BENTON RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three months ended September 30, 2012

November 20, 2012

CAUTIONARY NOTICE TO READERS

The results up to July 27, 2012 have been presented in this MD&A under the continuity of interest basis of accounting with condensed interim statements of financial position amounts based on the amounts recorded by Benton Capital Corp. ("Benton Capital"). In addition, the information contained in the condensed interim statements of income (loss) and comprehensive income (loss) and condensed interim statements of changes in equity has been derived from certain allocations from Benton Capital's financial statements. Management cautions readers of this MD&A, that the allocation of expenses does not necessarily reflect the future financial performance of the Company.

GENERAL

Benton Resources Inc. ("Benton" or the "Company") was incorporated on November 8, 2011 as 0924698 B.C. Ltd. (renamed Benton Resources Inc. on July 25, 2012) under the laws of British Columbia and is a development stage public company whose shares began trading on the TSX Venture Exchange on August 1, 2012 under the symbol "BEX". Its principal business activities are the acquisition, exploration and development of mineral properties. On July 27, 2012, the Company received certain assets by way of a court-approved plan of arrangement (the "Arrangement") with Benton Capital Corp. (formerly Benton Resources Corp.).

The following discussion of the financial condition and results of operations of the Company constitutes management's review of the factors that affected the Company's financial and operating performance for the three month period ended September 30, 2012. The discussion should be read in conjunction with the audited annual consolidated financial statements of Benton Capital Corp. for the year ended June 30, 2012, including the notes thereto.

Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars and all financial information (as derived from the Company's financial statements) has been prepared in accordance with International Financial Reporting Standards ("IFRS").

PLAN OF ARRANGEMENT

Under the arrangement, each Benton Capital share was exchanged for one new Benton Capital common share and one common share of Benton Resources Inc.

All of Benton Capital's assets were transferred to Benton Resources Inc. with the exception of the Goodchild property, the 57,866,754 shares of Coro Mining Corp., and $730,000 in working capital.

The formation of Benton Resources Inc. was the result of the transfer of assets between entities under common control: accordingly, the transaction is excluded from the scope of IFRS 3 (R), Business Combinations. The financial statements have been presented using predecessor accounting with balance sheet amounts based on the amounts recorded by Benton Capital Corp. up to July 27, 2012.

Carrying value of the net assets transferred and acquired pursuant to the Arrangement on July 27, 2012 consisted of the following:

Cash and temporary investments	$	5,615,127
Other deposits and prepaids		153,043
Property and Equipment, net		113,620
Long-term investments		6,557,064
Exploration and evaluation assets		6,939,032
Deferred income tax liability		(55,019)
	$	**19,322,867**

Benton Resources Inc. was incorporated on November 8, 2011 and began operations on July 27, 2012. Financial information prior to this date reflects the financial position, statements of income (loss) and comprehensive income (loss) and deficit and cash flows of the related Benton Resources Inc. business of Benton Capital Corp. This information has previously been reported as the Benton Resources Inc. business. The statements of income (loss) and comprehensive income (loss) and deficit for the three months ended September 30, 2012 include an allocation of Benton Capital Corp.'s general and administrative expenses incurred up to July 27, 2012 and expenses incurred directly by Benton Resources Inc. for the subsequent period.

The allocation of general and administrative expense was calculated on the basis of the ratio of costs deferred on the Benton Resources Inc. business properties in each period presented as compared to the costs incurred on all mineral properties in each period. The condensed interim financial statements have been presented under the continuity of interests basis of accounting with balance sheet amounts based on the amounts recorded by Benton Capital Corp. Management cautions readers of these financial statements that the allocation of expenses does not necessarily reflect future general and administrative expenses.

The opening deficit of Benton Resources Inc. at July 1, 2011 has been calculated by applying the same allocation principles outlined above to the cumulative transactions relating to the mineral properties and includes an allocation of Benton Capital Corp.'s general and administrative expenses. The allocation of these general and administrative expenses was calculated in the same manner as described above.

FORWARD-LOOKING INFORMATION

Certain information regarding the Company within Management's Discussion and Analysis (MD & A) may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD & A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD & A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements are subject to known and unknown risks and uncertainties that may cause actual results in the future to differ materially from those anticipated in forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

OVERVIEW OF BUSINESS

The focus of the Company is to seek out and explore mineral properties of potential economic significance and advance these projects through prospecting, sampling, geological mapping and geophysical surveying, trenching, and diamond drilling in order for management to determine if further work is justified. The Company's property portfolio consists of projects focusing on gold, base metals, uranium, and platinum group metals.

FINANCIAL & OPERATIONAL OVERVIEW

Overall Performance

Recent times have witnessed the drastic decline and continued volatility of the global financial markets. Share prices of junior exploration companies listed on the exchange, including the Company, have experienced a significant impact as a result. Equity financing activity for the junior resource sector, its primary source of capital, is currently extremely difficult to obtain as the level of these financings that occurred in this sector in the most recent quarter declined sharply.

In response to this extreme volatility and uncertainty, the Company has taken several steps to ensure that it will endure the current economic environment and position itself favourably for the recovery by preserving capital. Company management has refocused the planned project expenditures by significantly reducing expenditures directed at new project evaluation and generation. As well, it has carefully budgeted to advance only key projects forward during this time and as a result, has reduced its field personnel to conserve capital. It has also reviewed its land positions and where favourable, will reduce its claim position to eliminate surplus claims and reduce costs. In addition, the Company has sought and is actively seeking interested partners on many of its projects in order to continue to advance them and conserve capital in the process by forming strategic joint ventures. Finally, the Company has reviewed its corporate overhead expenditures and reduced or eliminated the expenditures on all non-essential corporate costs.

While the Company currently holds no long-term debt and has significant working capital to fund current operations, the timing of the recovery of the financial markets cannot be determined. This will pose a challenge in the interim for the Company to effectively manage its capital through these volatile conditions. The Company also feels however that during this time, there will be immense opportunities to add undervalued assets to its portfolio of projects for when the recovery does occur. Management has and will continue to evaluate strategic opportunities to aggressively acquire favourable advanced assets at depressed prices.

Overall, the Company feels it can effectively balance its growth opportunities with its need to conserve capital at this time. Planned project expenditures are continually reviewed to ensure efficient and effective exploration is conducted and if needed, to reduce costs accordingly.

Financial Condition

The Company's cash balance as at September 30, 2012 was $702,884 compared to $nil as at June 30, 2012 along with $4,591,904 in temporary investments compared to $nil as at June 30, 2012. Cash and temporary investments increased during the period due to the completion of the Arrangement with Benton Capital on July 27, 2012. Current assets of the Company as at September 30, 2012 were $5,509,361 compared to $154,698 as at June 30, 2012. The increase in current assets was again attributable to the completion of the Arrangement. Total assets as at September 30, 2012 were $21,247,841 compared to $13,638,137 as at June 30, 2012. Current liabilities as at September 30, 2012 were $108,410 compared to $nil as at June 30, 2012, an increase resulting from the completion of the Arrangement with no liabilities being assigned to the Company. This decrease is attributable to a current income tax recovery in the current year based on a loss for the year that is available for tax recovery.

Results of Operations

The net income and comprehensive income for the three months ended September 30, 2012 was $756,054 ($0.01 earnings per common share) after a provision for deferred income taxes $646,711 as compared to a net loss and comprehensive loss of $4,019,923 ($0.05 loss per common share) in the comparative period in the previous year. The substantial change is due predominantly to the large swing in the value of its long term investments between the comparative periods with the recovery of the underlying share prices of the Company's long-term investments during the current period.

The Company has seen a continual decline in the interest rates implicit on its investments in short term fixed income instruments throughout the economic down turn. This decline has impacted and will continue to impact the level of interest income that can be earned on these investments as these funds mature and are reinvested.

