

**BENTON RESOURCES INC.**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

To be held on November 20, 2017

and

MANAGEMENT INFORMATION CIRCULAR

October 20, 2017

## BENTON RESOURCES INC.

684 Squier St  
Thunder Bay, ON P7B 4A8  
Tel: (807) 475-7474  
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### NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the shareholders of **Benton Resources Inc.** (“Benton” or the “Company”) will be held on **November 20, 2017** at **10:00 a.m.** (EST) at the Company’s offices at **684 Squier Street, Thunder Bay, Ontario** for the following purposes:

1. To receive the Report of the Directors;
2. To receive the financial statements of the Company and the Auditors’ report thereon for the year ended June 30, 2015, June 30, 2016 and June 30, 2017;
3. To fix the number of directors at five;
4. To elect directors for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
6. To approve an amendment to the Shareholder Rights Plan; and
7. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

This notice is accompanied by a Management Information Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited annual consolidated financial statements and management’s discussion and analysis (“MD&A”) of the Company for the years ended June 30, 2015, June 30, 2016 and June 30, 2017 (collectively, the “Meeting Materials”). Shareholders are able to request to receive copies of the Company’s annual report (including audited consolidated financial statements and MD&A) and/or interim consolidated financial report and MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited annual consolidated financial statements and MD&A of the Company for the years ended June 30, 2015, June 30, 2016 and June 30, 2017 are being sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company at [admin@bentonresources.ca](mailto:admin@bentonresources.ca) or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com), or on the Company’s website at [www.bentonresources.ca](http://www.bentonresources.ca).

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has, by resolution, fixed the close of business on September 21, 2017 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed close of business (Eastern Standard Time) on November 18, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

If you have any questions relating to the Meeting, please contact the Company by calling toll-free in North America at 1-855-733-0452 or by email at [admin@bentonresources.ca](mailto:admin@bentonresources.ca).

**DATED** at Thunder Bay, Ontario this 20<sup>th</sup> day of October, 2017.

BY ORDER OF THE BOARD  
**Benton Resources Inc.**

*“Stephen Stares”*  
\_\_\_\_\_  
Stephen Stares, President

## **BENTON RESOURCES INC.**

### **MANAGEMENT INFORMATION CIRCULAR**

As at September 21, 2017  
unless otherwise noted

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#### **SOLICITATION OF PROXIES**

**This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Benton Resources Inc. (“Benton” or the “Company”) for use at the annual and special meeting of shareholders (the “Meeting”) of the Company to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting.**

#### **VOTING PROCEDURES**

##### **Who Can Vote**

You are entitled to vote if you were a holder of common shares of Benton as of the close of business on September 21, 2017 (the “Record Date”). Each common share is entitled to one vote.

##### **How to Vote**

If you are eligible to vote and your shares are registered in your name, you can vote your shares in person at the Meeting or by signing and returning your form of proxy by mail in the envelope provided or by fax to the number indicated on the form or online at the website indicated on the form. Please see “registered Shareholders” below.

If your shares are not registered in your name but are held by a nominee (usually a bank, trust company, securities broker or other financial institution), please see “Non-Registered Shareholders” below.

##### **Soliciting Proxies**

The management of Benton is soliciting your proxy. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or employees of the Company at nominal cost. The cost of this solicitation will be borne by the Company.

##### **Transfer Agent**

Our transfer agent is Computershare Trust Company of Canada.

##### **Quorum**

Quorum is needed to transact business at the Meeting. Quorum for the transaction of business at a meeting of shareholders is two shareholders, or one or more proxyholder(s) representing two shareholders, or one member and a proxyholder representing another shareholder.

##### **Confidentiality**

Your proxy vote is confidential. Proxies are received, counted and tabulated by Computershare. Computershare does not disclose the results of individual shareholder votes unless: they contain a written comment clearly intended for management; in the event of a proxy contest or proxy validation issue; or if necessary to meet legal requirements.

## **REGISTERED SHAREHOLDERS**

You are a registered shareholder if you hold your shares in your own name and have a physical share certificate.

### **Voting by Proxy**

When you vote by proxy, you appoint the officers and/or directors of Benton named in the proxy form to vote according to your instructions, or you can appoint someone else to attend the Meeting and vote for you. You can submit your proxy as follows:

#### *By Mail or Fax*

The completed proxy must be deposited at the office of Computershare Trust Company of Canada, 510 Burrard Street, Vancouver, B.C., V6C 3B9 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the meeting.

A shareholder who has given a proxy may revoke it by an instrument in writing delivered to the office of Computershare Trust Company of Canada, Corporate Trust Department, or to the registered office of the Company 700, 1199 West Hastings Street, Vancouver, BC V6E 3T5, at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, or to the Chairman of the meeting or any adjournment thereof, or in any other manner provided by law.

#### *Online*

To complete your voting instructions online, go to [www.proxyvote.com](http://www.proxyvote.com). If you are voting online, you will need the control number on the left-hand side of the proxy.

#### *By Appointing Someone Else*

If you prefer, you can appoint someone else, who need not be a shareholder of Benton, to attend the Meeting and vote for you. Follow the instructions on the enclosed proxy. For your vote to count, please make sure the person you appoint:

- is aware that he or she has been appointed and attends the Meeting; and
- registers with the Scrutineer upon arrival at the Meeting.

