

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

July 2, 2019

Item 3 News Release

The news release dated July 2, 2019 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

July 2, 2019

Benton Resources to Acquire High Grade PGM Deposits: Panoramic's Thunder Bay North Deposit and Rio Tinto's Escape Lake Discovery

Highlights:

- High-grade, near-surface Platinum Group Metals (PGM) deposits with a historic resource.
- Excellent infrastructure, with a paved highway and established logging roads.
- Drilling highlights on the 30,000 hectare Thunder Bay North (TBN) Property include historic high-grade intercepts of 46.65 m @ 10.1 g/t Platinum+Palladium+Gold (5.267g/t Pt + 4.555g/t Pd + 0.324g/t Au) with 1.62% Copper+Nickel (1.154% Cu + 0.465% Ni), incl. 13.0 m @ 33.2 g/t Pt+Pd+Au (17.305g/t Pt + 14.817g/t Pd + 1.061g/t Au) and 4.91% Cu+Ni (3.755% Cu + 1.308g/t Ni), incl. a spectacular intercept of 2.6 m @ 97.9 g/t Pt+Pd+Au (52.769g/t Pt + 41.538g/t Pd + 3.630g/t Au) and 14.9% Cu+Ni (11.599% Cu + 3.289% Ni) in drill hole BL 10-197.
- Drilling highlights on the 220 hectare Escape Lake Property include 121.6 m @ 2.49 g/t Pt+Pd+Au (1.04g/t Pt + 1.37g/t Pd + 0.07g/t Au) and 0.86% Cu+Ni (0.52% Cu + 0.34% Ni), incl. 33.4 m of 7.28 g/t Pt+Pd+Au (3.01g/t Pt + 4.08g/t Pd + 0.19g/t Au) and 2.26% Cu+Ni (1.49% Cu + 0.77% Ni) in drill hole 12CL0009, and 162 m @ 1.42 g/t Pt+Pd+Au (0.61g/t Pt + 0.76g/t Pd + 0.06g/t Au) and 0.47% Cu+Ni (0.28% Cu + 0.19% Ni), incl. 40.67 m 4.5 g/t Pt+Pd+Au (1.92g/t Pt + 2.48g/t Pd + 0.18g/t Au) and 1.26% Cu+Ni (0.89% Cu + 0.36% Ni) in drill hole 11CL0005.

Thunder Bay, ON, July 2, 2019 – Benton Resources Inc. ('Benton' or 'the Company') (TSX-V: BEX) today announced that it has executed two separate binding purchase agreements with Rio Tinto Exploration Canada Inc. ('RTEC') (the 'RTEC Agreement') and Panoramic Resources Limited ('PAN') (the 'PAN Agreement') (together the "PGM Project").

Stephen Stares, President and CEO, stated: "Our team has been searching for an exciting PGM project in the market that possesses what we feel are essential project qualities: a high-grade, near-surface deposit containing a historical resource and located near existing infrastructure in a mining-friendly jurisdiction. These projects satisfy those criteria. Coupled with the high-grade discovery drilling completed at Escape Lake, the Company feels that the opportunity to delineate further resources exists. Located only 50 km from the Company's office in Thunder Bay, the projects are well-situated to aggressively move them forward. In addition, the projects lie approximately 60 km south of North American Palladium's (NAP) Lac des Illes Mine and 10 km east of NAP/Transition Metals' Sunday Lake Intrusion".

Thunder Bay North

The TBN Project contains the Current, Bridge and Beaver zones of which the following Historical Estimates* are defined:

Historical Estimate:

Resource	Tonnage	Grade										Contained Metal	
		Pt (g/t)	Pd (g/t)	Rh (g/t)	Au (g/t)	Ag (g/t)	Cu (%)	Ni (%)	Co (%)	Pt-Eq (g/t)	Pt (oz, 000)	Pd (oz, 000)	
Pit Constrained													
Indicated	8,460,000	1.04	0.98	0.04	0.07	1.5	0.25	0.18	0.014	2.13	283	267	
Inferred	53,000	0.96	0.89	0.04	0.07	1.6	0.22	0.18	0.014	2	2	2	
Underground													
Indicated	1,369,000	1.65	1.54	0.08	0.11	2.6	0.43	0.24	0.016	3.67	73	68	
Inferred	472,000	1.32	1.25	0.06	0.09	2.1	0.36	0.19	0.011	2.97	20	19	
10,354,000											377,000oz Pt 355,000oz Pd		