Cash Flows

The cash used in operating activities was $693,660 for the period ended September 30, 2012 compared to cash provided by operating activities of $191,914 in the comparative period in the prior year due in large part to provision for deferred income taxes in the current period totaling $646,711 that was added back to earnings versus the deferred tax recover of $805,009 in the comparative period. Cash provided by financing activities was $5,893,919 for the period ended September 30, 2012 as compared to $1,397,033 cash provided by financing activities during comparative period in the prior year; this change arose due to significant cash and temporary investments totaling $5,615,127 received from Benton Capital pursuant to the Arrangement. Cash from investing activities was $94,528 for the year period ended September 30, 2012 as compared to cash used by investing activities of $1,588,947 for the comparative period in the prior year. This change arose as a result of a lower level of exploration activity in the current year as well as proceeds from the sale of the Marathon Gold position in the amount of $657,941 during the current period to offset property expenditures.

EXPLORATION AND EVALUATION ASSETS

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold, impaired or abandoned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production, or written-down if the properties are allowed to lapse, are impaired, or are abandoned. The deferred costs associated with each property for the three month period ended September 30, 2012 and the year ended June 30, 2012 is summarized in the tables below:

For the three months ended September 30, 2012

		Saganaga/Q9 (a)	Long Range (b)	Rim Property (c)	Shebandowan (d)	Abernethy (e)	Sewell (f)	Other (g)	Total
June 30, 2012 - Acquisition Costs	$	280,143	200,230	-	86,933	13,569	-	766,672	1,347,547
Additions		-	-	-	-	-	-	69,126	69,126
Writedowns/Recoveries/Disposals **(h)**		-	-	-	-	-	-	-	-
Subtotal	$	-	-	-	-	-	-	69,126	69,126
Sept. 30, 2012 - Acquisition Costs	$	**280,143**	**200,230**	**-**	**86,933**	**13,569**	**-**	**835,798**	**1,416,673**
June 30, 2012 - Exploration and Evaluation Expenditures	$	1,939,538	1,232,797	-	708,157	352,848	-	1,228,595	5,461,935
					-				
Assaying		29,629	-	-	2,073	-	-	67,267	98,969
Prospecting		1,857	-	-	1,576	-	-	57,503	60,936
Geological		27,182	-	-	-	-	-	31,126	58,308
Geophysical		-	-	-	-	-	-	-	-
Line Cutting		-	-	-	-	-	-	-	-
Trenching		-	-	-	-	-	-	10,048	10,048
Diamond Drilling		(939)	-	-	1,559	-	-	526,490	527,110
Miscellaneous		-	-	-	99	-	-	-	99
Writedowns/Recoveries/Disposals **(h)**		-	-	-	-	-	-	(394)	(394)
Subtotal	$	57,729	-	-	5,307	-	-	692,040	755,076
Sept. 30, 2012 - Exploration and Evaluation Expenditures	$	**1,997,267**	**1,232,797**	**-**	**713,464**	**352,848**	**-**	**1,920,635**	**6,217,011**
Sept. 30, 2012 - Total	$	**2,277,410**	**1,433,027**	**-**	**800,397**	**366,417**	**-**	**2,756,433**	**7,633,684**

For the year ended June 30, 2012

		Saganaga/Q9 (a)	Long Range (b)	Rim Property (c)	Shebandowan (d)	Abernethy (e)	Sewell (f)	Other (g)	Total
June 30, 2011 - Acquisition Costs	$	279,317	200,010	20,857	65,381	13,478	-	856,328	1,435,371
Additions		826	220	19	21,552	91	33,500	98,894	155,102
Writedowns/Recoveries/Disposals **(h)**		-	-	(20,876)	-	-	(33,500)	(188,550)	(242,926)
Subtotal	$	826	220	(20,857)	21,552	91	-	(89,656)	(87,824)
June 30, 2012 - Acquisition Costs	$	**280,143**	**200,230**	**-**	**86,933**	**13,569**	**-**	**766,672**	**1,347,547**
June 30, 2011 - Exploration and Evaluation Expenditures	$	1,226,528	963,729	540,412	665,951	645	-	1,569,337	4,966,602
Assaying		66,117	-	5,175	8,356	28,661	14,617	32,955	155,881
Prospecting		4,206	-	-	5,835	10,052	16,545	16,537	53,175
Geological		42,731	400	22,210	22,273	7,468	41,543	57,833	194,458
Geophysical		19,285	-	-	403	-	41,881	933	62,502
Line Cutting		82,167	-	-	58	4,629	35,458	946	123,258
Trenching		30,374	-	-	-	-	-	-	30,374
Diamond Drilling		461,196	-	767,387	754	295,263	171,086	334,678	2,030,364
Miscellaneous		6,934	268,668	-	4,527	6,130	-	64,054	350,313
Writedowns/Recoveries/Disposals **(h)**		-	-	(1,335,184)	-	-	(321,130)	(848,677)	(2,504,991)
Subtotal	$	713,010	269,068	(540,412)	42,206	352,203	-	(340,741)	495,334
June 30, 2012 - Exploration and Evaluation Expenditures	$	**1,939,538**	**1,232,797**	**-**	**708,157**	**352,848**	**-**	**1,228,596**	**5,461,936**
June 30, 2012 - Total	$	**2,219,681**	**1,433,027**	**-**	**795,090**	**366,417**	**-**	**1,995,268**	**6,809,483**

(a) Saganaga Lake/Q9 Property

The Saganaga Lake Property consists of mining rights for 100% of 20 claims totalling 51 units and the Company also has the right to earn 100% in one claim totalling 2 units and 99% of 10 claims under option from Wing Resources in the Saganaga Lake area of Thunder Bay. Pursuant to an option agreement dated September 27, 2005, the Company has the right to acquire a 100% interest in the mining claims by paying the vendor a total of $100,000 in cash and issuing 100,000 shares over a four year period. The vendor will retain a 3% NSR of which the Company will have the right to buy back up to 50% for $500,000 per 0.5% NSR.

The Q-9 property is located approximately 160 km west of Thunder Bay, Ontario and adjoins the Saganaga Gold property. The project is subject to an asset purchase, sale and royalty agreement dated May 8, 2006 between the Company and Stares Contracting Corp., a company controlled by Stephen Stares, Director and Officer and Michael Stares, Director of the Company, whereby the Company can earn a 100% interest subject to a 2% NSR in the project by making payments of $75,000 cash (paid) and issuing 200,000 shares (issued) over four years.

During the year ended June 30, 2009 the Company completed line cutting on the 100%-owned Saganaga property along with extensive ground geophysics and grid mapping and diamond drilling commenced.

During fiscal 2010, the Company announced drilling results from its drill program that consisted of approximately 2,700 metres in 20 drill holes of which assay results for 16 of the holes have been received. Drill holes SAG09-01 to SAG09-12 tested the historical Powell vein of which 8 holes intersected significant gold values. Drill holes SAG09-13 and 14 tested the Starr zone mineralization below where Teck Cominco Ltd intersected 20.0m grading 5.36gpt gold in 2006. Both holes intersected significant gold mineralization. Hole SAG09-13 cut 20.5m grading 3.0gpt Au including 4.0m grading 7.3gpt Au and a second lower zone grading 8.26gpt Au over 1.0m. Holes SAG09-15 and 16 were drilled in the North Starr area where significant gold assays were also encountered such as 3.6gpt Au over 4.3m including 2m grading 7.2gpt Au in SAG09-16. Results for drill holes SAG09-17 (North Starr showing) and SAG09-19 and 20 (Megan Showing) are pending. Not only did the drill program intersect numerous shallow gold zones but it also provided valuable information on the nature and controls of the gold mineralization. The current drill results are being compiled with the recent geological mapping, ground geophysics (induced polarization and magnetics), soil geochemistry, and prospecting to help prioritize a second phase of diamond drilling scheduled for 2010. New gold zones uncovered by prospecting and the soil geochemical survey will be followed up with surface trenching and additional diamond drill testing.

