. The Company would like to thank Raphael for his time on the Board and wish him all the best in the future.

About Benton Resources Inc. (TSXV: BEX)

Benton Resources Inc is a well funded Canadian-based junior with 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

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