*Historical Estimate from Thomas, D. et al. 2011: Magma Metals Limited, Thunder Bay North Polymetallic Project Ontario, Canada, NI 43-101 Technical Report on Preliminary Assessment

Mineral Resources at the Thunder Bay North project are considered by Benton to be historic in nature. No qualified person as defined by NI 43-101 has done sufficient work for Benton to classify the historical estimates at Thunder Bay North as current. The Company believes that the historical estimates at both deposits can be used as a guide in determining future exploration drilling and the Company will need to undertake a comprehensive review of available data which may include further drilling to verify the historic estimates at either property in order to reclassify them as current mineral resources. The Company's QP has verified the data but no resampling of core or any other tests on the analytical procedures has been performed by the Company to-date. Verification of results will be a top priority for Benton.

Escape Lake

The 220 hectare Escape Lake property is located within the TBN Project claim block and along the interpreted conduit system which contains/controls the Pt-Pd-Base Metal mineralization on the TBN Project. RTEC staked the Escape Lake block in 2006 and performed successive rounds of limited diamond drilling between 2010 and 2012, the results of which until now had not been released publicly. These programs yielded impressive drill intercepts highlighted by drill holes 12CL0009 and 11CL0005. High-grade intercepts from these programs over a 1 km strike length are presented in the table below:

Hole	From	To	Interval	Au (g/t)	Pt (g/t)	Pd (g/t)	Cu (%)	Ni (%)	Au+Pt+Pd (g/t)	Cu+Ni (%)
08CL0001	280.1	340.4	60.30	0.02	0.17	0.19	0.06	0.13	0.37	0.191
	362.5	373.4	10.90	0.09	1.05	1.21	0.46	0.23	2.346	0.697
incl	367.4	371.9	4.50	0.15	1.80	2.10	0.77	0.36	4.05	1.133
10CL0002	259.8	313.4	53.60	0.01	0.11	0.13	0.05	0.12	0.247	0.165
10CL0003	205.5	232.8	27.30	0.10	1.15	1.30	0.43	0.22	2.543	0.655
incl	223.5	228	4.50	0.15	2.13	2.46	0.76	0.45	4.747	1.21
10CL0004	366	402.5	36.50	0.02	0.22	0.29	0.11	0.12	0.531	0.233
	385.5	399.5	14.00	0.03	0.39	0.52	0.19	0.14	0.939	0.33
	389.98	399.5	9.52	0.04	0.50	0.66	0.24	0.15	1.205	0.39
11CL0005	306.5	468.82	162.32	0.06	0.61	0.76	0.28	0.19	1.425	0.473
	387	461.4	74.40	0.11	1.20	1.52	0.56	0.26	2.834	0.828
	387	427.67	40.67	0.18	1.92	2.48	0.89	0.36	4.576	1.256
	387	415	28.00	0.22	2.44	3.18	1.11	0.41	5.849	1.5233
	399.25	406	6.75	0.46	5.33	6.86	2.36	0.69	12.65	3.055
11CL0007	391.5	431.22	39.72	0.16	2.10	2.74	0.92	0.49	5.007	1.41
incl	394.3	405.11	10.81	0.18	3.38	4.62	1.60	0.93	8.171	2.532
11CL0008	387.93	427.33	39.40	0.25	2.64	3.31	1.13	0.41	6.195	1.544
incl	399	407.33	8.33	0.62	6.46	7.84	2.68	0.74	14.909	3.422
12CL0009	391.01	512.65	121.64	0.07	1.04	1.37	0.52	0.34	2.491	0.859
	391.01	424.4	33.39	0.19	3.01	4.08	1.49	0.77	7.281	2.262
12CL0010	300	394.5	94.50	0.02	0.17	0.19	0.07	0.13	0.382	0.202
	388.5	394.5	6.00	0.13	0.89	0.97	0.37	0.17	1.994	0.532
12CL0011	378	408	30.00	0.22	1.56	1.84	0.63	0.23	3.609	0.865
	383.9	405	21.10	0.25	1.82	2.17	0.74	0.26	4.241	1.005
12CL0012	387.36	438.11	50.75	0.12	1.41	1.81	0.69	0.39	3.344	1.082
15TB0007	152	175.7	23.70	0.02	0.20	0.23	0.08	0.08	0.451	0.161
	189.55	277	87.45	0.02	0.19	0.20	0.08	0.10	0.409	0.178
15TB0009	162.82	226	63.18	0.02	0.18	0.20	0.07	0.08	0.39	0.152
15TB0010	179.1	253.5	74.40	0.04	0.50	0.56	0.21	0.15	1.099	0.359
	240	244.5	4.50	0.10	1.25	1.33	0.51	0.24	2.68	0.753
15TB0011	186.5	255	68.50	0.04	0.44	0.53	0.18	0.14	1.004	0.321
	207.95	217.12	9.17	0.10	1.26	1.61	0.55	0.30	2.962	0.854
16TB0012	282	302.25	20.25	0.02	0.13	0.21	0.07	0.09	0.351	0.164
16TB0014	204	231	27.00	0.01	0.15	0.19	0.06	0.09	0.347	0.155
	225	228.55	3.55	0.05	0.47	0.61	0.19	0.09	1.127	0.28
16TB0015	297.08	301	3.92	0.06	0.55	0.72	0.27	0.12	1.326	0.397
16TB0017	212.2	225	12.80	0.02	0.14	0.19	0.06	0.07	0.343	0.133
16TB0018	285	390.76	105.76	0.02	0.15	0.17	0.06	0.13	0.34	0.188
incl	360	372	12.00	0.07	0.59	0.68	0.23	0.17	1.343	0.394
16TB0021	213.2	266.05	52.85	0.01	0.16	0.18	0.07	0.12	0.351	0.188
16TB0023	240.42	261.91	21.49	0.03	0.31	0.38	0.13	0.14	0.72	0.272
	240.42	252	11.58	0.04	0.47	0.57	0.21	0.17	1.079	0.378