During the year ended June 30, 2012, the Company completed further line cutting, soil sampling, trenching and ground geophysics on the Saganaga property. In addition the Company completed a 16 hole, 2654 metre diamond drill program on the property to test recently discovered surface gold mineralization in addition to follow up drilling on the Starr Zone. Drilling on the Starr Zone will work towards outlining a potential resource in the Starr Zone area. During the year ended June 30, 2012 the Company announced the results of the drill program on the property. Fourteen of the sixteen drill holes intersected multiple zones of anomalous gold values. Significant results include drill hole SAG12-34 centered near the Starr mineralization and designed to test below a flat lying fault. This hole intersected 5.5 gpt gold over 8.2m (core length, from 1.2 to 9.4m) including 11.34 gpt gold over 3.8m. Of particular interest is the discovery of a new gold zone contained in a quartz – iron carbonate – fuchsite - pyrite altered ultramafic unit. Drill hole SAG12-28, located approximately 250 metres to the north-northeast of hole 34 intersected 28.25m (core length) grading 1.00 gpt gold including 10m of 2.01 gpt gold. This new mineralized zone is relatively shallow at 100m vertically below surface, appears to be shallowly dipping eastward, approximately 20-25m thick, and remains open in all directions. A table of all the drill holes can be viewed on the Benton website. Follow up diamond drilling is anticipated throughout the year after the new drill data is compiled and analyzed along with further soil geochemistry and prospecting.

(b) Long Range Property

The Long Range property is located in central Newfoundland and was the result of a 40%/40%/20% joint venture agreement initially formed between the Company, Buchans Minerals Corporation (“Buchans”) and Golden Dory Resources Corp. (“Golden Dory”) and is comprised of claims totaling 222 km^2. The joint venture was subsequently revised to a 50%/50% joint venture between the Company and Buchans upon Golden Dory withdrawing from the agreement and the remaining two parties assuming an equal interest. Buchans is currently operating the project.

The Range prospect is located within the north-east portion of the Long Range property that is operated as a 50/50 Joint Venture with Buchans Minerals. Since completing a four hole drill program to test the Range Copper prospect in April 2010, the Companies have drilled three more holes in the winter of 2011 that have successfully identified the orientation and character of the copper and cobalt prospect. The 3 holes drilled in the winter of 2011 extended the copper-bearing sulphide mineralization over a minimum strike length of 200 metres, with the zone open in both strike directions and at depth. New assays suggest the overall sulphide abundance, thickness and copper grades may be increasing to the north. Assays from new drilled intersections include hole LR-11- 17 that returned 12.9 metres (estimated true width) averaging 0.48% Copper and 0.023% Cobalt, including 0.91 metres averaging 2.24% Copper and 0.011% Cobalt. Given the positive nature of these results, the Companies completed additional geophysical surveys and diamond drilling to test the Range prospect in 2011. This work focused on extending the zone to the north and down dip, where potential exists for the zone to expand into a significant copper sulphide deposit. The companies have also identified a significant gold prospect named Goldquest. Sampling of boulders, which occur over 1km on surface, has returned assays up to 123.81g/t Au and 414.2g/t Ag as well as 104.1g/t Au and 425.7g/t Ag.

During the year ended June 30, 2012, the Company and Buchans provided the results from their initial drill test of the Goldquest gold prospect. The companies drilled eight holes totalling 823 metres to test mineralized quartz veins in bedrock and float associated with the Goldquest trend, an open-ended 750-metre-long trend defined by anomalous gold in bedrock and float. Results include intersections of mineralized quartz veins in the Goldquest North area, including 5.49 grams per tonne gold and 4.5 g/t silver over 0.30 metre as well as 2.13 g/t gold and 8.4 g/t silver over 0.10 m. All four holes drilled in the North area returned anomalous assays exceeding 0.5 g/t gold, intersecting multiple sulphide-bearing quartz veins ranging from centimetres to 0.3 metre in width. Drilling in the Goldquest South area intersected variably mineralized bedrock containing minor quartz veins with anomalous gold values; however, no large veins similar to the abundant high-grade quartz float discovered by recent prospecting and trenching were intersected in either of the four holes drilled in this area.

The Company has reviewed the results of all previous exploration programs and has determined that it will not continue on in the joint venture. The Company will either look for a party to assume its interest or suffer dilution accordingly as per the underlying agreement should Buchans continue to explore the project.

(c) Rim Property

During the 2008 fiscal year, the Company acquired, through staking, 1,823 claims in Northern Labrador. The property is located nearly 100km south of Voisey's Bay and adjacent to the Pants Lake Intrusion.

During the year ended June 30, 2012, the Company completed diamond drilling on the project. The program consisted of 6-7 diamond drill holes totaling approximately 3000 metres testing a series of east-west trending conductive anomalies located within the mapped outline of the main Suture Zone. The diamond drill program yielded no significant results. The Company has no further plans for the project and has written off all capitalized expenditures associated with the project during the period. Benton Capital Corp. would like to acknowledge and thank the government of Newfoundland and Labrador for the $150,000 JCEP grant to assist in this program.

(d) Shebandowan Property

The Shebandowan property is located approximately 90 kms west of Thunder Bay, Ontario. The Company acquired by staking a 100% interest in 17 staked claims totaling 209 units. The Company also entered in an agreement with Trillium North Minerals Ltd. ("Trillium North") that grants the Company the exclusive right to earn up to a 70% interest in 5 adjoining mineral claims totaling 27 units by paying Trillium North $80,000 cash ($20,000 paid), issuing 100,000 shares of the Company (25,000 shares issued) and spending $1 million on the property over a period of seven years.

Located less than 20 km along strike to the west are the past producing Ardeen and Coldstream gold deposits as well as the Moss Lake gold deposit. The Moss Lake deposit hosts a NI 43-101 compliant resource of 56.1Mt grading 0.92 g/t gold containing approximately 1.51 million ounces of gold (www.mosslakegold.com). The Coldstream deposit contains a historic resource (non NI 43-101 compliant) of 5.1Mt grading 1.4 g/t gold (www.altoventures.com). Approximately 20 km along strike to the west of the North Shebandowan project sits the Swamp River / Band-Ore gold deposit with a historic resource (non NI 43-101 compliant; Canadian Mines Handbook, 1998-99, p.63) of 998,000T grading 0.12 oz/T gold (approximately 905,000t grading 4.11 g/t) and the Vanguard Copper-Zinc-Gold deposit is situated only 4 km along strike to the east (www.trilliumnorth.com).

Historic base metal production from the Shebandowan greenstone belt consisted of of 8.7 million tons grading 2.07% nickel, 1% copper and approximately 3 g/t combined platinum group metals plus gold (www.nap.com) with current measured and indicated resources (NI 43-101 compliant) totaling 2.58 million tonnes grading 0.91% nickel, 0.62% copper, 1.09 g/t palladium, 0.34 g/t platinum, and 0.23 g/t gold (NAP NR, October 25, 2007).

A till sampling survey covering the Shebandowan greenstone belt was completed by the Ontario Geological Survey ("OGS") in 2002. The survey identified a 5 km trend of samples containing high counts of pristine gold grains taken on Benton's newly acquired ground. Other OGS till sampling programs completed in northern Ontario have identified similar areas of anomalous gold grain counts in the samples which have led to significant gold discoveries. The recent gold discovery by Northern Superior Resources Inc and Rainy River Resources Ltd on their TKP joint venture in Northern Ontario and the Rainy River deposit located near Emo, Ontario are two such examples. In addition, historical prospecting has identified high grade copper values with associated highly anomalous gold. Benton completed an exploration program consisting of grid establishment and ground geophysical surveys (magnetic and induced polarization) and also conducted a 7 hole, 1,280m diamond drill program.

