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

February 4, 2014

Item 3 News Release

The news release dated February 4, 2014 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

February 11, 2014

BENTONCAPITAL CORP

3250 Hwy 130, Rosslyn, ON P7K 0B1
Tel: 807-475-7474 Fax: 807-475-7200
www.bentoncapital.ca
TSX-V: BTC

BENTON CAPITAL GRANTS INCENTIVE STOCK OPTIONS

February 4, 2014

Thunder Bay, Ontario: Benton Capital Corp. (TSXV: BTC) ("Benton" or "the Company") announces that 3,200,000 incentive stock options with an exercise price of $0.10 were granted to various officers, directors and consultants of the Company. The options will have a term of 5 years and are subject to regulatory approval.

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 38%) and 1,566,623 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

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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.

For further information contact Stephen Stares @:
3250 Highway 130,
Rosslyn, ON P7K 0B1
Phone (807)475-7474
Fax (807)475-7200
www.bentoncapital.ca