### **Voting in Person**

If you plan to vote in person at the Meeting:

- do NOT complete or return the proxy. Your vote will be taken and counted at the Meeting; and
- register with the Scrutineer when you arrive at the Meeting.

Your vote can only be counted if you attend the Meeting and vote.

## Your Voting Instructions

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them.

**The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Management Information Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the named persons.

## NON-REGISTERED SHAREHOLDERS

Only registered shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders (“Non-Registered Shareholders”) because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “Intermediary”) that the Non-Registered Shareholder deals with in respect of the shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting, this Management Information Circular and the form of proxy (which includes a place to request copies of the Company’s audited annual consolidated financial statements and/or interim consolidated financial report and MD&A or to waive the receipt of the audited annual consolidated financial statements and/or interim consolidated financial report and MD&A and a consent to electronic delivery) (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

## Voting Instructions

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service

- company in accordance with the instructions of the Intermediary or its service company; or
- be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with Computershare, Attention: Proxy Department, 510 Burrard Street, Vancouver, BC V6C 3B9 or by facsimile at 1-604-661-9549 (Canada and US).**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares of the Company they beneficially own. **In the absence of such direction, such shares will be voted in favour of the passing of all the resolutions described below.** “Routine” proposals typically include the ratification of the appointment of the Company’s independent registered chartered accountants. The election of directors, the non-binding advisory resolution accepting the Company’s approach to executive compensation and the resolution approving certain amendments to the restricted share unit plan of the Company, on the other hand, are each “non-routine” proposals.

Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

Every nominee has its own instructions on how to return your voting instruction form, but generally you can submit your form as follows:

*By Mail or Fax*

Complete the enclosed voting instruction form, sign and return it in the envelope provided, or fax to the number on the form.

*Online*

If you want to submit your voting instructions online, see the enclosed voting instructions form for details.

### *By Appointing Someone Else*

If you prefer, you can appoint someone else, who need not be a shareholder of Benton, to attend the Meeting and vote for you. Follow the instructions on the enclosed voting instruction form. For your vote to count, please make sure the person you appoint:

- is aware that he or she has been appointed and attends the Meeting; and
- registers with the Scrutineer upon arrival at the Meeting.

If you are voting by instruction, you are subject to an earlier deadline so that your nominee has enough time to submit your instructions to us. Every nominee has its own procedures to follow, therefore please read your voting instruction form carefully.

### **Voting in Person**

If you plan to vote in person at the Meeting:

- nominate yourself as proxyholder by printing your name in the space provided on the enclosed voting instruction form. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the form , following the instructions provided by your nominee; and
- register with the Scrutineer when you arrive at the Meeting.

You may also nominate yourself as proxyholder online, if available, by typing your name in the “Appointee” section on the electronic ballot.

If you bring your voting instruction form to the Meeting, your vote will not count. Your vote can only be counted if you have followed the instructions above and attend the Meeting and vote in person.

### **Your Voting Instructions**

If you do not specify how you want to vote, the appointed proxyholders will vote FOR each item of business. If you appointed someone else to attend the Meeting and vote on your behalf, he or she can vote as they see fit.

If you submit your voting instructions and later wish to change them, you may re-submit your instructions prior to the cut-off time noted above. The latest instructions will be recognized as the only valid ones.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Common Shares without par value (the “Common Shares”) and an unlimited number of preference shares without par value, of which **79,406,031** Common Shares are issued and outstanding.

Only the holders of Common Shares are entitled to vote at the Meeting and the holders of Common Shares are entitled to one vote for each Common Share held. The directors of the Company fixed **September 21, 2017** as the record date for the determination of the shareholders entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, as of the date of this Circular no one beneficially owns, directly or indirectly, or exercises control or direction over, directly or indirectly, 10% or more of the issued and outstanding common shares of the Company:

**INTEREST OF CERTAIN PERSONS OR COMPANIES  
IN MATTERS TO BE ACTED UPON**

Other than as disclosed elsewhere herein, none of the following persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors:

- (a) any director or executive officer of the Company at any time since the commencement of the Company's last completed financial year;
- (b) any proposed nominee for election as a director of the Company; and
- (c) any associate or affiliate of any of the foregoing persons.

## ANNUAL MEETING BUSINESS

### Election of Directors

The number of directors on the board of directors is currently set at six. Management of the Company proposes to nominate the persons named in the following table for election as Directors of the Company. The term of each of the current directors of the Company will expire at the Meeting and each Director elected will hold office until the next Annual General Meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or he becomes disqualified to act as a Director. In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted for the nominees set out below. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following information concerning the proposed nominees has been furnished by each of them:

Name and Present Office Held	Director Since	# of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised at the Date of This Information Circular	Principal Occupation and if not at Present an Elected Director, Occupation During the Past Five (5) Years
Stephen A. Stares, President, CEO and Director	November 8, 2011	4,310,015	Prospector, Owner Stares Contracting Corp., a private company which provides mineral exploration services to mining and exploration companies.
Clinton S. Barr, VP Exploration and Director (1)	November 8, 2011	1,336,696	P. Geo
Michael Stares, Director (1)(2)(3)	November 8, 2011	678,417	President of Stares Contracting Corp., a company which provides mineral exploration services to mining and exploration companies.
William S. Harper, MBA, CA, Director (1)(2)(3)	November 8, 2011	208,666	Chief Financial Officer, Vice-President Finance and Corporate Secretary of Biomedical Inc. since July 2005
John Sullivan, Director	February 1, 2012	30,000	P. Geo, Mineral Exploration Consultant; VP Exploration for Excellon Resources Inc. until December 2016.