Note: Reported intercepts are core lengths may not be true widths.

A map of the PGM Projects and drill hole locations can be viewed on the Company's web site. In addition, the Company has made available its updated corporate presentation covering these prospective PGM Projects on its web site at www.bentonresources.ca.

Purchase Agreements

Pursuant to the RTEC Agreement, Benton will purchase a 100% interest in RTEC's Escape Lake property for \$6 million CAD (the "Escape Lake Purchase Price"), subject to obtaining financing and receipt of regulatory approval. The Company is to obtain commitments for \$4 million of the Escape Lake Purchase Price within 90 days of execution of the RTEC Agreement and closing of the acquisition and payment off the \$6 million Escape Lake Purchase Price is to take place within 10 days of securing financing. RTEC will retain a 1% Net Smelter Royalty ('NSR') on the Escape Lake portion of the PGM Project.

Under the PAN Agreement, the Company will acquire PAN's wholly-owned Canadian subsidiary, Panoramic PGMs Canada Ltd., which holds the Thunder Bay North Project (the 'TBN Project') for \$9 million CAD. The Company will have 60 days upon signing to complete a final purchase and sale agreement plus an additional 60 days to obtain financing and receive all requisite regulatory approvals for the transaction. Upon signing the final purchase and sale agreement, Benton will pay PAN a \$250,000 deposit which will be offset against the purchase price. The TBN Project has an existing 3% NSR on a number of claims located within the claims package.

Closing of the purchase of the PGM Project is also contingent upon both RTEC and PAN mutually releasing each other from all future obligations from the earn-in with option to joint venture agreement that was in place.

Benton is currently considering several strategic options for financing that best serves shareholders of the Company and aggressively moves the PGM Project forward.

QP

Nathan Sims (P.Ge.), Senior Exploration Manager for Benton Resources Inc., the 'Qualified Person' under National Instrument 43-101, has approved the scientific and technical disclosure in this news release and prepared or supervised its preparation.

On behalf of the Board of Directors of Benton Resources Inc.,

"Stephen Stares"

Stephen Stares, President

About Benton Resources Inc.

Benton Resources is a well-funded Canadian-based project generator with a diversified property portfolio in Gold, Silver, Nickel, Copper, and Platinum group elements. Benton holds multiple high-grade projects available for option which can be viewed on the Company's website. Most projects have an up-to-date 43-101 Report available.

Parties interested in seeking more information about properties available for option can contact Mr. Stares at the number below.

For further information, please contact:

Stephen Stares, President & CEO
Phone: 807-475-7474
Email: sstares@bentonresources.ca

CHF Capital Markets

Cathy Hume, CEO
Phone: 416-868-1079 x231
Email: cathy@chfir.com

Website: www.bentonresources.ca
Twitter: [@BentonResources](https://twitter.com/BentonResources)
Facebook: [@BentonResourcesBEX](https://www.facebook.com/BentonResourcesBEX)

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