Limited prospecting by Benton personnel has returned assays up to 13.3 g/t gold over a minimum 3km strike length. The mineralization is hosted in a shear zone with intense alteration consisting of iron-carbonate, sericite, chlorite, and silicification (ubiquitous and as veining). Benton has initiated an exploration program consisting of grid establishment and ground geophysical surveys (magnetic and induced polarization) to help define diamond drill targets. Phase I drilling was completed in the spring of 2011 and five of seven holes outlined a number of anomalous gold horizons as well as anomalous copper and PGE's. Grades were as high as 19.5gpt Au over 0.8m plus 0.156gpt over 60m. This initial testing of priority geological and geophysical targets proves that there is significant mineralization throughout the project. Benton is currently focused on vending the project out to another partner to advance it further. The Company feels that exploration work completed to date will make the project attractive to potential partners.

(e) Abernethy Property

The Abernethy property is located 10 kms southwest of Kenora, Ontario. The Company acquired through staking, a 100% interest in the property which consists of 9 claims totaling 67 units.

It covers a historically defined 640 metre long and up to 210 metre wide electromagnetic conductor outlined by Hudson Bay Exploration and Development Co. Ltd in 1974. The anomaly was tested by Hudson Bay with a single drill hole and intersected anomalous gold throughout the hole including one section that returned 17.8 gpt gold over 1.52 metres. Subsequently in 1987 the project was acquired by Mingold Resources Inc. who further tested the same zone with two diamond drill holes spaced at 61 metres apart. This drilling also intersected significant anomalous gold throughout both drill holes including 6.30 gpt gold over 6.1 metres in drill hole ABE-1 and 1.62 gpt gold over 6.7 metres (including 10.0 gpt gold over 0.61 metres) in drill hole ABE-3. Research of historical assessment work filed with the provincial government indicate there are only three historical drill holes in the electromagnetic conductor suggesting the zone is open at depth and along strike in both directions. Recent forestry logging operations have opened access to several areas within the claim group providing good infrastructure. Benton recently completed a 1400m drill program.

The drill program identified a large gold system of multiple gold-rich horizons that measures more than 500m in strike length and up to 77m core length in width. The system is open in all directions. Notably, the hole furthest to the west (ABE 11-07) cut multiple gold horizons that averaged 0.53gpt Au over 77.1 meters with several higher grade sections listed in the table below. Visible native gold is noted in the section 162.5m–164m. Hole ABE 11-07 was collared more than 200m west of two historical drill holes that returned gold grades of 17.8 gpt gold over 1.52 metres and 6.30 gpt gold over 6.1 metres. Benton's drill campaign was successful in confirming and expanding the mineralization in strike length and at shallow depths. The gold mineralization warrants further drilling to test the full extent, grade and potential of this new discovery. Based on the limited shallow diamond drilling completed to date the mineralization appears to be a large gold system with multiple parallel zones.

Hole ID	From	To	Core length (m)	Grade (g/t Au)
ABE11-01	102.4	103	0.6	4.48
and	121.15	127	5.85	2.63
includes	125.5	127	1.5	7.78
and	151.7	153.2	1.5	1.69
ABE11-03	46.5	49.5	3	0.98
ABE11-04	94.4	96.1	1.7	1.85
and	110.8	115.2	4.4	2.56
includes	110.8	112.3	1.5	6.96
and	133.5	134.05	.55	1.22
ABE11-05	70.9	73.4	2.5	0.34
ABE11-06	117.75	130.7	12.95	0.45
includes	117.75	119.7	1.95	1.46
and	128.1	130.7	2.6	0.78
ABE11-07 *	123.5	216	92.5	0.46
includes	156.5	164	7.5	2.24
ABE11-08	4.9	10.45	5.55	0.48
and	66.25	67.75	1.5	1.22
ABE11-09	39.25	41.7	2.45	0.82
and	75.5	76.4	1.32	0.9
and	127.75	131.5	3.75	0.48

The Company has no current exploration plans for the project as it plans to work towards a Memorandum of Understanding with the First Nation’s communities in the area to ensure that a mutually beneficial, co-operative and productive working relationship with respect to exploration activities is in place moving forward.

(f) Sewell Property

The Sewell property is located in the Sewell Township in the west Timmins mining area. The Company entered into an agreement with four prospectors to acquire a 100% interest in the property by paying $200,000 cash ($20,000 paid) and issuing 200,000 (20,000 shares issued) shares of the Company over a four year period. The property is also subject to a 2% Net Smelter Return with the Company retaining the option to buy back 1%.

During the year ended June 30, 2012, the Company announced the results of its 2011 exploration activities on the property. During the summer and fall of 2011, a 48 km grid was established over the centre of the property and prospecting, mapping, IP and ground magnetometer surveys were completed. This work identified several areas of anomalous gold mineralization, the most significant being the “Baseline Showing”, where 40 surface grab samples collected over a strike length of 300m returned values ranging from trace to 5.09 grams per tonne Au. Mineralization at the Baseline Showing is hosted within a NNW trending shear zone consisting of strong carbonate altered mafic and lesser ultramafic volcanic rocks and highly altered sulphide-rich chert-magnetite iron formation.

In addition during June 30, 2012, an eight-hole, 1,476 metre drill program was completed to test the Baseline Showing with results including 94.018 grams per tonne (gpt) gold (Au) over 1.1m (hole SW11-03), 1.38 gpt Au over 2.3m (hole SW11-06) and 1.44 gpt Au over 1.1m (hole SW11-08). Holes SW11-01, 02, 04, 05 and 07 returned trace to weakly anomalous gold values. The mineralized intervals represent core lengths.

Given that the majority of the holes did not contain economic intercepts of gold mineralization, the Company determined that no further work would be conducted on the property and the project was returned to the optionors. The Company has no further commitments on the property and all capitalized exploration and evaluation costs were written off during the year

(g) Other Property

Other property consists of several early stage projects and projects that the Company is not actively exploring at the period ended September 30, 2012. Included in Other property are certain projects that are subject to agreements that are more fully described below.

(i) Kingurutik Lake Property

The Kingurutik Lake property was acquired 100% by staking in late October 2006. The Property is located approximately 60 km north of Voisey’s Bay, Labrador and consists of 488 claim units.

The Company has entered into a Participation Agreement with Teck Resources Ltd. (“Teck”) whereby the Company and Teck will form the Kingurutik Lake project by amalgamating and jointly exploring certain of their land positions in Labrador. The project is located approximately 60 km north of the Voisey’s Bay copper-nickel deposit and consists of 488 claim units held by the Company, (previously known as the NBK property), and 266 claim units held by Teck.

Under the terms of the Agreement, Teck completed a private placement financing with the Company during a previous fiscal year whereby the Company issued 1,000,000 common shares at $0.70 per share for total proceeds of $700,000 which resulted in the Company and Teck each holding a 50% interest in the combined properties. The Company then agreed to fund the initial $600,000 in exploration work to be carried out by Teck, which Teck then has the option to increase its interest in the property to 60% by incurring an additional $4 million in expenditures over the initial three years with an additional right to increase its interest to 70% by incurring an additional $7 million in expenditures (for a total of $11 million) over a further three years.

During the 2009 fiscal year, Teck notified the Company that it has elected to exercise its option to increase its interest in the project to 60% by incurring the aforementioned expenditures. However, during fiscal 2010, Teck informed the Company that it did not fulfill its expenditure requirement under the 60% option and would not be participating in future exploration programs. The Company will assume operatorship and will dilute Teck’s interest accordingly.

