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

May 20, 2020

Item 3 News Release

The news release dated May 20, 2020 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

May 21, 2020

Benton Options High Grade Copper Silver Gold Project from White Metal Resources Corp.

Thunder Bay ON, May 20 2020 – Benton Resources Inc. ('Benton' or 'the Company') (TSX-V: BEX) is pleased to announce that the Company has entered into a binding Letter Of Intent ("LOI") with White Metal Resources Corp (TSX-V: WHM) ("WHM") whereby Benton can earn up to a 70% interest in WHM's Far Lake project (the "Property") located 80km west of Thunder Bay, Ontario.

Recent exploration completed by WHM led to the discovery of a high-grade, semi-massive sulphide copper occurrence. Recent trenching and sampling programs at the Far Lake copper-silver-gold project provided results that include a 0.7m channel sample across massive sulphide that assayed 22.0% Cu, 30.2 g/t Ag, and 0.25 g/t Au as well as another channel sample that graded 3.54% Cu over 3m, including 4.96% Cu over 1m. Mineralization is located within a northwest-southeast trending, brecciated and silicified structure that bisects a regional granitic pluton. Sulphide mineralization in the structure has been delineated for approximately 400m and remains open in all directions. In addition, a parallel zone 2.1km west of the copper occurrence was located in the spring of 2020 and exhibits a similar intense brecciation and silicification. This second structure has been traced intermittently over a 5km strike length with chalcopyrite (copper sulphide) mineralization occurring throughout. The new zone is highly silicified and exhibits brecciation and an abundance of quartz veining with local silicified areas measuring up to 200m wide. Mineralization identified to-date on the Property displays characteristics suggestive of multiple mineralizing events, at both the property and regional scale.

Beyond the large silicified zones, the project also contains a boulder that was assayed by WHM and contained 0.293% Cu, 1.71g/t Pd, 0.3g/t Pt and 0.219g/t Au. Locating the source of this boulder will be an important activity to prove that Far Lake has the potential to also not only host copper-silver-gold, but also PGE's. The appearance of the boulder suggests the bedrock source is not far and only traveled a short distance during glaciation.

While the project is very early stage and has little historical exploration, there are a number of exciting targets that can be efficiently explored. The Project has excellent infrastructure with multiple logging roads accessing the property via the Trans-Canada Highway. Surprisingly, prior to the work completed by WHM in 2017, the Far Lake area as seen no documented historical exploration and its strategically located along the Quetico Fault and between Benton's Bark and Baril Lake projects (currently under option to Rio Tinto Exploration Canada) and the Escape Lake and Thunder Bay North deposits which Benton recently sold its option rights on to Clean Air Metals Inc. (see the location map included below or on www.bentonresources.ca)