**NOTES:**

- (1) Member of Audit Committee
- (2) Member of Compensation Committee
- (3) Member of Corporate Governance Committee

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company except the directors and executive officers of the Company acting solely in such capacity.

The Company has established a number of committees, the current members of which are as follows:

<b>Audit</b>	<b>Compensation</b>	<b>Corporate Governance</b>
<b>William Harper Michael Stares Clinton Barr</b>	<b>William Harper Michael Stares</b>	<b>William Harper Michael Stares</b>

**Audit Committee Disclosure**

The Company is required to disclose certain information relating to its audit committee pursuant to National Instrument 52-110, *Audit Committees*. Reference is made to the Company’s disclosure in their MD&A, which may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

**STATEMENT OF EXECUTIVE COMPENSATION**

**Compensation of Officers**

The Company does not have a formal pre-determined compensation plan. Rather, the Compensation Committee informally assesses the performance of the named executive officers (or “NEOs”, as defined below) and considers a variety of factors generally, both objective and subjective, when determining compensation levels. For the financial years ended June 30, 2015, June 30, 2016 and June 30, 2017, the objective of the Company’s compensation strategy was to ensure that compensation for its NEOs was sufficiently attractive to recruit, retain and motivate high performing individuals to assist the Company in achieving its goals.

Compensation for the NEOs is composed primarily of two components: base fees and stock based compensation.

**Base Fees:**

Base Fees form an essential component of Benton’s compensation strategy as they are key to the Company remaining competitive. These fees are fixed and therefore not subject to uncertainty, and can be used as the base to determine other elements of compensation and benefits.

In determining the base fees of executive officers, the Compensation Committee considers the following:

- a) the recommendations of the Chief Executive Officer of the Company (other than with respect to the compensation of the President and Chief Executive Officer);

- b) the particular responsibilities related to the position;
- c) the experience, expertise and level of the executive officer;
- d) the executive officer's length of service to the Company; and
- e) the executive officer's overall performance based on informal feedback.

There is no mandatory framework that determines which of the above-referenced factors may be more or less important and the emphasis placed on any of these factors is at the discretion of the Compensation Committee and may vary among the executive officers. In respect of the base fees paid to the Chief Executive Officer, the Board of Directors also broadly considered the performance of the Chief Executive Officer against the Company's performance in the previous year. The Company does not engage in benchmarking and did not focus on any particular performance metric.

### **Long-Term Incentives:**

The Compensation Committee believes that granting stock options to officers, directors, consultants and employees encourages retention and more closely aligns the interests of such key personnel with the interests of Shareholders while at the same time not drawing on the limited cash resources of the Company.

The Company does not utilize a set of formal objective measures to determine long-term incentive entitlements, rather, long-term incentive grants, such as stock options, to NEOs are determined in a discretionary manner on a case by case basis, but having consideration to the number of options previously granted. There are no other specific quantitative or qualitative measures associated with option grants and no specific weights are assigned to any criteria individually, rather, the performance of the Company is broadly considered as a whole when determining the number of stock based compensation (if any) to be granted and Benton does not focus on any particular performance metric.

### **NEO Compensation**

The Board of Directors:

- a) will periodically review the terms of reference for the Company's NEOs and recommend any changes;
- b) will review the compensation of the NEOs and make recommendations; and
- c) reviews, and if appropriate recommends for approval, any agreements between the Company and the NEOs, including protections in the event of a change of control or other special circumstances, as appropriate.

The components of the NEO compensation are the same as those that apply to the other senior executive officers of the Company, namely base salary and long-term incentives in the form of stock options.

The Compensation Committee reviews and ensures that the compensation of the NEOs complies with the principles underlying the Company's overall compensation philosophy. The Board of Directors

believes that the compensation paid to each NEO during the most recently completed fiscal year was commensurate with the NEO's position, experience and performance.

Named Executive Officers:

Pursuant to applicable securities regulations, the Company must disclose the compensation paid to its "Named Executive Officers" (or "NEOs"). This includes the Company's Chief Executive Officer, the Company's Chief Financial Officer and the other three most highly compensated executive officers provided that disclosure is not required for those executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation did not exceed \$150,000. During the fiscal years ended June 30, 2015, June 30, 2016 and June 30, 2017, the Named Executive Officers were:

- (a) Stephen Stares, Chief Executive Officer; and
- (b) Evan Asselstine, Chief Financial Officer;

The following table sets forth, for the periods indicated, the compensation of the Named Executive Officers.

### Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share - based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Stephen A. Stares President, CEO & Director	2017	220,000		-					220,000
	2016	220,472		-					220,472
	2015	220,623		18,934 <sup>(1)</sup>					239,557
Evan Asselstine Chief Financial Officer	2017	144,000		-					144,000
	2016	144,472		-					144,000
	2015	144,621		11,360 <sup>(1)</sup>					155,981

**Notes:**

- (1) Grant date fair value of the Options of \$0.04 per Option based on the Black Scholes option pricing model with the following assumptions: dividend yield of 0%; volatility of 120%; risk-free interest rate of 1.2%; and expected life of 5 years.