During the year ended June 30, 2009, the Company was advised that Teck Resources mobilized a ground geological and geophysical crew to evaluate strong conductive zones identified from the recently flown AeroTEM II airborne survey on the remaining ground not covered by the 2007 survey on the prpoerty. The ground crew will conduct mapping, sampling and ground geophysics with hope of discovering new nickel and copper mineralization in addition to mineralization discovered as part of the previous airborne follow-up program.

To date a total of 324 grab samples have been collected from numerous conductive target areas identified by the 2007 survey. The selected samples from many of the targets returned encouraging nickel, copper, and cobalt values. Ground geophysical (UTEM) surveying over one of the targets, target "P", detected a strong conductive response that may form part of a future drill program.

During the year ended June 30, 2010, the Company announced that it would commence drilling on the property. Benton has designed a diamond drill program comprised of 12 holes totaling approximately 3,000 meters to test the various targets outlined by Teck’s work programs. Benton will act as operator as Teck has elected not to participate in the proposed program choosing to focus their exploration efforts on their core commodities in 2010.

During the year ended June 30, 2011 the Company received assay results from the drill program. Teck did not contribute to the current program and as a result will incur dilution of its interest which was 50% prior to the program. The amount of dilution will be calculated once the final program expenditures have been approved. Several of the drill targets tested intersected magmatic sulphide mineralization that returned significant amounts of nickel, copper, and cobalt values that suggests further work is warranted to evaluate the size of these mineralized zones. Of particular interest are the results from the A Zone area that was tested with a single drill hole (KL10-11). This hole intersected multiple intervals of semi-massive sulphide with several sections grading better than 1% nickel and 1% copper. Follow-up work is currently being planned for early spring to explore and delineate the significant mineralization.

The Company in conjunction with Teck significantly reduced the land position during the year ended June 30, 2012 in order to maintain the ground in good standing and eliminate portions of the property that did not yield favourable results or warrant any further work. The Company does not currently have any planned exploration on the property for 2012 and has not been notified by Teck that they have any proposed work for the project. The Company will work closely with Teck on any future decisions regarding the property.

(ii) Bark Lake Property

The Bark Lake property consists of 19 claims totaling 3,884 hectares in the Boot Bay Area, Northwestern Ontario and is owned 100% by the Company. During the 2011 fiscal year, the Company entered into an agreement granting Platinum Group Metals Ltd. (“PTM”) the exclusive right to earn up to a 75% interest in the project. Under the terms of the agreement, PTM must pay $145,000 cash to the Company ($35,000 received), issue 215,000 shares of PTM to the Company and expend $1,625,000 on the property over a seven year period. PTM has the option to earn the final 5% (75% total) by completing a pre-feasibility study.

The Bark Lake property is host to numerous newly discovered platinum (Pt), palladium (Pd), gold (Au), copper (Cu) and nickel (Ni) showings consisting of mineralized ultramafic rock either in outcrop or dozens of mineralized boulders. The mineralized occurrences are situated along the Quetico Fault, a major crustal-scale east west oriented structure. Samples collected during the first phase prospecting program have identified high grade nickel (Ni) and copper (Cu), along with platinum (Pt), palladium (Pd), and gold (Au). These samples, which were taken approximately 200 meters to the north of the initial mineralized zone, have returned individual assays grading up to 1.5% Ni, 1.2% Cu, 2.6 gram per tonne (gpt) of Pd and 0.7gpt Au.

Through additional staking, the Company had more than doubled its initial land position and has completed its initial prospecting and line cutting programs as well as geological mapping and ground geophysics including magnetic, Max-Min electromagnetic and an induced polarization survey.

During the year ended June 30, 2008, the Company completed a 1,414 meter diamond drill program in seven holes to test various geophysical anomalies. Two of the drill holes intersected the mineralized mafic-ultramafic intrusive rock unit that may represent the source of the high-grade mineralized boulders located due south. Although the platinum (Pt) to palladium (Pd) ratios in the drill core and mineralized boulders are similar, additional drilling is required to determine the exact location of the mineralized boulders.

During the year ended June 30, 2012, the Company was informed that PTM would not be continuing in the option agreement on the property. The project was returned to the Company. The Company has no plans to advance the property at this time and will seek another partner on the project. During the year, the Company wrote off capitalized expenditures associated with the project totaling $577,718 included in other property.

(iii) Forester Lake

The Forester Lake property was acquired by staking and is owned 100% by the Company and consists of 21 claims totaling 272 units and is located approximately 100 kms north of Pickle Lake, Ontario. During the 2011 fiscal year, the Company entered into an agreement with Parkside Resources Corp. (“Parkside) granting Parkside the right to earn a 60% interest in the property. Under the terms of the agreement, Parkside must pay the Company $50,000 in cash ($30,000 received), issue to the Company 1 million Parkside common shares (received) and expend $300,000 on the property over a period of three years with a minimum of $100,000 to be spent in each 12 month period of the three year period. Parkside can earn an additional 10% (70% total) by expending an additional $700,000 on the property over an additional three year period. In addition, the Company provided Parkside with $200,000 in equity financing in fiscal 2011 (including $150,000 in flow through financing) and $200,000 in the current period ended September 30, 2012 in exchange for an additional 4 million common shares of Parkside (taking the Company’s share position to 5 million shares). During the period ended September 30, 2012, Parkside commenced trading on the TSX Venture Exchange under the symbol “PKS”.

The ground was acquired due to its location and geophysical similarities to the Musselwhite Gold mine located 25 km northwest of the property. Historic drilling intersected gold mineralization grading up to 16.2 g/t over 0.5m, 12.3 g/t over 1.5m and 13 g/t over 0.9m. Benton completed an 897 line kilometer airborne magnetic survey to help define exploration targets.

(iv) Onion Lake Property

The Onion Lake property was acquired by staking and consists of 105 claims totaling 1,198 units and is located 30 kms north of Thunder Bay, Ontario. In fiscal 2010, the Company entered into an agreement with Glory Resources Limited (“Glory”) which grants Glory the right to earn an initial 30% interest in the property (earned) by paying the Company $95,000 cash (received) and expending $500,000 on the property over a period of two years following the effective date (expended). Glory can earn an additional 30% (taking interest to 60%) by expending an additional

$1.8 million on the property over an additional two year period (currently earning). Glory may earn an additional 10% (taking interest to 70%) by expending an additional $1.5 million on the property over an additional 18 month period.

(v) Elizabeth Anne Property

The Elizabeth Anne property is located in San Bernardino County, California, USA. The Company acquired the property under option dated March 30, 2012 and has the exclusive right to acquire a 100% interest in the property by paying to the vendor $1.2 million in cash over a period of thirteen (13) years ($40,000 paid) and can be accelerated at the Company's sole election. In addition, and subject to the required permits, the Company will drill, within nine months of the option agreement date, 2 HQ core drill holes to a depth of 1,200 feet in locations and orientation on the property to be determined by the Company (fulfilled). The option can be terminated by the Company at any time and no further payments would be required nor would ny interest in the project transfer to the Company until the payments are made in their entirety. In addition, the agreement is subject to a 3% NSR of which the Company has the exclusive right to buy back 1.5% for $1.5 million and will hold the exclusive right to match any offer on the remaining 1.5% of the NSR.

During the year ended June 30, 2012, the Company announced that it had initiated a diamond drilling program on the Elizabeth Anne project. The Company believes that the Property lies within the southern part of the Walker Lane Gold Belt which hosts several multi-million ounce gold deposits.

