

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Resources Inc.
684 Squier Street
Thunder Bay, ON P7B 4A8

Item 2 Date of Material Change

September 14, 2016

Item 3 News Release

The news release dated September 14, 2016 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

September 14, 2016

BENTON PROVIDES CAPE RAY UPDATE AND ANNOUNCES FLOW-THROUGH PRIVATE PLACEMENT

September 14, 2016

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) ("Benton" or "the Company") is pleased to announce that its joint venture partner Nordmin Engineering Ltd. ("Nordmin"), has mobilized a second drill to the Cape Ray project to complete the current 5000 meter drill program. The current drill program is designed to infill and expand the 51 and 41 deposits to provide greater confidence in the current resource as the partners advance the project towards feasibility. To date the Companies have completed approximately 1600 meters of drilling and core logging and cutting of samples are currently underway and results will be released when received and compiled.

In addition, in order to keep the Cape Ray project moving forward in the most productive and efficient way, both Benton and Nordmin have agreed to amend several sections of the previously announced Option and Joint Venture agreements (see PR dated October 6, 2014). Specifically, Benton and Nordmin agreed to add into the agreement a requirement by Nordmin to drill not less than 10,000 meters by August 30, 2017. The first 5,000m portion of this program, which is underway, is to be completed by November 15, 2016 and is designed to assist with the preparation of a pre-feasibility study by January 31, 2017. The second 5,000m phase of drilling will commence no later than June 15, 2017 and is designed to assist with the preparation of a feasibility study on the main deposits of the project by October 31, 2018. Should Nordmin fail to complete the second phase of drilling, the pre-feasibility study or the feasibility study in the timelines described, the option will revert to a joint venture under the applicable earned interest.

Under the initial agreement, Nordmin was required to complete an Environmental Assessment and Impact review in respect of the main deposits encompassing the Cape Ray option agreement by August 31, 2016 in order for Nordmin to earn an additional 10% interest in the project (taking their interest to 30%). The Company and Nordmin have agreed to remove this term from the agreement and replace it with the requirement to complete an Environmental Assessment and Environmental Impact Study and the requirement to secure the necessary permits for a mine, mill and related plant by a date that is to be agreed upon by both parties within 30 days after the Newfoundland government responds to the Project Description. Should Benton and Nordmin not reach an agreed upon completion date, one will be determined by arbitration. Completion of this amended term will take Nordmin's interest to 30%.

In addition, the initial agreement required Nordmin to complete a bankable feasibility on the main deposits of the project by August 31, 2017 in order to increase their interest by 10% (to 40% in aggregate). This term was amended to allow Nordmin until October 31, 2018 to complete the bankable feasibility study. All other terms of the initial agreement remain unchanged.

In March 2016 (see PR dated March 7, 2016), the companies released the results of a positive preliminary economic assessment ("PEA") for the Cape Ray project. The results of the PEA include a pre-tax net present value ("NPV") at a 7% discount rate of \$48.4 million with a pre-tax internal rate of return ("IRR") of 29% and a post-tax NPV at a 7% discount rate of \$32.6 million with a post-tax IRR of 24%. The reader should be cautioned that the PEA is preliminary in nature. It contains inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. The current drill campaign will assist in potentially reclassifying some of the inferred resources into indicated resources which would increase the confidence level of the project as it moves towards the feasibility.

In addition, the Company would like to announce that it intends to complete a non-brokered flow-through private placement of shares. The Company intends to issue up to 2,000,000 flow-through shares at a

price of \$0.10 per share for aggregate proceeds of up to \$200,000. Funds raised in the private placement will be used to advance the Company's current and ongoing exploration stage projects such as Iron Duke and Panama gold projects located in Ontario.

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

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