### Incentive Plan Awards

The following table sets forth details for all awards currently outstanding for each of the NEOs at the end of the most recently completed financial year:

Name and principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) (1)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Stephen A. Stares President, CEO & Director	500,000	\$0.10	13/05/20	NIL	NIL	NIL
	500,000	\$0.10	21/01/19			
Evan Asselstine Chief Financial Officer	300,000	\$0.10	13/05/20	NIL	NIL	NIL
	300,000	\$0.10	21/01/19			

### Incentive Plan Awards – Value Vested or Earned During the Year

Name and principal position	Option based awards – Value vested during the year (\$)	Share based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year
Stephen A. Stares President, CEO & Director	Nil	Nil	Nil
Evan Asselstine Chief Financial Officer	Nil	Nil	Nil

## Pension Plan Benefits and Deferred Compensation Plans

The Company and its subsidiaries do not have any pension plan arrangements in place, nor do they have any deferred compensation plans.

## Director Compensation

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this information circular other than with William Harper, a director of the Company, who was paid a director's fee of \$2,500 per quarter.

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

The following table sets forth information concerning individual grants of options to purchase securities of the Company made during the most recently completed financial year to the Directors of the Company (not including compensation paid to NEO's, whose compensation is as a director is fully reflected in the chart above entitled "*Summary Compensation Table*"):

Name	Fees Earned (\$)	Share-based awards (\$)	Option - based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
Clinton Barr	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Stares		Nil	Nil	Nil	Nil	Nil	Nil
William Harper	10,000 <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	10,000
John Sullivan	Nil	Nil		Nil	Nil	Nil	Nil

### Notes:

(1) During fiscal 2017, the Company paid William Harper director fees in the amount of \$10,000 or

\$2,500 per quarter.

*Incentive Plan Awards*

The following table sets forth details for all awards currently outstanding for each of the directors, not including the NEO, at the end of the most recently completed financial year:

Name and principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Clinton Barr	300,000	\$0.10	13/05/20	Nil		
	300,000	\$0.10	21/01/19			
Michael Stares	200,000	\$0.10	13/05/20	Nil		
	200,000	\$0.10	21/01/19			
William Harper	150,000	\$0.10	13/05/20	Nil		
	150,000	\$0.10	21/01/19			
John Sullivan	150,000	\$0.10	13/05/20	Nil		
	150,000	\$0.10	21/01/19			

Notes:

- (1) Based on the difference between the market value of the underlying securities at June 30, 2017(\$0.06), and the exercise price of the underlying securities.

*Incentive Plan Awards – Value Vested or Earned During the Year*

Name and principal position	Option based awards – Value vested during the year (\$)	Share based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year
Clinton Barr	Nil	Nil	Nil

Michael Stares	Nil	Nil	Nil
William Harper	Nil	Nil	Nil
John Sullivan	Nil	Nil	Nil

### Employment Agreements

**Stephen Stares** – Effective August 1, 2012 the Company entered into an amended and restated employment agreement with Mr. Stares, pursuant to which he provides his services as President and Chief Executive Officer of the Company. Effective August 1, 2012 it was agreed that Mr. Stares would be paid an annual salary of CDN\$220,000.00.

**Evan Asselstine** – Effective August 1, 2012 the Company entered into an amended and restated employment agreement with Mr. Asselstine, pursuant to which he provides his services as Chief Financial Officer of the Company. Effective August 1, 2012 it was agreed that Mr. Asselstine would be paid an annual salary of CDN\$144,000.00.

## CORPORATE GOVERNANCE

### Board of Directors

Three of the five members of the Board are independent: Michael Stares, John Sullivan, and William Harper. The non-independent directors are Stephen Stares (President and Chief Executive Officer) and Clinton Barr (Vice President, Exploration).

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company's internal control processes and management information systems.

### Directorships

Certain directors are also directors of other public companies as follows:

Director	Public Company
Stephen A. Stares	Sokoman Iron Corp.
Clinton Barr	

William Harper	Alset Minerals Corp.
Michael Stares	White Metal Resources Corp. Metals Creek Resources Corp.

### **Orientation and Continuing Education**

Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information on the Company's history, performance and strategic plans.

### **Corporate Governance and Nominating**

The Corporate Governance and Nominating Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to the governance of the Company and its relationship with senior management. The committee's role includes developing and monitoring the effectiveness of the Company's system of corporate governance, assessing the effectiveness of individual directors, the Board of Directors and various board committees, assisting the Board of Directors in setting the objectives for the CEO, evaluating CEO performance, and ensuring appropriate corporate governance and proper delineation of the roles, duties and responsibilities of management, the Board of Directors and its committees. The committee is responsible for recommending to the Board of Directors a set of corporate governance principles and reviewing those principles at least once a year. In addition, the Committee is responsible for identifying and recommending candidates qualified to become directors and Board of Directors committee members and to ensure that an effective CEO succession plan, including emergency succession, is in place. The members of the Corporate Governance and Nominating Committee are William Harper and Michael Stares, who are independent directors.