Phase 1 diamond drill program results:

DDH	Zone	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)
EA12C-01	C1	73.15	184.4	111.25	0.55	1.41
incl		117.35	146.3	28.95	1.42	3.46
		138.68	143.26	4.58	5.54	14.74
EA12C-02	C1	18.29	21.34	3.05	1.02	0.21
EA12C-03	C1	82.3	137.16	54.86	0.86	1.69
		97.54	135.64	38.1	1.16	2.15
		128.02	137.16	9.14	3.84	6.87
		129.54	135.64	6.1	5.55	9.55
EA12C-04	Mega-Breccia				*	
EA12C-05	Mega-Breccia	217.93	243.84	25.91	6.58	36.87
		227.076	242.316	15.24	10.92	60.10

* anomalous Au from 175 to 288m

Subsequent to September 30, 2012, the Company announced the results from the second phase drill program at the Elizabeth Anne property. The Company completed a total of 2873 metres of drilling in 8 holes to follow up on previously announced intercepts in hole EA12C-05 and EA12C-03 as well as in EA-12-01. The second phase drill program was successful in identifying further gold (Au) and silver (Ag) mineralization at depth and along strike in both the mega-breccia and C1 mineralized trends. Highlights from the Phase 2 drill program include 0.6gpt Au and 10.6 gpt Ag over 83.8m in drill hole EA12C-12 including a higher grade interval of 11.9gpt Au and 381gpt Ag over 1.5m. This mineralized intersection in drill hole EA12C-12 is situated approximately 80m below EA12-05 within the mega-breccia zone. The results of the second phase of drilling have provided the Company with a better understanding of the orientation of the mineralized trends for further targeting.

In addition the company is compiling all available geochemical results to assist with targeting by creating pathfinder haloes associated with the mineralization typical of epithermal gold systems. Drill holes EA12C-06 and 7 were drilled 110m north of EA12C-05 and EA12C-13 was collared 215m NNE of EA12-05 and are all believed to have been drilled above the plunge of the mineralized gold zone. Holes EA12-10 and 11 were drilled 90m north of EA12-01,02 and 03 on the C zones and have now expanded the mineralized gold horizon another 75m. In addition, recent prospecting has returned further high grade gold values between 0.27 to 13.35gpt Au approximately 100m north from the furthest north drill hole EA12-11.

Phase 2 diamond drill program results:

DDH	Zone	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)
EA12C-6	Mega-Breccia	368.8	371.9	3.1	0.4	147.1
EA12C-7	Mega-Breccia					nsa
EA12C-8	Mega-Breccia	204.2	237.8	33.5	0.43	8.8
and		219.5	237.7	18.2	0.7	11.0
incl		219.5	227.1	7.6m	1.0	12.1
EA12C-9	Mega-Breccia					nsa
EA12C-10	C1	236.2	251.5	15.2	0.4	1.8
EA12C-11	C1	249.9	271.3	21.3	0.6	5.0
incl		251.5	256.0	4.6	2.1	9.8
EA12C-12	Mega-Breccia	213.36m	297.2	83.8	0.6	10.6
incl		239.3	274.3	35.1	0.8	3.4
incl		242.3	260.6	18.3	1.0	2.5
incl		256.0	260.6	4.6	1.8	5.3
incl		288.0	297.2	9.2	1.4	52.7
incl		295.7	297.2	1.5	11.9	381
EA12C-13	Mega-Breccia					nsa

nsa = no significant assays
Note: drill intervals represent core lengths

Subsequent to September 30, 2012, the Company completed an extensive prospecting and mapping program and is currently planning a ground geophysical program to further delineate additional targets for future diamond drilling.

At September 30, 2012, the Company has capitalized and deferred $1,041,474 in acquisition, exploration and evaluation expenditures largely comprised of diamond drilling activities.

(vi) Turtle Pond Property

The Turtle Pond project is composed of 5 mining claims totaling 58 units and is located approximately 24 kms southwest of Dryden, Ontario. The project was acquired under option agreement dated October 20, 2011 with prospectors Alexander Glatz and Ivar Riives (the "Vendors"). The agreement allows the Company the option to earn a 100% interest in the project by making cash payments totaling $200,000 over a four year period ($20,000 paid) and conducting a minimum of $40,000 in exploration expenditures in each of the four years. The Vendors will retain a 2% NSR with the Company having the sole option to buy back 1% of the NSR for $1 million.

The Turtlepond project is host to numerous gold showings over 3km on surface. The property was developed extensively prior to WWII but operations ceased at the onset of the war. A small mill was built to process the ore from the many small pits, an open cut, and two shafts. The OGS MDI database reports that only 3 ounces were produced before the war interrupted the mining activity. Since then, exploration activity was very minimal and no historical assays are available. The property was flown in a regional Airborne Geophysical survey the Company will be able to use to pick targets and expand the width and length of known showings.

Initial surface sampling, up to 132.5g/t Au and 56g/t Au, by both Benton and the Optionors shows the potential of a high-grade gold system occurring on the project. Soil geochemistry and prospecting has provided Benton with 4 gold targets (ranging from trace to 161g/t gold) over nearly 4km.

Subsequent to September 30, 2012, the Company announced it discovered several high grade zones of gold mineralization on the project. Two historical shaft zones have now been stripped and the company has identified gold grades from trace to 161gpt gold in grab samples and 3.7gpt Au over 3m and 1.1gpt Au over 6m in very limited channel sampling. Gold mineralization is common throughout the property and 2.5km separates the two samples with the highest gold assays (161g/t Au and 156g/t Au). Benton is currently planning line-cutting, further trenching, and ground magnetometer and induced polarization (I.P) surveys to assist with expanding the high grade zones and for diamond drill targeting.

(vii) Cornerstone Option – Windowglass Hill and 51 Zone Deposits

During the period ended September 30, 2012, the Company announced that subject to TSX-V approval (subsequently received), it has signed a binding Letter of Intent ("LOI") with Cornerstone Capital Resources Inc. ("Cornerstone") to acquire up to a 75% interest in Cornerstone's Windowglass Hill ("WGH") and the 51 Zone deposit (collectively the "Property"), located approximately 25 km northeast of the town of Port aux Basques in southwestern Newfoundland.

The Property consists of a single 183-claim mineral license which covers an area of 4,575 ha including a 22 km-long strike length of the Cape Ray Fault Zone, a significant gold-bearing structure, which in addition to the WGH and 51 Zones, is associated with Tenacity Holdings Inc.'s 04 and 41 deposits and Marathon Gold's Leprechaun Deposit, which recently announced a 43-101 resource including of 424,000 ounces Au (M&I) and 305,000 ounces Au (Inferred).

Cornerstone recently announced the results of an initial National Instrument 43-101 compliant mineral resource estimate for the WGH and 51 Zone deposits (see Cornerstone PR dated July 18, 2012). The mineral resource estimate was prepared by Mercator Geological Services Limited of Dartmouth, Nova Scotia and was completed on the two separate mineralized zones. The estimate is based on three-dimensional block models developed for the 51 Zone and WGH using Gemcom Surpac(r) 6.1.4 modeling software and the validated results of 26,480 metres of historical diamond drilling from 197 drill holes completed between 1977 and 1996, with an additional 2,520 metres of diamond drilling in 28 holes completed by Cornerstone between 2004 and 2006. Mineral resources for the 51 Zone and WGH are reported, respectively, on the basis of an assumed underground (2.5 grams per tonne ("g/t") gold ("Au") cut-off) and open pit (0.5 g/t gold cut-off) development potential.

Highlights:

- 51 Zone -- Inferred resources of 530,000 tonnes grading 6.10 g/t Au and 15.86 g/t Ag containing 103,943 ounces of gold and 270,253 ounces of silver

- Windowglass Hill - Inferred resources of 1,810,000 tonnes grading 1.77 g/t Au and 11.28 g/t Ag containing 103,001 ounces of gold and 656,415 ounces of silver

- Mineralization is relatively shallow at a maximum of 270 metres vertically below surface for the 51 Zone and 140 m for Windowglass Hill

- Opportunities exist to upgrade and expand the mineral resources

Summary of Mineral Resources for the 51 Zone and Windowglass Hill, Cape Ray Project (Mercator, July 16, 2012).