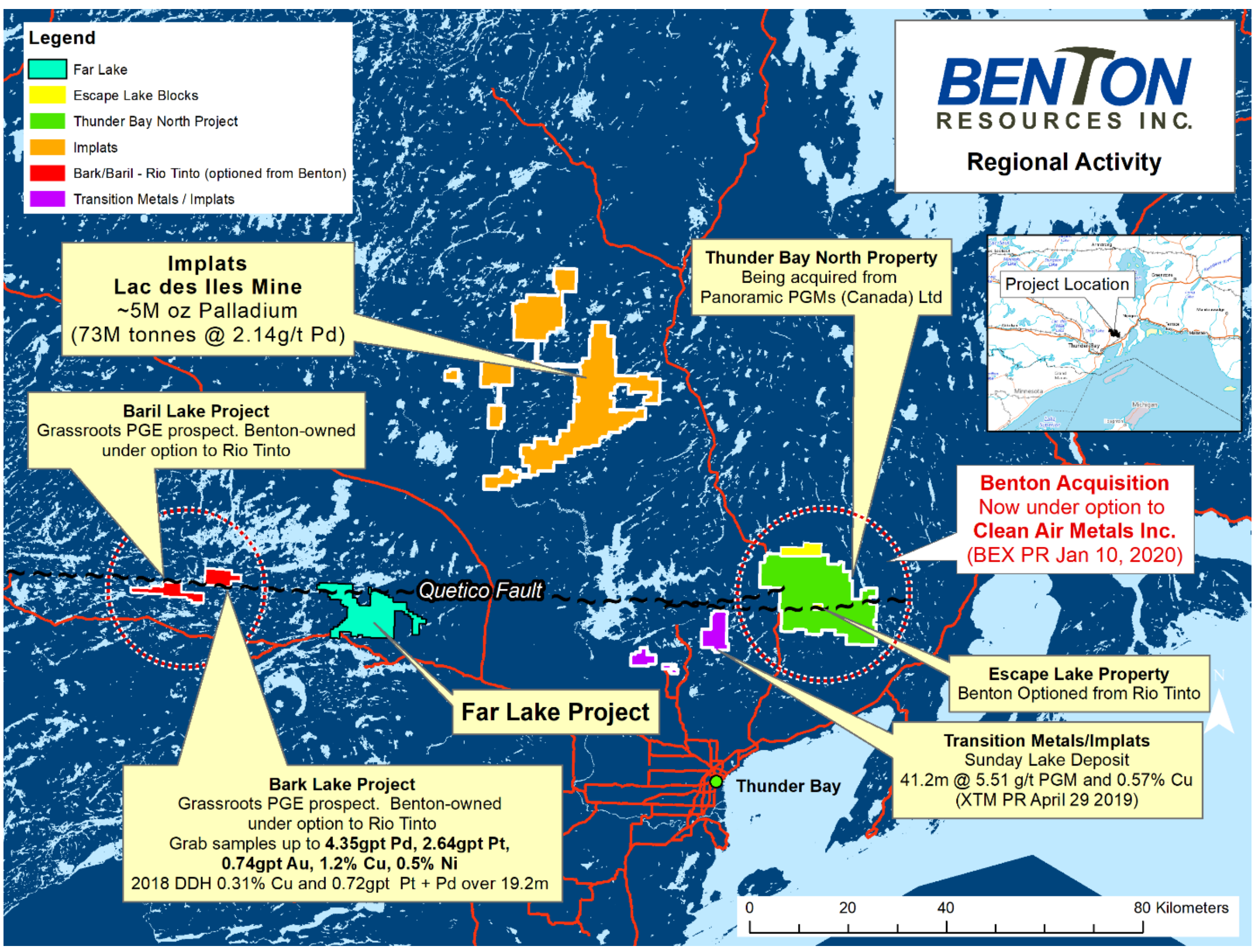
Pursuant to the LOI, the Company can acquire from WHM an initial 60% interest in the Property (the "Initial Option") followed by a second option to acquire an additional 10% interest (the "Second Option") in the Property.

The Company may, subject to regulatory approval, exercise the Initial Option by paying $205,000, issuing 1.6 million common shares and completing $1 million in exploration expenditures over four years as follows:

- Paying $25,000 and issuing 300,000 common shares to WHM within three days of receipt of TSX Venture Exchange (the "Exchange") approval for the LOI;
- Completing $200,000 of exploration expenditures on the Property on or before the first anniversary of execution of this LOI;
- Paying $30,000 and issuing 400,000 common shares to WHM on or before the first anniversary of execution of this LOI;
- Completing an additional $200,000 of exploration expenditures on the Property on or before the second anniversary of execution of this LOI;
- Paying $50,000 and issuing 400,000 common shares to WHM on or before the second anniversary of execution of this LOI;
- Completing an additional $300,000 of exploration expenditures on the Property on or before the third anniversary of execution of this LOI;
- Paying $100,000 and issuing 500,000 common shares to WHM on or before the third anniversary of execution of this LOI; and
- Completing an additional $300,000 of exploration expenditures on the Property on or before the fourth anniversary of execution of this LOI.

Within 90 days of completing the Initial Option, the Company may at its election exercise the Second Option by:

- Issuing 500,000 common shares to WHM; and
- Completing an additional $1 million of exploration expenditures on the Property on or before the fifth anniversary of the agreement.



QP

Nathan Sims (P.Geo.), 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
Website: www.bentonresources.ca
Twitter: @BentonResources
Facebook: @BentonResourcesBEX

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.