### **Compensation**

The Compensation Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to compensation. The committee's role includes establishing a remuneration and benefits plan for directors, executives and other key employees and reviewing the adequacy and form of compensation of directors and senior management. The Company reviews and approves corporate goals and objectives relevant to the compensation of the CEO, evaluates the performance of the CEO in light of those goals and objectives, and sets the CEO's compensation level based on the evaluation, subject to approval of the Board of Directors. The committee recommends to the Board of Directors, from time to time, the remuneration to be paid by the Company to directors in light of time commitment, fees paid by comparable companies and responsibilities. The committee is also responsible for establishing a plan of succession, undertaking the performance evaluation of the CEO and making recommendations to the Board of Directors. The committee also reviews and approves any hirings, transfers, promotions and severance or similar termination payments proposed to be made to any current or former member of senior management of the Company. The committee also reviews and makes recommendations to the Board of Directors regarding the Company's incentive compensation plans and equity-based plans. The current members of the Compensation Committee are William Harper and Michael Stares, who are independent directors.

### **Other Board Committees**

The Board has no other committees other than the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the board of directors of the Company, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the last completed financial year.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

None of the persons who were directors or executive officers of the Company or a subsidiary of the Company at any time during the Company's last financial year, the proposed nominees for election to the board of directors of the Company, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor any associate or affiliate of any such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which has materially affected or would materially affect the Company.

### **MANAGEMENT CONTRACTS**

No management functions of the Company are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

## **SECTION II**

### **APPOINTMENT OF AUDITOR**

Management of the Company proposes to nominate Wasserman Ramsay, Chartered Accountants, for appointment as auditors of the Company to hold office until the next Annual General Meeting of the shareholders at remuneration to be fixed by the directors. Wasserman Ramsay has been the Company's auditors since August 2012.

### **AUDIT COMMITTEE**

The Audit Committee reviews the annual and quarterly financial statements of the Company, oversees the annual audit process, the Company's internal accounting controls, the resolution of issues identified by the Company's auditors and recommends to the Board the firm of independent auditors to be

nominated for appointment by the shareholders at the next annual general meeting. In addition, the Audit Committee meets annually with the external auditors of the Company.

### **Composition of Audit Committee**

The Company is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or of an affiliate of the Company. The Company's current Audit Committee consists of William Harper, Clinton Barr and Michael Stares, all of whom are independent. Multilateral Instrument 52-110 – *Audit Committees*, (“**MI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's board of directors, reasonably interfere with the exercise of the member's independent judgment. All of the directors of the Company are financially literate.

### **Relevant Education and Experience**

#### *William S. Harper*

William Harper is the Chairman of the Audit Committee. He is a Chartered Accountant and has been the Chief Financial Officer, Vice-President Finance and Corporate Secretary of Ondine Biomedical Inc. (“Ondine”) since June 2005. Ondine is a private company in the life sciences industry. From April 2004 to September 2011, Ondine was a public company listed on the Toronto Stock Exchange and the AIM market of the London Stock Exchange. With over 30 years' experience in accounting and finance, primarily with public companies, Mr. Harper has had extensive experience in a variety of sectors, including banking, natural resources and life sciences. Mr. Harper holds a Bachelor of Arts (Economics) and a Master of Business Administration from York University, Toronto, Ontario.

#### *Clinton Barr*

Clinton Barr has been involved in mining exploration for over 25 years. He graduated from Lakehead University in 1991 with a B.Sc in Geology (Honours) and is a qualified Professional Geologist. From 1989-2001 Clinton worked for major companies Noranda and Inco as a project geologist generating, managing and evaluating base and precious metal opportunities throughout Canada and Turkey. During his tenure with Noranda he was personally involved in several new base metal discoveries. Since 2001 Clinton consulted to several companies before helping establish Benton Resources. Clinton's experience from grassroots to advanced projects has provided broad knowledge of various mineral deposit models and allows him to evaluate the full potential of mineral properties in both geological as well as political environments.

#### *Michael Stares*

Mr. Stares is a successful entrepreneur and has been involved in the mining exploration business for the past 30 years. He started his career working as a prospector with Noranda Exploration back in the early eighties. Michael is co-owner of Stares Contracting Corp., an exploration services company, which he has successfully managed for the past 15 years. In March of 2007, Michael along with the rest of the Stares/Keats family were the proud recipients of Prospectors and Developers Association (PDAC) Bill Dennis Prospector of the Year Award. This award was given to recognize the family's contributions to the mining industry over the past 40 years.

Over the past few years Michael has served on the board of several junior mining companies and at

present is a director of Metals Creek Resources Corp. as well as President of White Metal Resources Corp.

In 2009, Michael along with his brother Stephen started Rare Earth Metals Inc. where he served as president and CEO for three years.

### **Audit Committee Charter**

The text of the Audit Committee's Charter is attached as Appendix "A" to this Information Circular. The Audit Committee Charter is also available upon request to the Company's Corporate Secretary.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the board of directors of the Company.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis* Non-audit Services) of MI 52-110; or
- (b) an exemption from MI 52-110, in whole or in part, granted under Part 8 (Exemptions).

### **Pre-Approval Policies and Procedures**

The Board of Directors has adopted a pre-approval policy requiring that the Audit Committee pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services do not impair the auditor's independence.

