# 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**

December 11, 2020

**Item 3 News Release**

The news release dated December 11, 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**

December 11, 2020

# Benton Announces and Files for Exchange Approval for $421,600 Non-Brokered Private Placement

**Thunder Bay, ON, December 11, 2020 –** Benton Resources Inc. ('Benton' or 'the Company') (TSX-V: BEX) announces that, due to increased interest by investors, it has filed documents with the TSX Venture Exchange seeking final approval for an additional non-brokered private placement of units (the "Private Placement") beyond the private placement previously announced on November 19, 2020 and December 9, 2020.

On receipt of all regulatory approvals, the Company will issue 2,480,000 units at a price of $0.17 per unit with each unit consisting of 1 common share of the Company and 1 common share purchase warrant, with each warrant entitling the holder to acquire an addition common share of the Company at $0.30 for 24 months from the date of issue, for aggregate gross proceeds of $421,600.

Upon receipt of regulatory approval and in connection with the private placement, the Company will pay $25,296 in cash finders' fees and will issue 148,800 finders' warrants exercisable at $0.20 for 24 months from the date of issue, as permitted by the policies of the TSX Venture Exchange. All securities issued pursuant to the private placement will be subject to a four-month hold period.

The proceeds of the financing will be used to advance Benton's Far Lake IOCG project and its various early-stage Ontario-based exploration projects, and for working capital purposes.

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. Many projects have an up-to-date 43-101 Report available.

**For further information, please contact:**

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**THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.**