

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Capital Corp.
1780, 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2 Date of Material Change

September 5, 2012

Item 3 News Release

The news release dated September 5, 2012 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Stephen Stares, CEO, Benton Capital Corp.

Item 9 Date of Report

September 6, 2012

BENTON CAPITAL PROVIDES CORPORATE UPDATE

September 5, 2012

Thunder Bay, Ontario: **Benton Capital Corp.** (TSXV: BTC) is pleased to announce the following corporate update for its shareholders.

Benton Capital Corp. ("Benton" or the "Company") holds approximately 57.87 million shares in Coro Mining Corp. ("Coro") (TSX: COP) which constitutes approximately 41.84% of Coro's issued capital. Coro is a Vancouver based copper exploration company with early stage and advanced projects located in South America.

Based on its holdings of Coro, the shares of Benton currently trade at a significant discount relative to the capitalized value of Coro's issued shares. Accordingly management of the Company would like to provide a summary of both Coro's and the Company's assets and near term plans:

1. **Benton market capitalization of approximately \$7.6 million based on a \$0.10 trading price per share;**
2. **Current value of Coro holdings (57.8 million shares) of approximately \$17.4 million based on current trading price of Coro;**
3. **Coro's Berta project located near large producers with excellent infrastructure;**
4. **Approximately \$730,000 cash in Benton's treasury with an extremely low burn rate;**
5. **Coro currently completing a resource estimate on its Berta copper project in Chile;**
6. **Coro currently drilling on new high potential copper prospect at El Inca project in Chile;**
7. **Coro currently negotiating EIS approval for San Jorge copper/gold deposit in Argentina;**
8. **Benton currently planning work program to advance the Goodchild Copper-Nickel-PGM project located 5km NE of Stillwater Mining's Marathon Copper-PGM deposit currently being permitted for production**

Stephen Stares, Company President and CEO commented "We are frustrated that the Company is trading at such a large discount to its net asset value but we believe long time shareholders will be rewarded as Coro advances their excellent property portfolio in Chile and Argentina, the Company advances its Goodchild property in Ontario and continues to evaluate other opportunities to enhance shareholder value.

In addition Benton has granted 2.025 million stock options exercisable at \$0.15 for a period of 5 years to officers, directors, employees and consultants of the Company.

Clinton Barr (P.Geo.), V.P. Exploration for Benton Capital Corp., is the qualified person responsible for this release.

On behalf of the Board of Directors of Benton Capital Corp.,

"Stephen Stares"
Stephen Stares, President

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

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of

drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to gold price and other commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections

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