### **Audit Fees**

The following table sets forth the fees paid by the Company to Wasserman Ramsay, Chartered Accountants, for services rendered in the 2017, 2016 and 2015 fiscal years:

	2017 Fiscal year	2016 Fiscal Year	2015 Fiscal Year
Audit Fees (for audit of Benton's annual financial statements for the respective fiscal year)	20,000	20,000	20,480
Audit-Related Fees			
Total Audit and Audit-Related Fees			
<b>Total Fees</b>	20,000	20,000	20,480

## **Exemption**

The Company is a “venture issuer” as defined in MI 52-110 and is relying on the exemption in section 6.1 of MI 52110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## **Assessments**

The Board monitors on an ongoing basis the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

## **SECTION III**

### **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

#### **AMENDMENT TO SHAREHOLDER RIGHTS PLAN**

On July 22, 2015, the Board adopted a Shareholder Rights Plan Agreement (the “Rights Plan”) as summarized below. The Rights Plan currently includes the following definition that would, without the adoption of the proposed amendment herein, result in the termination of the Rights Plan following the Meeting of the Company (also referred to as the “Corporation” in this section):

“**Expiration Time**” means the earlier of: (i) the Termination Time, and (ii) the close of business on the date immediately following the date of the Corporation’s annual meeting of shareholders to be held in 2017.”

The Rights Plan amendment will be in an agreement to be entered into between the Company and Computershare trust Company of Canada, subject to approval of the Rights Plan Amendment by the Shareholders (the “Rights Plan Amendment Agreement”). The Rights Plan Amendment Agreement will also be subject to the approval of the Exchange.

The Rights Plan has the following objectives:

- a. to prevent creeping acquisitions of control;
- b. to give adequate time for the Board and shareholders to properly assess a take-over bid without undue pressure;
- c. to provide the Board and shareholders adequate time to consider the value of all assets of the Company and for the Company to undertake a value recognition program if necessary to demonstrate the value of one or more assets;
- d. to provide the Board time to consider value-enhancing alternatives to a take-over bid and to possibly allow competing bids to emerge; and
- e. to ensure that shareholders of the Company are provided equal treatment under a take-over bid.

The Rights Plan is not intended to prevent take-over bids that treat shareholders fairly and has not been adopted in response to any proposal to acquire control of the Company.

**The summary of the Rights Plan below is qualified in its entirety by reference to the text of the Rights Plan, which is available upon request from the Secretary of the Company at 1400, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1, Telephone 604.689.1280 or Fax 604.689.1288.** Capitalized terms used in the summary without express definition have the meanings ascribed thereto in the Rights Plan.

It is intended that all proxies received will be voted in favour of the approval of the Rights Plan, unless a proxy contains instructions to vote against the Rights Plan. The Rights Plan will become effective only if it is approved by greater than 50% of the votes cast by shareholders present in person or by proxy at the Meeting. The text of the resolution approving the Rights Plan (the “Rights Plan Resolution”) is set forth below under the heading “Text of Resolution” hereto.

### **Voting Requirements**

The Rights Plan provides that it be ratified by shareholders of the Company not later than 6 months after the date of the Agreement. The TSX Venture Exchange also requires that such ratification be obtained. The Rights Plan must be ratified by a majority of the votes cast by (i) any shareholder that, directly or indirectly, on its own or in concert with others holds or exercises control over more than 20% of the outstanding common shares, and (ii) the associates, affiliates and insiders of such shareholders. Management of the Company is not aware of any shareholder who will be ineligible to vote on the confirmation of the Rights Plan at the Meeting.

### **Recommendation of the Board of Directors**

The Board has determined that the confirmation of the Rights Plan is in the best interests of the Company and the holders of its common shares. The Board unanimously recommends that shareholders vote **IN FAVOUR** of the confirmation and approval of the Rights Plan.

The Company has been advised that the directors and senior officers of the Company intend to vote all common shares held by them in favour of the confirmation and approval of the Rights Plan.

### **Text of Ordinary Resolution to Approve of Rights Plan**

The text of the ordinary resolution to approve the Rights Plan is as follows:

BE IT RESOLVED THAT:

1. The Rights Plan adopted by the Company’s Board of Directors on July 22, 2015, on the terms set out in the Shareholder Rights Plan Agreement dated July 22, 2015, between the Company and Computershare Investor Services Inc., as Rights Agent, and all Rights issued under the Rights Plan are approved, ratified, and confirmed, subject to regulatory approval; and
2. An director or officer of the Company is authorized and directed, on behalf of the Company, to do all acts and to sign, whether under the corporate seal of the Company or otherwise, and deliver all documents that the Company considers necessary or desirable to give effect to this resolution.”

If the Company's shareholders do not pass the resolution at the Meeting, the Rights Plan will terminate.

### **Background and Objectives of the Rights Plan**

The Rights Plan will: (a) provide the Company's directors and shareholders with more time to fully consider any unsolicited take-over bid for the Company without undue pressure; (b) allow the directors to explore and develop, if appropriate, other alternatives to maximize shareholder value; and (c) allow additional time for competing bids to emerge.

Take-over bid contests for corporate control provide a singular opportunity for shareholders to obtain a one-time gain. After acquisition of effective control, the opportunity for this one-time gain normally does not re-occur. As with most public companies, a person could probably secure control of the Company through the ownership of much less than 50% of the Company's shares. Without a shareholder rights plan, a bidder could acquire effective control of the Company over a relatively short period of time, through open market and private purchases and using various techniques permitted under Canadian securities legislation, all without making a bid available to all shareholders. This acquisition of control would probably be an effective deterrent to other potential offerors. The person acquiring control might also be able to consolidate and increase its control, over a period of time, without the price for control ever being tested through an open market auction. Shareholder rights plans are designed to prevent this occurrence by forcing all acquisitions of control into a public offer mode.