Deposit	Resource Category (Cut-off Grade)	Tonnes (Rounded)	Gold Grade (g/t)	Silver Grade (g/t)	Contained Gold (oz)	Contained Silver (oz)
51 Zone	Inferred (2.5 g/t Au)	530,000	6.1	15.86	103,943	270,253
Windowglass Hill	Inferred (0.5 g/t Au)	1,810,000	1.77	11.28	103,001	656,415

To earn the initial 70% interest in the Property, the Company must make the following cash and share payments, and complete the following exploration expenditures:

	Cash	Shares	Work Commitment
On signing (**paid**)	$20,000	25,000	--
On or before 1st Anniversary (Year 1)	$25,000	30,000	$250,000
On or before 2nd Anniversary (Year 2)	$30,000	40,000	$400,000
On or before 3rd Anniversary (Year 3)	$50,000	60,000	$600,000
On or before 4th Anniversary (Year 4)	--	--	$750,000
TOTAL	**$125,000**	**155,000**	**$2,000,000**

Benton can earn an additional 5% (taking their interest to 75%) by incurring an additional $1 million in exploration expenditures at its sole election but such election must be made within a period that is 18 months from the date that the Company's interest vests at 70%.

Subsequent to September 30, 2012, the Company announced that it received assay results from the newly identified PW Zone where re-sampling of two historical holes drilled in 1979 has confirmed the presence of bulk tonnage type gold grades and thicknesses in these drill holes. The two holes were drilled approximately 150 meters apart and show good continuity of gold associated with a granitic intrusive unit interpreted to be the possible extension of the Windowglass Hill (WGH) deposit located 1.2km to the southwest. Drill hole PB79-128 intersected 2 separate mineralized zones grading 1.64 gpt gold over 28.96m (including 4.68 gpt gold over 6.25m) and 1.18 gpt gold over 21.34m. Drill hole PB79-133, located approximately 150m along strike to the NE returned 1.38 gpt gold over 20.73m including 7.86 gpt gold over 2.44m.

A table comparing the composited assay results for historic and current re-sampling is provided below:

Hole	From (m)	To (m)	Interval (m)	1979 Au gpt	Re-sampled Au gpt
PB79-128	24.38	107.29	82.91	0.91	**0.86**
incl	24.38	53.34	28.96	1.64	**1.59**
incl	24.38	30.63	6.25	4.68	**5.30**
incl	27.43	28.96	1.53	16.46	**19.50**
and	80.77	102.11	21.34	1.18	**1.13**
PB79-133	73.15	93.88	20.73	1.38	**1.53***
incl.	91.44	93.88	2.44	7.86	**10.36***
incl.	92.87	93.33	0.46	39.43	**39.43***

* Includes interval from 1979 sampling (92.87 to 93.33 meters – 0.34% of core) which is now missing from core storage

The two holes, which are stored at the Newfoundland and Labrador government core storage facility located in Pasadena, were quarter cut and submitted to Eastern Analytical Laboratories located in Springdale, Newfoundland. The Company plans to re-log and re-sample the remaining two holes associated with the PW Zone as soon as possible. In addition, the company has commenced the rehabilitation of the access road to the property which will provide easy and cost effective access for upcoming IP survey work and grid re-establishment, as well as future diamond drilling in 2013.

(h) Writedowns/Recoveries/Disposals

Reductions to the carrying costs of associated properties pertaining to writedowns or as a result of cost recoveries or earn-ins, or due to dispositions during the period ended September 30, 2012 and the year ended June 30, 2012 were as follows:

	Three months ended September 30, 2012 $	Year ended June 30, 2012 $
Writedowns:		
Sewell Property	-	354,630
Genex Property	-	52,299
Rim Property	-	1,206,060
Other Property	394	983,078
Armit Lake Property		1,850
Subtotal	394	2,597,917
Recoveries:		
Rim Property	-	150,000
Subtotal	-	150,000
Total	**394**	**2,747,917**

Management of the Company has reviewed all ongoing exploration projects and determined that no further write downs of capitalized exploration and development expenditures would be required at this time other than what has been written down already in the period. The Company will continue to assess the exploration potential of each project on a recurring basis and make adjustments when necessary.

SELECTED ANNUAL FINANCIAL INFORMATION

Description	**Year ended June 30, 2012 (IFRS) $**	**Year ended June 30, 2011 (IFRS) $**	**Year ended June 30, 2010 (CDN GAAP) $**
Operating expenses	2,631,771	2,933,339	2,216,509
Interest income	269,585	220,073	535,596
Adjustment to fair market value of held for trading investments	(7,588,260)	5,720,821	751,101
Write down of mineral properties	(2,597,917)	(2,587,246)	1,642,915
Net income (loss) being comprehensive income (loss)	(8,931,554)	8,377,326	(1,323,749)
Earnings (loss) per share – basic (1) (2)	(0.12)	0.11	(0.02)
Cumulative mineral properties and deferred development expenditures	6,809,483	6,401,973	12,670,358
Total assets	13,638,137	19,915,827	15,868,312

(1) Basic per share calculations are made using the weighted-average number of shares outstanding during the year.

(2) Earnings (loss) per share on a diluted basis is the same as the basic calculation per share as all factors are anti-dilutive except in fiscal 2011 where fully diluted earnings per share was $0.11.

SUMMARY OF QUARTERLY RESULTS

Three Month Period Ending	Net Earnings/(Loss) $	Net Earnings/(Loss) per Share Basic and Diluted (1) (2) $
September 30, 2012	756,054	0.01
June 30, 2012 (restated)	(1,402,380)	(0.03)
March 31, 2012 (restated)	(859,886)	(0.01)
December 31, 2011 (restated)	(2,649,965)	(0.03)
September 30, 2011 (restated)	(4,019,323)	(0.05)
June 30, 2011 (restated)	(3,303,024)	(0.04)
March 31, 2011 (restated)	6,074,313	0.08
December 31, 2010 (restated)	2,057,290	0.03

(1) Basic loss per share calculations are made using the weighted-average number of shares outstanding during the period.

(2) Earnings (loss) per share on a diluted basis is the same as the basic calculation per share as all factors are anti-dilutive except in the 2011 fiscal year where diluted earnings per share was $0.14.

During the period ended September 30, 2012, the Company's cash on hand increased by $702,883 to $702,884 due to the completion of the Arrangement and receipt of cash from Benton Capital as is the case with the $4,591,904 in temporary investments. Accounts and other receivables of $60,851 (June 30, 2012 - $nil) at September 30, 2012 consisted of H.S.T. receivables and accrued interest receivable on temporary investments. Exploration and evaluation assets increased from $6,557,064 at June 30, 2012 to $7,997,516 at September 30, 2012 due mainly to ongoing exploration activity at the Company's Elizabeth Anne, Cape Ray East and Saganaga properties. Share Capital increased from $1 at June 30, 2012 to $23,812,979 at September 30, 2012 due to the completion of the arrangement and transfer of net assets from Benton Capital.

SHARE DATA

As at November 20, 2012, the Company has 76,298,531 common shares issued and outstanding as well as: (a) stock options to purchase an aggregate of 8,250,000 common shares expiring between September 5, 2014 and August 15, 2017 and exercisable at $0.15 per share. For additional details of share data, please refer to note 9 of the September 30, 2012 condensed interim financial statements.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, temporary investments, accounts and other receivables, long-term investments, refundable security deposits and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

LIQUIDITY AND CAPITAL RESOURCES

The Company has a net working capital as at September 30, 2012 of $5,400,951 ($154,698 as at June 30, 2012) and cash on hand of $702,884 ($1 as at June 30, 2012) and a deficit of $3,731,308 ($4,487,362 as at June 30, 2012).

