51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Capital Corp.
700, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

December 23, 2013

Item 3 News Release

The news release dated December 23, 2013 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

December 31, 2013

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TSX-V: BTC

BENTON PARTICIPATES IN CORO MINING PRIVATE PLACEMENT

December 23, 2013

Thunder Bay, Ontario: **Benton Capital Corp.** (TSXV: BTC) ("Benton") is pleased to inform its shareholders that the Company has subscribed to 3,133,246 units of Coro Mining Corp. (TSX: COP) ("Coro") for a price of $0.10 per unit (See Coro PR dated December 12, 2013) for a gross payment of $313,325. Each unit will comprise one common share of Coro and one-half of a common share purchase warrant. Each warrant will entitle the Company to acquire an additional common share of Coro at an exercise price of $0.15 for a period of three years. The warrants will be subject to a forced exercise provision after one year in the event the volume-weighted average trading price of Coro's common shares on the Toronto Stock Exchange is equal to or above $0.30 for 20 consecutive trading days. Benton now holds 61 million shares of Coro or approximately 41% of Coro's common shares as well as 1,566,623 share purchase warrants. In addition, Benton retains its right to maintain its current fully diluted interest in the common shares of Coro Mining moving forward.

Stephen Stares, President and CEO of Benton stated, "We feel that the Coro team has done an excellent job in navigating though these challenging times in our sector and are pleased to provide our support in this very important private placement. These funds will assist Coro in completing diamond drilling on the very prospective El Desesperado copper project in mining-friendly Chile and we await the results of that program with much excitement."

About Benton Capital Corp.:
Benton Capital Corp. is a Canadian based junior which holds the Goodchild Copper-Nickel-PGM project located 5km NE of Stillwater Mining's Marathon Copper-PGM deposit currently being permitted for production. Benton Capital Corp. also holds 61 million shares (approximately 41%) and1,566,623 share purchase warrants of Coro Mining Corp**.** (TSX: COP) - a Vancouver based copper exploration company with projects located in South America.

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.