A public offer will not necessarily achieve all of the objectives of ensuring the maximum value to shareholders. Canadian securities legislation requires a take-over bid to remain open for only 35 days. The Board of Directors does not believe that 35 days would give it enough time to determine whether there are alternatives available to maximize shareholder value or whether there are other potential bidders prepared to pay more than the offeror for the Company's shares. The Rights Plan is intended to provide the Board with sufficient time to pursue alternatives and to provide shareholders with sufficient time to properly assess any take-over bid. The securities commissions have concluded in decisions relating to rights plans that a target company's directors will not be permitted to maintain a rights plan solely to prevent a successful take-over bid. The directors must actively seek alternatives to a take-over bid and there must be a real possibility that they will be able to increase shareholder choice and maximize shareholder value.

The Company is not proposing the Rights Plan in response to or in anticipation of any acquisition or take-over bid. The Rights Plan is not intended to prevent a take-over of the Company, to secure continuance of current management or the directors in office, or to deter fair offers for the Company's common shares. The Rights Plan does not inhibit or prevent any shareholder from using the proxy mechanism set out in the British Columbia Business Corporations Act to promote a change in the management or direction of the Company. The Rights Plan may, however, increase the price paid by a potential offeror to obtain control of the Company and may discourage certain transactions.

The Rights Plan does not affect in any way the Company's financial condition. The initial issuance of the Rights will not dilute the Company's shares and will not affect reported earnings or cash flow per share until the Rights separate from the underlying common shares and become exercisable. The adoption of the Rights Plan will not lessen or affect the duty of the Company's directors to act honestly, in good faith, and in the Company's best interests. The Rights Plan is designed to provide the directors with the means to negotiate with an offeror and with sufficient time to seek out and identify alternative transactions on behalf of the Company's shareholders.

## Terms of the Rights Plan

The following is a summary of the terms of the Rights Plan. This summary is qualified in its entirety by the Shareholder Rights Plan Agreement.

### *Summary of the Plan*

A summary of the principal terms of the Shareholder Rights Plan is set forth below.

- (a) *Effective Date.* The effective date of the Shareholder Rights Plan is July 22, 2015 (the “Effective Date”).
- (b) *Term.* The Shareholder Rights Plan will terminate on the sixth anniversary of the Effective Date, subject to ratification by the shareholders at the Meeting and to reconfirmation by shareholders at the third annual general meeting thereafter.
- (c) *Shareholder Approval.* For the Shareholder Rights Plan to continue in effect following the Meeting, the Shareholder Rights Plan Resolution must be approved by a majority of the votes cast at the Meeting by shareholders voting in person and by proxy.
- (d) *Issue of Rights.* On the Effective Date, one right (a “Right”) is issued and attached to each Common share outstanding and will attach to each Common share subsequently issued.
- (e) *Rights Exercise Privilege.* The Rights will separate from the Common shares and will be exercisable eight business days (or such later business day as may be determined by the board of directors) (the “Separation Time”) after a person has acquired, or commences or publicly announces or discloses its intention to commence a take-over bid to acquire, 20% or more of the Common shares, other than by an acquisition pursuant to a take-over bid permitted by the Shareholder Rights Plan (a “Permitted Bid”). The acquisition by any person (an “Acquiring Person”) of 20% or more of the Common shares, other than by way of a Permitted Bid, is referred to as a “Flip-in Event”. Any Rights held by an Acquiring Person will become void upon the occurrence of a Flip-in Event. From and after the Separation Time, each Right (other than those held by the Acquiring Person), will permit the purchase of CDN\$100 worth of Common shares (at the market price on the date of the Flip-in Event) for CDN\$50 (i.e., at a 50% discount). The issue of the Rights is not initially dilutive; however, upon a Flip-in Event occurring and the Rights separating from the Common shares, reported earnings per Common share on a fully diluted or non-diluted basis may be affected. Holders of Rights not exercising their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.
- (f) *Certificates and Transferability.* Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for Common shares issued from and after the Effective Date and will not be transferable separately from the Common shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates which will be transferable and traded separately from the Common shares.
- (g) *Permitted Bid Requirements.* The requirements for a Permitted Bid include the following:
  - (i) the take-over bid must be made by way of a take-over bid circular;

- (ii) the take-over bid must be made to all holders of Common shares;
- (iii) the take-over bid must be outstanding for a minimum period of 60 days and Common shares tendered pursuant to the take-over bid may not be taken up and paid for prior to the expiry of such 60-day period and only if at such time more than 50% of the Common shares held by shareholders other than the bidder, its affiliates and persons acting jointly or in concert with the bidder (collectively, the “Independent Shareholders”) have been tendered to the take-over bid and not withdrawn;
- (iv) the Common shares deposited pursuant to the take-over bid may be withdrawn until taken up and paid for; and
- (v) if more than 50% of the Common shares held by Independent Shareholders are tendered to the take-over bid within such 60-day period, then the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Common shares for an additional 10 business days from the date of such public announcement.

The Shareholder Rights Plan allows for a competing Permitted Bid (a “Competing Permitted Bid”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all of the requirements of a Permitted Bid except that it may expire on the same date as the Permitted Bid.