Subsequent to September 30, 2012, the Company applied for and received regulatory approval for a Normal Course Issuer Bid (the "Bid") to purchase, through the facilities of the TSX Venture Exchange, up to 5,000,000 shares of its issued and outstanding common shares. The actual number of shares that may be purchased and the timing of such purchases will be determined by the Company and purchases pursuant to the Bid will be conducted through BMO Nesbitt Burns.

The Company's condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the settlement of liabilities in the normal course of business. The appropriateness of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and/or generate continued financial support in the form of equity financings. Management feels that sufficient working capital will be obtained from public share offerings to meet the Company's liabilities and commitments as they come due. The condensed interim financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classification that would be necessary if the going concern assumption were not appropriate and such adjustments could be material.

The recovery of amounts shown as exploration and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain adequate financing to complete development, and upon future profitable operations from the properties or proceeds from the dispositions thereof.

The Company currently has no operations that generate cash flow and its long-term financial success is contingent upon management's ability to locate economically recoverable resources. This process can take many years to complete, cannot be guaranteed of success, and is also subject to factors beyond the control of management. Factors such as commodity prices, the health of the equity markets and the track record and experience of management all impact the Company's ability to raise funds to complete exploration and development programs.

The Company has taken numerous steps to ensure that it will continue to have adequate working capital to fund operations. The Company has set a conservative exploration budget for the upcoming year that will focus on a few key project advancement initiatives. It has reduced its budget for new project evaluation and generation substantially to ensure exploration is focused on advancing primary projects. This has also reduced the need for additional field personnel which will reduce labour costs. As well, the Company has and will continue to actively seek out strategic joint venture partners on certain of its projects to ensure that they will be advanced while at the same time preserving its capital. The Company has also reviewed corporate overhead costs to allow for only essential expenditures.

The Company anticipates that the continued sale of Flow Through shares/warrants should enable it to maintain exploration activities on its mineral properties. However, there can be no assurance that these activities will be sufficient to enable the Company to carry on its planned activities given the current economic climate.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are as follows:

i) To safeguard the Company's ability to continue as a going concern;
ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned exploration and development program expenditure requirement. The capital structure of the Company is composed of working capital and shareholders' equity. The Company may manage its capital by issuing flow through or common shares, or by obtaining additional financing.

The Company utilizes annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the balance sheet date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. the recoverability of amounts receivable and prepayments which are included in the condensed interim statement of financial position;

ii. the carrying amount and recoverability of exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after costs are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available;

iii. the estimated useful lives of property and equipment which are included in the condensed interim statement of financial position and the related depreciation included in the condensed interim statement of comprehensive income (loss) for the period ended September 30, 2012;

iv. the inputs used in accounting for share-based payment expense in the condensed interim statement of comprehensive loss; and

v. the provision for income taxes which is included in the condensed interim statements of comprehensive income (loss) and composition of deferred income tax assets and liabilities included in the condensed interim statements of financial position at September 30, 2012.

Critical accounting judgments

The following accounting policies involve judgments or assessments made by management:

- The determination of categories of financial assets and financial liabilities;
- The determination of a cash-generating unit for assessing and testing impairment;
- The allocation of exploration costs to cash-generating units; and
- The determination of when an exploration and evaluation asset moves from the exploration stage to the development stage.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not participated in any off-balance sheet or income statement arrangements.

RELATED PARTY TRANSACTIONS

The purchases from and fees charged by the related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the period ended September 30, 2012, the Company paid director fees to one of its directors totaling $2,500 for services rendered on the Company's Audit Committee. The director is to receive $2,500 per quarter.

Included in accounts payable and accrued liabilities is $13,988 (2011 - $3,891) to Stares Contracting Corp. and $nil (2011 - $18,200) to Gordon J. Fretwell Law Corporation. The repayment terms are similar to the repayment terms of non-related party trade payables.

Key management personnel remuneration during the period included $133,607 (2011 - $119,384) in salaries and benefits and $152,579 (2011 - $nil) in share-based payments. There were no post-retirement or other long-term benefits paid to key management personnel during the year. See note 10 of the condensed interim financial statements for additional information pertaining to related party transactions.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”)

Statement of Compliance and Conversion to International Financial Reporting Standards (“IFRS”)

The Canadian Accounting Standards Board ("AcSB") confirmed in February 2008 that IFRS will replace Canadian generally accepted accounting principles ("GAAP") for publicly accountable enterprises for financial periods beginning on and after January 1, 2011, with the option available to early adopt IFRS from periods beginning on or after January 1, 2009 upon receipt of approval from the Canadian Securities regulatory authorities.

These condensed interim financial statements, including comparatives, have been prepared using accounting policies in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The disclosures concerning the transition from Canadian Generally Accepted Accounting Principles (“GAAP”) to IFRS are included in Note 18 of Benton Capital’s June 30, 2012 audited consolidated financial statements.

New and Future Accounting Pronouncements

The following standards are effective for annual periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not early adopted these standards and is currently assessing the impact they will have on the condensed interim financial statements.

IFRS 10, Consolidated Financial Statements: IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 supersedes IAS 27, Consolidated and Separate Financial Statements, and SIC-12, Consolidation – Special Purpose Entities.

IFRS 11, Joint Arrangements: IFRS 11 establishes principles for financial reporting by parties to a joint arrangement. IFRS 11 supersedes current IAS 31, Interests in Joint Ventures and SIC-13, Jointly Controlled Entities-Non **–** Monetary Contributions by Venturers.

IFRS 12, Disclosure of Interests in Other Entities: IFRS 12 applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity.

IFRS 13, Fair Value Measurements: IFRS 13 defines fair value, sets out in a single IFRS framework for measuring value and requires disclosures about fair value measurements. The IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances.

In July 2011, the IASB agreed to defer the effective date of IFRS 9, Financial Instruments from 2013 to 2015. The standard is the first part of a multi-phase project to replace IAS 39, Financial Instruments: Recognition and Measurement.

IAS 28, Investments in Associates and Joint Ventures: IAS 28 has been updated and it is to be applied by all entities that are investors with joint control of, or significant influence over, an investee. The scope of the current IAS 28 Investments in Associates does not include joint ventures. Early application is permitted.

IAS 1 – Presentation of Financial Statements: In June 2011, the IAS issued amendments to IAS 1 that requires an entity to group items presented in the statement of comprehensive income on the basis of whether they may be reclassified to earnings subsequent to initial recognition. For those items presented before taxes, the amendments to IAS 1 also require that the taxes related to the two separate groups be presented separately. The amendments are effective for annual periods beginning on or after July 1, 2012, with earlier adoptions permitted.

RISKS AND UNCERTAINTIES

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in production. The Company’s viability and potential success lie in its ability to discover, develop, exploit and generate revenue out of mineral deposits. The exploration and development of mineral deposits involve significant financial risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The operations of the Company are subject to all of the hazards and risks normally incidental to exploration and development of mineral properties, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The activities of the Company may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which the Company has interests. Hazards, such a unusual or unexpected formation, rock bursts, pressures, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of any copper, nickel, gold, platinum or any other minerals discovered. Resource prices have fluctuated widely and are affected by numerous factors beyond the Company’s control. The effect of these factors cannot accurately be predicted.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

Financing Risks

The Company has limited financial resources and no current revenues. There is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution or loss of such interests.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. The Company believes that it presently holds all necessary licenses and permits required carrying on with activities which it is currently conducting under applicable laws and regulations and the Company believes it is presently complying in all material respects with the terms of such laws and regulations. However, such laws and regulations are subject to change. There can be no assurance that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations at its projects.

No Assurance of Titles

The acquisition of title to mineral projects is a very detailed and time consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

Environmental Regulations

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploration and mining operations, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the *Business Corporations Act* (Ontario) to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. Any key person insurance which the Company may have on these individuals may not adequately compensate for the loss of the value of their services.

The MD&A was reviewed and approved by the Audit Committee and Board of Directors and is effective as of November 20, 2012.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.