- (h) *Waiver and Redemption.* The board of directors may, prior to the Flip-in Event, waive the dilutive effects of the Shareholder Rights Plan in respect of a particular Flip-in Event resulting from a take-over bid made by way of a take-over bid circular to all holders of Common shares, or to waive one or more of the requirements of a Permitted Bid, or a Competing Permitted Bid, in which event such waiver would be deemed also to be a waiver in respect of any other Flip-in Event, and any such requirement, occurring under a take-over bid made by way of a take-over bid circular to all holders of Common shares. The board of directors may also waive the Shareholder Rights Plan in respect of a particular Flip-in Event that has occurred through inadvertence, provided that the Acquiring Person that inadvertently triggered such Flip-in Event reduces its beneficial holdings to less than 20% of the outstanding voting shares of the Company within 14 days or such later date as may be specified by the board of directors. With the majority consent of shareholders or Rights holders at any time prior to the later of a Flip-in Event and the Separation time, the board of directors may at its option redeem all, but not less than all, of the outstanding Rights at a price of CDN\$0.00001 each.
- (i) *Exemptions for Investment Advisors.* Investment advisors (for client accounts), trust companies (acting in their capacities as trustees and administrators), statutory bodies managing investment funds (for employee benefit plans, pension plans, insurance plans or various public bodies) and administrators or trustees of registered pension funds or plans acquiring greater than 20% of the Common shares are exempted from triggering a Flip-in Event, provided that they are not making, or are not part of a group making, or proposing to make or participate in, or has not announced a current intention to make, a take-over bid.

- (j) *Exemptions for Lock-up Agreements.* A person is deemed not to be the beneficial owner of Common shares if the holder of such Common shares has agreed to deposit or tender its Common shares pursuant to a “Permitted Lock-up Agreement” to a take-over bid (the “Lock-up Bid”) made by such person. In order for an agreement to constitute a Permitted Lock-up Agreement, certain conditions must be met including, among other things, (i) any “break-up” fees payable by the tendering shareholder, cannot exceed in the aggregate the greater of the cash equivalent of 2.5% of the price or value of the consideration payable under the Lock-up Bid and 50% of the amount by which the price or value of the consideration payable under another take-over bid or transaction exceeds the price or value of the consideration that would have been received under the Lock-up Bid and (ii) the terms of such agreement are publicly disclosed and a copy of which is made available to the public (including to the Company) and the Permitted Lock-up Agreement permits the tendering shareholder to withdraw its Common shares in order to deposit or tender the Common shares to another take-over bid or support another transaction where the price or value offered under such other bid is at least 7% higher than the price or value offered under the Lock-up Bid or the number of Common shares to be purchased under another take-over bid or transaction is at least 7% more than the number proposed to be purchased under the Lock-up Bid.
- (k) *Supplements and Amendments.* The Company is authorized to make amendments to the Shareholder Rights Plan to correct any clerical or typographical error or to maintain the validity of the Shareholder Rights Plan as a result of changes in law, regulation or rules. Prior to the Meeting, the Company is authorized to amend or supplement the Shareholder Rights Plan as the board of directors may in good faith deem necessary or desirable. No such amendments have been made to date. The Company will issue a press release relating to any significant amendment made to the Shareholder Rights Plan prior to the Meeting and will advise the shareholders of any such amendment at the Meeting. Other amendments or supplements to the Shareholder Rights Plan may be made with the prior approval of shareholders or Rights holders.

### ***Canadian Federal Income Tax Consequences of the Shareholder Rights Plan***

Under the *Income Tax Act* (Canada) (the “Tax Act”), the issue of the Rights under the Shareholder Rights Plan should not be a taxable benefit because the Rights are provided to all shareholders and the Rights are identical. The Company considers that the Rights, when issued, will have negligible monetary value, there being only a remote possibility that the Rights will ever be exercised.

The Rights should be considered to be issued at no cost and, as a result, the holder of Rights may have income tax or be subject to withholding tax under the Tax Act if the holder of the Rights disposes of the Rights or disposes of the Common shares granted upon exercise of the Rights.

This statement is of a general nature only and is not intended to constitute nor should it be construed as legal or tax advice to any particular holder of Common shares. Such holders are advised to consult their own tax advisors regarding the consequences of acquiring, holding, exercising or otherwise disposing of their Rights, taking into account their own particular circumstances and applicable federal, provincial, territorial, state or foreign legislation.

The board of directors has determined that the Shareholder Rights Plan is in the best interests of the Company and the shareholders. The board of directors unanimously recommends that the shareholders vote in favour of the Shareholder Rights Plan Resolution in the form set out in this section.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's audited financial statements and MD&A for its years ended June 30, 2015, June 30, 2016 and June 30, 2017. Shareholders may contact the Company at 684 Squier Street, Thunder Bay, ON P7B 4A8 or by telephone at (807) 475-7474 to request copies of the Company's financial statements and MD&A including audited financial statements for the year ended June 30, 2015, June 30, 2016 & June 30, 2017.

## **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

## **CERTIFICATE**

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

**DATED** at Vancouver, British Columbia, this 20<sup>th</sup> day of October, 2017.

## **ON BEHALF OF THE BOARD OF DIRECTORS**

"Stephen Stares"  
**Stephen Stares**  
**President**

## APPENDIX A

### AUDIT COMMITTEE CHARTER FOR BENTON RESOURCES INC.

#### PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with IFRS. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

## AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.